



To: AAFPO Members

From: Penni Davey, AAFPO Board President

Date: May 14, 2021

Re: Updates Concerning the June 2021 AAFPO Board Election

As Board President of AAFPO, I owe you an apology. I made a mistake concerning the term lengths of appointees to the Board of Directors which has resulted in confusion—both on the part of the Board appointees themselves, and our members. It has also provided the Resort another chance to accuse the current Board of behind-the-scenes machinations which simply aren't true.

The truth is that I told the Board appointees that they each were to serve a one-year term. I was wrong. I have since been informed by AAFPO's attorneys that appointees to the Board are to serve for the unexpired term of the appointee's predecessor in office.

Here is the timeline:

Last weekend, in response to a question from the Election Committee—none of whom are members of the Board—I sought a legal opinion from the AAFPO attorneys regarding the calculation of appointee term lengths. In that legal opinion, which is posted for your review, I learned that the New Mexico Nonprofit Corporation Act is controlling when it comes to appointee term lengths. That is, to the extent AAFPO's By-Laws conflict with the Nonprofit Corporation Act, in the absence of a provision in the Act allowing for variation in the By-laws or Articles, the Nonprofit Corporation Act is determinative.

I contacted two members of the original Board of Directors, and they confirmed that the intent of the Bylaws was that each year three director positions would be up for election.

Inspectors of Elections

The June 2021 AAFPO Board Election will be conducted by a 3rd Party Election Company that specializes in handling HOA elections called Inspectors of Elections ("IOE"). IOE is based in California and has a great deal of experience providing secure, independent election oversight. There is also an independent AAFPO Election Committee, chaired by Jay Mitchell and several other non-Board members, who will be handling the election process and vetting candidates for the Board.

Inspectors of Elections will use electronic means for voting. Any AAFPO members without an email address on file in the membership office will be mailed a physical ballot. Please note there will be one

vote per lot and the ballot will be sent to the email address on file with the membership office. If you own multiple lots, you will have multiple votes—one per lot.

Election Timeline

There are three (3) Board positions for 3-year terms up for election this year:

- 1) All Board candidate application should be mailed to **AAFPO, Attn: Election Committee, P.O. Box 21, Angel Fire, NM 87710** or emailed to: **executive-director@aafpo.org**. Any member in good standing may apply to serve on the Board. It is not necessary to live in Angel Fire to run for the Board. Applications must be received by Election Committee Chair Jay Mitchell by **5:00 p.m. on Wednesday, May 19, 2021**.
- 2) Please note all members of the Board of Directors are volunteers. These are unpaid positions.
- 3) AAFPO will not post the candidate information until the nomination meeting on May 20, 2021. Once the nomination meeting takes place, nominations will be closed.
- 4) By June 5, 2021, the ballots should be sent out to the members, either by electronic email or paper ballots if the member does not have a valid email on file. AAFPO expects information from the Resort regarding what candidates are “in good standing” shortly.
- 5) AAFPO Election Committee Chair Jay Mitchell has received complaints regarding the Resort sending unwanted emails with candidate endorsements. Chair Mitchell confirmed the AAFPO Election Committee **did not** post any emails or information on candidates and **will not** do this until the nomination date of May 20, 2021.

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