

## Meeting Minutes

BMFHOA Board Meeting Sunday March 12, 2017 2:36 pm

Held at the home of Carol & Darren Yancy

### Notice

On Thursday March 9, 2017 at the request of President Bobbi Brown, a notice was sent by Sec. Yancy for a meeting to be held to discuss pending resignation of Bobbi Brown. Bobbi had made this announcement of her pending departure on February 20, 2017.

A date of Sunday March 12, 2017 at 0230pm was set.

All confirmed ability to attend except VP Duello, who notified he would be out of town. The next day, Pres Brown notified that should could not attend now. With the VP out of town, President Brown directed Sec. Yancy to conduct the meeting with the remaining Board members as allowed under State Law.

For the record – VP Duello protested the meeting.

### Pre-Agenda Discussion

Prior to roll call, extensive discussion of current call for vacancy election. Cynthia Jackson pointed out that current President Bobbi Brown has not tendered resignation and was this being held too early? Darren Yancy pointed out that the impact of decision of vote would not be effective until and unless formal resignation was sent to all Board members.

Discussion of past history of vacancies. Darren Yancy talked about first replacement being done in 2006 when then Treasurer Kirt Woolsey had to be replaced due to a move out of the neighborhood. The Board at that time had to use the vacancy clause as none of the formal HOA documents addressed it. Cynthia pointed out that VP Chuck Duello had replaced Chip Stevens with a neighborhood vote, albeit done via email and not a formal meeting. Yancy pointed out that that was a Board responsibility under law and while there was nothing illegal about having HOA involvement, it was not to the letter of rules. The CCR's have no provision for electronic voting by the entire HOA under Section 3.04, as they pertain to general elections only and not the replacement of an in term Board Member. Vacancy replacements are spelled out in the manner being prescribed both in Roberts Rules of Order and the Texas State Constitution.

What was also discussed was the thought process sent in an email communication the day before by VP Duello. He had communicated that he would assume the President spot and then offered the VP spot to At Large Member Tracie Fleming. Yancy pointed out that Roberts Rules do allow "full position promotion" but not a single position. IE – VP to Pres, Sec to VP, Tres to Sec, etc. However no rule existed in Robert's Rules or State Law that allowed one position to be promoted and then select their replacement, as was suggested by Duello in his email. Furthermore, there is nothing in the certificate of formation or HOA bylaws that spell out promotion of position. The State Constitution does not have a rule for promotion of position, but has the rule for vacancy.

Discussion ended

## Agenda:

- I. Roll Call to Establish Quorum Yancy  
Rolled was called. Sec Yancy, Tres. Jackson, and Director Fleming were present. Quorum is established.
- II. Review and Approve Prior Minutes Yancy  
Minutes were in need of approval from Nov 14, 2015 meeting. Minutes were reviewed and motion to approve by Fleming with Jackson seconding. Vote to accept minutes as submitted approved with 3 affirmative votes.

The Board met, albeit informally, on Dec 17, 2016 regarding replacement of the front gate. Minutes were reviewed and motion to approve by Fleming with Jackson seconding. Vote to accept minutes as submitted approved with 3 affirmative votes.

- III. Discussion, Nomination, & Vote to fill pending vacancy for outgoing President Bobbi Brown Yancy  
**This section of the meeting was conducted in accordance with the Texas State Constitution, Business Organizations Code, Chapter 22 Non Profits, and Subsection 22.212 Vacancy.** A copy of the law was passed out to those in attendance.  
Additional discussion from Jackson regarding potential additional candidates for the vacancy. Was the Board moving too fast with not enough time to talk to additional potential replacements? Yancy pointed out that the HOA has difficulty filling Board positions in normal election cycles and that with 4 months till elections, might prove difficult to find others. Fleming pointed out that turning down current volunteers is never positive. Discussion ended and nomination of Greg Rosario was made. Yancy told of his prior experience on the Board, he could be available for the position at elections or would have no issue not being on the slate at election time.  
Motion to accept nomination by Fleming, second by Jackson. Vote to replace Bobbi Brown as President when and if she resigned with Greg Rosario was approved with 3 affirmative votes.

- IV. Discussion of front gate area, items to be considered for improvement Jackson  
Cynthia Jackson has been working on the front gates for 6 years and is ready for another member to take over duties. There is work that need to be done now due to erosion issues from the heavy rains. She has Denny Bean checking for potential contractors for the work and will also be talking to the Richardson's about their lawn crew to see if they would consider taking over the work.

- V. Discussion of surrounding residential development Fleming  
The areas behind the residences of the west side of Sherry Lane have been sold and platted for development. The areas behind non-member homes will be the first phase. Concern by Fleming if Darden were to sell to the new developer as to potential for that lot to be turned into access in and through the HOA as the property easement implies but does not

specifically state single residential use. She has had her firm research and in the event such a sale were to occur, legal case law exists that could protect the HOA from such an occurrence.

Non Agenda Items discussed:

Gate chain – VP Duello had mentioned a few weeks past that the chain was to be replaced with a new, nickel one. Sec Yancy could not remember. Tres. Jackson believes it was discussed and that Pres Brown brought it up to the vendor. Yancy will follow up with vendor.

Road – Sec Yancy wanted to float the thought for future discussion on replacement for the road. Almost \$11000 has been spent on the road in the last 2 years with no repair to the main road and a resurfacing for a section of road that was not the HOA's in the first place. The road is going to start to need annual repair and will reach a point and no repair with replacement only. Rather than spend dollars on repair each year, start replacing sections of the road on an annual basis to spread out the cost over time.

Meeting ended 3:26pm