

WHISPERWOOD HOA

BOARD MEETING MINUTES

March 6, 2025

Location: Groves Branch Library

Time: 6:00 PM

BOARD MEMBERS PRESENT:

Randal Hamilton, President

Renee Guthrie by Proxy for **Rehj Hoeffner**, Sec/Treasurer

Marnee Gamble Bolen, Member at Large (recording the minutes of the Board Meeting)

Priscilla Elliott, Member at Large

GENERAL MEMBERS PRESENT:

A few general members attended the meeting (names not recorded)

CALL TO ORDER:

Meeting was called to order by President Randal Hamilton at 6:01 pm. A quorum was met to proceed with the Board Meeting.

GOVERNANCE:

Renee Guthrie submitted a proxy document prepared by **Rehj Hoeffner** giving her the proxy vote for her in her absence of the March 6, 2025 Board Meeting. The document was in order and accepted by the Board members in attendance.

Randal Hamilton presented information regarding the posting of the agenda for board meetings.

APPROVAL OF PREVIOUS MEETING MINUTES:

Motion was made by **Marnee Bolen** to accept the February 6, 2025 minutes; Seconded by **Priscilla Elliott**. Motion passed 4-0.

MOTION:	To accept the February 6, 2025 minutes
Moved:	Marnee Bolen
Seconded:	Priscilla Elliott
Vote:	Unanimously (4-0)

MEMBERSHIP COMMENTS:

A community member requested that the Membership Comments be moved to the end of the agenda, but **Randal Hamilton** explained that it was better served for the Board and community members that the comments be held at the beginning of the meeting.

Geri Irving stated that there was concern for the Secretary/Treasurer not being present at the Board meeting and not fulfilling her responsibilities as stated in the Bylaws.

PRESIDENT'S REPORT:

Randal Hamilton gave his report which confirmed the preliminary amount of \$5,914.68 received from the insurance company for roof repairs and that he had received adjustments to \$9,917.38, but that they may be a little higher.

The Board has not received any bids for repairs yet, waiting on the pool repairs before we repair the roof.

Robert Guerrero's resignation letter was presented. The Board discussed his service and that his presence will be missed. The Board will take nominations and vote on a director to fill the open position. A vote will then be held to elect a Vice-President.

Corporate Transparency Act was discussed again and **Marnee Bolen** reminded the Board that Whisperwood Home Owners Association does not require compliance with the act despite the Board receiving a solicitation letter.

TREASURER'S REPORT:

Randal Hamilton presented the Treasurer's Report on behalf of **Rehj Hoeffner**. It was discussed that bills were again paid prior to approval from the Board. The Board passed a motion at the February 6, 2025 meeting requiring review of all bills prior to payment. The Board discussed the utility bills and Priscilla Elliott agreed to discontinue the auto-draft for utility bills.

The amount of dues received was presented by **Priscilla Elliott** and the late fee of \$35 was discussed. This fee has traditionally been assessed after 10 days (which would be March 10, 2025). **Priscilla Elliott** confirmed that there were still four (4) members from 2024 that had not paid. The Board discussed the possibility of liens assessed on these 4 members, but it was tabled due to the state of our Bylaws. **Priscilla Elliott** stated she would draft a late-fee letter and present it to the Board.

MOTION: To review the late-fee letter at the April Board meeting.
Moved: **Marnee Bolen**
Seconded: **Priscilla Elliott**
Vote: Unanimously (4-0)

OUTSTANDING BILLS

The following outstanding bills were discussed:

1. Winterization and Leak Detection invoice from Prime Pools in the amount of \$967.76; and
2. Multiport replacement (2 ports) invoice from Prime Pools in the amount of \$1,082.50.

MOTION: To pay both invoices
Moved: **Marnee Bolen**
Seconded: **Randal Hamilton**
Vote: Passed (2-1-1)
Priscilla Elliott voted no, Renee Guthrie abstained

The meeting room fee for the December 20, 2024 work session was paid for by **Geri Irving** and donated to the Whisperwood Home Owners Association as a gift. No further action was taken.

BOOKKEEPER DISCUSSION:

It was discussed that we need a third-party to reconcile the books, but not to replace the Treasurer. **Marnee Bolen** recommended **Carrie Nevarez**. **Randal Hamilton** reached out to her and she did not return his call. He will try to contact her again.

FINANCIAL POLICY DISCUSSION:

Rehj Hoeffner submitted a proposed policy via email on February 25, 2025 which was discussed. **Randal Hamilton** stated that the policy was good work.

MOTION: To table the Financial Policy
Moved: **Marnee Bolen**
Seconded: **Randal Hamilton**
Vote: Unanimously **(4-0-0)**

WHOA WEBSITE:

It was discussed at the February 6, 2025 meeting and voted on that **Randal Hamilton** would reach out to both **Ian Hoeffner** and **Rehj Hoeffner** regarding the ownership and control of the current **Whisperwood HOA** website. After sending emails to both, no response was received.

It was discussed to move forward with the Board purchasing a new domain name even though it is the President's preference to maintain the current website. **Randal Hamilton** will research possible domain names and report back at the April 3, 2025 meeting.

MOTION: To seek and purchase a new domain name
Moved: **Marnee Bolen**
Seconded: **Randal Hamilton**
Vote: Passed **(2-0-2)**

POOL REPORT/ACTION/ASSISTANCE:

Randal Hamilton reported that he and **Chad Sea** were contacting contractors for the pool repairs and hoped to receive bids soon. If the requisite three (3) bids come in before the next scheduled meeting, it may be necessary to hold a Special Meeting.

MOTION: Allow Randal Hamilton and Chad Seay to seek at least (3) three bids for pool renovations
Moved: **Marnee Bolen**
Seconded: **None**
Vote: Failed for lack of a second

Marnee Bolen made a motion that **Randal Hamilton** and **Chad Sea** seek at least three (3) bids for pool renovations, but the motion was not seconded and was determined not to be necessary.

It was discussed that the pool is not losing as much water since the replacement of the multiport system. However, **Chad Sea** recommended that we move forward with the pressure test to ensure that we do not have any leaks.

MOTION: Allow PrimePools to perform the pressure test
Moved: **Marnee Bolen**
Seconded: **Renee Guthrie**
Vote: Unanimously **(4-0-0)**

Randal Hamilton suggested that we form an aesthetic committee to help with the color choices for the pool renovations.

ACTION: **Marnee Bolen** volunteered to reach out to community members about serving on the committee.

It was mentioned that the Boiler needs to be inspected by city.

ACTION: **Marnee Bolen** volunteered to obtain the appropriate contact and report back to the Board.

QUESTIONS FOR ATTORNEY:

Randal Hamilton discussed governance issues with attorney **Mike Carper**.

Renee Guthrie presented a list of questions by **Rejh Hoeffner** to **Randal Hamilton** to also discuss with attorney **Mike Carper**. The Board was not privy to the questions and will be handled by **Randal Hamilton**.

BYLAW REVISION PROCESS:

Randal Hamilton reported that **Tim Collins** and **Mike Carper** recommended that our Bylaws be revised as they were woefully out of date and noncompliant with current statutes and state laws.

The Board asked **Randal Hamilton** to inquire as to an estimate for attorney **Mike Carper** to draft revised Bylaws.

Priscilla Elliott asked for clarification on why the Board would want to spend money on Bylaws until we were sure we could secure a quorum needed to pass the changes. The board discussed the importance of bringing our Bylaws up to compliance with state and local rules.

It was discussed that the draft be circulated among the community members electronically (email, if possible) to elicit feedback. It was recommended that **President, Randal Hamilton**, include a letter to with the draft Bylaws stating the necessity.

Moving the annual meeting from January to August/September was also discussed, which would give opportunity for members to have time to review the proposed Bylaws and be present for the meeting.

ADJOURNMENT

MOTION: To adjourn
Moved: **Marnee Bolen**
Seconded: **Priscilla Elliott**
Vote: Unanimously **(4-0-0)**

Meeting adjourned at 7:55 p.m.

EXECUTIVE SESSION

The Board attended an Executive Session from 8:00 p.m. until 9:00 p.m.

(the following will NOT be included in public minutes)

The subjects of the executive session revolved around "personnel", specifically board member relations/functions, which included (a) questions for the attorney presented by **Rejh Hoeffner's** proxy, **Renee Guthrie**, earlier in the meeting. Those questions were requested by **Priscilla Elliott** from the President for her to handle; and (b) discussion of an appointment of a replacement board member for **Robert Guerrero**.

See Secretary's Addendum, Budget, and Election Policy in the Reports tab.