

WHISPERWOOD HOA

Secretary Addendum January 8, 2025

This Secretary Addendum supplements the approved January 2025 minutes.

It provides factual corrections, notice clarifications, and the Secretary's formal statement declining attestation of the January 2025 minutes.

I, Rehj Hoeffner, Secretary/Treasurer, have reviewed the minutes of the January 8, 2025 meeting that were subsequently approved by the Board. Those minutes reflect several material procedural and statutory defects that render certain actions taken at the meeting void or voidable:

1. AGENDA VIOLATIONS (TEXAS PROPERTY CODE §209.0051)

The posted agenda (**Agenda Email - Exhibit A-01.08.25**) did not include the following items that were nevertheless discussed and acted upon:

- Outstanding invoices
- St. Clair legal billing
- Corporate Transparency Act
- CPA discussion
- The 2005 amendment
- Election rule changes

These actions violate [Texas Property Code § 209.0051\(e\) and \(g\)](#), which prohibit the addition of substantive items after the required 144-hour agenda has been posted.

2. UNAUTHORIZED PAYMENT OF ST. CLAIR LEGAL INVOICE

The Board approved payment of legal invoices to St. Clair & Associates:
with no prior Board authorization for the underlying legal work and no disclosure to the Board of the scope or necessity of the services.

The minutes reflect approval of St. Clair invoices (~\$275, possibly more), but:

- No prior Board authorization for the underlying legal work
- The President did not disclose attorney contact to the Board
- The Treasurer did not authorize payment

3. MID-ELECTION CHANGE TO VOTING PROCEDURES AND ELECTION POLICY

(Nomination Form – Exhibit B-01.08.25)

(Policy – Exhibit C-01.08.25)

(Instructions – Exhibit D-01.08.25)

The Board adopted this motion:

(a) Concern was expressed that mailing addresses were not a part of the voting list which would prevent verification of voters; therefore the Board voted to permit proxies to be accepted “at the door” on election day. Mailing addresses are not needed to verify ownership.

The election process commenced on November 18, 2024 with the statutory candidate solicitation notice required by [Texas Property Code § 209.00593](#). Any modification of election or voting procedures after that date is expressly prohibited by Texas Property Code [§§ 209.0056](#), [209.0058](#), and [209.00593\(c\)&\(e\)](#) and is

void. See also [Robert's Rules of Order Newly Revised \(12th ed.\) § 10:26\(1\)](#) (no main motion may conflict with state law).

Therefore, on January 8, when the board tried to change the rules (for example: extend or shorten deadlines), they directly violated [§ 209.00593\(c\) and \(e\)](#) because:

- Any new rule would impose conditions that did not exist when the statutory solicitation was sent.
- Action is expressly prohibited and override anything in the HOA's own documents.

SECRETARY'S STANDING CERTIFICATE

(Applicable to all Board minutes January – June 2025) I, Rehj Hoeffner, duly elected Secretary of Whisperwood Home Owners Association, Inc., was absent from all Board meetings held between January 1 and June 28, 2025.

No secretary pro tempore was elected or appointed at any of those meetings as required by [Robert's Rules of Order \(12th ed.\) § 47:34](#).

No authorized officer has ever signed or attested the minutes of those meetings.

I have reviewed the minutes and, because they contain material inaccuracies and reflect actions taken in violation of [Texas Property Code §§ 209.0051 and 209.0056–209.00593](#), I decline to attest or authenticate them.

These minutes therefore remain unauthenticated corporate records.

This Certificate is submitted in fulfillment of my continuing statutory and fiduciary duty to maintain accurate corporate records pursuant to [Texas Business Organizations Code § 22.351](#) and [Texas Property Code § 209.005](#).

Executed this 28th day of October, 2025.



Rehj Hoeffner, Secretary
Whisperwood Home Owners Association, Inc.

EXHIBITS

Exhibit No.	Title / Description
A	Agenda
B	2025 Nomination Form
C	2025 Election Policy
D	2025 Election Instructions



Rehj Hoeffner <rehj@rehj.net>

Posting of agenda

Randal Hamilton <randalhamilton@icloud.com>

Wed, Jan 1, 2025 at 5:47 PM

To: Rehj Hoeffner <rehj@rehj.net>, Robert Guerrero <ivgint@att.net>, Marnee Bolen <mlbolen2@gmail.com>, Priscilla Elliott <nannybob0204@gmail.com>

Attached you will find the agenda I am posting in our common area.

Also you will see the meeting date has been changed to January 8 due to a change with the Library's availability.

Trust we will see everyone there and I hope Rehj has a wonderful trip.

(Rehj, please change the date and agenda on the website.)

Randal

Sent from my iPad



WHOA Board Agenda.pages

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Whisperwood

HOA

Board of Directors Nomination Candidate Nomination Form



SUBMISSION DEADLINE **DECEMBER 9, 2024**

MAIL TO: WHOA, PO Box 98331, Lubbock, Texas 79499

EMAIL TO: whoalubbock@gmail.com

- ☐ Please accept my self-nomination as a candidate for election to the WHOA Board of Directors.

Please write a short bio with your qualifications and reasons you want to be on the Board of Directors of Whisperwood Home Owner's Association.

Address _____ Signature _____

_____ Printed Name _____

E-mail Address _____ Date _____

**WHISPERWOOD HOME OWNER'S ASSOCIATION
ANNUAL MEETING**

Thank You for your interest!

Whisperwood Home Owner's Association

Board Member Election Policy for January 21, 2025 Annual Members Meeting

Purpose

To outline the procedures and guidelines for the upcoming board member election scheduled on January 13, 2025.

Requirements

In Texas, Homeowners Associations (HOAs) are governed by the Texas Property Code, particularly chapter 209, also known as the Texas Residential Property Owners Protection Act. When it comes to verifying mail-in and proxy ballots for electing the Board of Directors, the law provides specific guidelines to ensure fairness and transparency.

Key Requirements for Mail-In and Proxy Ballots:

- ☐ **Written and Signed** :According to Section 209.0058 of the Texas Property Code, all ballots must be in writing and signed by the property owner to be counted. This signature serves as a verification method to confirm the voter's identity and eligibility.
- ☐ **Verification Process:** The HOA is responsible for implementing procedures to ensure that:
 - ☐ Only eligible members cast a vote.
 - ☐ Each member votes only once per lot or unit owned, unless the governing documents specify otherwise.
 - ☐ Ballots are securely collected and counted accurately.
- ☐ **Record Keeping:** The association must retain the ballots for a specified period (usually around two years) in case of disputes or reviews. Members generally have the right to review the ballots, except in cases where ballots are cast secretly.
- ☐ **Proxy Voting:** If allowed by the HOA's bylaws, members may vote by proxy. Proxies must also be in writing and meeting specific requirements outlined in the governing documents and state law.

□ Election Timeline

□ Solicitation of Nominations

Start Date: November 18, 2024 (3 weeks)

End Date: December 9, 2024

□ Issuance of Ballot Guidelines and Instructions

Date: December 10, 2024

□ Requesting Unique Numbered Ballots

Start Date: December 10, 2024 (3 weeks)

End Date: December 31, 2024

□ Ballot Submission Deadline

Date: January 10, 2025

□ Election Day

Date: January 13, 2025

□ Nomination Process

Soliciting Nominations

□ Members are invited to submit nominations for board member positions between November 18 and December 9, 2024.

□ Nominations must be submitted in writing to the official WHOA post office box by the deadline, or by emailing whoalubbock@gmail.com, or by requesting one through the whoalubbock.org website

Additional Nominations

□

□ On January 13, 2025, during the meeting, the President will ask for any further nominations from the floor if a quorum is met. This is not a requirement and is optional.

□ Ballot Guidelines and Instructions

□ Requesting Ballots

Starting December 10, 2024 and ending on December 31, 2024, members can request a unique numbered ballot specific to this election.

- Receiving Ballots

- Ballots will be issued by the Board Secretary upon request.

- Ballot Verification Methods

- Method 1: Notary

- Members can have their completed ballot notarized by a certified notary public.

- Method 2: Photo Verification

- Members can submit their completed ballot with a copy of a valid photo ID for verification.

- Method 3: Signature Verification

- In order to utilize this method, a signature must be submitted at time of ballot or proxy request. This allows the HOA to have a “signature on file” to compare against.

- Members can then submit their completed ballot with a signature for verification.

- Returning Ballots

- All verified ballots must be submitted to the official WHOA Post Office Box by January 10, 2025.

- Proxy Voting

- Assigning Proxies

- Members may assign their vote to another member via proxy.

- Proxy Limits

- Proxies can be specific or general and the proxy owner must make that determination known on the proxy itself.

- Requesting Proxies

- Proxies must be requested through the same avenues mail-in ballots must be requested starting on December 10, 2024 and ending on December 31, 2024 .

- Proxy Verification

The proxy form must be presented with verification using any of the following methods:

- Notary
- Photo ID Verification
- Signature methods.

Instructions and Tutorials

Detailed instructions on how to assign a proxy vote will be provided to all members.

- Election Day Procedures

- Collection of Ballots

The Board designated third party will collect all ballots and proxies and hold them securely until January 13, 2025.

- Quorum Verification

After in-person voting is complete, ballots and proxies will be counted to determine if a quorum is met before votes are counted.

- Meeting Opening

The President will open the meeting and announce whether a quorum has been achieved.

- Quorum Not Met Procedures

- Adjournment for Additional Ballots

If a quorum is not met but is within 10% of the required number, the meeting may be adjourned temporarily (but not more than 30 days) to allow more ballots to be collected.

- Continuation of Current Board

If a quorum cannot be met, the President will ask current board members if they are willing to continue serving.

Positive Response: The meeting will be adjourned.

Negative Response: Further actions will be determined as per the organization's bylaws.

□ Quorum Met Procedures

Additional Nominations

The President will invite any additional nominations from the floor. If new nominations are made, ballots are counted for quorum purposes, but votes will not be counted until all candidates are finalized.

□ Vote Counting

If no further nominations are made, the Board designated third party will proceed to count the votes.

In any election for the board, each candidate may name one person to observe the counting of the ballots, provided that this does not entitle any observer to see the name of the person who cast any ballot, and that any disruptive observer may be removed.

□ Election Results

□ Announcement

Results will be announced after all votes have been counted and verified.

□ Record Keeping

All ballots and proxies will be retained securely for record-keeping purposes as per legal requirements.

□ General Guidelines

□ Member Responsibilities

Members are responsible for adhering to all deadlines and verification procedures.

□ Communication

All official communications will be sent via email and posted on the organizations website, and mailed by postal mail when applicable.

Support

For assistance, members can contact the Board for additional help or information.

Contact Information

Board Secretary

Email: whoalubbock@gmail.com

Phone: (806) 786-1579

Website

URL: www.whoalubbock.org

Whisperwood Home Owner's Association

January 21, 2025



Exhibit D - 01.08.25

Board of Directors Election ELECTION INSTRUCTIONS

Requesting a Ballot or Proxy Form

Request must be received by : DECEMBER 31, 2024

Members can request a ballot or proxy form through one of the following methods:

- Signature Verification: If you wish to verify your ballot or proxy with your signature, we must have a signature on file for comparison.
How to Request: Send your request by postal mail to ensure we have a physical signature. Mail to WHOA, PO Box 98331, Lubbock, Texas 79499
- Notary Verification or Photo ID: If you wish to verify your ballot or proxy using a notary or a photo ID, you may request a ballot or proxy.
By email: at whoalubbock@gmail.com
From the Contact section of the HOA website.

Requests can also be mailed to WHOA, PO Box 98331, Lubbock, Texas 79499, but email is faster for these 2 verification options.

Ballot and Proxy Return:

Once you've received your ballot or proxy, vote by marking 5 votes only and return your completed ballot or proxy form to a designated third-party verifier along with your chosen method of verification:

- Signature match
- Notarized
- Photo ID

The address to send your ballots and proxies to:

Brenda Lindsey
5414 30th
Lubbock, Texas 79407

For proxies, the third party will notify the proxy holder upon receipt of the proxy.

The third-party verifier will oversee all verification processes.

In-Person Voting Details

Date: **Tuesday, January 21, 2025**

Process: On the day of the election, Brenda Lindsey and her team will determine the number of votes needed to reach a 51% quorum.

If sufficient in-person votes are received to achieve quorum, the vote will proceed.

Each nominee may designate a vote watcher to observe the vote-counting process.

ADDRESSING QUORUM REQUIREMENTS

If Quorum is Attained:

- Votes will be counted, and winners will be announced.
- Any business listed on the agenda will be entertained.

If Quorum is Within 10% of Attainment:

- The meeting can be temporarily adjourned to allow members to contact individuals who requested ballots or proxies but have not yet returned them.

If Quorum is Not Attained:

- No votes will be counted.

Current board members will be asked if they agree to hold over until the next election.

Given that all current board members nominated themselves, it is anticipated they will agree to remain in place.

Nominations from the Floor

If the president opens the floor for nominations and additional nominees are received:

Mail-in ballots and proxies will be counted for quorum purposes only.

Only in-person votes will be counted for the election itself ONLY IF any nominations are made from the floor.

Announcement of Results

Winners will be announced following the vote count.

Should quorum be achieved, the floor will open for any business that is listed on the meeting agenda.

Summary of Key Dates and Information:

Ballot and proxy Request Due by: **December 31, 2024**.

Ballots and Proxies are to be returned by **January 10, 2025**

Voting Date: **January 21, 2025**

Ways to Request a Ballot/Proxy:

1. Postal Mail (signature verification required)
2. Email (with notary verification or photo ID) to whoalubbock@gmail.com
3. Contact Section of HOA Website

Third-Party Verification: Ballots and proxies will be verified and handled securely.

Quorum Requirement: 51% of membership votes must be present (in person, mail-in, or proxy) for the election to proceed.

By following these instructions, we ensure a fair, transparent, and well-organized election process for the HOA. If you have questions, please contact the HOA via email at whoalubbock@gmail.com.