

Disclaimer — Informal Discussion Only

This gathering of Board members and homeowners was not a properly noticed meeting of the Board of Directors under Texas Property Code § 209.0051 or the Association's Bylaws. Proof is included in the Secretary's Addendum. Although a quorum of the Board was officially convened, no binding votes or corporate actions were taken.

This meeting did not meet the notice requirements of Texas Property Code § 209.0051. Although later described as a special meeting, no such designation or notice existed at the time of planning, scheduling or convening. Any discussions or actions reflected herein are advisory only and must be ratified at a properly noticed future meeting to become effective.

Whisperwood Home Owners Association

Minutes of the Whisperwood HOA Board Meeting

November 12, 2024

Date: November 12, 2024

Location: LCU campus, Dobbs Center for Business Bldg.

Time: 6:00 pm

Board Members Present:

Randal Hamilton, President

Robert Guerrero, Vice-President (will be recording the minutes of the Board Meeting)

Priscilla Elliott, Member at Large

Marnee Gamble Bolen, Member at Large

General Members Present:

A number of general members attended the meeting (names not recorded).

Call to Order

Meeting was called to order by President Randal Hamilton at 6:08. A quorum was met to proceed with the Board meeting.

Randal Hamilton presented information as to why the meeting was being held at LCU campus, Dobbs Center for Business Bldg.

The Board then went on to cover the agenda issues:

Governance Issues:

1) Randal Hamilton discussed what it takes to get on the agenda at a Board meeting. He discussed some of the same issues as the last Board meeting on staying with governance rules, having members of the HOA speaking to him to get an item on the agenda for any Board meeting.

2) The Secretary/Treasure was unable to make the Board meeting and since there was a quorum, the Board will go on with the meeting and cure any concerns addressed on the November 12, 2024 meeting at next appointed meeting date so not to do/discuss everything at the same time.

Minutes from November 1, 2024:

Randal Hamilton presented a letter from the Secretary/Treasurer that dealt with a Point of Order (Governance complaint) that addressed the scheduling of a meeting on November 12, 2024 to be submitted into the minutes of November 1, 2024. Letter was read to members and general members attending the meeting. Decision was made that letter would not be included in the meeting of November 1, 2024, but would be read on the meeting of November 12, 2024. Letter is available through Randal Hamilton.

Randal Hamilton expressed his outlook on the minutes from the November 1, 2024 of how some of reporting was not appropriate/professional. He asked for other Board members to comment on the same minutes. Robert commented all reports should be done in a professional and neutral way. Marnee Bolin agreed. A Point of Order was brought up by Marnee Bolin that the Board take the minutes from the November 1, 2024 meeting and highlight statements that needed to be changed/reworded.

Randal Hamilton then stated he would ask the Secretary/Treasurer to remove any remarks not being appropriate/professional according to Robert's Rules of Order. Motion was made to do changes to the minutes of November 1, 2024 on the wording of some of the minutes by Marnee Bolin and seconded by Robert Guerrero. The votes were 3 to 0 as Priscilla Elliott abstained. Motion passed.

Marnee Bolin then moved not to approve minutes until changes are made for a final reading. Robert Guerrero seconded the motion. Motion passed with a vote of 4-0.

Randal Hamilton then made a motion that in the future the minutes need to be changed before being printed for community members. Motion passed 4-0.

Opportunity for Members to Address Board:

Santiago Ramariz was given an opportunity to have input on the pool project because he did not have a chance to do so at the November 1,2024 meeting because of early departure by him. He stated everything was looking good and commented that getting a professional to help get the pool issue moving was a good thing.

Question was asked on the monitoring of the pool as to whether the pool still needed to be maintenance since it was not in use anymore for this year. Randal Hamilton stated that would be addressed more specifically later in the meeting when we got to the Pool Policy part of the agenda.

Another question came up on the minutes from a Board meeting held in October and it was determined that point was moot since the minutes had already been approved.

Question was raised by Santigo Ramirez on time required for posting of agenda. Randal Hamilton answered question.

Review Bills presented for Payment and Their Status:

Randal Hamilton stated that Whisperwood HOA had been billed for pool maintenance even though the pool had already closed for the 2024 year. He contacted the company and was informed that they had made a billing error. Therefore, there was no payment for that monthly bill.

Randal Hamilton stated that there was a bill from Leslie's (provides chemical supplies) for pool chemicals that had been paid by Santiago Ramirez out of his own funds. The amount paid was \$249.00. Randal Hamilton had original receipt that was given to him by Santiago Ramirez. Motion was made by Marnee Bolin to reimburse Santiago Ramirez the amount of \$249.00 for the purchase made. Robert Guerrero seconded the motion. Motion passed 4-0.

Pool Policy

Board moved to discuss Pool Policy agenda item. Randal had received information regarding the status of the pool situation. No action or inspection can be done until construction begins. Therefore, the pool still needs to be maintained until bids are done.

Randal Hamilton brought up the purchase of a water flow/volume meter verses getting a separate water meter. There was a big difference in cost but the results would be the same. Randal Hamilton had information on it and it was passed around to the Board members to review. Robert Guerrero made the motion to purchase the water flow/volume meter and was seconded by Priscilla Elliott. Motion passed 4-0.

Report From Board Members on Attorney Search:

Randal Hamilton updated the Board on our current attorney resigning. He had talked to the attorney and the attorney reassured Randal Hamilton that he would do whatever he could to make the transition as smooth as possible as we looked for a replacement.

Marnee Bolin then reported on her exploration of possible attorney candidates. She had made several inquiries into other attorney availability other than Madelyn Deviney who was a candidate in our search.

Robert Guerrero also reported on the meeting stating she had made a positive impression on her professionalism, expertise, and availability for consideration.

Priscilla Elliott said she had done some exploration of her own and stated she had a list of candidates for considerations.

Marnee Bolin stated she would continue to explore all considerations and would report back to the Board. Robert Guerrero would be included in looking at all possible candidates.

Status and Review of Tabled Items:

Motion was made by Robert Guerrero to open the status and review of tabled items, specifically the election information agenda item that had been tabled earlier. Marnee Bolin seconded the motion. Motion passed 4-0.

Election Policy:

Marnee Bolin presented copies of Board Member Tentative Election Policy for January 13, 2025 for Board members that addressed items on the member elections scheduled for January 13, 2024. Changes or addons are highlighted in red. Marnee Bolin then addressed the Electronic voting process.

Priscilla Elliott introduced where the Whisperwood HOA bylaws do not allow for electronic voting, thus if done, it would be an invalid election. There was some discussion among the Board Members of outdated bylaws and adherence to them. The only viable solution was to have legal assistance to update the outdated bylaws to meet the needs of today's Whisperwood HOA members.

Marnee Bolin continued to explain changes or rewording of the election procedures that were highlighted in red.

Randal Hamilton then asked about the election timeline and deadlines. It was noted that the Secretary/Treasurer had sent an e-mail on October 19, 2024 with those guidelines. Randal Hamilton then brought up a question about nominations from the floor and how it would affect mail in ballots validity. Marnee Bolin stated she would check into that question.

Randal Hamilton strongly urged that the Board had to move on the election process as there was the work of getting ballot forms, proxy forms, mail outs, and there was time constraint.

On the section of Proxy voting, a motion was made to remove the maximum of Five (5) Proxy at any one time. Motion was made by Robert and seconded by Marnee Bolin. Motion passed 4-0.

A motion was made by Robert Guerrero to delete in the Proxy Verification section the word "numbered" from the statement "The numbered proxy form must be presented... "to "The proxy form must be presented...." Motion was seconded by Priscilla Elliott. Motion carried 4-0.

In Section 5, Election Day Procedures, Collection of Ballots, a motion was made by Randal Hamilton to change "Board Secretary will collect all ballots and proxies..." to read "a designated third party will collect all ballots and proxies..." Robert Guerrero seconded the motion. Motion passed with a 4-0 vote.

In Section 7, Quorum Met Procedures, Vote counting, a motion was made by Randal Hamilton to change “the Board Secretary” to “a designated third party” will proceed to count the votes. Motion was seconded by Robert Guerrero. Motion passed 4-0.

A motion was made by Robert Guerrero to keep all red line changes in the **“Requirements”** except for the added “Electronic” word. Priscilla Elliott second the motion. Motion passed with a vote of 3 for and Marnee voting against the motion.

Motion was made by Randal Hamilton to appoint Rehj Hoeffner and Robert Guerrero to head the election process and move forward with the steps to get forms, ballots, information, dates and deadlines ready for the January 13, 2025 elections. Motion was seconded by Priscilla Elliott. Motion carried 4-0.

Budget2025:

No discussion on this agenda issue.

Setting of Next Meeting Date:

Randal proposed that the next Board meeting would be December 12, 2024 at 6:00 pm at the Groves Branch Library.

Randal Hamilton made a motion that the Board allow him to pick a new date and place should a conflict arise if designated date is not workable for all Board members. Robert Guerrero seconded the motion. Motion carried 4-0.

Adjournment of Meeting:

Priscilla Elliot made motion to adjourn and was seconded by Marnee Bolin. Motion passed 4-0.

Prepared and Submitted by:

Robert Guerrero, Acting Secretary (by appointment of the Chair)

Approved and Attested by:

Rehj Hoeffner Secretary-Treasurer



December 18, 2024