

## **FLPOA Board Meeting Minutes for 12/06/23**

**Call to Order:** Time: 7:07 pm; 7:36 pm By: Justin Houck

Board members present: Jonathan Eaker, Justin Houck, Raylene Maberly, Candice Melzow, Doug Pederson, Kelly Smith, Ken Williamson

Absent: none

Guests: Tommy Phillips, Nancy Eaker, Bonnie Smith, Wayland Van Nest, Ray Hinnant, Mark Riverman, Wayne Young, Michael R. Macias, Josh Freeman, Vickie Williamson, Mary Accomando, Lana Gonzales, Jerome Gonzales

Note: The meeting was called to order twice. At 7:07 pm Justin called it to order. Then, there was an exchange - primarily between Justin and Doug. Then, Doug resigned and Justin called the meeting officially to order at 7:36 pm.

### **Old Business:**

- After the meeting was initially called to order at 7:07 pm, there was discussion about whether Doug Pederson was still on the Board since he resigned on October 15 but retracted his resignation on November 27. The resignation stemmed from whether Justin Houck was actually authorized to serve as President of the Board or was just appointed to Chair meetings in Doug's absence.
- Kelly Smith stated that a third candidate should not have been on the 2024 election ballot since Doug was technically serving the first year of his term. Candice Melzow stated that Doug was added to the ballot to get the board back to the 3/4 rotation as stated in the bylaws. She noted that she spoke with Doug about this prior to adding him to the ballot. This was approved with the new ballot design at the October meeting. Ken stated that when Doug resigned on October 15, Ken nominated Mike Macias as the third candidate and Mike was subsequently added to the ballot so it could be sent to the printer.
- Doug and Justin discussed the aforementioned issues at length and Doug ultimately resigned again.

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### **Review/approval of minutes from 10 04 23 FLPOA Annual Meeting :**

- Approved as posted: Raylene Maberly called to approve October meeting minutes as posted. Ken Williamson seconded this motion. Minutes were approved with a vote of 4-2.

### **Committee Reports:**

Budget and Finance:

- Annual reports for 2023 have been posted on the website. Mark Riverman noted that annual reports should be printed and distributed at the annual members meeting. It was also noted that perhaps financial reports should not be posted publicly on the website. This topic will be discussed at the next meeting.
- Beginning balance: \$37,190.62
- Credits/Deposits (including from what source):
- Debits/Pd: Liability insurance: \$5606.79
- Drafts:
- Ending balance: \$31,103.83

ACC:

- The Board discussed filling ACC Chair vacancy since Mary Accomando's resignation. The Board will notify residents they are looking for a volunteer to serve on the ACC. Candice Melzow will follow up with Mary Accomando about ACC email account access. Note: Instead of Candice, board needs to either contact residents or designate a board member to lead a committee.
- Jonathan Eaker asked for clarification about the process for handling ACC requests. Ken Williamson said a copy of the ACC's decision should be sent to the Board before sending it to the residents in case the Board chooses to reject it. We need to verify if board is required to do this. Can we get a copy of this law? As specified in our Deed Restrictions, the individual submitting the request must be notified of the decision within 30 days of submitting the request. If there is no notification, then the request is approved by default.
- Submitted: New construction on Lot 78 – 6848 Wooded Dr.
- Approved: New construction on Lot 78 – 6848 Wooded Dr.
- Denied: None

Lakes and Dam:

- Doug Pederson reported that he has been researching the dam renovation. He has met with engineers and will share details at a later date.
- Wayland Van Nest, Ray Hinnant, and Mark Riverman volunteered to serve on the Lakes and Dam Committee for 2024. The board needs to draft appointment letters outlining duties and responsibilities in accordance with bylaws

Website admin and Legal:

- Candice Melzow reported that our annual website subscription with Square Space auto-renewed on Nov. 21, 2023. The total cost was \$268.63 which she paid with a personal credit card. She submitted a receipt to Raylene for reimbursement.
- Candice Melzow reported that our GoDaddy domain renews every January. The total cost was \$21.17 which she paid with a personal credit card. She submitted a receipt to Raylene for reimbursement.

Ad-hoc Bylaws Committee:

- Ken Williamson, Chair of the Ad-hoc Bylaws Committee, gave a report on the committee's work over the last 2 months. He also provided a list of current committee membership: KC Williamson – Chair, Candice Melzow, Justin Houck, Larry Adams, Roger Williams, Ray Hinnant, Lana Gonzales, Mike Macias, Cheryl Rich. The intent of the Committee's work was to find a current approved Bylaws document, to consolidate any and all changes required by Texas state law into the approved Bylaws as a consolidated and updated document. This work should continue into the near future.
- The committee's work has been unable to find a complete, signed, and filed 2003 Bylaw document (*The 2003 document is incomplete – the Legal Committee is not defined*). Ray Hinnant was adamant that the F.L.P.O.A. had approved Bylaws. As a result, the ad-hoc committee's work was suspended on October 21, 2023 in order to further identify if his assertions were correct. Ray provided all known FLPOA documents to KC Williamson (Committee Chair) on or about 25 October 2023. Upon review of all provided documents it was found that the first Bylaws (Articles of Incorporation) were dated April 6, 1995. They were filed with the Texas Secretary of State (SOS) and the Brazos County Clerks (BCC) office on March 8, 1995. The Bylaws were again rewritten by an ad-hoc Bylaws Committee from 2001 to 2003. In the Board meeting on August 12, 2003, they were approved and adopted by the F.L.P.O.A. Board and represent the most current F.L.P.O.A. Bylaws.
- The Committee needs to talk with an attorney (Mike Gentry) to determine if the Board should have signed them and filed them with the BCC office. If so, what are the solutions and options. If they must be signed and filed, can we do that now, 20 years later? I spoke to Mike on the phone (November 11, 2023) concerning his ability to answer some questions concerning whether or not Bylaws had to be Board signed and county filed. His response was yes. At his request, I sent him my specific questions on November 6, 2023. His response was "I have briefly reviewed your questions and the associated documents. I am afraid the answer to your questions is far more complex than I expected. And given my prior representation of the Association, I have a conflict representing an individual property owner as opposed representing the Association". Then on November 7, 2023 he replied "As for the bylaws, there was a lot of confusion. The bylaws that indicate to be on the website were drafted to clear up the confusion, and they were drafted to be approved by the Board. And you will note that the copy you provided includes a highlighted section that needs to be completed. If they are available the final signed version of the bylaws should be on the website. And it only makes

sense to record the bylaws particularly since the amendment was recorded in 2013.”

- Ken Williamson motioned that the Committee Chair and one other Board member take the Committee questions to Attorney Mike Gentry for a legal response. The motion was tabled by Jonathan Eaker who noted that we need to know the cost before consulting with an attorney. Wayland Van Nest noted that perhaps there should be three cost bids from attorneys. Motion Tabled: The Chair will seek three quotes and present them to the Board electronically before Board approval or rejection is provided.

**New Business (including status of action items listed in “Old Business” above):**

- Election ballots were collected today. Ballots were tallied by Ken Williamson and Candice Melzow: Jonathan Eaker received 29 votes, Michael Macias received 25 votes, and Kelly Smith received 27 votes. All three will serve on the Board next year.
- Justin Houck made a motion for the Board to meet again on January 17. Ken seconded the motion. The Board voted unanimously to meet on January 17.

**General Q&A with attending non-Board members, if requested:**

- Lana Gonzales thanked Doug Pederson for his time serving on the Board.

**Adjourn:** Time: 8:35 pm By: Justin Houck