

# The Woods of Wimbledon Civic Association, Inc

P.O. Box 15109, Spring, Texas 77391-1509

## Board of Directors Meeting Minutes

August 25th 2016

Location: Cypress Creek Christian Community Center, 6823 Cypresswood Drive, Spring, TX 77379

Prepared by Graham Sherlock, Secretary

Board Members Present: Michael George, Graham Sherlock, Barry King, Don Shackelford, Kara Ellis, Tom Devine, Steven Frankoff.

Board Members Absent: Allen Baker.

Guests present: Sharon Devine, Bonnie Shows, Mark Shows, Julia Marks, Joel Carter, Alicia Carter

The meeting was called to order at 7.01pm and quorum was achieved.

1. The minutes of the July meeting were reviewed. One amendment was noted – the date for the August meeting was changed from the original August 18<sup>th</sup> to the 25<sup>th</sup>. Tom moved to accept the minutes, Don seconded. Passed unanimously.
2. At 7.03pm, Steven Frankoff arrived and presented a paper copy of a letter from his attorney in which he challenged the by-laws relating to his eligibility for serving on the WOWCA board.
3. Treasurer's report (Presented by Mike George in Allen's absence.)
  - a. Collections are still short due to non-payment. The formal collection process is ongoing.
  - b. Expenses are slightly lower than expected but it is anticipated the total for the year will be to plan.
  - c. The 2015 financial review has been completed and will be published soon.
  - d. Barry moved to accept the Treasurer's report, Don seconded. Passed unanimously.
4. President's report
  - a. Welcome letters have been sent to two new homeowners.
  - b. The eligibility of homeowners to serve on the Board.
    - i. When Tom Devine was admitted to the Board, Mike asked Allen to vet him to ensure he was a home owner of record and his name was on the deed. Allen was then asked to verify that every other member was an owner of record and it was found that one of the Board members was not. A member in 2015 was also found not to be an owner of record and was asked to resign, which she did. Other prospective candidates have been excluded for the same reason.
    - ii. The by-laws state clearly that to be present at a Board meeting or to serve on the Board, the attendee or Board member must be an owner of record.

- iii. An email was sent to Steve Frankoff, informing him that, according to our records, he is not an owner of record and is therefore not entitled to attend Board meetings and is not eligible to serve on the Board. He was asked to either resign or to provide proof that he is, in fact, an owner of record; if necessary to have the deed to his home revised with his name added. He has refused to resign and has not provided a revised copy of the deed.
  - iv. An opinion was sought from our attorney and she provided a letter to the Board that laid out the definitions in our by-laws and she recommended that if Mr. Frankoff refuses to resign, then to avoid the cost of a forced removal, he should be allowed to continue to serve on the Board for 2016 but to not be permitted to be included on the ballot for 2017 without official proof of ownership.
  - v. In the letter submitted at the meeting by Mr. Frankoff it is claimed that State law supersedes the by-laws and allows non-owners to attend and serve.
  - vi. Along with the lawyer's letter, Mr. Frankoff also submitted a document purporting to be a deed.
  - vii. The letter and "deed" will be forwarded to the Board's retained Certified Real Estate Lawyer, Sarah Gerdes for review and advice.
  - viii. Mr. Frankoff stated that he had read our attorney's opinion and claimed that two of the covenants are "highly suspect" because "two of them have already been knocked out by statutory provision" and that three more have been "knocked out by judicial decisions that we "don't even know about." Mr. Frankoff stated that he hoped our attorney was "charging us a lot of money". "us" is the Homeowners' Association (WOWCA) whose members (the homeowners) will ultimately be responsible for the fees incurred.
  - ix. The discussion was ended and will continue at the next meeting after legal advice has been obtained.
- c. The website subcommittee (Mike, Graham, Mark Nisula) met on 8-23-2016 and was joined by Joel Carter.
  - i. Names and email addresses of people who have moved away from the subdivision were removed from email distribution.
  - ii. Mike and Graham now have log-ins so they can send neighborhood news emails and make approved changes.
  - iii. The sign-up for neighborhood news now has fields requiring full name and phone number in addition to the address and email address fields. This will better enable us to tell which email addresses belong to current residents and make it easier to contact homeowners in case of emergency.
  - iv. The additional sign-up information is not retro-active so will only apply to new sign-ups.
  - v. It was proposed that the three forms on the website for contact, complaints and ACC requests be merged into a single form with a drop down box for selecting the category
  - vi. Tom moved to approve the website changes, Kara seconded. Approved unanimously.
  - vii. For the future it is proposed to have an online directory within a private part of the website that only approved people can access.
  - viii. It was stated that future notifications will be sent by email to those who have signed up to receive emails (and by mail for those who haven't when required by law.) Steven Frankoff asked by what authority we could do that and was told that it was permitted by State Law, a copy of which had been provided to him and the Board at an earlier meeting.

- ix. Steven Frankoff asked to know where he can find copies of the by-laws and covenants. He was told they are published on the website.
  - d. No complaints have been received in the last month. The previous month's complaints were resolved satisfactorily – the commercial vehicle has been removed and the delinquent yard has been mowed and tidied.
  - e. It was suggested that a back-up should be available when the Treasurer is unavailable so that new homeowners needing resale certificates or property statement of payment certificates for closing are not let down. This has not happened but it was recognized as a risk.
  - f. 2014 Annual meeting minutes correction. The minutes of the 2014 annual meeting did not include the ballot results for the by-law amendments. Our attorney recommends we report the results in the 2016 annual meeting and record them at that time. All items were passed but homeowners have not been made aware.
5. Architectural Control Committee
- a. One homeowner requested approval for new windows – granted.
  - b. The brickmasons contacted to quote for the wall have not kept appointments. Joel Carter has a lead.
  - c. Bonnie Shows informed the Board that the Champions subdivision had a foundation team right their leaning walls. We will find out who they are and contact them.
  - d. Planting committee – the contractor will submit a tiered planting plan for approval.
6. Preparation for 2016 annual meeting.
- a. Allen will bring the preliminary budget to the next meeting. After discussion, the final budget will be drafted and presented at the October 18<sup>th</sup> meeting. Per State law, the budget and discussion of it must be on the agenda at the Board meeting.
  - b. Proposals for by-law amendments will be on the September meeting agenda.
  - c. Invitations to nominate candidates for 2017 will be sent for inclusion on the printed ballot.
  - d. All candidates will be vetted by the secretary and treasurer to ensure they are homeowners of record before the October 18<sup>th</sup> meeting.
  - e. The draft ballot will be sent to the attorney for review on October 19<sup>th</sup>.
  - f. The ballot will be mailed out on November 1<sup>st</sup>.
  - g. Our by-laws require there must be at least five people on the ballot; otherwise a new ballot and meeting must be scheduled.
  - h. Candidates can also be nominated from the floor at the Annual Meeting.
  - i. It was noted that the annual meeting is held in November so that the budget can be approved and bills sent out by the end of the year.
  - j. There was a concern that we need more time to canvass homeowners for candidates for Board membership. It was agreed that we should do this.
  - k. It was noted that five of the current Board members are willing to stand for 2017.
  - l. Proposal regarding deed restriction enforcement.
    - i. State law requires we send a 30 day notice to violators. They then have 30 days to respond or appeal.
    - ii. If no response is received, the Board can send a 10 day notice to correct the violation or the Board can take action to correct it.
    - iii. The Board can then bill the homeowner for the cost incurred.
    - iv. The Board is not compelled to follow this process but, if this process is not followed, the validity of the deed restrictions may be undermined. It is essential to be consistent.
    - v. Mike will write up the above and put it on the agenda as a policy for discussion.

- m. Proposal to maintain an updated database. The Secretary needs to have current records of homeowners and ownership status. We need to keep a folder for each house in the neighborhood. We receive a copy of the deed when houses sell so it will be possible to do this.
  - n. Our website contains the by-laws that are recorded with the county
  - o. We learned that the 2014 by-laws that were voted on and approved were not recorded with the county. There were errors in the amendments that did not match State Law and these will be corrected at this year's Annual Meeting.
  - p. The floor amendments were not valid because the homeowners have to be notified in advance so that they have the opportunity to read them and then decide whether to attend and vote.
  - q. The 2015 Board took a decision not to record them until they were corrected.
  - r. Mike sent to the Board and the attorney three documents: the ballot results that were not reported to the homeowners in 2014, the tally sheet and an editable file of the bylaws with the approved changes included. The third document was a further list of 2015 state law changes and corrections. Our attorney was asked for an estimate of her fee to bring the bylaws up to date. The estimate given was under \$1,000. The state changes the law every two years so we need to keep current and should build the cost for that into the budget. Barry moved we adopt the President's proposal to have the bylaws brought up to date. Tom seconded. Approved by all except Mr. Frankoff.
7. Public comments
- a. Julia Marks asked the purpose of the \$81,000 in the Capital Account. Mike explained it is a contingency fund for repair of the walls. The walls need repair and, when the quote is received, the homeowners will be asked for approval to spend the money. The Board cannot spend this without approval by the homeowners. It was explained that the Board are fiduciaries and one of the requirements of the Board is to set aside funds for emergencies. The fund was set up originally to cover hurricane debris clearing. The County now takes care of that. Six or seven years ago some relatively minor work was done that cost \$10,000 or \$15,000. We now have 40 feet of wall that is leaning badly and may need to be rebuilt. If the fund did not exist and we needed to fix the wall, the dues would have to be increased or a special assessment made. We know that most people could not afford a large assessment to raise the money so it is essential to keep a reserve.
  - b. Bonnie Shows asked if more money could be made available for National Night Out. She also said that she had checked with the National Night Out organization who had told her that we do not need to provide extra insurance cover. Mike responded that we would like to be fully supportive but we need to understand our liability first. If, for example, someone injured themselves and sued the HOA, the financial responsibility for legal fees and any subsequent settlement would have to be met by the reserve fund and/or the homeowners so it is the Board's responsibility to ensure the HOA and homeowners are protected. Mike is working to understand our responsibilities for this.
8. There was no closed session.
9. Tom moved to adjourn, Barry seconded and it was carried at 8.49pm. The next meeting will be held on September 15<sup>th</sup>.