

# AGENDA

## Quail Creek Homeowners Association

### *Board of Directors Meeting*

Date: **November 05, 2014**

Time: 6:00 p.m. – Regular Board Meeting

Place: 304 Pheasant Hill Drive

#### ITEM I. CALL TO ORDER & OPENING BUSINESS

- A. Roll call & establish quorum<sup>1</sup>
- B. Approval of meeting *Agenda*
- C. Welcome new Director, Ken Daulong
- D. Welcome to homeowners in attendance
- E. Rules & decorum

**\*\*NOTE: Any homeowner wishing to be added to the agenda for the next regular meeting of the board, (NOT the annual membership meeting) please contact the Board Secretary, Glenna Brown or email [hoa@quailcreekrockwall.org](mailto:hoa@quailcreekrockwall.org).**

#### ITEM II. HOMEOWNER/GUEST COMMENTS & CONCERNS

Comments must relate to items that are on the agenda. The Board will not address comments &/or concerns *until* the “question” is on the table. *The “OPEN FORUM” [ITEM VI] at the end of the meeting is open to all general comments, questions, and concerns.*

#### ITEM III. IMMEDIATE ACTION ITEMS

- A. Approval of *Minutes*<sup>2</sup>
  - 1. October 14, 2014, Special Meeting of the Board.
  - 2. Review Draft of the Annual Meeting Minutes (approved at next annual mtg.).
- B. Treasurer’s Report & Finance.
- C. Affirm Board Resolution: “Fiduciary Commitment; Upholding Dedicatory Instruments”
- D. Establish a day of the month for Regular Board meetings.
- E. Establish Ad Hoc (temporary) “Records Committee”
- F. Annual Meeting Post-Mortem
  - 1. Recommendations for future meetings
    - i. Location, Agenda, Voting, Bylaw changes, Notice.
  - 2. Distribution of meeting handout material to members not physically present.
    - i. Other items to include?
  - 3. 60-Day Ballot Initiative: Amended CC&Rs & Bylaws and Amendments to CC&Rs.
    - i. Notice.
    - ii. Set Date.
    - iii. Establish central repository for collecting and receiving ballots.
    - iv. Contact members, whose motions on amendments were approved to be included on the initiative, with submission deadline.
    - v. Preparation and implementation; Officer assignments.
- G. Variance Authority of The ARC, Board and/or Association
  - 1. Review Dedicatory Instruments & Property Code.
  - 2. Determine/Establish/Settle Current Authority & Past Actions

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<sup>1</sup> A majority of the Board shall constitute a quorum [Bylaw 3.06]. The Board shall consist of seven (7) Directors [Bylaw 3.03]. The Officers shall include a President, Vice President, Secretary, Treasurer and three (3) Members at large [Bylaw 4.03]. These Members at Large shall constitute the Architectural Review Committee...[Bylaw 4.04(e)]. Each Director shall have one vote, exercisable in person or by proxy [Bylaw 3.05].

<sup>2</sup> Directors who were not present at the meeting for which minutes are being approved (or even on the board when the meeting occurred) can vote to approve minutes. The association as an organization has a continuing legal existence, even if specific members come and go over time.

**ITEM IV. COMMITTEE BUSINESS**

- A. Architectural Review Committee
  - 1. FEC Street Lights
  - 2. Street Repairs
  - 3. Culverts & Drainage
  - 4. Neighborhood Park
  - 5. New Applications
- B. Ad Hoc- Records Committee
  - 1. Evaluating & Assessing Current Status
  - 2. Organizing Current Records
  - 3. Collecting Missing Copies of Records from Members
  - 4. Creating electronic copies of all records and posting them online
  - 5. Recommendation for central records location

**ITEM V. OTHER BUSINESS**

- A. Status Update: Letter to the Former Board President from the Board
- B. Status Report: Official Quail Creek URL & Website (separate from Nextdoor)
- C. Neighborhood Party- 2015
  - 1. Discussion: point-person(s), possible dates, time and location.
- D. Letter to homeowners regarding the reimplementaion of Restriction Enforcement.
  - 1. Proposal for a 10 Day "grace period" following the letter before sending violation notices.
- E. Review & Consideration of Amended Draft of Bylaws.

**ITEM VI. OPEN FORUM: OWNER/GUESTS COMMENTS, CONCERNS &/OR QUESTIONS**

**ITEM VII. RECESS TO EXECUTIVE SESSION** (See *Executive Session Agenda*, Attached)

**ITEM IX. RECONVENE IN OPEN SESSION**

- A. Oral summary of executive session<sup>3</sup> *Members present for the meeting that do not wish to stay and wait for the Board to reconvene from Executive Session may join a free conference call to hear the oral summary via telephone. Five minutes before the reconvening into open session, the Board will notify members via text message so that members may call in to listen to the summary (long-distance charges apply). Members must leave their name and cell phone number that allows text messaging on the sign-in sheet.*
  - a. The summary shall be included in the official Minutes.
- B. Action on Executive Session Agenda Items.

**ITEM VII. ADJOURN**

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<sup>3</sup> *Following an executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session. Tex. Prop. Code § 209.0051(c).*

## Executive Session Agenda

### ITEM I. DELAYED & UNANSWERED HOMEOWNER-REQUEST FOR VARIANCE(S)

This matter relates to a letter sent to the previous Board from a bona fide Member requesting a variance to allow (1) the erection of a wooden fence and (2) permanent storage of a boat/trailer on premises in view of the street.

- A. Resolution/answer to the request.
  1. Evaluate the Board's authority to grant the variances requested.
  2. Establish next steps and a timeline to resolve the homeowner's request.
  3. Assign follow-up duties to ensure fluid communication between the homeowner and the Board regarding this matter until resolution.
- B. Determine if the Former Board violated the homeowner's rights.
  1. Review the response by the former Board.
    - i. A request for more information was sent to the homeowner.
    - ii. The homeowner asserts that the requested information was provided to the Board Secretary via email.
    - iii. The homeowner asserts that the former Board provided neither follow-up nor resolution to the request.
  2. Determine what records exist to corroborate the homeowner's assertions and the Board's actions.
  3. Determine the next steps regarding the investigation or actions by the Board.

### ITEM II. OPEN RECORDS REQUEST BY HOMEOWNER

This matter relates to a formal "Open Records Request" received on October 24 from a Bona Fide Member. The Board shall discuss and review the following:

- A. Affirm the Board's fiduciary responsibility to provide the homeowners the requested material.
- B. Adhere to the Member's request for privacy in the matter, unless they violate privacy standards.
- C. Review the **frivolous nature of the request** being undeniable and irrefutable (a conclusion that is unrelated to the following points [D., E., & F.]
- D. The email message received by the Board on October 28 from Randall A. Pulman, the Managing Partner of Pulman, Cappuccio, Pullen, Benson & Jones, LLP, which is the law firm that the Member in question copied in their demand letter, who writes: *I am not aware that we represent any of the parties to this dispute.*
- E. The Member's demand that all records be in hard copy, not electronic.
- F. The member's demand that the expense to collect, print and deliver the set of records in the request be at the expense of the property owners.
  1. The homeowner has been notified of the recently adopted (Sept. 24) Board policy (written by Horton & Archibald, [H&A]) establishing the state-required Record Production & Copying Policy which does not require amending the Bylaws a policy draft that H&R sent the former Board President & Secretary earlier this year with the recommendation to adopt per state statute.
  2. The Board President's response to the Member offering to ask/poll the homeowners if they are willing to pay for the expenses related to this request IF the Member will allow the Board to reveal his/her identity to the Membership.

- G. Review:
  - 1. The 17 specific records included in the request (see attached EXHIBIT A).
  - 2. Verify/identify which records may/must be provided to the member.
  - 3. Response by the Board President to the member.
- H. Verify the Member's address as the letter includes two different valid addresses in the Quail Creek neighborhood.
- I. The next steps to ensure that the request is fulfilled within the timeframe mandated by the State Property Code.
  - 1. Determine Director assignments in retrieving, collecting, sorting and providing the copies.
- J. The concern expressed by the member regarding the Board's past prospective failure to fulfill its fiduciary duties to the Members to act in compliance with the governing documents and the law.
  - 1. The current Board investigation of former alleged misuse and abuse of power by certain Directors to inhibit the Board from fulfilling its fiduciary responsibilities and obligations, which include a failure, for eleven months, to hold monthly Board meetings in accordance with the Bylaws, failure to comply with open records requests by homeowners, efforts to subvert the voice and authority of members of the board, failure to comply with state guidelines regarding meeting notices, failure to uphold and enforce the dedicatory instruments for more than a year, and the alleged attempt to undermine the validity of the dedicatory instruments by leading the HOA attorney to write a member-funded attorney work product where in an attempt to justify.

**ITEM III. VIOLATIONS**

- A. Owner(s) in violation of governing documents.
- B. Discussion regarding legal action against flagrant violators.

**ITEM IV. OTHER**

- A. Unanticipated business pertaining to open agenda items, by authority of the Chair.