

Pine Brook Hills HOA

Member Meeting Minutes

October 24, 2023, 7:00 pm

PBH Community Center

1. Welcome by President Kevin Smith.

2. Introduction of New Residents.

3. Discussion of Proposed Amendment to the Bylaws

The President presented a proposed amendment to the Bylaws to allow the Treasurer to serve additional terms as Treasurer beyond the current limit of 6 years (see text in PowerPoint slide 3 attached). He noted that the HOA had previously approved a Bylaw amendment extending the limit on the Treasurer's services from 2 to 6 years. He said that the Board was in favor of continuing the current Treasurer's service to the HOA. Several Members stated that the HOA was not in compliance with the Bylaws in that the current Treasurer was now serving in excess of the Bylaws' current term limit of 6 years. Some Members also stated that the HOA was not in compliance with the Bylaws in that no Nominating Committee Chair was elected at a second quarter Member meeting and no Nominating Committee was formed. The President stated that he had not complied with those provisions. The President also stated that he would ensure that a nominating committee was formed annually while he was on the Board.

Some Members stated that they believed that the current Treasurer had provided excellent services for many years, had many years of experience for organizations like the HOA, and that his service would be a benefit for the HOA and the 2024 Board. Some Members suggested that the HOA could form a committee to look at the Treasurer's term limits. There was a discussion among the Members as to the tasks of the proposed committee. The President then agreed to the forming of a committee with the following tasks suggested by Members during the discussion: discuss and make recommendations on having financial checks and balances for the Treasurer's position, review whether there should be term limits for the Treasurer and President positions, ensure that there is a transition plan for the Treasurer position, and review the Board approval of the Bylaw amendment (See PowerPoint slide 4 created by the President attached). The President also agreed to have the Board review the Bylaws a couple of times per year for compliance purposes. There was a discussion of the various methods used by the Board in 2023 to identify and encourage PBH residents to volunteer for Board and HOA Committee positions. Some members suggested making more efforts to



widely advertise vacancies in HOA positions in the future to try to attract more volunteers.

Member Alicia Villareal made a motion to table a vote on the proposed amendment to the Bylaws regarding the Treasurer serving additional years. The President called for a vote by show of hands. The vote was counted at 9 in favor and 9 opposed.

4. Election of Officers for 2024

The President then presented the proposed slate of officers for 2024: Ethan Lake, President; Brandon Saltmarsh, Vice-President; Art Markey, Secretary; Bob Loveman, Treasurer; and Kevin Smith, Member at Large. Some Members stated that electing Bob Loveman as Treasurer would result in the HOA being in continued noncompliance with the Bylaws because of the current 6 year term limit for Treasurer. Some Members acknowledged that such noncompliance would be the result. The President called for a vote by show of hands. The vote to approve the slate of officers for 2024 was approved unanimously by the Members.

5. Social Committee Report

Social Chair Megan Shields identified several possible social events that the HOA could sponsor for 2024 and requested that the Members provide feedback to her on the events that she identified and to provide any other ideas for social events in 2024. The President then deferred other Committee Reports until the next Member Meeting.

6. Adjourn.

A motion to adjourn was made, seconded, and approved by a unanimous voice vote of the Members.

PowerPoint Slide 3

Proposed By-laws change

- A. The Officers shall be elected by active members of the Association either by voice vote or, in the case of contested elections, by ballot, to serve for one year or until their successors are elected. When counting the votes for the election of Officers, the votes shall be counted by lots represented by members present, i. e. the votes of the members of each lot shall be counted as one vote per lot and not one vote per member. Their term of office shall begin on January 1 of the succeeding year. The president shall serve no more than two years consecutively. The treasurer shall serve no more than six years consecutively **provided however that after serving for six years consecutively, the treasurer may run for election for additional one year terms on the affirmative 2/3rds vote of the Board of Directors for each term.**

PowerPoint Slide 4

Commitment by board

- Will form a committee to:
 - By July 2024:
 - Make recommendations to ensure adequate financial checks and balances.
 - Review whether there should be term limits for Treasurer and President
 - Ensure there is a transition plan in place for the Treasurer role
 - Review board approval of Treasurer continuing wording