

FLYING L RANCH PROPERTY OWNERS ASSOCIATION, INC.
BOARD MEMBERS MEETING
March 20, 2018
MINUTES

(The following minutes are a summary of the business conducted at the meeting.)

- PRESENT** Penny Bateman, Dan Chapa, Liz Lawlis, Glen McComb, Allen Pollard, Diane Segura and Donna Witt
- ALSO PRESENT** Twenty-two property owners were in attendance, including Kathy Antwine, Recording Secretary. The sign-in sheet is attached.
- CALL TO ORDER** Liz Lawlis, Vice-Chairman called the meeting to order at 7:03 p.m. There being a quorum present, the meeting proceeded.
- INVOCATION** The invocation was given by Liz Lawlis.
- ADJOURN TO EXECUTIVE SESSION** The board adjourned to Executive Session at 7:05 p.m. to discuss legal matters, enforcement actions, late fees and collections, and contract negotiations. After a short discussion, the Executive Session was adjourned at 7:11 p.m.
- RECONVENE REGULAR MEETING** The board reconvened the regular meeting at 7:12 p.m. A decision was made to discuss the issue before the board in open session. On February 25, 2018, Penny Bateman tendered her resignation as Chairman of the POA Board effective immediately. As Vice-Chairman, Liz Lawlis assumed the Chairman position until the board elects a replacement. On March 17, 2018, the board received another email from Mrs. Bateman offering to withdraw her resignation as Chairman of the Board, and remain on the board to complete her term. The attorney was contacted and, in his opinion, it is a conflict of interest for Mrs. Bateman to serve as Chairman and/or director while employed by the Flying L Dude Ranch.
- After considerable discussion from board members and property owners, a motion was made by Dan Chapa and seconded by Diane Segura to accept Penny Bateman's resignation as Chairman of the Board. The results of a secret ballot were two "yes" votes and four "no" votes. The vote failed.
- Penny Bateman asked to address the board. She said the main reason she wanted to withdraw her resignation was to be able to provide support to the board members, especially the new members. In a phone conversation with the POA Attorney, he advised Mrs. Bateman that her employment would be a conflict of interest if she was Chairman and/or a director of the Board and anyone could sue her for breach of fiduciary duty. Upon further contemplation, Mrs. Bateman decided it would be in the best interest of the community and her employer to resign from the Board completely. She thanked the property owners and her employer who supported her.

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APPROVAL OF MINUTES

A motion was made by Glen McComb and seconded by Allen Pollard to approve the minutes of the February 13, 2018 meeting. The motion carried.

TREASURER'S REPORT

Liz Lawlis, Treasurer, presented the Treasurer's Report. The report included: the Profit & Loss for February 2018; the Balance Sheet (Cash & Accrual Basis) as of February 28, 2018; the Profit & Loss Budget vs. Actual January through February 2018; and the Unpaid Bills Detail Report as of March 18, 2018. The POA has a total of \$171,747.68 in all bank accounts. As of February 28, 2018, the POA has received \$75,796.67 in dues, of which \$74,150.00 is for 2018 dues. The Net Income as of February 28, 2018 is \$70,717.63.

COMMITTEE REPORTS

All the committee reports will be tabled until the next meeting.

OLD BUSINESS

Mail Huts: This item is tabled until the next meeting.

NEW BUSINESS

Chairman's Resignation: A motion was made by Diane Segura and seconded by Glen McComb to accept the resignation of Penny Bateman as Chairman of the Board, as well as her directorship, effective March 20, 2018. The motion passed with one abstention.

Nomination to Elect New Chairman, if necessary: This item is tabled.

Consider and Review Current By-Laws and Covenants: This item is tabled.

CIA Webinars: Donna Witt provided information on the CIA Webinars that are available to get information on "How to be a Board Member." There are free You-Tube videos that CIA Property Management has put together. The videos are two hours long which you can watch at home at your own pace. They start out with a board member orientation and go into a wide range of topics; i.e. collections, financials, deed restrictions, ACC Committee, meetings, records, budgeting process and advanced context for board members. She also has the PDFs that go along with the videos if you are interested. The You-Tube videos are very informative and a good way for board members to get educated.

Electronic Vote to Waive Transfer Fee: On February 23, 2018, an electronic vote was taken to waive the \$50.00 Transfer Fee for the sale of Lot 34 in Section 5A owned by Bandera United Methodist Church. The motion passed with four ayes, one opposed, one abstention, and one did not respond.

Approve Payments: Liz Lawlis presented the Unpaid Bills Detail Report to the board for payment. In addition to the checks listed in the report, she added the following checks for payment: a \$910.00 check to Attorneys Cagle, Carpenter & Delgado and a \$40.00 a check to the Morgan's for overpayment of dues. A motion was made by Glen McComb and seconded by Donna Witt to pay the bills for the month of March as presented. The motion carried unanimously.

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PUBLIC FORUM

1) Jay Call asked if there is any information on the Amenities package. The Jenkins are still owners of the water park and pool and they are unable to provide property owner access.

2) Leslie Rector said she hears a lot of electronic voting and she urged the board to research when it is appropriate to do electronic voting and how that is to be done, because it is not being done appropriately. It should be done for emergencies only.

ADJOURNMENT

A motion was made by Donna Witt and seconded by Diane Segura to adjourn the meeting at 8:24 p.m. The motion carried unanimously.

Respectfully Submitted,

Kathy Antwine, Recording Secretary