

**Meyerland Community Improvement Association
Board of Directors Meeting Minutes
Monday, February 11, 2019**

Board Directors Present:

Bill Goforth (1)	Cary Robinson (4)	Bryan Holub (8S)
Charles Goforth (1)	Lisa Gossett (6)	Larry Schwartz (8W)
Emilio Hisse (2)	Arthur Kay (6)	Fred Wasden (8W)
Gerald Radack (2)	Gerda Gomez (7)	Bob Lordi (10)
Burr Furlong (3)	Cory Giovanella (8N)	Lucy Randel (At-Large)

Board Members Absent: - Patrick McAndrew (5), Troy Pham (5), Elaine Britt (8N), Mark Palandro (10)
Eddy De Los Santos (At-Large)

Staff Present: Amy Hoechstetter, Randi Cahill

Legal Present: None

Call to Order:

President Gerald Radack called the meeting to order at 7:38 p.m. at Pilgrim Lutheran Church at 8601 Chimney Rock Road, Houston, Texas 77096.

Secretary's Report:

The minutes of the January 14, 2019 Board of Directors meeting were approved. All in favor except one abstention.

Open Period -- No one presented.

REPORTS AND PRESENTATIONS

Deed Restriction Renewal Committee – Randi

Some issues with Section 5 signatures were being addressed, with some signatures outstanding. Catherine and Jasmine have been moving forward on this and the number of signatures needed went from 53 to 20. Randi will be personally reaching out this week. There are some other sections where revisions are pending. They will be working with Eddy to set up a timeline.

Meyerland Promotions Committee – Larry

Larry prepared a draft PowerPoint presentation and sent it out to the team for feedback. It features our schools, the contrast of housing types, and highlights some of the builders. The group's thoughts are to formulate a good PowerPoint, and then see about having it professionally worked over. It could go out to Houston Area Realtors or brokers to help give us a good presence.

Cory noted that there is an Instagram site titled Meyerlandrising. It could help in promoting Meyerland. Larry and others addressed we could start with the Wikipedia entry for Meyerland. Someone asked about how this is changed, and Fred said that you just do it. Larry discussed that this is low hanging fruit. Lucy addressed that part of the outreach is educating the media. Many people don't know this area. Meyerland seems to be named in every bad news story in the broader area. Larry said that a reporter who referenced Meyerland in a story about problems outside Meyerland indicated that he would do better in the future.

Bylaws Committee -- Cory

Cory discussed that the draft of the proposed revised by-laws shared with the board should remove most conflicting provisions. He asked that board members get their comments on this draft to him by February 25th. They also will run a draft by the attorneys. He indicated that there were so many changes from the prior version that a redline version reflecting changes would not work well. Cory discussed that the committee started with a template from our attorneys. A good amount of the language is from the existing by-laws. Things like the names of the committees are no longer include in the by-laws. This draft also deleted the nominating committee.

The three pages of draft language on indemnification are from the template. They will look into whether this verbiage is really needed. Amy indicated that our insurance would indemnifying the board members under either the existing or revised by-laws.

Amy noted that parts of the language giving the authority on how we can spend funds is archaic. Also, the deed restrictions pre-empt the bylaws if there are conflicts. Send messages and comments to Cory or all on the board.

Cory said that another proposed change is that the President and Vice President still must be members of the board, but the treasurer and secretary do not need to be. Gerda had some questions with order or numbering, which appeared confusing, and noted there is nothing on resignations. Charles and Cory said that they did talk about renumbering. This may be redone somewhat after the attorneys have reviewed this. Everything under an article is designed to be there. Gerald noted that original also is hard to follow, and Cory discussed that the template from the attorney used a different order.

The by-laws should get discussed in more detail at the next board meeting. Larry asked that page numbers be added, and Fred said we should focus on the content. Cory said that the old by-laws had some things that conflicted with current state law. He does not think these are major changes. Amy pointed to a provision that 1/3 of a section can call for a meeting of the entire membership. One area has 7 residents, so could 1/3 of that section call a meeting of all the members? We may want to address this issue.

Emilio asked about a provision that allows any resident in Meyerland to enforce the restrictions. Yes, residents can enforce deed restrictions. Bill noted that this provision addressed that if no one enforces a problem, the situation does not create a waiver. The deed restrictions say anyone can enforce them.

Lisa asked about the change that would allow the by-laws to be amended at a single meeting by a majority of the board. The current by-laws require approval of amendments at two different meetings. This allows some time to share and receive feedback on proposed amendments. Also, many organizations require more than a majority vote to change controlling documents. She also indicated that we should be clear that conflict of interest issues are addressed, whether in this document or a separate conflicts of interest policy. Some provisions may already do this to some extent.

Bill will be sending recommendations and questions. He asked Amy if we have a proxy form and system. It is referenced in the draft. Charles indicated the attorneys say they have a template for one available. Cory noted that this language came from current bylaws. Cory again asked all to get comments in by February 25, and the attorneys will review. We hopefully should have this back before the next meeting.

Nominating Committee – Diane Furst

Diane indicated that those interested in being on the hard copy of the ballot should get their bios in to the nominating committee by next Monday. Diane, Larry, Arthur and Elaine are the members of the committee. Feb. 18 is the deadline for the printed ballot. Write-in candidates must submit their intent at least 24 hours before the annual meeting. Gerda noted that since Austin Knight left, there are two openings for Section 7.

Bob was not sure the information he sent had been received. Lucy will check that the address on the website is correct for submitting information. The e-mail address for submitting bios for publication in the Meyerlander is meyerlander@meyerland.net Gerald noted that Shirley is good about sending a confirmation when information is received.

Larry suggested putting something out on Nextdoor Meyerland. Some people approached have not been positive about running. Diane suggested sending an e blast. Amy said it should have gone out. Some members confirmed that they have not received it yet. Amy will check that it goes out with correct information. Gerald noted that we want candidates to be serious and come to the meetings. The information can include requirements of what is expected. At this time, we do not want to kick someone off if they are travelling but keep up with committee work

Office Report – Amy

About 65% of this years' dues are collected already. They received more rejected deliveries than anticipated and are recycling that. The invoices went out late, so we are considering that. There have been positive comments about allowing online payments. Some people have moved back in, but this office still had a different address. Amy indicated that as more people use this online system, it should save us resources.

Amy still was not certain if the annual meeting will be on March 20, 21, or 28. There has been some back and forth, and it is not yet confirmed. They will need us as board members to help the day of the event and we will get our assignments. We should wear our shirt and talk about Meyerland. Check that you have a white or green collared Meyerland shirt and let them know soon if you are a board member without a shirt. Getting the guest speaker solidified is the issue. It will be at Lovett Elementary, and the meeting will share information on MCIA's financial health, security, and more. They also want different organization representatives in the room and hope for an update on the Kolter Elementary construction. We will have snacks, try to wrap up by 8:30, and be out by 9. It is a tight schedule.

We will be informing homeowners multiple ways, including signs. Our policy allows us to do this. Burr noted that the meeting usually is a lot of fun. Amy shared that there are a lot of exciting things going on in Meyerland. Last year there was not enough seating; with HEB, we had a big draw.

Ballots can be hard copy, faxed or mailed, with one vote per property. The election committee can come in advance to count the early ballots in a controlled environment.

Charles asked about our day in the park. Amy said it will be in November. As Burr addressed with the annual meeting, Charles noted that this event also can be fun.

NEW BUSINESS

Larry had conversation about fencing with a manufacturer of some newer types of fencing materials we might want to consider for potential future approval.

CLOSED SESSION

A motion to go into closed session was made, seconded and approved. We went in to closed session at 8:21 p.m.

After returning into open session, the action taken was summarized. The board upheld an RCC decision to deny lighting structures in front of the building line on a property. The applicant can reapply, considering the new structure policy and board guidance.

The board approved promotion on a current employee into an architectural review position, and also approved hiring of a temporary person for that current position. Amy will continue with the search for a currently pending position.

Motion was made and seconded to retain Bill Goforth to provide support services for architectural review and also training of architectural review staff at an agreed hourly rate for a maximum of up to \$3000 total. Bill recused himself from this vote. This was unanimously approved by the remaining board members.

ADJOURNMENT

The meeting was adjourned by a unanimous vote of the board.

Approved by the board on March 21, 2019