

Meyerland

Meyerland Community Improvement Association Special Board of Directors Meeting Minutes – By-Laws Discussion Tuesday, February 2, 2021

ATTENDANCE

Board Members Present:

Sacha Bodner (8S)	Cory Giovanella (8N)	Arthur Kay (6)
Elaine Britt (8N)	Bill Goforth (1)	Bob Lordi (10)
Scot Carter (4)	Charles Goforth (1)	John-Mark Palandro (10)
Eddy De Los Santos (At-large)	Gerda Gomez (7)	Gerald Radack (2)
Jonathan Elton (3)	Dr. Emilio Hisse (2)	Lucy Randel (At-Large)
Susie Eshet (7)	Bryan Holub (8S)	Larry Schwartz (8W)

Board Members Absent:

Justin Keiter (8W), Barbara Kile (3) & Patrick McAndrew (5)

Staff Present:

Amy Hoehstetter & Jasmine Davis

CALL TO ORDER

- The meeting was called to order by Gerald Radack at 7:33 p.m.

REPORTS & PRESENTATIONS

Review of Proposed By-Laws – Cory Giovanella

- Cory Giovanella discussed the proposed by-laws by section.
- Several people submitted changes/changes to Cory prior to the meeting.
- The board agreed to keep the discussion at a strategic level and update any smaller changes via email.
- The key issues of the proposed by-laws that were discussed in detail by the board include:
 - Article II, Section 1(a): The proposed by-laws include the statement that “the Association will bill the owner(s) of such Lot for the cost of the maintenance plus any applicable fines, fees and associated costs.”
 - The board discussed if additional fees are ever added to the costs passed onto homeowners, and Amy Hoehstetter noted that the MCIA only bills for actual costs.
 - The board decided through majority vote (10 for and 2 against) to keep the language represented in the proposed by-laws.

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- Article III, Section 3(d): The board discussed the requirements for members of a section to call a special meeting of the board.
 - Cory will verify if this applies to the full board or only the members of that section.
 - The board voted and majority agreed (8 for and 1 abstention) to keep the current by-laws language requiring 1/3 (or 33%) of the members of a section to submit a request in writing to hold a special meeting, and not include the numbers as presented in the proposed by-laws.
- Article IV, Section 2: The board debated the requirement that “Candidates for Section Directors must own a Lot and reside in a home located within the area of Meyerland from which he or she seeks to be elected. All Section Directors must reside in a home located in the Section they are elected to represent.”
 - The board discussed using the term “domiciled” in addition to the requirement to “reside” in a Meyerland home.
 - Some board members noted that this should not be a requirement and each section should elect their board representatives.
 - Eddy De Los Santos noted that the current by-laws have a similar restriction, but they cannot be enforced due to the Section 209.00591 of the Texas Property Code, which now states that a homeowner’s association “may not require all board members to reside in that subdivision.”
 - The majority board voted to keep the proposed language in the by-laws. The vote included 9 for and 5 against this requirement.
 - The proposed by-laws also state that “at Large Directors must own a Lot within Meyerland” but they do not necessarily need to reside in Meyerland to be on the board. Three (3) board members voted to remove this language and 9 voted to keep this language in the proposed by-laws.
- Article IV, Section 3: Nominating committee.
 - The board discussed the merits of having a formal nominating committee.
 - By majority vote (7 for), the board decided to keep the structure of the nominating committee in place, but not make this a standing committee of the board by removing the language that the committee “serve from the close of such annual meeting of the Members until the close of the next annual meeting of the Members.”
- Article IV, Section 4: Vacancies.
 - The board debated the term of any board member appointed through a vacancy; specifically, the language stating that the appointed board member “shall hold office for a term equal to the unexpired term of his or her predecessor.”
 - The board discussed appointing the replacement for a full two-year term.
 - The board by majority vote (11 against and 2 for) failed to modify the language and it will remain as presented in the proposed by-laws.
- Article V, Section 1(a): The proposed by-laws carried forward the statement that the past board president “shall be an ex-officio member of the Board and of all committees for the first year following his or her last year of service as President.”

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- The board debated if this continues to make sense going forward.
- The board agreed by majority (8 for) to strike this language from the proposed by-laws.
- Article VI, Section 3: Ad Hoc Committees.
 - The board discussed the need for ad hoc committees and their merits.
 - The board by majority vote (6 for) decided to keep the language as-is in the proposed by-laws.
- Amendments: All changes to the by-laws currently undergo two public readings before the change can be voted on by the board.
 - The board discussed changing this to one reading prior to voting.
 - The majority of the board (6 voted for) approved this change to the practice.

ADJOURNMENT

- A motion was made to adjourn the meeting at 11:34 p.m. by Cory Giovanella. The motion was seconded by Lucy Randel and passed unanimously.

Approved by the board on February 11, 2021.