

**Holiday Park Homeowners Association
Special Board of Directors Session
Minutes of Meeting
October 28, 2010**

I. Call to order: at 7:30 p.m. by Board President, Cathie Sells
Held at All Saints Catholic Church

II. Present BOD & Officers

Cathie Sells, President/KC
Linda Becken, Vice President/DP
Mike Lattman/RH
Nancy Bamberger/OM
Mireille Emmett/HR
Laura Peitzer/TL
Ivy Gold/CW
Mike Burkett/MV

Connie Rodgers, Finance Chair/MV
Dave Santucci, Treasurer/KC
Sue Bach, Pool Manager/CW
Gary Popken/Parliamentarian/OM
Sharon Hassell, Volunteer Coordinator/DP

Other Members Present:

(Overmead) - Jean Jackman, David Bamberger
(Daleport) - Leanne Andrews, John Hassell,
(Terrace Lawn) - Jim & Glenda Land,
(Kingscrest) - Carol Drake
(Covewood) - Matt Bach, Joan Huntley, Patti Bressler,
(Regal Hill) - Patricia Simpson

**III. Presentation by Mike Lattman regarding the Challenge
of the Amendment to the Bylaws**

Mike Lattman gave a short presentation showing that Texas State Law
(Texas Business Organizations Code, Section 22.103) allows that a

change in the number of Directors made by amendment to the By-Laws controls over the number stated in the Articles of Incorporation.

There are several parts of this amendment. Briefly summarized as follows:

1. Allows for the increase in the number of Directors to 15
2. Incorporates the Long Range Plan
3. Allows the Board to change the Annual Meeting date
4. Specifies that the President must co-sign checks and promissory notes greater than \$1,000.
5. "Written" or "mail" shall include electronic forms of communication.

IV. Open Discussion on Subject by BOD and Attendees.

Mike Lattman's presentation presented the argument that:

The HPHA By-Laws amendment dated September 7, 2009 increases the number of Directors above the number stated in the HPHA Articles of Incorporation and this is an allowed change according to the BOC, so the amendment is valid.

Gary Popken spoke to BOD about a call he made to NJB Inc. regarding the full cost of the Long Range Plan. It had not been sent to HPHA until October 2009, therefore, the total cost of the LRP had not been fully disclosed at the time of the vote to include it in the amendment to the By-Laws which is required.

Sharon Hassell pointed out a second problem with the Amendment vote not being valid due to a disregard to the requirements of the existing By-laws not allowing email votes, and specifically requiring that a named person must be written on the Proxy by the member who gave it to them to submit at the annual meeting.

In recounting members present and no named proxy on ballots the votes were not legal so neither is the Amendment.

Linda Becken questioned the fairness of allowing more than one Voting Director per Circle, and Cathie Sells questioned allowing more than one voting person per household as not being fair.

Discussion between BOD of the need to present pros and cons of the September 2009 amendment to the By-Laws to HPHA Members, in an attempt to clarify and list each point of each of the five articles amended. Stressed the need for all circle reps to have the same information to go to members of their circle. Everyone will present and discuss the same thing.

Linda Becken had previously sent an email to her circle members on Daleport about the LRP and received one response, which is that they do not want their dues increased in 2011. What does the plan obligate us to do and spend and in what time frame. Is there a limit on an assessment increase in one year?

Mike Lattman also pointed out that even if the Amendment is valid the real issue is that park members are not happy with Amendment issues which are causing wide spread dissension within the membership and suggested that since we are presently happy with eight circle reps not to change this until all issues are resolved and to possibly revote on any changes. The Board will revisit the amendment in 2011.

- V. Motion made by Nancy Bamberger to have a special board meeting (or several) and prepare notes to members on LRP and Bylaw amendment of 09/07/09 by the BOD in 2011 to Resolve. Seconded by Mike Lattman. Motion Carried.**

- VI. Mike Lattman made a motion to adjourn the meeting and Cathie seconded.**

Minutes recorded by Gary Popken and typed by Cathie Sells.