

# Land's End Homeowner Association

## Minutes of 2002 Annual Meeting of Members

The 2002 Annual Meeting was held on February 2, 2002 at The Links' clubhouse. Upon arrival members signed in, filed proxies they had been given, and were handed ballots indicating the total number of votes each was entitled to, either through ownership of lots or through proxies. Present were 39 Members representing 99 votes or 79% of total votes. Meeting was called to order at 3:15pm by TJ Henshaw who presided on behalf of former developer, Bill McKenzie and present developer, Joe Munsch. TJ informed members that management of the Association was passing from the developer to members as required by the CCRs.

Jack Essex reviewed specific sections of the CCRs regarding the conversion of Class B membership to Class A membership upon the occurrence of events now taking place, and the requirement for members to own and maintain the Common Areas from this point forward. Joe Munsch explained this naturally occurring event and his election to convert at this time. He reinforced his belief that a member-elected Board would do a good job of enforcing the CCRs and maintaining high standards for the neighborhood, and that the Board, working together with The Links, would begin a new era of cooperation that would be mutually beneficial to us all.

The first order of business was a discussion of the Bylaws and some amendments that were needed right away to change the focus from that of developer to that of members and to correct some important omissions. The proposed amendments were unanimously adopted and are attached for insertion into the minutes.

Members were then asked to set an amount for Director/Officer liability insurance as required by the CCRs Section 11.6. There was considerable discussion of general liability for the Association and concerns over public access to our private roads, which are the Common Area. Brad McCampbell, an attorney member, assured members they need not be too concerned, as they could not be held separately liable simply as a result of membership in the Association. The Association could only be held liable to the extent of its assets, which primarily would be insurance. Members then approved an amount of \$2,000,000 for D/O insurance.

The process for nomination of directors began by posting a list of recommendations that were solicited from members prior to the meeting. All those receiving two or more recommendations were placed on this initial list. This group was nominated and seconded from the floor. Additional nominations were added until no further nominations were made. Members then voted for their choice of five of the ten total nominees on secret ballots and delivered them to the tally table. All ballots were counted independently by Barb Henshaw, Dawn McCampbell and Jack Essex and results compared for accuracy-all of which were identical. Directors elected to three year terms were Joe Munsch, TJ Henshaw and Jack Essex. Directors elected to two year terms were Dennis Schirato and Jan Hudson. Election results were unanimously ratified and the new directors were introduced to the members.

Members were asked to identify for the new directors those issues members felt needed their attention, with the following items mentioned:

- The Gate: Finding a way to keep residential areas closed to public after business hours.
- Dues & Budgets
- Retrieving any balance of Association funds from Bill McKenzie
- Completion of boat ramp
- Review CCRs and Bylaws for any revisions that may be needed.

A request for any other business or items for discussion received no response. A motion to adjourn the meeting was made, seconded and approved by members.

The Board of Directors agreed to meet on Saturday, February 9 at 10:00am.

Minutes recorded by Barb Henshaw

# Land's End Homeowner Association

## Amendments to ByLaws

2/2/02

Article I: *Change principal office to:*

“such location within Land’s End as may be designated by the BOD, and meetings of Members and Directors shall be held at locations within Wood or adjacent counties of Texas.”

Article V, Section 1: *Insert after Section 2 of this Article:*

“Three (3) Directors will be elected for three (3) year terms and two (2) Directors will be elected to two (2) year terms.”

*Change Director residents to:*

“All Directors shall be Members of the Corporation.”

Section 4: *Insert subsection K. to read:*

“To furnish to all Members an annual report of the receipts and expenditures of the Association as soon as practical after the end of each fiscal year.”

Article VI, Section 1: *change BOD meetings to:*

“shall be held within Wood or adjacent counties of Texas.”

Section 3: *change notice of BOD meetings to:*

“seven (7) days”

Article X, Section 1: *change telegram and given to:*

“e-mail and shall be deemed given when sent.”

Article XII, Section 1: *change meetings of Members to:*

“shall be held within Wood or adjacent counties of Texas”

Section 2: *change annual meeting date to:*

“3:00 pm on the first Saturday in February”

Section 7: *strike:*

“Other than for the election of directors,”

Article XV: *add Section 3 to read:*

“The Directors shall not be liable to the Association or its Members for any mistake of judgement, negligence or otherwise, except for their own willful misconduct or bad faith. The Association shall indemnify and hold harmless each Director against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the Association, unless any such contract had been made in bad faith or contrary to the provisions of the Declaration or of these Bylaws.”