

Minutes to the General Meeting of the Wynnewood North Neighborhood Association

October 16, 2014

7:00 – Meeting was called to order by the President, Lynn Sulander

Lynn gave a brief explanation as to why and by whom the Wynnewood North Neighborhood Association Bylaws (“*Bylaws*”) were reviewed and the reason for the proposed revisions/additions (“*Motions*”) to the Bylaws.

Each attendee was given a ballot that included an outline of each Motion being voted upon and a column to write in one’s vote (For or Against). [A copy of the Ballot is attached as **Exhibit A** hereto]

Lynn spent a moment reviewing the agenda, including the procedures for discussing and voting on the Motions. Lynn encouraged all Members at the meeting to participate in the discussion.

Motion #1:

- Phil Perry made a motion to approve the Bylaw changes that brings WNNA bylaws into compliance with Texas State Business Code 501(c)3 organizations as stated on the Ballot for *Articles 5.3 through 13.5*. (“*Motion #1*”).
- Cynthia Michaels made a second to approve Motion #1.

Lynn asked Brian Davis to give a brief background and rational for the proposed motion. There was then a brief question/answer period. When there were no more questions or discussion, Lynn asked that each person write their vote, “For” or “Against” on their ballot.

Motion #2:

- Janice Coffee made a motion to approve the proposed language of *Section 2.1* (Membership in the WNNA) (“*Motion #2*”).
- Jane Sullivan made a second to approve Motion #2.

Lynn asked Brian Davis to give a brief background and rational for the proposed motion. When there were no more questions or discussion, Lynn asked that each person write their vote, “For” or “Against” on their ballot.

Motion #3:

- Denise Requardt made a motion to approve the proposed language of *Section 3.2* (Qualifications to be a Member of WNNA Board of Director). (“*Motion #3*”).
- Janice Coffee made a second to approve Motion #3.

Lynn asked Brian Davis to give a brief background and rational for the proposed motion. When there were no more questions or discussion, Lynn asked that each person write their vote, “For” or “Against” on their ballot.

Motion #4:

- Jeff Sappenfield made a motion to approve the proposed language of *Sections 3.11 and 3.12* to add Parent Liaison to the Board of Directors ("**Motion #4**").
- Janice Coffee made a second to approve Motion #4.

Lynn asked Brian Davis to give a brief background and rationale for the proposed motion. When there were no more questions or discussion, Lynn asked that each person write their vote, "For" or "Against" on their ballot.

Ballots were gathered by Phil Perry, Janice Coffee and Dean Rose, who then left the room to tally the votes.

7:55pm – BOARD REPORTS

Each Board member (Treasurer, Social Director, Crime Watch Director), gave their reports and answered any and all questions.

Treasurer, Denise Requardt, gave the Treasurer's report. Richard London made a motion to accept the Treasurer's report as presented, Steve Westerhide second the motion, motion passed unanimously.

Social Director, Fallyn Gray, went over upcoming Fall and Winter neighborhood events.

Jeff Sappenfield, Crime Director, talked about neighborhood crime and drew three raffle winners representing each month from the previous quarter.

8:15 pm – BOARD ELECTIONS

Election Ballots were distributed for WNNM Director Positions for 2015.

Nominations were given and voted upon for each of the Executive Board of Director positions.

- **President** - Lynn Sulander was nominated for this position and accepted the nomination. Lynn Sulander was voted in to be President for the 2015 term.
- **Vice President:** Brian Davis was nominated for this position and accepted the nomination. Brian Davis was voted in to be Vice President for the 2015 term.
- **Secretary** – Cindy Kirk was nominated. Cindy was not at the meeting but in a conversation prior to the meeting with Lynn Sulander, Cindy said that if she was nominated for Secretary that she would accept the nomination. Cindy Kirk was voted in to be Secretary for the 2015 term.
- **Treasurer** – Denise Requardt was nominated for this position and accepted the nomination. Denise Requardt was voted in to be Treasurer for the 2015 term.

Phil Perry made a motion to accept the members for the 2015 Executive Directors.

Janice Coffee seconds the motion. Motion passed.

Nominations were given and voted upon for each of the Board of Director positions.

- **Social Director** – Fallyn Gray was nominated for this position and accepted the nomination. Fallyn Gray was voted in to be Social Director for the 2015 term.
- **Communications Director** – Janice Coffee was nominated for this position and accepted the nomination. Janice Coffee was voted in to be Communications Director for the 2015 term.
- **Publications Director** – Petrie Brill was nominated for this position and accepted the nomination. Petrie Brill was voted in to be Publications Director for the 2015 term.
- **Crime Director** – Jeff Sappenfield was nominated for this position and accepted the nomination. Jeff Sappenfield was voted in to be Crime Director for the 2015 term.
- **Beautification Director** – Phil Perry was nominated for this position and accepted the nomination. Phil Perry was voted in to be Beautification Director for the 2015 term.
- **Web Master** – Bo Bartlett was nominated for this position and accepted the nomination. Bo Bartlett was voted in to be Web Master for the 2015 term.
- **Parent Liaison** – Michelle Morgan was nominated for this position. Michelle was not at the meeting but in a conversation prior to the meeting with Brian Davis, Michelle said that if she was nominated for Parent Liaison that she would accept the nomination. Michelle Morgan was voted in to be Parent Liaison for the 2015 term.

Jeremy Ratliff made a motion to accept the members for the 2015 Board of Directors.

Jeff Falin seconds the motion. Motion passed.

RESULTS OF THE PROSED MOTIONS:

Votes were counted, including those that were represented by proxy. Lynn read the results for the Motions as listed below:

Motion #1: Passed

Motion #2: Passed

Motion #3: Failed

Motion #4: Passed

Meeting was adjourned at 8:30 pm

EXHIBIT A

SUBSTANTIVE REVISIONS THAT BRING WNNA INTO COMPLIANCE WITH NON-PROFIT BUSINESS CODE or PROVIDES CLARIFICATION OF EXISTING BYLAW LANGUAGE. (ONE VOTE FOR ALL CHANGES)			
FOR / AGAINST	Section	Heading	Proposed Revision
This vote is for all other sections of the ByLaws except those outlined in this Ballot.	2.2	Rights of Members	Members may vote in person or by proxy in writing except that no person may hold the proxy for more than one member. Added "in writing."
	2.6	Notice of Meetings	Added language defining notice. Including: Notices regarding any and all Meetings shall be given not less than 10 calendar days nor more than 60 calendar days before the date that such meeting is to be held. Added language regarding notice for announcements to vote on bylaws: Announcements to vote on Bylaw changes will be made not less than 10 days, but no more than 60 days prior to a vote. The proposed changed must be available for review by Members during the above referenced time period.
	3.1 – 3.14 (Except 3.2, 3.3, 3.12.k)	Board of Directors	<u>All</u> of Article III has been revised. This Article now defines the duties of the Board, and the officer positions on the Board. A new board position of Parent Liaison Director has been added. 3.1-3.14 are new or completely revised.
	4.1	Committees	Creates an Executive Committee consisting of the President, Vice-President, Secretary and Treasurer has been added. The Board of Directors must validate the actions of the executive committee at the next board meeting or the actions will not be binding on WNNA.
	4.2	Additional Committees	In addition to the President, the BOD may also designate or appoint additional standing or temporary committees.
	5.3	Quorum	Defines a quorum as a simple majority of the total elected board.
	5.5 – 5.7	Place of Board Meeting Regular and Special Meetings Notice of Board Meetings	Designates the President as choosing the location for Board Meetings; Defines that Board meetings are held one a month and/or a Special Meeting may be called by the President or any two Directors. Orientation for new board members will be at the November Board meeting. Special Meetings require a 72 hour notice.
		Code of Ethics	Code of Ethics for the Board of Directors was incorporated as Exhibit B.
		Rules of Authority	Robert's Rules of Order shall guide the conduct of all meetings. Changed from govern to guide.
		Amendments	Added simple majority vote.
		Principal Office	Changed the principal office to the P.O. Box address.
	11.1 – 11.3	Indemnification	New section indemnifying WNNA Board of Directors.
		Oak Oak Cliff Conservation League	Added that the membership for the VP to OOCCL will be paid by WNNA.
	13.1- 13.4	Operations	This section is new.
	13.1	Financial transactions	Limits financial transactions to \$1,500, anything over requires a simple majority approval of WNNA Members.
	13.2	Records	We will keep a corporate minute book which will also include the bylaws and any amendments.
	13.3	Inspection of Books and Records	All records of WNNA may be inspected by any Director or Member by written request.
	13.4	Execution of Documents	Any legal written documents outside of tax returns will be signed by the President and Secretary or such other Director designated by the BOD.
13.5	Fiscal Year	Defined as January 1 to Dec. 31 st .	

**SUBSTANTIVE REVISIONS THAT ARE OPERATIONAL CHANGES PROPOSED BY THE
2014 BOARD OF DIRECTORS
(EACH SECTION WILL BE VOTED ON SEPARATELY)**

FOR / AGAINST	Section	Proposed Language	Current Language
This vote is for Section 2.1	2.1	2.1 Membership in the WNNA shall be open to all residents, over the age of 18, of property within the boundaries of the neighborhood as set forth in Article I, Section 2, (the "Members"). All Members must reside within the boundaries of the neighborhood further defined in Exhibit A, attached hereto.	2.1 Membership in the WNNA shall be open to all residents or owners, over the age of 18, of property within the boundaries of the neighborhood as set forth in Article I, Section 2.
This vote is for Section 3.2	3.2	3.2. Qualifications. Directorships shall not be denied to any person on the basis of race, creed, sex, religion, sexual orientation, or national origin. All Officers must be Members of the WNNA. No more than one Member of any household may serve simultaneously on the Board.	3.04: All Officers must be Members of the WNNA.
This vote is for Section 3.11 & 3.12	3.11 & 3.12.k	3.1.2K. Parent Liaison Director The Parent Liaison Director shall facilitate positive interaction between Members and local schools, PTA's and parent support organizations. This person shall initiate child-friendly social activities to increase involvement among residents. This person may also attend various school board meetings and report back to the Members at the General Meeting.	Not applicable