

SMITH RIVER PROPERTY OWNERS ASSOCIATION

E-mail: smithranchpo@gmail.com (Note: new e mail address)

Meeting Minutes
June 4th 2016

Opening:

The regular meeting of the SRPOA was called to order at 2:05PM on June 4th 2016 by Russell Duke.

Present:

Russell Duke, Craig Heffner, Don Norman, Joe Liles, Les Arnold, Nancy Scoggins, Wayne Heugatter, Johnny Baxter and Dave Viguers.

Not present:

A. Agenda

Welcome, Board positions up for election, Treasurers report, Road report, Volunteer work day, General discussion.

B. Approval of minutes

There were no minutes from a previous meeting submitted for approval

C. Introduction

President, Russell Duke introduced all of the board members, treasurer and secretary. Because of the flooding the meeting place for the annual meeting had to be changed and was held at the Country Kitchen in Lampasas. A phone conference was set up with members who were unable to get to the meeting because of the flooding. On the phone were Sharon Blinkley, Rick Knight, Dave Shine and Jayne Rayburn. Russell went over some History of the SRPOA he got from the articles of incorporation. Brian Heffner pointed out that that meeting was the 20th anniversary of the SRPOA. Brian also pointed out, to his knowledge there were some errors as to who was on the original board when it began that conflicted with the Articles of incorporation.

D. Positions for reelection

There are two board positions up for reelection, Don Norman and Les Arnold. There were no new nominations for those positions and both Don and Les agreed to serve as board members for another term.

Both the secretary and treasurer positions were open. Russell went over the duties of both positions according to the bylaws. He also stated there was one duty the treasurer was responsible for and that was filing the yearly non profit taxes. Dave assured both candidates the form is a simple form and doesn't take long to complete.

Nancy Scoggins position as secretary was going to be vacant. Jayne Rayburn stated she would be available to help with that position. Rick Baxter also said he would be interested in that position. Rick also pointed out that according to the bylaws the board voted for the secretary and treasurer position. Russell confirmed Rick was correct and the board would vote on that at the board meeting that followed.

Dave Viguers position as treasurer was also going to be vacant as he was moving from Smith Ranch. Rick Baxter nominated Cy Long for that position and Cy accepted. Wayne Heugatter also showed interest in that position. The board will also vote on that at the board meeting that followed.

E. Treasurers Report

Please see attachment 1 pages 1-3. Dave also provided bank statements for the 2015 fiscal year. Those statements will be given to the new treasurer and will be available if anyone wants to see them.

F. Road report- Don Norman

Don Norman stated he only got one bid and that was from Cody Sheppard. His bid was 21, 500.00 but we had to cut out some loads of base to reach 17,500.00. Don was pretty satisfied with the work considering we had some bad weather conditions. Don suggested we need to start maintaining the roads instead of just trying to do them once/yr or when we have the money to. He would like to see a committee set up to "maintain" the roads. Rick Baxter also commented that by trying to do the whole road we were spreading the money thin and we were also fighting a loosing battle with the weather and Cody did a good job.

There were several recommendations about using one, two or three inch rock instead of regular base. There were some property owners that had used it and have had great results with their roads.

Don Norman said he was unable to participate in the road committee. Several people volunteered and a few got volunteered to be on this committee, George Scoggins, Jack Haney, Rick Knight, Bobby Glass and Mark Prichard. One board member will be chosen for the committee at the board meeting. They will all communicate via e mail.

G. Open Discussion

Participation in the road fund: Several ideas were talked about of how to encourage other property owners to participate monetarily with the road fund. One way was increasing the key few for more than one key/owner if you were not a member. Another idea was to

charge less for the membership and more for the keys. The legality of the key issue needs to be discussed with an attorney and 500.00 has been set aside to do that.

Rick Baxter asked for some of the by laws to be amended/added.

Article II-Definitions- Attachment 2 Section 6, the underlined portion.

Article III- Attachment 3 Section 6- Record of Meetings.

Article VI-Meetings of Directors-Attachment 4-Section 4,5,6,7

Article VIII-Officers and their Duties-Attachment 5-Section 8-D-Treasurer

There was some discussion as to the length of time for the secretary to submit the minutes to the board and for the minutes to be posted. It was agreed to change Article II and Article VI Section 6 to read as follows:

Record of Meetings. Minutes of meetings of the board shall be prepared within **7** days by the secretary and submitted to the board for review and acceptance. The minutes of meetings of the board shall be reviewed by the board and be made available to the members by public posting not more than **10** days after each meeting of the board.

There was also discussion about Article VIII as to the time it might take to get a bank statement ending June and December. It was agreed to change Article VIII Section 8-D to read as follows:

The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the board of directors: shall co-sign all checks and promissory notes of the Association: keep proper books of accounts; shall prepare and annual budget; shall prepare and submit to the board within **30** days a statement of income and expenditures for each period ending June 30 and December 31, semiannually and such report shall be made available to the members by public posting not more than **45** days after each period end.

A vote was called for all of the amendments/additions to Articles II, III and VI.

It passed 27 for and 2 against.

A vote was called for the amendments/additions to Article VIII.

It also passed 20 for and 1 against.

Other concerns brought up:

Some property owners asked if people would not drive on others grass, Rick Knight asked if folks would not drive on the river side of the road.

A set of keys were lost, possibly around the gate area. If anyone finds keys please turn them into a board member and we can get them to their owner.

The Property Owners Association agreed to donate \$250.00 to the Lometa volunteer fire department for their continued support for the ranch.

There is a work day Scheduled for Saturday June 25th. The focus of this project is to fix the Asphalt on Yancy. Some of the people that signed up to work that day are Johnny Baxter, George Scoggins, Les Arnold, Craig Heffner, Joe Liles, John and Judy Patterson, Marc Draper and Homer Smith. They will be receiving e mails as to where to meet and what time for this project. Thank you so much for your help.

Adjournment:

Meeting was adjourned at 3:45pm by Russell Duke.

Minutes submitted by: Secretary- Nancy Scoggins

Minutes approved by: Russell Duke, Craig Heffner, Wayne Heugatter, Don Norman, Joe Liles, Les Arnold and Johnny Baxter on June 11th 2016.

Attachment 1 pg 1

Smith Ranch Treasury Report January 1, 2015 – December 31, 2015

Bank Balance 12/31/2014 \$21,471.10

Deposits from 1/1/2015 to 12/31/2015 + 19,659.86

Association fees to go for Main	14,285.00
Money for Keys, Stickers, Mailings	238.00

Note: any funds remaining from common area insurance, taxes, keys and mail go toward main/yancy roads.

	Total avail.
Money sent to assoc. for North	3,786.86 (5985.02)
Money sent to assoc. for South	400.00 (2025.00)
Money sent to assoc. for Mid	200.00 (585.00)
Money sent to assoc. for Park	350.00 (50.00)
Money sent to assoc. for Cliffview	100.00 (350.00)
Money sent to assoc. for Skyridge	0.00 (0.00)
Money sent to assoc. for Yancy	300.00 (1825.00)

Note: the funds sent to the association for specific roads go ONLY to those roads.

Debits from 1/1/2015 to 12/31/2015 - 25,509.72

See page 2 for details

Y/E 2015 Bank Balance 15,621.24

Petty cash	15.00
Total Funds Y/E 12/31/2015	15,636.24

Dave Viguers – treasurer

Detailed Expenditures (2015 funds)

Viguers, Dave	po box+fedex	2/3/2015	-57.74	453
Sheppard trucking	NR	2/25/2015	-1500.00	454
Sheppard trucking	NR	4/28/2015	-2200.00	455
Lampasas CAD	Data	4/28/2015	-10.00	456
Postmaster	stamps	5/2/2015	-98.00	457
Walmart	envelopes	5/2/2015	-11.34	458
Lampasas library	copies	5/2/2015	-27.00	459
Miller Ins.	Insurance	7/5/2015	-786.83	460
Lampasas FD	Donation	9/4/2015	-250.00	461
Lometa FD	Donation	9/4/2015	-250.00	462
Sheppard trucking	Park	11/3/2015		-2000.00 463
Lampasas CAD	Taxes	11/3/2015	-754.73	464
Sheppard trucking	Main Rd	12/7/2015	-17500.00	465
Postmaster	po box	12/9/2015	-50.00	466
Viguers, Dave	Fedex reimb	12/30/2015	-14.08	467
*Cashed in 2016				

Attachment 1 pg 3

Smith Ranch current funds (6/4/2016)

Available for Main	12,326.22
Available for North	6,535.02
Available for South	2,175.00
Available for Mid	685.00
Available for Park	560.00
Available for Cliffview	500.00
Available for Skyrige	0.00
Available for Yancy	1825.00

Note: the funds sent to the association
for specific roads go ONLY to
those roads.

Dave Viguers – treasurer

Attachment 2

BYLAWS Of SMITH RANCH PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

The name of the corporation is Smith Ranch Property Owners Association, Inc., hereinafter referred to as the "Association".

The principal office of the corporation shall be located at Box 1429, Lampasas, Texas, but meetings of members and directors may be held at such places within the State of Texas, County of Lampasas, as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

Section 1. "Association" shall mean and refer to Smith Ranch Property Owners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property known as Smith Ranch being 8190.2 Acres described in a deed from Mary E. Smith et al to Ben Tamney recorded in Vol. 175, page 195-300, Deed of Records of Lampasas County, Texas.

Section 3. "Common Area" shall mean all real property, for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any lot or tract in Smith Ranch as described in Section 2 above.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple or equitable title to any lot which is a part of the Properties within that certain tract of land conveyed by Mary E. Smith et al to Ben Tamney recorded in Vol. 175, page 195-300, Deed of Records of Lampasas County, Texas, but excluding those having such interest merely as security for the performance of an obligation. Where more than one person is the owner of a tract, they shall all be considered as one member for purposes of voting and payment of dues. Regardless of the number of tracts owned by a single person or persons, his or their membership shall be limited to one and they shall receive only one vote without regard to number of tracts owned.

Section 6. "Public Posting" shall mean to post on any electronic or physical location available to Members. This includes any web site, social media account, email account or physical facility that may be inspected by Members and that is used or accepted by the Board of Directors or Officers for informational purposes.

Attachment 3

ARTICLE III

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the first Saturday of the same month of each year thereafter, at the hour of 2:00 o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first Saturday following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of five of the members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast seven votes (with a husband and wife counting only one vote for this purpose) shall constitute a quorum for any action. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present. For purposes of establishing a quorum only, persons represented by proxy shall not be counted.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Record of Meetings. Minutes of meetings of the Members shall be prepared within three (3) days by the Secretary and submitted to the Board for review and acceptance. The minutes of meetings of the Members shall be reviewed by the Board and be made available to the Members by Public Posting not more than seven (7) days after each meeting of the Members.

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Attachment 4

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held upon notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act of decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. "Meeting of the Board of Directors." Defined as a deliberation between a quorum of the Board, or between a quorum of the Board and another person, during which Association business is considered and the Board takes formal action. This includes electronic or telephonic deliberation and consideration.

Section 5. Notice of Meetings. Notice of meetings (regular or special) of the Board shall be made to the Members by method of public posting not less than seven (7) days prior to such scheduled meeting. This notice shall state the date, time and location of the meeting and shall include a tentative agenda for the meeting.

Section 6. Record of Meetings. Minutes of meetings of the Board shall be prepared within three (3) days by the Secretary and submitted to the Board for review and acceptance. The minutes of meetings of the Board shall be reviewed by the Board and be made available to the Members by public posting not more than seven (7) days after each meeting of the Board.

Section 7. Emergency Meetings. Meetings of the Board to consider emergency items that require immediate consideration are exempt from Section 5 of this Article.

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27 - ^{for} Passed
2 - Opposed >

ARTICLE 8(11) ATTACHMENT 5
OFFICERS & Their Duties

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes unless otherwise provided by resolution.

Vice-President

(b) The Vice-President shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of accounts; and shall prepare an annual budget and statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of accounts; shall prepare an annual budget; shall prepare and submit to the Board within seven (30) days a statement of income and expenditures for each period ending June 30 and December 31 semi-annually and such report shall be made available to the Members by public posting not more than seven (45) days after each period end.

Passed

For - 20

Against - 1
(opposed)