

BRUNNER HILL WATER ASSOCIATION
 BOARD OF DIRECTORS MEETING MINUTES
 Thursday, February 22, 2024

1. The President, Danny woods called the meeting to order at 7:02 p.m.

2. BOARD MEMBERS PRESENT:

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| President | Danny Woods |
| Vice President | David Phillips |
| Board Members | Richard Hazel, Shaun Dubois |
| Superintendent | Ted Applegate |
| Secretary | Angela Johnson |

3. BOARD MEMBERS ABSENT: Shawn Hargett

4. MEMBERS OF THE AUDIENCE: None

5. APPROVAL OF JANUARY 25,2024, MINUTES: Richard Hazel made a motion to approve the minutes, Shaun Dubois seconded. Motion passed.

6. APPROVAL OF JANUARY 2024 FINANCIAL STATEMENTS: Richard Hazel made a motion to approve financial statements, David Phillips seconded. Motion passed.

7. PRESIDENT'S REPORT:

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| Topic: Government Funding, COVID money |
| Board Discussion: 7/18/23 Danny is trying to obtain government funding. If received, the funding can offset expenses of reducing water loss. 8/15/23 No updates. 9/19/23 No updates. 10/17/23 No updates. 11/21/23 No updates. 12/19/23 No updates. 1/25/24 No updates. |
| Conclusion: Danny will provide updates as he obtains information. |
| Topic: Danny expressed concerns about use of the time clock and people punching others in or out. |
| Board Discussion: The board went into executive session. |
| Conclusion: The topic is not closed. However, the Board directed that missing time punches will be approved by a member of the board prior to completion of payroll. |

8. SUPERINTENDENT'S REPORT: see attached.

9. OPEN ITEMS:

Topic: Consult an Attorney about Bylaws, Official Vote

Discussion:

8/15/23 There is a question as to what constitutes a proper vote according to the bylaws. Danny wishes to consult a lawyer to determine what consists of a quorum; is it 51% of all members, of all members present, or of the Directors? This must be resolved prior to the next election of Board Members.

9/19/23 Danny will consult an attorney regarding the bylaws, specifically how to obtain the required vote.

10/17/23 Danny consulted Roger Morgan, Attorney, about the bylaws. Danny does not believe we can get the appropriate number of people for a quorum; we need approximately 253 people to vote for a quorum. Danny wants to change the bylaws to give the board the power and authority to change the bylaws. Comment was made that if you get the number of required votes to change the bylaws, then you have the appropriate number of people required for a vote; therefore, there would be no need to change the bylaws giving the board the power and authority to change the bylaws. It was also noted that giving five people complete power to change bylaws contradicts the purpose of having an association.

11/21/23 Danny presented the board with a form prepared by Mr. Roger Morgan of Sanders, Morgan, & Clarke, PLLC, Attorneys at Law. The form is a Member Proxy designation giving BHWA Board majority the authority to cast/use the member's vote for any issue requiring a member vote over the subsequent 11 months. Danny said Mr. Morgan's recommendation is to use this form for the next election and to change the bylaws. Two Board Member seats will be open for the next election: Shaun Dubois, vice Jonathan Gibson (2 more years) and Willie Stone, vice Genny Woods (1 more year). There was a great deal of discussion: speculation as to whether or not members are likely to vote, use the proxy, or not vote; ethical ways to notify association members of the election and change to bylaws; how to get association members' responses; how to attract candidates for Board Membership; attorney's official recommendation that can be presented to board and/or association members on how to obtain valid votes that meet the requirements of the bylaws and how to change to the bylaws that would make it reasonably easy to do so.

12/19/23 Proxy Forms were sent to water users. It was noted Section XII "Amendments" of the Bylaws states they may be repealed or amended by a vote of the majority of the members present at a meeting called for that purpose; there are provisions that restrict changing the purpose, safety & security of property or funds, or fundamentally change policies of the organization as long as the state has a lean on the organization. It was noted the section appears to be part of the original bylaws and is signed by Hale Moody, President and Carolyn Sanders, Secretary-Treasurer; however, the document is not dated or notarized.

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| 1/25/24 Danny will contact the attorney to try to determine next steps to conduct a meeting of the members, as it is not likely to have 51% of over 500 members in attendance to reach a quorum. We need to be able to elect board members and to change the bylaws to set reasonable quorum requirements. |
| 2/22/24 Not discussed |
| Conclusion: Danny will schedule an appointment and invite all board members to attend. |


10. NEW BUSINESS:

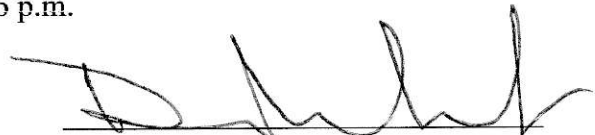
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| Topic: QuickBooks consultant |
| Discussion: QuickBooks has some incorrect information. There are also capabilities that we are not utilizing. The board briefly discussed the possibility of hiring a consultant to straighten out the incorrect information. However, training would also be necessary to utilize QuickBooks to its fullest potential. QuickBooks offers Assisted Bookkeeping for \$50 per month, which would enable us to correct information and to be trained in the system. Also, changing from the desktop version to online version would provide the business with more flexibility and save money at the same time. |
| Conclusion: Dave Phillips motioned to change to QuickBooks online with assisted bookkeeping. Shaun Dubois seconded. Motion passed. |
| Topic: Annual Reviews due in February |
| Discussion: Not discussed |
| Conclusion: Shaun Dubois motioned to table annual reviews. Dave Phillips seconded. Motion passed. |

11. PUBLIC FORUM: None

12. ANNOUNCEMENTS: the next regular meeting will be at 7:00 pm on Tuesday, March 19th, 2024, at the Water Office.

13. ADJOURNMENT: Shaun Dubois motioned to adjourn; Richard Hazel seconded. Motion passed. The meeting adjournment time was 8:46 p.m.


 Angela Johnson, Secretary


 Danny Woods, Board President

SUPERINTENDENT'S REPORT

February 2024

- Moved meter at Top of the Lakes.
- Checked all blowoffs for GPM rates.
- Checked for leak on Yellow Pine Trail.
- Waiting on parts for 2½-inch hydrant repair.
- Submitted permit request for bore on Hwy 223.
- Chlorine residual test on every blowoff.
- Found major leak.
- Work orders and line locates.
- Flushing continues.
- Raising, painting, seeding meter boxes and hydrants.
- Reading meters February 26-28.