

BRUNNER HILL WATER ASSOCIATION
BOARD OF DIRECTORS MEETING MINUTES

Tuesday, November 21st, 2023

1. The President, Danny woods called the meeting to order at 7:04 p.m.
2. BOARD MEMBERS PRESENT:

President	Danny Woods
Vice President	Willie Stone
Board Members	Richard Hazel, Shaun Dubois
Superintendent	
Secretary	Angela Johnson

3. BOARD MEMBERS ABSENT:

Shawn Hargett, Board Member; Ted Applegate, Superintendent

4. MEMBERS OF THE AUDIENCE:

Carol Russell

5. APPROVAL OF OCTOBER 17th, 2023, MEETING MINUTES:

Richard Hazel made a motion to approve minutes, Shaun Dubois seconded. Motion passed.

6. APPROVAL OF OCTOBER 2023 FINANCIAL STATEMENTS:

Topic: Expenses Detail
Discussion: Brief discussion on detail provided with list of expenses. Some board members requested more detailed information about expenses, and specific expenses pertinent to the lightning strike in August. Some invoices and statements were reviewed; however, not all provided the level of desired detail.
Conclusion: Angela will work with Shelly to provide the board with a more detailed or itemized listing of expenses to help the board better understand the nature of the expenses, as well as a list of expenses relevant to the lightning strike.

Shaun Dubois made a motion to approve financial statements, Willie Stone seconded. Motion passed.

7. SUPERINTENDENT'S REPORT: See attached report.

Topic: Payroll & Work Hours
Discussion: Brief discussion on payroll and process to record work hours and time off, relevant to previous Comp Time discussions recorded below. Members noted that full-time employees earn 80 hours of vacation upon each anniversary of employment date.
Conclusion: N/A

8. PRESIDENT'S REPORT:

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.
Conclusion: Danny will provide updates as he obtains information.

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.

Conclusion: We will hold the Annual General Membership meeting, during which we will address these issues and attempt an election.

Angela will draft a paragraph to advertise upcoming Board Membership vacancies. Danny will continue to consult with the lawyer to obtain official guidance on the election, bylaws, and comp time.

Topic: Comp Time

Discussion:

9/19/23 Questions were raised about the use of Comp-Time (CT) for a small Not-For-Profit organization. This topic will be discussed at the meeting with the attorney.

10/17/23 Danny relayed that Roger Morgan, Attorney, suggested having the 2nd Water Operator work a different 40-hour shift to cover weekends and then pay Over-Time (OT) should anyone be required to work outside the normal 40 hours. There was discussion about a person without a license not being able to work over the weekend if he/she is not licensed; he would need to work under Ted's supervision until he has attained credentials. There was further discussion about financial efficiency and the best interests of Brunner Hill Water Association should always be kept in mind. Is paying OT at 1.5 times regular pay more efficient than granting CT, time off later, at regular pay? And is there a minimum number of paid hours (CT or OT) for being required to work outside the normal Monday through Friday? This topic evolved into discussion about the association's debt and the fact that the only debt the association currently has is for the addition of the Jordan tank/system and about the fact that the benefits package for employees does not include healthcare or retirement plan.

11/21/23 Danny clearly expressed his disagreement with the association's practice of compensating full-time employees' weekend duties with comp time.

Conclusion: The board tabled this topic until receipt of an official, legal recommendation.

Topic: January's Election Notices

Discussion:

9/19/23 Danny intends to contact the attorney tomorrow, September 20th, to schedule a meeting with the attorney.

10/17/23 The board had much discussion about what information to put on the ballot. The members discussed putting the option to change the bylaws on the ballot and/or the option to designate a proxy on the ballot in addition to board member

<p>election information. There was also a suggestion to offer each member a \$5.00 credit on the water bill to return the ballot.</p> <p>11/21/23 As noted in the “Consult an Attorney about Bylaws, Official Vote” section above.</p>
<p>Conclusion: The board tabled this topic until receipt of an official, legal recommendation.</p>

10. NEW BUSINESS:

<p>Topic: Proposed Budget</p>
<p>Discussion: The proposed budget was not ready for presentation.</p>
<p>Conclusion: Angela will work with Shelly to provide a proposed budget for 2024. We must submit an approved budget to Rural Development in December.</p>
<p>90-day review of Angela Johnson</p>
<p>Discussion: The board discussed Angela’s performance in a non-public forum.</p>
<p>Conclusion: Angela received a raise to \$16.00 per hour.</p>

11. PUBLIC FORUM:

Carol Russell verified that the association would conduct the Annual General Membership meeting on January 6th, 2024. She provided insight as to how preparations have been made in the past to accommodate membership. She expressed concerns regarding the proposed push for proxy designations. Carol also asked that we list specifics, open board member positions and the board’s recommendations for each position, on forms we use for the election and/or ballot or proxy.

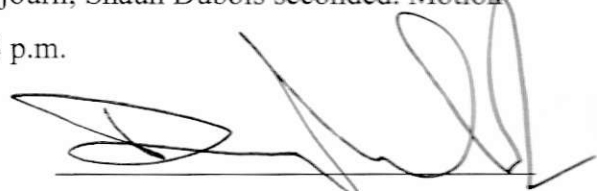
12. ANNOUNCEMENTS:

- a. Reminder that AR ACT 605 requires board members to complete the Water Board Training by December 31, 2023. Register for training at <https://www.sautech.edu/aeta/aeta-class-schedule-water/>
- b. The next regular board meeting is scheduled for December 19th, 2023, at 7:00 p.m. at the water office, subject to change.

13. ADJOURNMENT: Willie Stone motioned to adjourn; Shaun Dubois seconded. Motion passed. The meeting adjournment time was 8:38 p.m.



 Angela Johnson, Secretary



 Danny Woods, Board President

SUPERINTENDENT'S REPORT

OCTOBER 2023

- Jordan tank was washed Friday November 3rd for \$3900.00.
- The fire hydrant that was offline has been repaired and back in service. Continue to wait for parts for the final hydrant repairs.
- Raising meter boxes.
- Flushing continues.
- The last of the mowing and weed eating is being done.
- Reading meters on November 27-30th.
- 2022 Audit has been finished.
- Installed tap in Trotter Acres for Kevin West.
- Hired Kaleb Welch October 30th.
- Orientation started.