

Board of Directors

Fort Clark Springs Association, Inc.

Special Meeting

Monday, June 27, 2022



The Board of Directors of Fort Clark Springs Association Inc., met in a special session on Monday, June 27, 2022, in the Boardroom, Fort Clark Springs, Kinney County, Texas. The meeting was called to order at 6:00 p.m. by President Travis Huey. The following directors constituted a quorum: President Travis Huey, Vice President Linda O'Brien, Treasurer Lisa Vale, and Director Memo Guzman. Also present was Executive Secretary, Julie Moreno.

NEW BUSINESS/ACTION ITEMS:

Agenda Item 1: Vote and Appoint New Board Member. We had a Director at the last Board Meeting give his resignation from the Board. We made a Motion to accept his resignation. At that point there is a vacant spot on the Board of Directors.

Article IV, Section E, Paragraph 14 of the ByLaws states: A vacancy for an unexpired term shall be filled by the first runner up of the winners of the annual election. In the event there is more than one unexpired term to be filled, the longest unexpired term shall be awarded to the first runner up and the next longest unexpired term to the second runner up and so forth. Write-in votes do not count toward filling vacant positions.

Article IV, Section 4 of the ByLaws, provides for the ways that a vacancy may come about which is death or incapacity, resignation, disqualification by reason of a director ceasing to be a Lot Owner, and removal. In that section as well, Paragraph G states: Vacancy in the Board of Directors at a time other than at an annual election may only be filled by the affirmative vote of the remaining members of the Board of Directors if the vacancy was caused by a resignation, death, or incapacity of the former Director.

We are not in an election cycle, thus the next runner up is not an automatic situation. We are left in a situation that the Board of Directors will appoint someone. In the event that we are unable to come to a consensus, which would be a majority vote to appoint someone to the vacant Director position, we would then have to move to an election. There are two ways to move to an election: The Board of Directors can move to have an election or 1/10th of the Membership can come forth to the Board and say we want to have an election because you were unable to appoint someone in this position. The approximate cost of an election is \$4,000.00.

Director Comments. Member Comments.

Vice President Linda O'Brien would like to make a Motion to Nominate Chris Race. She has participated in the last election, was vetted out by the Membership and received a substantial number of votes. She would be the logical person to be seated on the Board. 2nd by President Travis Huey. Director Discussion. Member Comments. Voting: 2 Votes Approve and 2 Votes Opposed. Motion Does Not Carry.

Treasurer Lisa Vale would like to make a Motion to Appoint Robert Mumme back to the Board. 2nd by Director Memo Guzman. Director Discussion. Member Comments. Voting: 2 Votes Approve and 2 Votes Opposed. Motion Does Not Carry.

Vice President Linda O'Brien would like to make a Motion to Nominate Chris Race. She has participated in the last election, was vetted out by the Membership and received a substantial number of votes. She would

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Treasurer Lisa Vale would like to make a Motion to Appoint Savannah Molinar as a compromise. 2nd by Director Memo Guzman. Director Discussion. Member Comments. Voting: 2 Votes Approve and 2 Votes Opposed. Motion Does Not Carry.

Treasurer Lisa Vale would like to make a Motion to Take a Five Minute Break. 2nd by Direct Memo Guzman. Motion Passed Unanimously. **7:22 PM**

Reconvene Special Meeting: **7:31 PM**

ADJOURN to Brief Execution Session: **7:32 PM**

Reconvene Special Meeting: **7:45 PM**

Vice President Linda O’Brien would like to make a Motion to Nominate Chris Race. 2nd by President Travis Huey. Member Comments. Director Discussion. Voting: 3 Votes Approved and 1 Vote Abstain. Motion Carries. Chris Race is appointed to the Board of Directors.

Swearing In of Chris Race.

Board of Directors:

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| President | Travis Huey |
| Vice President | Linda O’Brien |
| Secretary | Chris Race |
| Treasurer | Lisa Vale |
| Director | Memo Guzman |

ADJOURN to Executive Session: 8:15 PM

Motion made to Adjourn to Executive Session by Director Memo Guzman. 2nd by Treasurer Lisa Vale. Motion Passed Unanimously.

RECONVENE REGULAR OPEN SESSION: 9:27 PM

No action taken.

NEXT REGULAR BOARD MEETING: Next meeting will be Saturday, July 16, 2022, Fort Clark Boardroom, 9:00 AM.

ADJOURNMENT: Motion was made to adjourn the meeting by Director Memo Guzman. 2nd Vice President Linda O’Brien. This Motion passed Unanimously. The meeting was adjourned at 9:28 PM.

Board of Director