

Deerfield Village Community Association
Regular Board Meeting
November 26, 2007
7:30 PM

The regular meeting of the Board of Trustees of the Deerfield Village Community Association was held at 4045 Deerfield Village Dr., Houston, TX 77084. The meeting was called to order at 7:32 p.m. by Pres. Glenn Sommers.

Trustees in attendance were: Glenn Sommers (President), Mike Polk (Vice President), Marie Nugent (Secretary), Bob Henry (Treasurer), Susan Greer, Caroline Dinger, Dan Karsten, Walt Bohn. Dennis Hughes was absent.

I. Determination of Quorum

It was determined that a quorum had been formed

II. Approval of the minutes.

- October 22, 2007 Regular Board Meeting - Motion to approve minutes by Susan Greer, Dan Karsten 2nd. Passed unanimously.
- October 30, 2007 Special 2008 Annual Budget Board Meeting - Motion to approve minutes with correction (change "if" to "of" in next to last sentence) by Susan Greer, Dan Karsten 2nd. Passed unanimously.

III. Residential Inquires

Andrew Jackson reported that the wall has been built

Mary Ehler requested input regarding moving the fence on her property. Marie Nugent and Deanna Misciotta will meet with her on Wed.

IV. President's Report.

Glenn made the following report:

- Flooring is done in 1st floor clubhouse and office..
- New Directory is coming out (Community Services).
- All Committees are doing well. Recreation Comm. needs more people. Community Services will help them.
- Office Manager new hours are 9:30-1:30 p.m. Mon-Fri.
- Lisa Walker will help in office through January.
- Need Candidates for Trustee election
- Security issues on the rise.

V. Treasurer's Report.

Report given

VI. Manager's Report.

No report

VII. Standing Committee Reports

Deeds: Report received:

- New Procedures around lawyer letters reviewed with board.

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- Motion to accept procedures. Mike Polk motioned, Carolyn Dinger 2nd. Motion passed unanimously.

Financial Committee: Written reports received

- Andrew Jackson reported we should have a surplus end of year.
- Bob Henry motioned we write off Assessment small past due accounts under \$25 per account not to exceed \$1,015.11 in total. Carolyn Dinger 2nd. Motion passed unanimously.

Landscape: Report given by Jay Singleton including several proposals.

- Jay presented two proposals to be paid for out of the remaining 2007 funds and the balance left out of 2008 funds.
 - Clay Rd. bedding – not to exceed \$1925 + tax
 - Drainage proposal (playground to pool house drain - not to exceed \$1400 + tax)Mike Polk motioned to accept the two proposals (up to \$3325 +tax). Carolyn Dinger 2nd. Motion passed 6-0-1, Susan Greer abstained.
- Jay presented a concrete work proposal to be paid for out of the Sidewalk Repair reserve. Carolyn Dinger motioned to approve work not to exceed \$3650. Mike Polk 2nd. Motion passed unanimously.
- Jay presented a proposal for just under \$18,000 to refurbish the Vanbury Play area. Reserves of \$12,993 for 2007 and \$6,000 for 2008 = \$18,993 cover request. Discussion on whether adequate communications to members had occurred. Dan Karsten recommended that this be communicated to the neighborhood so they know what is going on. Use email and newsletter for January. Committee agreed they would do that. Mike Polk motioned to accept proposals as written, Carolyn Dinger 2nd. Motion failed 2-6.
- Jay presented a proposal for extending the Tree Service contract with Bartlett. No other company will give us a daily rate except Bartlett. Motion to accept Bartlett proposal by Mike Polk. Carolyn Dinger 2nd. Motion passed unanimously.

Rec Center: No report

- Need members – Dan said Community Service plans to help.

Security: Report received

- More information needed for verbiage on signs for common areas.
- Kirk presented renewal contract for the existing Constable Patrol Shift 1 and 2 coverage and asked for board to approve and sign.
- Motion to accept the new contract by Walter Bohn, Mike Polk 2nd. Motion passed unanimously.
- Committee submitted their recommendation that the Constable Patrol contract be updated to include a 3rd shift. Needs letter from the Board. Kirk to work with Glenn to get an updated contract from the Constables that meets the DVCA requirements of at least including Friday and Saturday nights.

Swim Pool: Written report received

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- Motion to accept Peter Howell as 2008 Chairman made by Dan Karsten, Bob Henry 2nd. Motion passed unanimously.

Tennis: Written report received.

- Will be making small repairs on bottom of fencing and some getting supplies.
- In 2008 – plan to resurface and repair the courts, replace the fence between the courts and new gates.
- Tennis rules will be in Directory.

Community Services: Written report received

- Motion to accept Tara Shockley as 2008 Chairman made by Susan Greer, Carolyn Dinger 2nd. Motion passed unanimously.

VIII. Old Business:

- **Code of Ethics Discussion / Vote**
 - Glenn presented two versions of the Code of Ethics
 - Original from last month that was sent to Trustees on Nov 9
 - Version 2 with a few updates from Mike Polk
 - Walt requested to amend the final version by adding the date to the document
 - Susan Greer motioned (attached) to accept Version II as amended by Walt. Mike Polk 2nd. Motion passed unanimously.
- **Update on progress by special committees on DVCA documents (April meeting)**
 - **Committee By-Laws.** Template approved by the committee was received by Trustees. Glenn ran through the document. The following amendments to the document were agreed to:
 - Typo in section VI. B – word “be” so will read “will be required”
 - Added in section V. paragraph 1 third sentence at the end “and the DVCA Board Trustee Representative”
 - Deleted in section VII. “at the next DVCA regular Board Meeting”
 - Decided to title the document “DVCA Committee By-Laws” so that there is one template for all but deeds.Motion (attached) to accept revised by-laws as amended to be effective January 2008 by Susan Greer, Mike Polk 2nd. Motion passed unanimously.
 - **Expenditure Approval Policy/Policy and Procedure for Expenditures**
Susan Greer and finance committee still working on
- **Update on Office Manager Hiring Progress**
 - 6 applicants to date
 - working on updating roles and responsibilities
- **Update on DVCA Trustee Election Process**
 - Articles and application will be in DVCA newsletter

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IX. New Business:

- **Discussion and vote on signs in DVCA**

- Signs for Vet Clinic discussed. Glenn reviewed the Protective Covenants that pertain to the issue. The DVCA board does have some latitude to approve the use of signs per Part II Number 5.
- Dan Karsten motioned to allow a banner in parking lot the day of the clinic, and signs in the parking lot and an announcement on the marquis starting the Thursday before the clinic, and put on the website the week before. Marie Nugent 2nd. Motion passed. Susan Greer voted No.

X. Adjournment

Motion was made by Mike Polk, Carolyn Dinger 2nd. Passed unanimously.
Meeting was adjourned at 10:06 PM

Submitted by: Marie Nugent Date: 1-28-08

Approved by: Al Dinger Date: 1-28-08

Motion on the DVCA Trustee Code of Ethics

I move that we adopt the DVCA Trustee Code of Ethics as written in the attached document and that we amend the DVCA By-laws Section 2.12 "With Cause" as documented below. These changes will go into effect immediately and the DVCA Trustee Code of Ethics needs to be accepted and signed by all current Trustees by the next DVCA Board Meeting attended (or within 28 days of the passing of this motion) for his/her continued active participation and voting rights on the DVCA Trustee Board to remain in effect.

Signing the DVCA Trustee Code of Ethics will also become a prerequisite for all future Trustees that are elected or appointed before they can be active, voting Trustees. The DVCA Trustee Code of Ethics will also become part of the packet given to all applicants for the position of Trustee.

- 2.12 With Cause - With respect to removal from office, "With Cause" means:
- for reasons which law and public policy recognize as sufficient to warrant removal;
 - for reasons of breach of the "DVCA Trustee Code of Ethics" which the Board of Trustees deem worthy of censure by removal; and
 - for reason of refusal to sign the "DVCA Trustee Code of Ethics".

DVCA Trustee Code of Ethics

11-26-2007

As a part of accepting the role of Trustee of Deerfield Village Homeowners Association (DVCA), I agree to discharge my duties in good faith, with ordinary care and in the manner I reasonably believe to be in the best interest of DVCA. In this regard, I agree to strive to:

- be a representative of the members of DVCA (By-Laws 4.1);
- encourage the active participation of the residents in the work of the Standing Committees (By-Laws 4.1);
- encourage effective communications to the members about the affairs of DVCA;
- direct and manage the affairs of DVCA (By-Laws 7.1);
- prepare for, regularly attend and actively participate in the Board Meetings and Committee assignments;
- review and abide by my responsibilities as a Trustee as specified in the Articles of Incorporation and By-Laws of DVCA, and the Policies, Procedures and Resolutions of the Board of Trustees;
- exercise my best judgment in making decisions on behalf of DVCA;
- vote according to my individual conviction as to what I reasonably believe to be in the best interest of DVCA;
- adhere to the majority decision of the Board and not openly discuss with persons who are not members of the Board the deliberations on an issue or the manner in which Trustees voted;
- work with fellow Board members in a spirit of cooperation;
- avoid conflicts of interest and promptly inform the Board of the material facts as to the relationship or interest that may create a conflict of interest;
- not speak or vote on any matter in which there is a conflict of interest;

Conflicts of Interest

A Trustee shall be considered to have a conflict of interest if:

- (a) such Trustee has an interests in a transaction which might reasonably impair such Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to DVCA or
- (b) such Trustee is aware that a member of his/her family (which for the purposes of this Article shall be a spouse, parents, siblings, children, and any other relative, or any other person that resides in the same household as the Trustee), or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, or Trustee, or has a controlling interest, or has an existing or potential financial or other interest that is or may be involved in a transaction with DVCA.

DVCA Trustee Code of Ethics

11-26-2007

All Trustees shall avoid conflicts of interest, and disclose to the Board any conflict of interest at the earliest practicable time. No Trustee shall speak on any matter under consideration at a Board meeting without first disclosing the conflict of interest; and no Trustees shall vote on any matter in which there is a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board to resolve the question by majority vote.

All Trustees shall preserve and protect the confidentiality of all private and proprietary information concerning DVCA.

Procedure for Responding to Breaches of the Code of Ethics

- I. Should evidence or allegations of Code of Ethics violations by a Trustee of the Trustee Board of DVCA come to the attention of the President of the Board, which after further review by the President appears to constitute a breach of the Code of Ethics, the President and the Vice President shall discuss the matter with the Trustee to obtain additional facts and perspective and to seek a mutually agreeable resolution.
- II. Should the Code continue to be violated by the Trustee after discussion with the President and the Vice President, the President shall bring information on the violation forward to the Board of Trustees in executive session. Should the Code thereafter continue to be violated, the President, after appropriate consultation, will place the matter on the agenda for appropriate action by the Board of Trustees. The Board shall discuss the matter, allowing the Trustee whose conduct is at issue to provide an explanation of the conduct. The Board may then by majority vote censure the Trustee.
- III. Should the Board censure the Trustee, notification of the censure shall be communicated to the members of DVCA.

I certify that I have read, fully understand and agree to my responsibility to comply with the DVCA Trustee Code of Ethics and that any violation of the code will be dealt with as described above.

Signed by: _____ Date: _____

Name: _____

DVCA COMMITTEE BY-LAWS

Revised January, 2008

- I. The name of this committee is to be filled in.
- II. The purpose of this committee is to assist the Board in to be filled in.
- III. Membership in this Committee is open to any person 18 years of age or older, who is a member in good standing in the Deerfield Village Community Association. "Voting" members are those persons who have attended at least 3 of the 5 most recent Regular meetings (unless absences have the prior approval of a majority of the committee). There can only be one voting member per lot. For those members with more than one lot, there is only one vote per person. All other members are "Non-Voting" members.

All members should avoid conflicts of interest (as defined in the "DVCA Code of Ethics" and copied with "Trustee" modified to "Member" below) and promptly inform the committee of the material facts as to the relationship or interest that may create a conflict of interest.

- IV. The Committee should have a Chairman, Vice-Chairman, and Secretary. A Chairman is required. Term of office is one (1) year. An individual may hold office for no more than three (3) consecutive terms unless an exception is given by the board. Elections are to be held at the January Committee meeting.

If during the year the Chairman resigns, the Vice-Chairman will fill the Chairman's unexpired term, and will appoint a committee member to fill the unexpired term of the Vice-Chairman. If during the year the Vice-Chairman or Secretary resigns, the Chairman will appoint a Committee member to fill the unexpired terms.

Any election or change in chairmanship requires the new Chairman to be submitted to the DVCA Board for approval at their next regular meeting. A chairman of a committee and a trustee cannot reside in the same member household.

- V. The Committee must meet at least once per month at a regularly scheduled meeting. A regular meeting date and/or time may be changed or cancelled only if it is approved by a majority vote of the committee at a prior meeting and there must be public notice (DVCA office, newsletter and website) given of such change. Special meetings may be called by the Chairman with a minimum of 72 hours notice to all voting members and the DVCA Board Trustee Representative. Special meetings should be communicated to the DVCA office for public posting at the office and on the web.

To hold a vote, there must be a quorum of 51% of the members, but not less than three (3) voting members. Proxy votes are not allowed.

DVCA COMMITTEE BY-LAWS
Revised January, 2008

VI. RULES OF ORDER

- A. The Chairman will provide an agenda of topics to the attendees of the meeting. Any resident of Deerfield Village may attend the meeting. Any resident may contact the Chairman prior to the meeting and enter an item of discussion on the agenda. The Chairman will introduce each topic for discussion, guide the discussion and bring the discussion to a conclusion. All attendees shall be permitted to express their views on a topic. Only "Voting Members" can make motions and vote.

A member will not be allowed to speak or vote on any matter in which there is a conflict of interest;

- B. Rule will be by majority vote. A phone in vote will be allowed at the meeting if a voting member cannot attend due to a conflict. A speakerphone at the meeting will be required for a phone vote to be held. If the minority voters wish to enter a dissenting view, that view will be recorded in the minutes of the meeting.

- VII. The By-laws may be amended once in a twelve month period and cannot conflict with the DVCA By-Laws or Articles of Incorporation. To pass, an amendment must receive a 2/3rds majority vote of the Voting Members. Any changes to the By-Laws will be submitted to the DVCA Board for approval

Conflicts of Interest

A Member shall be considered to have a conflict of interest if:

- (a) such Member has an interests in a transaction which might reasonably impair such Member's independent, unbiased judgment in the discharge of his or her responsibilities to DVCA or
- (b) such Member is aware that a member of his/her family (which for the purposes of this Article shall be a spouse, parents, siblings, children, and any other relative, or any other person that resides in the same household as the Member), or any organization in which such Member (or member of his or her family) is an officer, director, employee, member, partner, or Member, or has a controlling interest, or has an existing or potential financial or other interest that is or may be involved in a transaction with DVCA.

All Members shall avoid conflicts of interest, and disclose to the Board any conflict of interest at the earliest practicable time. No Member shall speak on any matter under consideration at a Board meeting without first disclosing the conflict of interest; and no Members shall vote on any matter in which there is a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Member abstained from voting. Any Member who is uncertain whether a conflict of interest may exist in any matter may request the Board to resolve the question by majority vote.

All Members shall preserve and protect the confidentiality of all private and proprietary information concerning DVCA.

Motion on Committee By-Laws

I move that we accept the attached Committee By-Laws Template as developed by the Special Committee for Committee By-laws and use it as the template (as amended by the board tonight) for all the committees except Deeds. The Deeds Committee By-Laws will be updated to reflect the Committee By-Laws Template wherever they do not conflict with the special requirements of Deeds.

I additionally move that new Committee By-Laws (based on this template) be prepared and take effect in January, 2008. Preparation means customizing the template (where identified) to account for the Committee name and Purpose as defined in the DVCA By-Laws Article 9.