

Woodwind Lakes HOA

Memorandum



DATE: July 29, 2025
TO: Steve Barnhart, Secretary
FROM: Sue Preston
SUBJECT: Summary of the July 8, 2025 Nominating Committee Meeting

Cara Hawthorne, Chad Overton, Sue Preston, Bob Rugur and Therese Uddmar met at 6:00 pm on July 15, 2024 at 9214 Cymbal Court.

Purpose: The purpose of the meeting was to finalize Committee recommendations for the HOA election process and the associated documents necessary for the election process.

Background:

The Nominating Committee had meetings on May 30th, June 10th, June 24th to discuss and create documents for the Board's consideration to improve the election process for the 2025 Director election. During the May 30, 2025 meeting, Chad confirmed with each of the members that they were committed to serving on the Committee for the 2025 election. All members replied affirmatively. During the June 10, 2025 meeting, The Chairman informed the Committee that we would be tasked with evaluating the election process for improvements. The Committee discussed possible improvements and a draft timeline for activities. The possible communication pathways were discussed and Cara Hawthorne agreed to provide a list for consideration. The potential for perception of conflicts of interest were discussed with Chad Overton stating that he would step away from the Nominating Committee if he was running for an open session. Further discussion and refinement of the documents occurred during the June 24th meeting with a vote to provide a presentation to the Board of Directors.

Discussion July 8, 2025:

1. Reviewed election procedures and cost, electronic voting, potential committee conflicts
2. Reviewed proposed timelines for election and communication activities
3. Review of sample ballot and instructions for use
4. Review of draft Annual Meeting Notice
5. Review of draft Notice of Solicitation of Candidates for the election
6. Review and vote to provide presentation to the Board (attached).

Chad Overton will present to the Board during the July 10th work session. Having no other business, the meeting ended at 7:10 pm.

Respectfully submitted,
Sue Preston

CONFIDENTIAL



Woodwind Lakes HOA Election Activities Draft Presentation for HOA Board

Nominating Committee

Chad Overton – Chair

Cara Hawthorne

Sue Preston

Bob Rugur

Therese Uddmar

Executive Summary

The Nominating Committee goals:

- Develop a process that allows for a fair vote and maximizes the number of homeowners participating in compliance with our By-Laws and the Texas State Code

The Nominating Committee recommends the following activities for Board consideration:

- Voting by eligible homeowners by
 - in-person at the Annual Meeting
 - Directed proxy
 - Absentee ballots
 - Note – electronic voting was not considered based on the announcement at May HOA Board Open Session that there was no budget for that option
- Timelines for election activities and communications are presented

Proposal on Election Process for Consideration

With Board approval of the mailing, then Crest can send the mailing by all means of communication including USPS mail by no later than September 25th. Please see attached documents for proposed examples. The mailing will contain the following information:

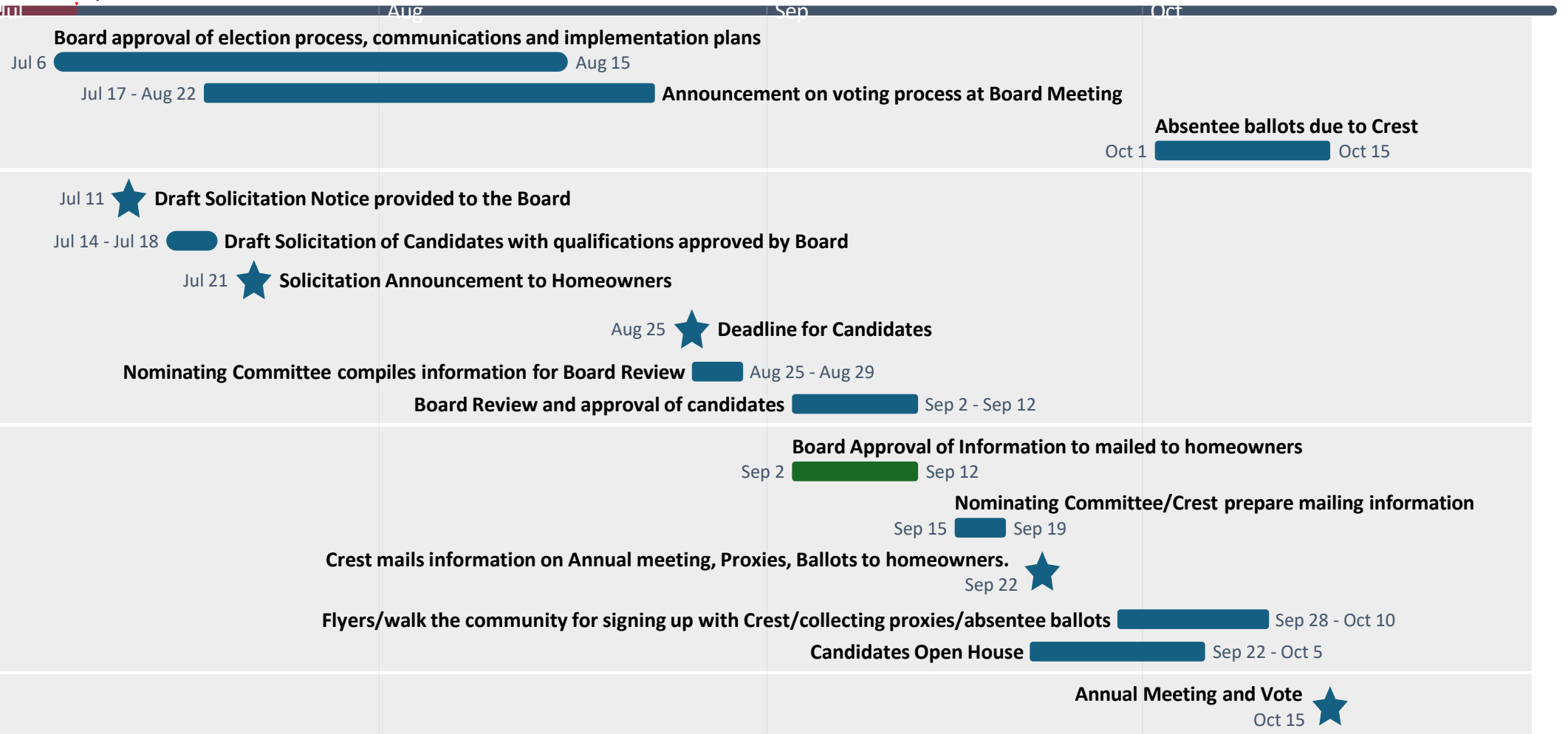
- Notice of the Annual Meeting with the agenda
- Single sheet of paper that has been recommended and used by Crest in previous elections
- Instructions for how to vote
- Candidate Information Sheets for all known candidates (estimate 2 sheets with double-sided printing)
- Estimated cost per information provided by Jennifer is approximately \$2500.00



Election Activities - DRAFT

2025

Today

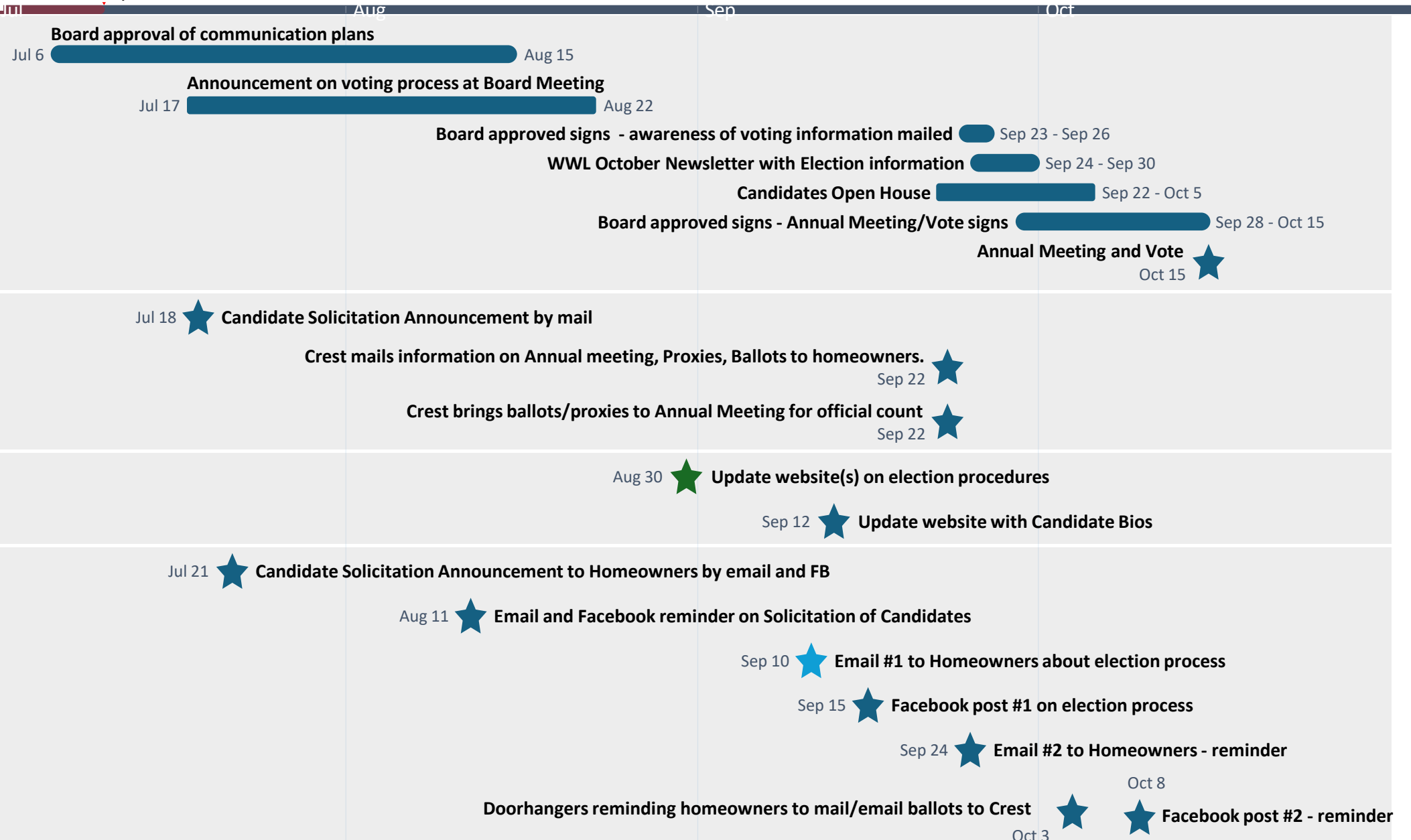




Communication Activities - DRAFT

2025

Today



Summary of Discussions

- Budget:
- According to her, our contract has the following prices: \$0.15 per photocopy, \$0.45 for community mailouts (includes administrative and supplies), \$0.15 for large envelopes, and postage at market rates. For an ordinary mailing without an enclosed envelope (which we must do to send the agenda for annual meeting anyway) would be approximately \$940.00. To be conservative, if we include 10 candidates' information sheets on 5 sheets of paper double-sided and mail in a large envelope with \$1.21 postage, the cost would be approximately
- \$2580, an increment of approximately \$1640. These are only “worst-case” estimated – we may have less number of candidates, or we could have the candidates information on ½ of a sheet of paper, or not include candidates' information at all – refer to the website for information.

Nominating Discussion Points Considered for the Recommendation

- Point of debate – voting methods
 - The HOA By-Laws require in-person voting, secret ballots and directed proxies
 - Texas Property Code allows for absentee ballot and electronic voting with (a-1) of Section 209.00592 (this part of code supersedes HOA governing documents)
 - Conclusion of the majority of the Nominating Committee – the HOA should allow all permissible forms of voting, i.e., in-person, absentee and directed proxies
- Discussion with Crest Management (through Jennifer)
 - Provided samples of ballots from other HOA's including the sample form with absentee ballot and proxies in one form – thus the proposal from the Nominating Committee to use the attached form
 - Crest subsequently seemed to backtrack and allow only proxy and for quorum only voting on the same form
 - Based on discussion with a “Director”
 - No response to why we could not use our preferred form for voting
- Correspondence with Lisa Linney (attorney engaged by Sue Preston to answer questions on compliance – not an attorney representing any HOA committee)
 - After reviewing email correspondence with Crest, her recommendation is to proceed with one form to facilitate the most participation in voting (see attachment with email string)

Point of Discussion – Nominating Committee Members

- Chad Overton, the Chair of the Nominating Committee, may be up for re-election
 - He stated if he decided to run, he would step away from the Committee and turn the Chairmanship over to another Board member not running in the upcoming election and would not be involved in the solicitation notice
- Other potential perception of conflicts:
 - Any of the Nominating Committee members who may run in this election
 - Any spouse of the Nominating Committee members who may run in this election
- Request Board in-put on conflicts and timing if members are to step off of the Nominating Committee.

Point of Discussion - Communications

Cara Hawthorne provided thoughts for communications and offered to help draft wording

- 8/30/2025 Update Website Election Procedures
- 9/10/2025 Email #1 to Residents
- 9/12/2025 Update Website Candidate Bios
- 9/15/2025 FB Pages Post 1
- 9/22/2025 USPS Mail Out Proxies, Bios, etc (this is on Sue's current timeline)
- 9/24/2025 Email #2 to Residents
- 9/30/2025 Oct WWL Newsletter
- 10/8/2025 Email #3 to Residents
- 10/8/2025 FB Pages Post 2
- 10/8/2025 Post Signs around Mailboxes and Common Areas

Governing Documents

Solicitation for Candidates for Election to Open Board Seats

Texas Property Code Sec. 209.00593 requires that associations **composed of more than 100 lots** solicit candidates for the Board by at least one of the following three ways (or any combination of the three). The Association must give owners at least ten days to respond to the solicitation.

- The association can:
 - 1) Mail a solicitation notice to each owner; or
 - 2) Post the solicitation notice in a conspicuous manner reasonably designed to provide notice to association members on association common area AND send the notice by e-mail to each owner who has registered an e-mail address with the association; or
 - 3) Post the solicitation notice on the association website or other association operated social media website AND send the notice by e-mail to each owner who has registered an e-mail address with the association.
- Must Solicit Candidates (10 days to respond) Before Sending Meeting Notice/Absentee Ballot
- Require Candidates to Submit Name by Filling Out Candidate Information Form

Pertinent WWL HOA Governing Documents

- By-Laws:

Article V, Section 2. Election. Election to the Board of Directors may be by secret written ballot or by a voice vote as determined by the President of the Association or such other officers as may preside over the meeting. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation and the Declaration. The persons receiving the largest number of votes shall be elected.

A Quorum is defined as a minimum of 10% of the homeowners.

The WWL HOA By-Laws do not allow for general proxies per Article III, section V.

- Texas Property Code

Sec. 209.00592. VOTING; QUORUM. (a) Subject to Subsection (a-1), the voting rights of an owner may be cast or given:

(1) in person or by proxy at a meeting of the property owners' association;

(2) by absentee ballot in accordance with this section;

(3) by electronic ballot in accordance with this section; or

(4) by any method of representative or delegated voting provided by a dedicatory instrument.

(a-1) Except as provided by this subsection, unless a dedicatory instrument provides otherwise, a property owners' association is not required to provide an owner with more than one voting method. An owner must be allowed to vote by absentee ballot or proxy.

In addition to in-person voting at the Annual Meeting, our By-Laws require both ballot and directed proxy as methods for voting which is not contradictory to the Texas Property Code.

Forms of Voting - Proxies

- What is a Proxy? – It is written authorization to allow a third party to cast the owner's vote
- **A PROXY IS NOT A BALLOT** and should not be used as one
- Directed Proxy (has candidate names) v. Traditional Proxy (does not include candidate names)
- Proxy language should include “power of substitution” and that proxy can be used at any “rescheduling, reconvening, or continuation” of the Annual Meeting
- Staple the proxies to the ballot of the Proxy Holder (A proxy is not a ballot)
 - Makes the count (and the recount) easier and minimizes mistakes
- Per Article III, 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. **General Proxies shall not be permitted.**

Forms of Voting – Absentee Ballots

Property Code Sec. 209.0056(a-1) For an election or vote of owners **not taken at a meeting**, the property owners' association shall give notice of the election or vote to all owners entitled to vote on any matter under consideration. The notice shall be given not later than the 20th day before the latest date on which a ballot may be submitted to be counted.

- Absentee ballots count toward quorum
- Must include statutory language
- Must be signed by the **owner**
- Send Notice/Absentee Ballot/Candidate Forms to Owners 25 Days Before the Date the Ballot is Due (which should be the day before the meeting at the latest)
- Absentee Ballot **MUST** Include Instructions on How to Submit Ballot On the Ballot (required by law)
- Notice *Should* Also Include Instructions on How to Return Ballot
- Absentee Ballot **MUST** Include Statutorily Required Language
 - Property Code Sec. 209.00592(c)(3) - “By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail.”
- Owner Cannot Assign Right to Sign Absentee Ballot to Another Owner (this would make it a proxy)

Annual Meeting

Section 209.0056 of the Texas Property Code:

- Require notice of an annual meeting be sent at least 10 days and no more than 60 days prior to the annual meeting
- No less than 20 days notice if the election or vote occurs outside the meeting (i.e., absentee ballot OR absentee ballot/electronic voting)
- A ballot should be given to each owner when they sign in at the annual meeting
- If proxies used, sign-in sheet should, prior to the first owner signing in, indicate what owners submitted proxies by writing the word “Proxy” by their name on the sign-in sheet – Proxy Holder should sign in by the owner’s name on the sign-in sheet
- •The “Proxy Holder” must appear at the meeting and fill out/sign a ballot (Remember – A PROXY IS NOT A BALLOT)
- •If owner submits a proxy and then appears at the annual meeting and wants to vote in person, write “Not counted, Owner voted in person” directly on the proxy and include the proxy in the sealed envelope with all other election materials
- •If proxy not valid for any other reason (for example, not signed by record owner), write “Not counted [INSERT REASON]” directly on the proxy and include the proxy in the sealed envelope with all other election materials