



NEWSCASTER

A publication of
Spring Shadows Civic Association, Inc.

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ISSUE 277

SPECIAL EDITION 2018

SPECIAL MEETING MOSQUITO CONTROL

Tuesday, October 9, 2018 - 6:45pm
Spring Woods Baptist Church gym - 10131 Emnora

GENERAL MEETING

Tuesday, October 23, 2018 - 7pm
Pavillion on Gessner - 2500 Gessner



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September 11, 2018

Dear Members of the Association:

The undersigned and this law firm represent the Spring Shadows Civic Association (“Association”). The Association’s Board of Directors (“Board”) has requested that this letter be prepared due to questions surrounding the upcoming election of directors and related issues.

First, some background regarding the role of the Board in conducting Association business. The role of the Board is to manage and control the business, policies and assets of the Association [Spring Shadows Civic Association Bylaws (“Bylaws”) Article I, Section 1.2(C)]. The business and assets of the Association are managed and controlled by the Board [Bylaws Article II, Section 2.1(A)]. To fulfill this purpose, the Board gathers information, considers issues, and votes on how to proceed on various matters including, but not limited to, pursuing collection of delinquent assessments, pursuing deed restriction violations, determining what services are needed and hiring vendors to provide same, and making various other decisions related to the day-to-day operation of the Association. One factor that the Board may consider in making decisions is owner input; however, the ultimate authority to make decisions on Association business lies solely with the Board unless otherwise provided by the Association’s governing documents or applicable law. As you know, each year the owners elect Board members to make these decisions on behalf of all owners in Spring Shadows.

The Board members for Spring Shadows have a duty to discharge their duties in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of the Association [See Texas Business Organizations Code Section 22.221(a)]. This duty is commonly called a “duty of ordinary care.”

We have been informed that, for the first time in recent memory, there will be a contested election in Spring Shadows. It is our understanding that twenty-one Board positions are up for election this year and, as of this writing, thirty-two persons have submitted their names as candidates in response to the solicitation of candidates conducted by the Association as required by Texas Property Code Section 209.00593(a-1). We have previously advised the Board that there have been many changes in the laws affecting homeowner associations in recent legislative sessions. Because of these changes, the Board contacted our office to review the Association’s election procedures in light of the Association’s first contested election in some time.

One major change in the law involves the voting rights of owners. Many associations, if authorized by the applicable governing documents, did not allow owners to vote in board elections if the owner had a delinquent balance. Article I, Section 1.3(C) of the Spring Shadows Bylaws contains such a prohibition. This is now

Houston

Austin

Dallas

San Antonio

Sugar Land

against the law. Texas Property Code Section 209.0059(a) states that a provision in an Association's governing documents (such as the Bylaws) that would disqualify a property owner from voting in the election of board members or on any matter concerning the rights or responsibilities of the owner is void. Accordingly, no owner in Spring Shadows may be prohibited from voting in the upcoming election.

Per Article IV, Section 6 of the 1983 Spring Shadows Amended Restrictions¹, "the ownership of a Lot shall entitle the Owner or Owners thereof to cast Two (2) votes, however, the ownership of an additional Lot or Lots shall not entitle the said Owner or Owners to cast more than said Two (2) votes." When more than one person holds an interest in a lot, the two votes for the lot shall be exercised as the owners among themselves determine. Accordingly, in the upcoming election, each the owner(s) of a lot in Spring Shadows may cast up to two votes for twenty-one different candidates. Cumulative voting will not be permitted as it is not expressly authorized in the Association's governing documents and thus, is prohibited by Texas Business Organizations Code Section 22.161. In other words, a voter will not be allowed to, for example, cast forty-two votes (2 votes x 21 positions) for one candidate.

A second major change in the law is with regard to an owner's right to run for a position on the Board. Texas Property Code Section 209.00591(a) states that a provision in an Association's governing documents (such as the Bylaws) that restricts a property owner's right to run for a position on the board of the association is void. The law allows any owner the opportunity to run for any open board position. We believe that this provision of the Property Code means that any owner can run for any position on the Spring Shadows Board and that any requirement in the Association's governing documents that a candidate live in a certain section to be considered for a specific position on the Board is void.

In summary, due to changes in the law that supersede any contrary language in the Association's governing documents, the upcoming election will be conducted differently than previous elections. The reason for this is that the Board has fulfilled its duty by seeking out and relying on the advice of legal counsel to avoid an allegation that the Association's election is not being conducted in accordance with applicable law. These changes do not have the effect of restricting an owner's right to vote in the election and/or run for the Board but allow broader voting rights for owners to run for open Board positions.

Respectfully,

ROBERTS MARKEL WEINBERG BUTLER HAILEY PC



Cliff Davis

¹Filed at Harris County Clerk's File No. H762143



NOTICE OF SPECIAL MEETING

TUESDAY, OCTOBER 9, 2018

6:45 P.M.

Spring Woods Baptist Church Gym, 10131 Emnora

A Special Meeting of the Members of the Spring Shadows Civic Association will be held on Tuesday, October 9, 2018, at 6:45 p.m., in the Spring Woods Baptist Church gym located at 10131 Emnora Lane.

The purpose of the Special Meeting is to discuss mosquito control measures in the Spring Shadows Civic Association and to obtain residents' opinions regarding the same measures.

AGENDA

- 1. CALL TO ORDER, David Van Bergen, President**
- 2. DETERMINATION OF QUORUM, Barbara Nytes-Baron, Secretary**
- 3. INTRODUCTION OF GUESTS, David Van Bergen, President**
- 4. DISCUSSION OF MOSQUITO CONTROL MEASURES**
- 5. SOLICITATION OF RESIDENTS' OPINIONS REGARDING MOSQUITO CONTROL MEASURES**
- 6. ADJOURN**



SPRING SHADOWS CIVIC ASSOCIATION Information about the General Meeting

This year's General Meeting of the Spring Shadows Civic Association will be on Tuesday, October 23, 2018, at 7:00 p.m., at the Pavillion on Gessner, 2500 Gessner, Houston, Texas 77080. The Agenda is included in this Newscaster.

Directors are elected at each fall General Meeting. Because of a recent legislative change, the provisions in the Association's By-Laws that restrict directors to election from the section in which they reside are not valid. Under Texas Property Code Section 209.00591(a) a property owner's Associations' cannot restrict an owner's right to run for a position on the Board. This has been interpreted by the Association's attorneys to mean that director positions are "at large" and not limited by section residency.

The Members will vote to fill 21 expiring Director positions. Each Lot may exercise two (2) votes. Directors elected at this General Meeting will serve two-year terms, beginning January 1, 2019 and ending December 31, 2020.

Efforts are being made to amend the Property Code to enable property owners' Associations, once again, to elect directors by section, as Spring Shadows Civic Association's By-Laws were originally written.

If you are unable to attend the General Meeting to vote in person, an *absentee ballot* is included in this Newscaster. A properly completed and signed *absentee ballot* must be delivered to the Association's Office no later than 5:00 p.m. on Tuesday, October 23, 2018. The *absentee ballot* is available on the Association's website at www.springshadows.org. A *proxy* is also available on the website and must be delivered to the Secretary or designated representative as instructed.

The office is open Monday through Friday, from 8:30 a.m. until 3:00 p.m. but will remain open until 5:00 p.m. on the night of the General Meeting.

Thank you,

Spring Shadows Civic Association Board of Directors

ABSENTEE BALLOT - ONE (1) PER LOT

SPRING SHADOWS CIVIC ASSOCIATION - GENERAL MEMBER MEETING – OCTOBER 23, 2018

DO NOT FILL OUT THIS ABSENTEE BALLOT IF YOU FILL OUT A PROXY OR IF YOU INTEND TO VOTE IN PERSON AT THE GENERAL MEMBER MEETING

A LETTER SIZE COPY OF THIS ABSENTEE BALLOT MAY BE FOUND ON THE ASSOCIATION'S WEBSITE - www.springshadows.org

INSTRUCTIONS:

Per Article IV, Section 6 of the Spring Shadows Amended Restrictions, the owners of a Lot may cast two (2) votes for each of the 21 director positions. No one candidate may receive more than a total of two (2) votes.

Cast your first vote under the "VOTE 1" column. Vote for up to twenty-one (21) candidates under the "Vote 1" column. If you vote for more than twenty-one candidates under the "Vote 1" column, your first vote will not be counted.

Cast your second vote under "VOTE 2" column. Vote for up to twenty-one (21) candidates under the "Vote 2" column. If you vote for more than twenty-one candidates under the "Vote 2" column, your second vote will not be counted.

At least one owner of the property must sign the Absentee Ballot in order for the Absentee Ballot to be counted. If you submit both a Proxy and an Absentee Ballot, the Absentee Ballot will be counted.

Please print your name(s) and include your property address in Spring Shadows. If the Association cannot determine your name by signature alone and you do not include your printed name and property address in Spring Shadows, your vote will not be counted.

Cumulative voting is prohibited. The twenty-one (21) candidates receiving the most votes will be elected to the Board, each for a two- year term.

When you have completed this Absentee Ballot, make sure it is signed and return it to the Spring Shadows office by mail at 10355 Centrepark Dr., Houston, TX 77043, or by fax to 713-460-2399, or scan and email to sscaoffice@yahoo.com no later than 5:00 pm on Tuesday, October 23, 2018. Your Absentee Ballot may not be counted if it is not received by this deadline.

TEXAS PROPERTY CODE SECTION 209.00592 NOTICE: 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.

CAST YOUR VOTE ONLY FOR 21 CANDIDATES. NO ONE CANDIDATE CAN RECEIVE MORE THAN A TOTAL OF 2 VOTES

CANDIDATE	AREA	VOTE 1	VOTE 2	CANDIDATE	AREA	VOTE 1	VOTE 2
Carl Thompson	2500 Talina	_____	_____	Matthew Bryant	2700 Manila	_____	_____
Alexis Thompson	2500 Talina	_____	_____	Leigh Anne Bryant	2700 Manila	_____	_____
Samuel "Doc" Lee	2500 Bandelier	_____	_____	Kyle Geary	2300 Greyburn	_____	_____
David Jantzen	2500 Bandelier	_____	_____	Teresa Worley	2200 Greyburn	_____	_____
David Van Bergen	2400 Moss Hill	_____	_____	Theodore Shaffer	9700 Truscon	_____	_____
Jalaine Shirley	2500 Palo Pinto	_____	_____	Michael Whitebread	9700 Colleen	_____	_____
Bene Pena	9700 Moorberry	_____	_____	Michele Whitebread	9700 Colleen	_____	_____
David Durham	9800 Canoga	_____	_____	William Stephens	2700 Quincannon	_____	_____
Elizabeth Emery	2400 Eaglerock	_____	_____	Peyton Stephens	2700 Quincannon	_____	_____
John Sullivan	2700 Stetson	_____	_____	Greg Janak	3000 Kevin	_____	_____
Matt Morse	2800 Fontana	_____	_____	Kevin Jackson	2900 Kevin	_____	_____
Teresa Decker	2800 Fontana	_____	_____	Charlotte Jackson	2900 Kevin	_____	_____
Trang Nguyen	2700 Fontana	_____	_____	David Jurgens	3000 Bernadette	_____	_____
Ken Racine	2400 Elmgate	_____	_____	Carolyn Geis	2900 Fontana	_____	_____
Brian Miller	2200 Elmgate	_____	_____	John Ebeling	3000 Manila	_____	_____
Linda Hosford	2800 Manila	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	Write-In Candidate	_____	_____	_____
Write-In Candidate	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	Write-In Candidate	_____	_____	_____

AT LEAST ONE OWNER OF THE PROPERTY MUST SIGN THIS BALLOT FOR IT TO BE VALID. PLEASE ALSO PRINT YOUR NAME AND INCLUDE YOUR SPRING SHADOWS PROPERTY ADDRESS. IF YOUR SIGNATURE IS NOT LEGIBLE AND THE BOARD CANNOT DETERMINE YOUR NAME AND/OR YOUR SPRING SHADOWS PROPERTY ADDRESS, YOUR VOTE WILL NOT BE COUNTD.

Signature: _____

Co-Owner Signature: _____

Printed Name: _____

Printed Name: _____

Property Address in Spring Shadows: _____



**SPRING SHADOWS CIVIC ASSOCIATION
GENERAL MEMBERSHIP MEETING
Tuesday, October 23rd, 2018 7:00pm
THE PAVILLION ON GESSNER, 2500 GESSNER**

AGENDA

- I. MEETING CALLED TO ORDER**, David Van Bergen, President
- II. DETERMINATION OF QUORUM**, Barbara Nytes-Baron, Secretary
- III. ELECTION OF DIRECTORS**
- IV. APPROVAL OF MINUTES**
- V. TREASURER'S REPORT**, Teresa Worley, Budget /Finance Chair
- VI. PRESIDENT'S REPORT**, David Van Bergen, President
 - A.** Introduction of Guests
 - B.** Report
- VII. COMMITTEE REPORTS**
 - A.** Architectural Control Committee, David Jurgens, Vice-President
 - B.** Beautification, Joe Canales, Chair
 - C.** Budget / Finance, Teresa Worley, Chair
 - D.** Community / Government Relations, Rob Cooms, Chair
 - E.** Health and Mosquito Control, David Jurgens, Chair
 - F.** Personnel / Nominations / Elections, Don Toellner, Chair
 - G.** Publications / Newsletter, Barbara Nytes-Baron
 - H.** Recreation / Social Activities, Cindy Portis, Chair
 - I.** Patrol / Safety Activities, John Arnold, Chair
 - J.** Welcome, Chris Zoch, Chair
 - K.** Yard of the Month, Michelle Alexander, Chair
 - L.** Super Neighborhood – David Durham and Ben Gillis, Co-President
- VIII. OLD BUSINESS**
 - Reserve Accounting
- IX. NEW BUSINESS**
 - Election Results (if available)
- X. ADJOURN**

DIRECTOR CANDIDATE BIOGRAPHIES (LISTED IN SAME ORDER AS ON BALLOT)

Carl Thompson: My name is Carl Thompson and my wife Alexis and I have lived in Spring Shadows since 2014, choosing to raise our two children in this wonderful community. Professionally, I am an attorney focusing on construction litigation; as a Director, I pledge to act as YOUR representative and operate on a platform of three C's: Communication, Consultation and Clarity in that the Board and the members need to have open, honest and bilateral lines of communication to and from the Board, the Executive Committee and the other various committees.

Alexis Thompson: I have strong ties to Spring Branch and was thrilled to return to the area in 2014 with my husband and children. Professionally, I am the Director of Communications and Development for The Salvation Army, and I am involved in the community as a volunteer for the SSCA Communications Committee, SSCA Spring Fest Committee, Spring Shadows Moms Club, Go Local Spring Shadows Elementary and as a board member at the Duncan YMCA. If elected to serve on the board of the Association, I would work with the board to increase transparency and representation for residents in our wonderful neighborhood.

Samuel "Doc" Lee: After completing a successful career in Venture Capital and Commercial Real Estate with national firms Goldman Sachs and Merrill Lynch, I began a Ph.D. program at Rosemead School of Psychology. I taught graduate and undergraduate classes while on staff at the University Counseling Center. As a part of my training, I completed a residency in Pediatric Psychology at Cincinnati Children's, University of Cincinnati College of Medicine. I am currently in private practice and provides Corporate Coaching and Life Coaching along with National Speaking engagement. My wife and I have been married and resided in the Memorial area for 31 years. We have 3 grown children who attended Texas A&M University.

Dave Jantzen: I was born in Nebraska, attended college in Kansas, and moved to Houston in 1970. I taught special education and coached cross country and track for 16 years in HISD, 17 years in SBISD, and 11 years at Houston Christian HS. Our family has lived in Spring Branch since 1971 and have owned three different homes in the area. My wife Cheri was a librarian in SBISD and all three children attended SBISD schools, and two have taught in SBISD. Our family has also attended two churches in the Spring Branch area, Houston Mennonite and John Knox Presbyterian. I am currently mostly retired, however I still work part-time subbing and driving bus for Houston Christian High School.

Elizabeth Emery: I began coming to visit family in Spring Shadows over thirty years ago when the oak trees were quite small. My mother became very involved in the subdivision, so I often heard what was going on. When looking to buy a house twelve years ago, I couldn't imagine living anywhere but Spring Shadows. I immediately joined the Board and the ACDR Committee. I have served on Executive, Yard-of-the-Month, and Health & Mosquito Committees. I work as an Office Manager and have been a beagle rescue volunteer. I served on the board of a beagle rescue group for many years and recently left it to concentrate on therapy dog work. In this capacity, I work with children in a literacy program and visit a retirement community several times a month.

Teresa Decker: I am happily retired after 41 years as a high school teacher. We moved to Spring Shadows in 1985. I taught at Spring Woods High School and served as registrar for 30 years. My current interests include MFAH Bayou Bend and 1877 Tall Ship Elissa.

Trang Nguyen: My name is Carol Nguyen, and I have lived in Spring Shadows for eight years. Since moving here, I've gotten married, rescued two dogs and had two children (5 and 3-year-old boys). As a director, I hope to bring new ideas to the board of directors to enhance the communication and transparency between the board and the members of our community. With my background as a safety engineer and an avid Googler, I vow that decisions that I make on behalf of our community will be thoroughly researched and vetted to the community.

DIRECTOR CANDIDATE BIOGRAPHIES (LISTED IN SAME ORDER AS ON BALLOT)

Linda Hosford: I grew up blocks away from Spring Shadows and attended Spring Woods High School. I've been on the Board of Directors since May 2016. I joined the Budget & Finance Committee and the Beautification Committee in Jan 2017. I just accepted a position on the Health & Mosquito Committee in September 2018. My goal is to keep Spring Shadows beautiful and continue to help as needed for my neighbors.

Matthew Bryant: My wife and I, along with our two daughters, moved to Spring Shadows just over a year ago and immediately met neighbors who have become real friends. By day, I am an engineer working in the oilfield; by night, I love my family, football and woodworking. As your director, I promise to always represent you and your desires in every board decision; as your neighbor, I promise to always treat each and every one of you with respect, and to openly communicate to you and with you about what is happening in Spring Shadows.

Leigh Anne Bryant: My husband and I love living in Spring Shadows with our two daughters who are three and a half and eight months. I hold an MBA in business management and have a background in university administration and development. Currently, I am VP of the Spring Shadows Mom's Club, teach piano to many of our neighborhood children and serve as children's minister at a church in Midtown. As your director, I plan to improve board communication, foster a culture of transparency and friendliness and consult with neighbors as much as possible to ensure their concerns are reflected in the important decisions of the board.

Teresa Yankovich Worley, CPA: Director Section 13B and Chair of Budget/Finance Committee for 2 years. Striving for better communication between residents and Board (both directions) and between Executive Committee and Board; facilitated some improvements to presentation of budget and reserve funds; will resist any increases to SSCA fees without better justification of reserve fund usage. Started Section 13 Facebook group; started Section 13 Resident Directory with permission from participants; trying to represent all residents, younger and older. If not selected to represent Section 13 again, I hope to get to know the section I represent using similar tools.

Kyle Geary: My wife and I have two boys (4 yo & 3 mo.) and have lived in Spring Shadows for 5 years. I grew up in Spring Branch and love living in this area. I'm a commercial real estate broker and in my off-time, I enjoy spending time with my family and playing golf. If elected to a director position, I would make sure to always do what is best for the neighborhood and provide open communication. In addition, I promise to listen to my neighbors and keep an open mind on all issues.

Theodore Shaffer: My wife and I bought our house in Spring Shadows in 2015 because it was an established neighborhood with great potential for the future. Since then we have started our family here and have an 18-month old son. I have lived in Houston for 8 years after growing up in the Midwest. After spending the last 3 years in Spring Shadows we have seen the neighborhood grow with many young families and we are thrilled to see our community growing with it. I work in the energy industry and have a great interest in seeing the City of Houston thrive and seeing established neighborhoods such as Spring Shadows excel.

Michael Whitebread: As a resident of Spring Shadows since 2010, I would like the opportunity to serve the community that has been a marvelous home for my family. My wife and kids love our quiet, safe, and charming neighborhood and as a board member I would work to keep our environment as idyllic as it has been, while striving to increase our amenities within our existing budget. As a teacher, I understand the importance of working of the good of others. I also hope to serve on the architectural committee. Thank you for your consideration!

DIRECTOR CANDIDATE BIOGRAPHIES (LISTED IN SAME ORDER AS ON BALLOT)

Michele Whitebread: My husband and I moved to Spring Shadows in 2010 to raise our 4 kids, and we love how family friendly our neighborhood is! My professional background is in marketing, business development, and communication. I am a member of the Mosquito Committee and the new Communications Committee, and it is my commitment as your section representative: 1) to speak openly with you about the issues being discussed by the board, 2) to actively engage and ask for your opinions on these issues, and 3) to fully represent your concerns to the board.

Peyton Stevens: I moved to Spring Shadows during my husband's deployment in 2013 with my oldest son. My husband and I now live in our second Spring Shadow's home with our (almost) three sons and I was and am still moved at the amazing community we have here in our neighborhood. I am excited at the opportunity to get involved with SSCA with the intent to increase communication between the board and homeowners, increase transparency among processes and decision making and represent the views and needs of our ever growing and changing neighborhood population to the Board of Directors.

William Stevens: I have lived in Spring Shadows for the past 5 years with my wife and 2 (almost 3) young boys. I am an Aggie (whoop!), an Army Veteran and work at Halliburton in Survey Management. I vow to represent my neighbors' views to the Board of Directors and work to keep Spring Shadows the awesome neighborhood it is.

Greg Janak: I have lived in Spring Shadows since 2007 and I've been a resident of Houston since 1995. When I bought my house, it was in need of desperate attention and it was an eye sore for the neighborhood from many years before I purchased it. Shortly after moving into Spring Shadows, I wanted to actively participation in the Association that is why I joined the Architecture Control Committee (ACC) in 2008 and few years later became a Director of Section 16B, ACC Chairperson, President of Spring Shadows, and have served as a member of the Executive Committee ever since. Outside of Spring Shadows, I also volunteer for the Houston Rodeo and I've have been a volunteer for 12 years. Since, graduating from Texas A&M I have worked in the Construction Industry in Houston since 1995. I would be honored to continue to serve this wonderful neighborhood that we all call "HOME".

Kevin Jackson: My wife, I and my two kids moved to Spring Shadows only a year ago. We love the community and love our neighbors like family. I have been an HOA President previously of another community in Houston for more than a decade. I have most recently been involved in the neighborhood canvassing petition effort open dialog about mosquito control and hope to bring mosquito spraying back to Spring Shadows.

David Jurgens: I am a native Houstonian and have lived in Spring Shadows with my wife, Sue, since 1989. We built our current home on Bernadette in 1999. I have served on the BOD from 1991 to 1995 and again from 2012 to present. I served as President in 2015 and 2016 and have served on several committees before and since. I am currently Chair of the AC committee and would be happy to continue to serve Spring Shadows in the future.

Carolyn Geis: I've lived in Spring Shadows since 2010. During my 30 years of experience as a mortgage lender, I have seen how a strong HOA can positively impact the values in a neighborhood. If elected, I will become a 2nd term director. I hope to improve the communication between the homeowners, directors and executive board. I believe we have a fiduciary responsibility to be objective and act in the best interest of the entire community.

REMEMBER THESE IMPORTANT DATES:

SPECIAL MEETING/MOSQUITO CONTROL - Tuesday, October 9, 2018

OCTOBER GENERAL MEETING - Tuesday, October 23, 2018