

Brisage Homeowners Association Minutes
First Presbyterian Church, Madison, Mississippi
March 5, 2009

Homeowners Present:

42 members were present (see attached list)
7 members voted by proxy

Homeowners Absent:

22 members were absent (see attached list) 4 of which were not eligible due to unpaid assessments

Meeting was called to order at 7:10 pm by President John Eames. Officers present were Frank Scott, Treasurer. Karen Pearce-Howell, Secretary. Mr. Eames was the only member of the Board of Directors present. Mike McGinnis, Attorney

President Eames read the minutes from the March 8, 2008 Brisage Homeowners Association. Motion was made and seconded that the minutes be accepted as read.

Officer Reports:

President – President Eames welcomed and thanked everyone for their attendance at the annual meeting. President Eames spoke briefly for the benefit of the new Homeowners about the history of the past two years while he was president of BHA. He talked about the 15 homes in various levels of bankruptcy, foreclosure, and covenant violations. The board took the necessary steps with the help of Mayor Hawkins and the Madison city legal counsel to rid Brisage of the problems and was happy to report that only one home was still in bankruptcy.

He then discussed the new Gates that were installed at the entrance to the neighborhood and told the members that he took over the work on the gates from Carl Crawford in order to pursue the steps necessary with the City of Madison to get the ordinance changed in order for the BHA to have the gates installed. He reported that after meeting with the City Attorney and appearing before the city Board of Aldermen that a new ordinance was written to allow BHA to install the gates and our streets remain the property of the city.

Then Mr. Eames told the annual meeting that he would not stand for re-election and neither would his wife Karen who had been Secretary. He and Karen then left the annual meeting.

Vice-President - There was no Vice-President report as the office was vacant due to officer moved out of Brisage neighborhood.

Secretary - No secretary report was given.

Treasurer – Frank Scott reported that the BHA Profit & Loss statement showed a Net Income of 17,879.62 for the year ending December 31, 2008. He also reported that 2009 dues for January were almost completed and the 3rd and last payment of the new gates had been paid. He reported that the Beasley property was in bankruptcy and that we would not be able to collect \$1380 that was owed to

the BHA. After some discussion the motion was made and seconded to accept the 2008 financial report.

In the absence of President Eames and no Vice-President, Frank Scott, BHA treasurer fulfilled to role of President for the remainder of the meeting.

Old business: None

New business:

Frank Scott opened to discussion about the proposed amendments to Declaration of covenants, conditions, and restrictions and By-laws for BHA. The role was called to establish that 67%, or 38 members/proxies were present, in order to proceed. It was determined that 42 members/proxies were present..

Melissa McKee made a motion to vote for the changes one at a time. Motion was seconded and passed by voice vote.

Frank Scott read the proposed changes to the Amendments to Declaration of Covenants, conditions and restrictions and By-Laws for Brisage Homeowners Association one at a time.

DECLARATION ADMENDMENTS

1. Article II, Section 1e at page 13 of the Declaration shall be amended to add the following sentence in the third line of said subsection following the words, "bona fide emergencies": "No automobile shall be parked at an unoccupied house for more than twenty-four (24) hours; and the fourth line of said section shall be amended to delete the phrase "3/4 ton" and insert "1/2 ton". Discussion was held and vote was taken: **MOTION FAILED**
2. Article V, Section 8, at page 39 of the Declaration shall be amended by striking from the third line thereof the sentence "Directors need not be Members of the Association," In its place the following shall be substituted: "Directors must be eligible Members of the Brisage Homeowners Association." Discussion was held and vote was taken: **MOTION PASSED**
3. Recommended by the Architectural Review Committee and approved by the Directors with Article III Section 4 of the Declaration of Covenants the Brisage Landscape Plan shall be added as Exhibit "D" to the Declaration, and Article III, Section 14, at page 23 of the Declaration shall be amended to add the following at the end of the subsection: Lawn Grass shall be kept cut, trimmed and edged. Trees shrubs and ornamental grasses shall be kept trimmed to generally accepted standards. Beds shall be kept weeded and mulched (pine straw or similar material) annually, either in the spring or fall. Lawn contractors shall not be permitted to work: before 9am any day, after 6pm on weekdays, after noon on Saturdays, at any time on Sundays. Discussion was held and vote taken: **MOTION FAILED**
4. Article II, Section 1a at page 12 of the declaration shall be amended by modifying that sentence found at line 5 of said subsection to add: "No activity, use, conduct, trade or practice including, but not limited to, all yard/garage sales and any other activity which is or which may become an annoyance and nuisance to Brisage or to another Member shall be started or permitted to remain or continue within the property." **MOTION FAILED**

BYLAW AMENDMENTS

1. Article V, Section 12 of the Bylaws shall be amended by deleting the first sentence of said subsection in its entirety and replacing it with the following: “The presence, either in person or by proxy, of eligible Members having at least thirty percent (30%) of the votes entitled to be cast on a matter pursuant to the Declaration or these Bylaws must be present at a meeting of Members to constitute a quorum on that matter.” Discussion was held and vote taken:
MOTION FAILED
2. Article III, Section 4 of the Bylaws shall be amended so as to delete the phrase “Vice President” from the heading and the text of said subsection, and there shall no longer be the position of “Vice President” for the Association. **MOTION FAILED**
3. Article VII, Section 1 at page 17 of the Bylaws shall be amended all references to “Vice President” or “Assistant Vice President”, as there shall be no longer be the position of “Vice President” for the Association. **No vote needed as previous motion failed.**
4. Article VII, Section 6, defining the duties and authority of the “Vice President”, shall be deleted in its entirety. **No vote needed as previous motion failed.**
5. Article VII, Section 8 at page 18 of the Bylaws shall be amended to add the following sentence at the end of said subsection: “The treasurer shall take the place of the President and shall have the authority to act as President, whenever the President is unwilling or unable to act. If neither the President nor the Treasurer is willing and able to act, the Board of directors shall appoint one of the Members to act as the chief Executive Officer of the Association on an interim basis.” **No vote needed as previous motion failed.**
6. Article VI, Section 1 at page 11 of the Bylaws shall be amended so that the sentence in the sixth line of said subsection reading “directors need not be Members of the Association” shall now read: “Directors must be eligible members of the Association.” **MOTION PASSED**

Nominations for the Election of Directors of Brisage Homeowners Association was held with the following Members elected as Directors:

Walter Fountain
Ann Neal
Lamar Warnock

Nominations were held for President and Carl Crawford was elected President.

Nominations were held for Vice President and Walter Fountain was elected Vice President.

Frank Scott was nominated for Treasurer and motion was made to accept Frank Scott as Treasurer by acclamation. *Voice vote passed.*

Kalaina Conner was nominated for Secretary and motion was made to accept Kalaina Conner as Secretary by acclamation. *Voice voted passed*

Meeting adjourned at 9:05 p.m.

Respectfully submitted,
Walter Fountain, acting Secretary