

Harrington, C. Michael

From: Chris Cantele <chris.cantele@ccantele.com>
Sent: Thursday, January 2, 2020 11:13 AM
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Subject: BIP Annual Notice Reminder
Attachments: BIP Notice of 2020 Annual Meeting.docx; Bayou Island Park Homeowners Proxy Form.docx; BIP HOA Director Nomination.docx

[EXTERNAL]

Hello All,

I hope you had a wonderful holiday season. I am writing to remind everyone of the annual BIP HOA meeting.

1. The meeting will be held **Thursday, January 9, 2020, beginning at 7:00 p. m., in room 127 of Memorial Drive Presbyterian Church, 11612 Memorial Drive, Houston, Texas.**
2. To be eligible to vote, the annual HOA dues must be paid prior to the meeting. The invoices were placed in each mailbox but if you need a copy, please contact Scott Holliday for another copy.
3. If you are unable to attend, please provide your proxy to an attending neighbor or Board member so that we may attain a quorum.
4. Lastly, please remember that **we will have 3 open board positions this year** and we welcome anyone to stand to for office. I previously sent a form to nominate a person for office but have attached it again.

It has been a pleasure to serve the neighborhood and I thank each and every one of you for your support and assistance this past year. As many of you know, I will be moving in 2020 but will miss the wonderful friends I have made and this very special neighborhood.

In addition, I would like to publicly thank Reggie Spiller, Santosh Kedia, Ann Griffin and Scott Holliday for the service to us. Scott and Ann will also be stepping down from the Board. Ann has served as Board Secretary for 7 or 8 years and her contributions have been invaluable. In addition to her informed and significant counsel on the issues before the boards, Ann has maintained all of the written records and the neighborhood list of residents (no small task). Scott has been our Treasurer for the last 2 years and through his efforts, the financial security of our HOA has improved, financial reporting is now computerized and Scott has been a tireless worker in most all of the projects we have undertaken. Please join me in thanking them all for the support of our neighborhood.

Sincerely and with best regards,

Chris Cantele
President



Bayou Island Park Homeowners Association, Inc.

Notice of Annual Meeting

December 11, 2019

The Annual Meeting of the members (lot owners) of Bayou Island Park Homeowners Association, Inc., a Texas non-profit corporation (the "Association"), **will be held on Thursday, January 9, 2020, beginning at 7:00 p. m., in room 127 of Memorial Drive Presbyterian Church, 11612 Memorial Drive, Houston, Texas.**

In addition to the election of Directors of the Association for 2020, members will be asked to vote for approval of the Second Restated and Amended Covenants, Conditions, Restrictions and Easements for Bayou Island Park, a Subdivision in Houston, Harris County, Texas, in the form that I will provide to you by email following this letter. (If you wish to receive a "hard" copy of this document, let me know and one will be placed in your mailbox.) An explanation of the purpose of the Second Restated and Amended Covenants, and the substantive changes this document will make to the Association's current restrictive covenants, will be included with the form.

To be eligible to vote at the Annual Meeting you must be current on your annual dues. The annual dues invoices were recently delivered to homeowners' mailboxes. Payments are due by December 31, 2019.

There will be at least two open position on the Board of Directors as I and Scott Holliday will not be standing for re-election. If you wish to stand for election to the Board, please complete the accompanying Director Nomination Form and deliver it to the Secretary of the Association, Ann Griffin, by Thursday, January 2, 2020, so that we may prepare a ballot for use at the meeting.

Approval of the Second Restated and Amended Covenants will require the favorable vote of two-thirds of all members of the Association, so it is very important that you be represented at the meeting, either in person or by proxy. Consequently, I urge everyone to attend the meeting, but if you are unable to attend in person, please complete the accompanying Proxy and deliver it to Ann Griffin, preferably by Thursday, January 2, 2020 and, in any event, prior to the Annual Meeting.

When delivering documents to Ann Griffin, please feel free to put them in her mailbox at 1114 Bayou Island Dr.

Happy Holidays,

J. Christopher Cantele
President

Bayou Island Park Homeowners Association, Inc.

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The Annual Meeting of the members (lot owners) of Bayou Island Park Homeowners Association, Inc., a Texas non-profit corporation (the "Association"), will be held on Thursday, January 9, 2020, beginning at 7:00 p. m., in room 127 of Memorial Drive Presbyterian Church, 11612 Memorial Drive, Houston, Texas.

In addition to the election of Directors of the Association for 2020, members will be asked to vote for approval of the Second Restated and Amended Covenants, Conditions, Restrictions and Easements for Bayou Island Park, a Subdivision in Houston, Harris County, Texas, in the form that I will provide to you by email within the next few days. (If you wish to receive a "hard" copy of this document, let me know and one will be placed in your mailbox.) An explanation of the purpose of the Second Restated and Amended Covenants, and the substantive changes this document will make to the Association's current restrictive covenants, will be included with the form.

To be eligible to vote at the Annual Meeting you must be current on your annual dues. The annual dues invoice will be delivered soon to homeowners' mailboxes and payments are due by December 31, 2019.

There will be at least one open position on the Board of Directors as I will not be standing for re-election. If you wish to stand for election to the Board, please complete the accompanying Director Nomination Form and deliver it to the Secretary of the Association, Ann Griffin, by Thursday, January 2, 2020, so that we may prepare a ballot for use at the meeting.

Approval of the Second Restated and Amended Covenants will require the favorable vote of two-thirds of all members of the Association, so it is very important that you be represented at the meeting, either in person or by proxy. Consequently, I urge everyone to attend the meeting, but if you are unable to attend in person, please complete the accompanying Proxy and deliver it to Ann Griffin, preferably by Thursday, January 2, 2020 and, in any event, prior to the Annual Meeting.

When delivering documents to Ann Griffin, please feel free to put them in her mailbox at 1114 BID.

Happy Holidays,

J. Christopher Cantele, President



Bayou Island Park Homeowners Association, Inc.

Annual Meeting of Members

Director Nomination Form

I would like to have my name placed on the ballot for election to the Board of Directors of Bayou Island Park Homeowners Association, Inc. at the Annual Meeting of Members to be held on January 9, 2020.

Printed Name:

My Address is:

_____ Bayou Island Drive

Please return this form by Thursday, January 2, 2020, to Ann Griffin, 1114 Bayou Island Drive.

Bayou Island Park Homeowners Association, Inc.

Annual Meeting of Members

Director Nomination Form

I would like to have my name placed on the ballot for election to the Board of Directors of Bayou Island Park Homeowners Association, Inc. at the Annual Meeting of Members to be held on January 9, 2020.

Printed Name:

My Address is:

_____ Bayou Island Drive

Please return this form by Thursday, January 2, 2020, to Ann Griffin, 1114 Bayou Island Drive.



Bayou Island Park Homeowners Association, Inc.

Annual Meeting of Members

PROXY

The undersigned member (Lot Owner) of Bayou Island Park Homeowners Association, Inc., a Texas non-profit corporation (the "Association"), hereby appoints _____ or, in the event no person is named herein, the President of the Association, as my true and lawful proxy, with full power of substitution in the event that he/she is unable or declines to serve as my proxy, to exercise the entire vote of the undersigned at the annual meeting of the members of the Association to be held January 9, 2020 at Memorial Drive Presbyterian Church, Room 127, 11612 Memorial Dr., Houston, Texas, beginning at 7:00 p.m., and at any adjournment thereof, in accordance with the following instructions that I have indicated by an "x" or a check mark(✓):

___ FOR or ___ AGAINST approval of the Second Restated and Amended Covenants, Conditions, Restrictions and Easements for Bayou Island Park, a Subdivision in Houston, Harris County, Texas, in the form heretofore provided to the members of the Association; and

___ WITH or ___ WITHOUT authority to vote for the election of such persons as Directors of the Association as such proxy may, in his/her sole discretion, deem appropriate; and

___ WITH or ___ WITHOUT authority to vote on any other matter properly brought before the meeting or any adjournment thereof.

This ___ day of _____, 20__.

Signature of Member (Lot Owner)

Printed name of Member (Lot Owner)

Bayou Island Drive
Address of Member

CONSENT TO
RESTATED AND AMENDED
COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS
FOR BAYOU ISLAND PARK,
A SUBDIVISION IN HOUSTON, HARRIS COUNTY, TEXAS

The undersigned member (lot owner) of Bayou Island Park Homeowners Association, Inc., a Texas non-profit corporation (the "Association"), hereby approves the Second Restated and Amended Covenants, Conditions, Restrictions and Easements for Bayou Island Park, a Subdivision in Houston, Harris County, Texas, in the form submitted to the Annual Meeting of the Members of the Association.

Printed Name of Member (Lot Owner)

Signature of Member or Member's Proxy

Bayou Island Drive
Street Address of Member (Lot Owner)

Dated: January 9, 2020

AGENDA

ANNUAL MEETING OF MEMBERS of BAYOU ISLAND HOMEOWNERS ASSOCIATION, INC.

Thursday, January 9, 2020

Room 127, Memorial Drive Presbyterian Church

1. **Call to Order**. The President, acting as Chairman of the meeting, calls the meeting to order at 7 o'clock and announces that this is the annual meeting of members of the Bayou Island Homeowners Association, Inc. and that he gave written notice of the meeting to all homeowners on December 11, 2019. He then calls on the Secretary of the Association.
2. **Declaration of Quorum**. The Secretary announces the presence at the meeting, in person or by proxy, of more than sixteen (16) members who are qualified to vote at the meeting, thus constituting a quorum at the meeting.
3. **Nomination and Election of Directors**. The Chairman informs the meeting that the first order of business is the nomination and election of directors.

He states that the bylaws of the Association provide for a five-person Board of Directors, with each director serving until the next annual meeting of the members.

The Chairman announces that he and two other directors, Ann Griffin and Scott Holliday, will not be standing for re-election, and he thanks Ann and Scott for their service.

Next, the Chairman informs the meeting that the current Board of Directors has nominated three persons for election to the Board: Reggie Spiller and Santosh Kedia, both of whom are incumbents, and Jody Harrington.

[If the Chairman thinks necessary, he can give the meeting some background about Jody. She and Mike reside at 1010, and she is Business Administrator of MDPC. Jody is a native of San Antonio, a graduate of Cornell University and UT Law School. She was an officer in the Junior League of Houston and has served on several non-profit boards. She and Mike have two married daughters and four grandsons.]

He then calls upon the members to nominate at least two more members for election.¹

When nominations are complete, the Chairman will call upon Mike Harrington to pass out written ballots. And the Chairman will inform the meeting that the vote necessary to elect a director

¹ If there are fewer than five nominees, the bylaws allow the Board at a subsequent meeting (and without member action) to fill each missing position or, alternatively, to reduce the number of directors.

is the vote of a majority of those members present at the meeting, either in person or by proxy, and entitled to vote.²

When voting is complete, the Secretary will collect and tabulate the ballots and inform the meeting of the results.

4. Approval of New Covenants.³ The Chairman announces that the next order of business is the approval of the Restated and Amended Covenants, Conditions, Restrictions and Easements for the Association, and that a form of this document was distributed to all homeowners on December 11, 2019.

He points out that Texas law requires the vote of at least two-thirds of all members to approve of the document.⁴

The Chairman then asks if there are any questions before the vote, and, if he thinks necessary, he asks Mike Harrington to respond to them on behalf of the Board.

After any questions are addressed, the Chairman will ask Mike Harrington to pass out Consents for approving the document.

When voting is complete, the Secretary will collect and tabulate the ballots and inform the meeting whether the New Covenants have been approved.

If they are approved, the Chairman will announce that Mike Harrington will proceed to put the document in final form and have it filed in the office of the County Clerk. At that time it will be effective, and the Board will see to it that the finalized document is distributed to the members in electronic form.

[4. Approval of New Covenants. The Chairman announces that the next order of business is the approval of the Restated and Amended Covenants, Conditions, Restrictions and Easements for the Association, and that a form of this document was distributed to all homeowners on December 11, 2019.

He points out that Texas law requires the vote of at least two-thirds of all members to approve of the document.

He informs the meeting that there are present at the meeting, either in person or by proxy, fewer than 22 members eligible to vote on the document. Consequently, the Chairman moves that the meeting be adjourned with respect to this one item – the approval of the New Covenants – in order to permit the directors to solicit additional votes for approval. Mike Harrington will second the motion.

The President will then call for a voice vote (as permitted by the bylaws) on the motion. If a majority of those members at the meeting, either in person or by proxy, and who are eligible to

² The “entitled to vote” requirement means that the member has paid the HOA assessment.

³ This item presumes that the vote is sufficient to approve the New Covenants. The bracketed item no. 4 that follows presumes there are insufficient votes for approval at the meeting but that the Board wants time to solicit more votes.]

⁴ That equates to a minimum of twenty-one homeowners, with the La family having two votes.

vote, approve the motion, then the President will inform the meeting that the motion passes and that the meeting is adjourned with respect to approval of the New Covenants to a time and place to be determined by the Board and notified to the members.]

5. **Adjournment.** The Chairman will adjourn the meeting by noting that there is no further business qualified to come before the meeting.

2020 BIP HOA Ballot

Board of Directors

Please vote for up to five candidates by inserting an "x" or a check mark by the name of each of those candidates:

Reggie Spiller

Santosh Kedia

Jody Harrington

Kit La

Hernan Guajardo

AGENDA

ANNUAL MEETING OF MEMBERS of BAYOU ISLAND HOMEOWNERS ASSOCIATION, INC.

Thursday, January 9, 2020

Room 127, Memorial Drive Presbyterian Church

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He states that the bylaws of the Association provide for a five-person Board of Directors, with each director serving until the next annual meeting of the members.

The Chairman announces that he and two other directors, Ann Griffin and Scott Holliday, will not be standing for re-election, and he thanks Ann and Scott for their service.

Next, the Chairman informs the meeting that the current Board of Directors has nominated five persons for election to the Board: Reggie Spiller and Santosh Kedia, both of whom are incumbents, and Jody Harrington, Kit La and Hernan Guajardo. *Trey Schwarz - nominated by Carolyn*

[If the Chairman thinks necessary, he can give the meeting some background about Jody. She and Mike reside at 1010, and she is Business Administrator of MDPC. Jody is a native of San Antonio, a graduate of Cornell University and UT Law School. She was an officer in the Junior League of Houston and has served on several non-profit boards. She and Mike have two married daughters and four grandsons.]

He then calls upon the members wishing to nominate anybody else for election to the board.

When nominations are complete, the Chairman will call upon Mike Harrington to pass out written ballots. And the Chairman will inform the meeting that the vote necessary to elect a director is the vote of a majority of those members present at the meeting, either in person or by proxy, and entitled to vote.¹

¹ The "entitled to vote" requirement means that the member has paid the HOA assessment.

When voting is complete, the Secretary will collect and tabulate the ballots and inform the meeting of the results.

4. **Report on Financial Matters.** Scott Holliday will brief the meeting on financial matters.

5. **Approval of New Covenants.** The Chairman announces that the next order of business is the approval of the Restated and Amended Covenants, Conditions, Restrictions and Easements for the Association, and that a form of this document was distributed to all homeowners on December 11, 2019.

He points out that Texas law requires the vote of at least two-thirds of all members to approve of the document.²

The Chairman then asks if there are any questions before the vote, and, if he thinks necessary, he asks Reggie Spiller or Mike Harrington to respond to them on behalf of the Board.

After any questions are addressed, the Chairman will ask Mike Harrington to pass out Consents for approving the document.

When voting is complete, the Secretary will collect and tabulate the ballots and inform the meeting whether the New Covenants have been approved.

If they are approved, the Chairman will announce that Mike Harrington will proceed to put the document in final form and have it filed in the office of the County Clerk. At that time it will be effective, and the Board will see to it that the finalized document is distributed to the members in electronic form.

6. **Adjournment.** The Chairman will adjourn the meeting by noting that there is no further business qualified to come before the meeting.

² That equates to a minimum of twenty-one homeowners, with the La family having two votes.