

# **Medina Water Supply Corp**

## **Minutes of Annual Member Meeting on 04/14/2025**

### **at Medina Community Center**

Meeting called to order at 6:00 pm by Board President Dan Poston.

#### Directors

Charles Anderson	Jon Miller
Dan Poston - President	Mike Guidry
David Reed	Roger Mora

#### Community Members Present

Bob Keeling	Kevin Ayers – Contractor
Celeste Lyman	Lori Guidry
Deborah Anderson	Phil Thurston
Elinor Vandergriff	Rick Randall
Emerson Arnold - Operator	Ron Moeller
Harvey Young	Steve Lehmann
Janet Zamrazil	Terry Johnston
Jeremy Stroud	Theresa Arnold
Jill Young	

There is a quorum present.

#### **Reading of Previous Meeting minutes**

Dan informed the membership that the directors had reviewed the previous minutes, and they were approved May of 2024. Dan further reminded everyone the minutes are posted on the website and that printed copies are available at the office.

#### **Public Comments (5 minutes per speaker)**

Dan Poston polled the group and asked if anyone would like to make a public comment. Kevin announced that when the Bylaws Agenda item comes up, there will be public discussion of each proposal. At this time, no one indicated they wanted to address the group.

#### **President's Report**

Dan then proceeded to give the presidents report. This was sent in the form a letter prior to the meeting and it will be included in the reports. Dan acknowledged and thanked the membership for coming to the meeting. Dan then discussed a list of achievements, going into detail about our efforts to move up the list to qualify for government loans and grants. This is centered around our Socio-Economic survey. This survey moved us up the list. It is estimated we are in the top 20 and stated that the list will be published later this summer around July. Dan highlighted the 5,000-gallon pressure tank at the Stringtown plant, this plant gives us much more capacity to service more customers before we start looking for a 3<sup>rd</sup> well site. Dan also highlighted the new emergency

generators and water service truck.

Dan then discussed some future plans with the membership. These included new water meters, Finch water tower maintenance, installation of pressure relief valves (PRVs) to allow us to link Finch and Stringtown systems.

Dan then thanked the Board of Directors for their service, and commended Kevin Ayers our office manager for his professionalism and attention to details. Dan next commended our Field Operations manager, Emerson Arnold, for his hard work conducting inspections, site maintenance, field repairs, and coordinating emergency repairs with our support vendors.

Dan extended thanks to Harvey Young, a departing board member. Harvey targeted some of our most difficult projects, and was instrumental in formulating the corporations plans for future improvements for funding. His experience in the safety field proved invaluable.

Jon Miller added as a 2024 achievement that we replaced the meters at the Finch plant to help us more accurately measure our water production and loss.

### **Treasurer's Annual Report**

For the benefit of the membership, Kevin Ayers explained that this was a quick rundown of the last years profit and loss statements. Kevin also said that this report has been posted on the website since December of 2024. Mike Guidry then reported that for the year, for revenue we had a gross profit of \$234,447. Billing expenses came to \$272,720. This gave us a net income of (\$38,273.67). Kevin Ayers added that this number includes \$80,000 of repairs and upgrades to all 3 storage tanks, and a \$20,000 maintenance cost for a well pump that went down.

Dan Poston then asked about a \$15,000 grant coming from the Bandera County Comissioners Court. Kevin advised that there is no update at this time. Dan polled the group for any questions regarding the Treasurers Report. There were none.

### **Membership Vote on the Bylaws**

Kevin Ayers polled the membership to count the voting members. His count resulted in 21 voting members, meeting the requirements for a Quorum of 10% of the membership.

Kevin then advised that we are seeking approval to modify 4 articles from the bylaws.

These changes fall into 3 categories:

Proxy Voting will be removed from the Bylaws as they have been removed from the state water codes. This is for proxy voting or having a voting agent. These references will be removed or replaced with mail-in ballot.

How the membership is notified of the Annual Meeting or other Special Meetings as they arise throughout the year. Current bylaws require postal mail notifications, which come at a high cost of labor, time, and postage.

Clarification on refundable membership deposit.

Kevin then described to the membership the way this will be conducted. A packet was distributed that showed the article in question, as it was currently with the text to be changed bolded, and as it would be after the modification.

### **Proposed Changes to Article 6**

Kevin then presented the proposed change to Article 6, notification of the Annual Meeting. After explaining the proposed change, Kevin asked the membership if there were any questions.

Elinor Vandergriff expressed concerns that there are people in the membership with no computer or skills required to use computers. Then asked why we couldn't post when the next meeting (monthly or annual) on the bills. She says that she knows there are some people who do not have computers, and those people should not be excluded from the notification.

Kevin explained that in addition to website notification a public notice is posted on the door of the office, and in the Post Office, for both the Monthly meetings and the Annual meeting. This specific change is for the Annual Meeting notification.

Kevin further explained that if approved, for the March and April bills, that go out on the first of the month, the date of the Annual meeting will be printed with a note to "See website or office for notification."

Elinor further suggested that we put a sentence saying that the regular meeting will occur on the second Monday of the month. Kevin said this is something he could add to the back of the bill.

Kevin re-pollled the group for questions about Article 6, and hearing none called for a vote. The membership approved the changes to Article 6 with 21 positive votes.

### **Proposed Changes to Article 7**

Kevin then presented the proposed change to Article 7, notification of a Special Meeting. This is an infrequent occurrence. This is a meeting where the membership is required to be there, for a special election, or for bylaws changes. This change is the same as Article 6, Notification via postal mail would be replaced with notice on the company website.

Celeste Lyman questioned this saying nobody checks the website daily, could a notification be sent using the text alert system if people are signed up for it, or perhaps an email notification.

Kevin advised that any time he posts a notice on the website, it gets sent out as alert and an email notification so this would happen automatically.

Kevin polled the group for questions about Article 7 and hearing none called for a vote. The membership approved the changes to Article 7 with 21 positive votes.

### **Proposed Changes to Article 9**

Kevin then presented the proposed change to Article 9, discussing membership deposit fees. Kevin highlighted the membership fees are not automatically refundable, but the balance of the fee is refundable after the monies owed to the corporation are taken out.

Kevin polled the group for questions about Article 9 and hearing none called for a vote. The membership approved the changes to Article 9 with 21 positive votes.

### **Proposed Changes to Article 18**

Kevin then presented the proposed change to Article 18, bylaws changes. Kevin explained that we are not changing anything about the quorum or approval requirements. We are removing the term proxy and replacing it with mail-in ballot to fall in line with the Texas state water code.

Kevin polled the group for questions about Article 18 and hearing none called for a vote. The membership approved the changes to Article 18 with 21 positive votes.

## **Election of Directors**

Dan Poston announced that we had two positions (C and D). The Board put out a notification for people interested in running and no one applied. Both Mike Guidry and Roger Mora have agreed to continue to serve.

The board accepts a resolution for Mike Guidry and Roger Mora to continue in their current position for another term.

Dan Poston announced that this concludes the Annual meeting, to be followed by the regular meeting shortly, and asked the membership if there were any further public comments.

Jill Young wanted to say that the website is fantastic.

Jon Miller moves to adjourn the Annual Meeting. This motion was seconded by Roger Mora. Motion carried by 6 positive votes.

Meeting Adjourned at 6:27 PM.

**Minutes approved as \_\_\_\_\_distributed\_\_\_\_\_amended.**

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