

**BAYSHORE BEACH CLUB, INC.
BOARD OF DIRECTORS MEETING
Saturday, March 20, 2021**

In attendance:

Mark Cook, President	Division 1
Don Patterson, Director	Division 2
Shelly Woodke, Director	Division 3
Tom Hurt, Director	Division 4
Phillip Arnold, Director	Division 5
Mark Mugnai, Director	Division 6
Bill Nightingale, Director	Division 7
Kathi Lenz, Corp. Sec.	Division 7

President Cook called the meeting to order at 1:02pm and verified that a quorum was present.

APPROVAL OF MINUTES

President Cook asked if there were any changes needed for the February 20, 2021 meeting minutes. Director Lenz asked to include the actions taken outside of the board meetings for the selection of the acting Planning Committee. “There were seven votes (six votes in favor and 2 abstentions, Directors Davis and Mugnai) on the motion to appoint Pat Lenz, Jeff McElhannon, and Shelly Woodke to the acting planning committee.” Member Bradshaw asked to correct Mr. Fernandes’s statement to read as follows: “There was a contract with Vial Fotheringham when he was president of the Homeowners Association (HOA). When the fees got too high, their contract was cancelled with mutual agreement.” Regarding the short-term rentals (STR), “Mr. Fernandes called the county and was informed that the rental agencies have no responsibility or liability.”

MSP

Director Hurt moved, and it was seconded by President Cook, to accept the minutes with the indicated changes.

Motion passed unanimously as amended.

FINANCIALS

Jerry Musial presented

As of February 28, 2021, the Operating Fund balance is **\$213,481.42**, the Long-Term Reserve fund balance is **\$369,480.48**, and Accounts Receivable balance is **\$13,586.39**. One account is still in collections. Late fees have been charged through February 28th. Additional charges will be posted in May. Current liabilities total **\$5,419.95**. There were three property transfers for a total 54 for the year. Mr. Musial stated that the purchase of the office printer was never approved by the board. It has been charged to the contingency account. He also reminded the Board that new signers were needed at the

Legend for Motions			
M -Motion	P -Passed	A -Amended	Y -Yay
S -Second	F -Failed	W -Withdrawn	N -Nay

bank. All signers must be approved by the Board of Directors (BOD) to be accepted by the bank. Mr. Musial mentioned that a budget committee must be formed with at least 3 members that are property owners. Budget requests are due by the end of March. The facilities manager needs to submit a budget request as well.

Discussion followed concerning the fees from the new attorney and additional income from sources other than those listed in the financials. No motion to approve financials was brought forth.

MSP

President Cook moved, and it was seconded by Director Hurt, to leave the printer cost in contingency funds and approve the expense.

Motion passed unanimously.

MSP

President Cook moved, and it was seconded by Director Patterson, to remove Michael Bradshaw's name as a signer from the bank and to replace him with Director Woodke as a new signer on the account.

Votes

Mark Cook	Y	Don Patterson	Y	Shelly Woodke	Y
Tom Hurt	Y	Phillip Arnold	Y	Mark Mugnai	Y
Bill Nightingale	Abstained	Kathi Lenz	Y		

Motion passed.

President Cook asked if anyone on the Board would like to volunteer to be the liaison for the Budget Committee. Director Hurt was willing to perform this duty but is unavailable at this time. There were no other volunteers.

PLANNING COMMITTEE (Pat Lenz, Acting Chair; Jeff McElhannon; Shelly Woodke, Board Liaison)

Committee member McElhannon presented and thanked President Cook for his efforts on behalf of the committee assisting members and building contractors in following the Bayshore Covenant & Restrictions.

McElhannon indicated that the Planning Committee is very new and involved, hands-on, and communicating with members as each file is being audited for completeness. He also thanked Bob Tunison for stepping up every time help was needed. The committee is creating an Office Procedure Manual to follow the Covenants & Restrictions to assist current and future members of the Planning Committee.

- Active Construction: 16 – 2 completed
- Active Projects: 34 – 9 completed
- New Construction: 3
- New Projects: 8
- Height Variance: 1
- Active Complaints & Violations: 31
- Lincoln County Violations: 2

Legend for Motions			
M -Motion	P -Passed	A -Amended	Y -Yay
S -Second	F -Failed	W -Withdrawn	N -Nay

Lincoln County Code Violations: 2
 Complaints/information/violation 31

- Noxious weeds: 8
- Trees: 5
- RV/Boats/Trailers/Vehicles Parking: 6
- Lights: 3
- Dog poo:3
- Fence, other:6

Two members, Gary Brown and Rebecca Hayden, were introduced as volunteers for the shadow program and recommended to be added as members of the Planning Committee.

There was a discussion about committee membership eligibility concerning one of the proposed members.

MSAP

President Cook moved, and it was seconded by Director Lenz, to add Gary Brown and Rebecca Hayden to the Planning Committee.

Amendment - Director Hurt moved, and it was seconded by Director Nightingale, to consider each name independently.

Motion passed unanimously as amended.

MSP

President Cook moved, and it was seconded by Director Lenz, to add Gary Brown to the Planning Committee.

Motion passed unanimously.

MSP

President Cook moved, and it was seconded by Director Lenz, to add Rebecca Hayden to the Planning Committee.

Vote

Mark Cook	Y	Don Patterson	Y	Shelly Woodke	Y
Tom Hurt	Y	Phillip Arnold	Y	Mark Mugnai	N
Bill Nightingale	N	Kathi Lenz	Y		

Motion passed.

LONG RANGE RESERVE & PHYSICAL ASSETS (Michael Bradshaw, Chair; Phillip Arnold, Bob Tunison [ex-officio]; Board Liaison Vacant
 No report submitted.

FACILITIES

Facilities manager, Bob Tunison, reported that the project to replace existing return water lines will begin on Thursday, April 1st, and should take no more than 4-days to complete.

Legend for Motions			
M -Motion	P -Passed	A -Amended	Y -Yay
S -Second	F -Failed	W -Withdrawn	N -Nay

Removal/replacement of bus stop shelter

The current bus stop shelter located at the intersection of Westward Drive and Oceania Drive is in a state of advanced decay. The current condition of the bus stop has reached the stage of being a hazard. Tunison recommended that the BOD approve the removal of the structure at a cost of \$350.

MSP

Director Mugnai moved, and it was seconded by Director Hurt, to remove the bus stop structure. Motion passed unanimously.

External painting of the clubhouse/Internal window frame staining

The soffits and fascia boards of both the clubhouse and the garage/shop buildings and the concrete under the west-side stairs need painting. In addition to the external work indicated, the quotes provided for refinishing thirteen interior window frames located on the second floor and the west-facing window frames on the first floor of the clubhouse. Two proposals received to have this work done from bonded businesses. Tunison recommended the bid received from Blue Foot Painting at \$9,736.83.

MSAP

Director Hurt moved, and it was seconded by Director Lenz, to move forward with Blue Foot Painting and add a contingency of \$2000.

Amendment - Director Nightingale amended if the contingency amount exceeded \$2000, to get BOD approval via email.

Motion passed unanimously as amended.

Re-opening of the pool/clubhouse

Tunison recommended that the pool opening date be set to July 1st considering the following concerns:

1. Adequate sanitization of the clubhouse in to ensure member safety from exposure to Covid-19 with the present staffing limitations. Increasing the number of employees to provide adequate sanitization may or may not be effective.
2. Lincoln County Health Department and the restriction to the maximum number of participants in an indoor activity. The restrictions of the use of masks may adversely affect members' willingness to use the clubhouse facilities.
3. Bayshore employees' sense of adequate protection at work without higher-than-normal levels of sanitization.
4. Reservations may be required to ensure that the maximum number does not exceed 25 people.

Tunison provided suggestions for pool scheduling due to COVID-19 requirements.

MSP

Director Hurt moved, and it was seconded by Director Nightingale, to table final decision of the pool opening until the April meeting.

Motion passed unanimously.

SAFETY (Vacant)

Director Hurt volunteered to be liaison for the committee. Hurt is asking for volunteers.

Legend for Motions			
M-Motion	P-Passed	A-Amended	Y-Yay
S-Second	F-Failed	W-Withdrawn	N-Nay

MSP

Director Lenz moved, and it was seconded by Director Nightingale, to appoint Director Hurt as Board Liaison for the Safety Committee.
Motion passed unanimously.

POLICIES AND PROCEDURES COMMITTEE (Elaine Ferguson; Kathi Lenz, Board Liaison)

Director Lenz presented recommendations for the definition of a “member in good standing.” The committee suggested that the paragraph from the bylaws be pulled over into the Policies and Procedures, so that it will read as follows:

“The membership of the corporation shall consist of and be limited to the owners or purchasers of lots tracks and parcels in the area described in article three of the Articles of Incorporation, membership rights extend to the spouse and common law spouse. The privileges of the facilities in the Bayshore Beach Club shall be extended to the spouse and children of a member and may be extended to guests under such rules and regulations as the board of directors may prescribe.”

Member in good standing

A member in good standing is defined as above and has all dues, assessments, and fees current.

Discussion followed concerning the definition of membership and titles; the exact wording for the definition suggested; whether to include common law partners in the definition of member to avoid discrimination as indicated in the motion.

MSP

Director Hurt moved, and it was seconded by Director Woodke, to accept the proposed definition for member and then member in good standing with the addition that it is clarified that the purchasers name should be on statutory warranty deed or on their title, with the exception of the spouse.

Vote

Mark Cook	Y	Don Patterson	Y	Shelly Woodke	Y
Tom Hurt	Y	Phillip Arnold	N	Mark Mugnai	Y
Bill Nightingale	N	Kathi Lenz	Y		

Motion passed.

Title for Office Personnel

Director Lenz discussed changing the position title for who works in the Bayshore office to Office Administrator because Office Manager is a supervisory title. Job description in the Policies & Procedures matched the proposed title.

MSP

Director Mugnai moved, and it was seconded by Director Nightingale, to accept the title change of Office Manager to Office Administrator.
Motion passed unanimously.

Legend for Motions			
M -Motion	P -Passed	A -Amended	Y -Yay
S -Second	F -Failed	W -Withdrawn	N -Nay

Secretary/Treasurer

The committee proposes that duties be assigned to someone other than the Office Administrator. Previous Office Managers performed the task.

Criteria: 1) does not need to be a member, 2) Responsibilities as read by Director Lenz per the Bayshore bylaws include issuing all notices; attending and keeping the minutes of all meetings of the members and of the BOD; receiving, keeping safely, and depositing all funds, securities, and liquid assets; disbursing funds under direction of the BOD and on checks signed by any two of the officers of the BOD; keeping accurate books and making reports as required by the board; and providing a full accounting of the finances at the annual member meeting

President Cook tabled further discussion until the April meeting.

Term Limits for all committees

Committee members may serve a term of up to two years and may not serve more than two consecutive terms. Committee members must be in good standing.

Discussion followed concerning term length options and the loss of experience created by term limits.

Director Lenz tabled until the April meeting to revise.

Review and reconcile Policies & Procedures

The committee will be required to review and reconcile (for grammar, spelling, numbering, and consistency) any updates to the Policies & Procedures document and report to the BOD at the Annual Members' Meeting in May of each year.

Short Term Rentals Committee

It was proposed that the BOD create a committee for members to represent all points of view concerning short-term rentals. Two members have volunteered to be on the committee, one on task force and one as a short-term rental owner. It was agreed that everyone should be represented on the committee.

MSP

Director Hurt moved, and it was seconded by Director Lenz, to create an STR Committee with Director Nightingale as Board Liaison and Erin Allman and Jill Stone as the initial committee members to define the committee, then report the results at the April meeting.

Motion passed unanimously.

Add conflict of interest clause

The Committee suggested the following statement into the BOD section of the Policies & Procedures:

Board members are expected to place the interests of the HOA above their personal interests. Board members will discharge duties in good faith, with the care an ordinarily prudent person would exercise under similar circumstances in the best interests of the HOA. Board members must publicly declare any conflict of interest and recuse themselves from discussions and voting

Legend for Motions			
M-Motion	P-Passed	A-Amended	Y-Yay
S-Second	F-Failed	W-Withdrawn	N-Nay

on these issues. Failure to disclose a conflict of interest will result in removal from the BOD or any committee work.

MSP

Director Mugnai moved, and it was seconded by President Cook, to add the conflict-of-interest statement to the Policies & Procedures.

Motion passed unanimously.

Further additions to the Policies & Procedures

Board membership recommended update:

1. Board members shall not be active contractors or realtors, by profession, or persons having business interest located in Bayshore, due to conflict of interest.
2. The members should have varying backgrounds and be interested in carrying out and enforcing the Articles of Incorporation, Bylaws, Covenants & Restrictions, Guidelines for Determination, Policies and Procedures, and any amendments of the above.
3. Board members must be committed to represent the Homeowners Association in its entirety and the interests in their division.

Discussion followed concerning the wording of item 1.

Director Lenz tabled discussion ‘til the April meeting to massage wording better and represent in the April meeting.

Nominating Process

The committee recommended that the nominee’s statement of intent to run and their bio shall be submitted 14 days prior to the April meeting. Nominees shall be presented at the April BOD meeting to allow their bios to be included in the meeting minutes and in the Breeze prior to the election. Nominees shall disclose any conflicts of interest to the board and members in the April meeting.

MSP

Director Hurt moved, and it was seconded by President Cook, to adopt the process as stated.

Motion passed unanimously.

SOCIAL COMMITTEE (Rose Bradshaw, Chair)

Member Bradshaw announced the resignation of member Kathy Connors effective April 1, 2021, due to moving to California. Bradshaw thanked member Connors for her 1.5 years of service to the committee and to Bayshore. She will be missed.

Being the only member, Bradshaw is actively seeking members to join the committee. There are two possible interested candidates. Bradshaw will confirm with the members and hopes of introducing them to the BOD for approval at the April meeting. She shared her goal to search for a member interested in carrying on the torch for the next level of the committee. Bradshaw mentioned that she would be willing to train the interested party on the responsibilities of

Legend for Motions			
M -Motion	P -Passed	A -Amended	Y -Yay
S -Second	F -Failed	W -Withdrawn	N -Nay

running the committee, sharing the types of events etc. for a smooth transition. Interested members were encouraged to contact the office.

COMMUNICATIONS (Vacant)

The BOD is seeking volunteers.

Director Lenz volunteered to be the board liaison for the committee.

NOMINATING COMMITTEE (Pat Gagnon, Chair; Joanne Herrera; Kathi Lenz, Liaison)

Member Gagnon reported that they received a current version of Policies & Procedures and a customer contact list with no division numbers. Currently, there are 3 current directors, 6 new candidates, and 3 potential candidates. The Nominating Committee inquired about Director Lenz’s status on the BOD (appointed or elected).

The Nominating Committee will provide its final slate of candidates to the BOD by April 2nd per the Corporate Secretary, which curtails their understood timeline by about 10 days. That will conclude all the business by the Nominating Committee. Gagnon was told that no other candidates could be put on the ballot after April 2nd. Anybody else who wanted to run for the board would have to be put on the ballot or be added on the May meeting.

UNFINISHED BUSINESS

Web site (BAYSHOREBEACHCLUBINC.COM)

Director Woodke went into detail about the new website. To summarize:

- 90-98% of the information came from the old website.
- Cost - Website hosting is \$249 a year, domain name renewal is \$50 per year (Total \$299 per year). Additionally, if BOD wanted GoDaddy to administer the site, there would be a \$100 fee per month (\$1200 per year) for the Office Administrator to call in changes for updates.
- Customer service 24/7 365 days.

Some questions arose concerning the site’s administration and how updates would be handled.

MSP

Director Lenz moved, and it was seconded by Director Mugnai, to purchase the website and get it set up. Motion passed unanimously.

Planning Committee forms

Director Woodke went into detail about updating the planning committee forms to provide a more user-friendly experience for members. She also indicated that the forms could be modified as needed.

MSP

Director Hurt moved, and it was seconded by Director Lenz, to approve the new forms as presented.

Vote					
Mark Cook	Y	Don Patterson	Y	Shelly Woodke	Y
Tom Hurt	Y	Phillip Arnold	N	Mark Mugnai	Abstained
Bill Nightingale	N	Kathi Lenz	Y		

Motion passed.

Legend for Motions			
M -Motion	P -Passed	A -Amended	Y -Yay
S -Second	F -Failed	W -Withdrawn	N -Nay

Attorney issues

Discussion ensued concerning the attorney used by Bayshore. Key concerns included: paperwork showing a contract written to the new attorney that was currently being used; contracting with the current attorney and whether the board should have voted to approve the new contract; what the new attorney charged and who constituted the firm.

President Cook deferred further discussion to the executive session.

Letter to Lincoln County commissioners

Director Lenz discussed the issue regarding the letter from the February 20th meeting. It was decided that the BOD would send a very generic statement stating wanting to discuss the matter. However, since it was left to the discretion of Director Lenz the decision was not to write the letter but to allow the STR committee to move forward before addressing a letter to the Lincoln County Commissioners.

MSP

Director Hurt moved, and it was seconded by President Cook, to table the discussion 'til it can be handled by the STR committee.

Motion passed unanimously.

NEW BUSINESS

Breeze

President Cook asked all the members of the BOD in the February 20th meeting to develop their long-term plans, goals, their priorities, objectives, and timelines. The director reports will be included in the March Breeze. Information on the duties of board members can be found in the Policies & Procedures page 8, number 12.

Member survey

Jill Stone reported that the task force put together a survey to all members. It includes general questions on how to deal with issues. They would like quick responses to the questions via email and the Breeze. A report will be presented at the April meeting. If a member does not respond, the committee will try to follow up other ways.

Discussion followed concerning how the new STR committee would be involved in the survey, how the survey should expand feedback from the members, and the use of member numbers.

MSP

Director Lenz moved, and it was seconded by Director Hurt, to proceed with the final review of the survey by STR Committee members and try to get done within 4-5 days to include in the Breeze with the stipulation that respondents who own multiple lots shall respond only one time.

Motion passed unanimously.

Legend for Motions			
M-Motion	P-Passed	A-Amended	Y-Yay
S-Second	F-Failed	W-Withdrawn	N-Nay

Pool Usage

President Cook suggested going with Tunison’s recommendation for members, their guests and people placed on cards for privileges. He contended that it was clear in the Articles of Incorporation the use of pool, and facilities etc. HOA fees are for their use not short-term renters. Long term tenants have pool cards.

President Cook would like to see it removed from Policies & Procedures and get back to founding documents. This involves changing the P&Ps Section 5, M1 Paragraph 6 from:

“Short term (vacation) renters do not receive club house privileges. However, they may pay to use the pool on a daily fee basis. They must produce their rental agreement/and or receipt and photo identification to gain access. Access may be restricted during busy times.”

Proposed

“Short term (vacation) renters do not receive club house privileges or pool access.”

Discussion followed concerning the duration of this proposal, the use of facilities according to the Articles of Incorporation, whether to table the decision until next meeting, and how notifications will be made of the change, and the breadth of concern by members.

MSP

Director Lenz moved, and it was seconded by Director Patterson, to remove the privileges of short term (vacation) renters to not receive club house privileges, pool access, game room, and tennis courts.

Vote					
Mark Cook	Y	Don Patterson	Y	Shelly Woodke	Y
Tom Hurt	Abstained	Phillip Arnold	N	Mark Mugnai	N
Bill Nightingale	N	Kathi Lenz	Y		

Motion passed.

Reader Board

Director Woodke presented a suggestion for a non-electric reader board near the clubhouse. Her proposal suggested the reader board would benefit everyone.

Discussion followed concerning updating the reader board, the cost/value relationship, and whether it would not be more effective to post the information discussed in the rentals.

MSP

Director Lenz moved, and it was seconded by Director Mugnai, to table the agenda items in New Business (reader board, mailboxes, signs) to the April meeting.

Motion passed unanimously.

Legend for Motions			
M -Motion	P -Passed	A -Amended	Y -Yay
S -Second	F -Failed	W -Withdrawn	N -Nay

MEMBER COMMENTS

President Cook stated that members were to provide their name, addresses, and topic prior to speaking. Members were to be given three minutes to speak, and the BOD would adhere to that. Members were reminded that the comment section was not a forum for open discussion and a response to member comments were not required of the BOD.

Heidi Wright – Shelly Woodke’s service on Board of Directors and Planning Committee

Jennifer Berry - Planning Committee concern

Mike & Leslie O’Donnell – Centralized mailboxes

Clark Schaeffer - Letter to Lincoln County Commissioners

Jeni Truemper – STRs

Chad Truemper – Director Lenz’s board seat

John Blackburn – Cease and desist letter

Michael Vest – STR concerns

MSP

President Cook moved, and it was seconded by Director Patterson, to move into executive session to consider personnel and contract issues.

Motion passed unanimously.

EXECUTIVE SESSION

Commenced at 4:25pm

Meeting reconvened at 5:10pm

MSP

Motion was made and seconded to approve the Vial Fotheringham proposal to amend and restate Bayshore's governing documents.

Vote					
Mark Cook	Y	Don Patterson	Y	Shelly Woodke	Y
Tom Hurt	Y	Phillip Arnold	Y	Mark Mugnai	Absent
Bill Nightingale	Y	Kathi Lenz	Y		

Motion passed.

MSP

President Cook moved, and it was seconded by Director Lenz, to adjourn the meeting.

Motion passed unanimous.

The meeting adjourned at 5:38pm

Minutes prepared by Rose Bradshaw.
Reviewed by Kathi Lenz

Legend for Motions			
M -Motion	P -Passed	A -Amended	Y -Yay
S -Second	F -Failed	W -Withdrawn	N -Nay