

**BAYSHORE BEACH CLUB, INC.  
ANNUAL MEMBERS MEETING**

**Saturday, May 15, 2021**

**1:00 PM Clubhouse/Zoom**

In attendance:

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

President Cook called the meeting to order at 1:01pm and verified that a quorum was present.

**Welcome Remarks from the President**

President Cook welcomed all members and was happy to see a good turnout but was saddened for the reason.

Members asked that all directors introduce themselves. Tom Johnson introduced himself as the attorney for the HOA.

Director Kathi Lenz announced she had resigned her role as Corporate Secretary. Director Nightingale was chosen to serve as the Corporate Secretary.

President Cook asked if there were any changes that needed to be made to the minutes of the April 2021 meeting. There were none.

**MSP**

Director Hurt moved, and it was seconded by Director Arnold, to accept the minutes as submitted.  
Motion passed unanimously.

President Cook proceeded to explain the recent contention for the current years' ballots. The BOD had an emergency meeting to discuss what would be in the best interest of the HOA and to level the playing field. The Board's decision was to establish new candidates with a new ballot. Members strongly objected.

**PO**

Member John Gardner, a Bayshore resident for 43 years, stood up and called a point of order (PO). He reminded the BOD that it was a members meeting, and it was up to the members to decide if there was to be a recess as indicated on the agenda.

President Cook denied the PO, because he was running the meeting. Member Gardner explained that Robert's Rules stated that a point of order is to take precedence and was not a

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**Legend for Motions**

<b>M</b> -Motion	<b>S</b> -Second
<b>P</b> -Passed	<b>F</b> -Failed
<b>W</b> -Withdrawn	<b>A</b> -Amended

debatable motion. Mr. Gardner asked President Cook to make a statement per Robert's Rules, and it was seconded from the floor.

President Cook requested to defer his statement to the attorney, Tom Johnson.

### **Introduction of Tom Johnson/ Explanation of Ballot Issues**

Mr. Johnson acknowledged that it was a members meeting and addressed the structure and reasoning for the proposed recess.

Upon Member Gardner's request, Mr. Johnson provided a lengthy explanation of the current situation. In summary, he said that a member had raised a challenge to the ballot during the week of May 2<sup>nd</sup> that the ballot should have indicated seven available seats and members should have been allowed to vote for up to seven candidates, instead of six.

To determine the best course of action on how to allow members to cast votes for seven positions, the board held an emergency meeting and concluded that the best interests of the HOA membership would be served by holding the members meeting as scheduled to establish a new ballot of candidates and allow three weeks for members to cast votes for 7 positions.

Member Gardner indicated that Robert's Rules require the chairman to ask for Gardner's statement. Member Gardner restated his motion/PO. After a great deal of confusion concerning the wording and understanding of the PO, Director Lenz requested that Gardner restate his PO. He made it a motion and it was seconded from the floor.

Director Lenz created a poll for members on Zoom to get their votes.

A lengthy discussion followed.

### **MSP**

Member Gardner moved, and it was seconded from the floor, that any decision to recess the members meeting be the decision of the membership and NOT the BOD.

Acting Corporate Secretary Nightingale counted the votes on the floor while Director Lenz tallied the votes from Zoom. Nightingale reported that the votes from the floor added to those from Zoom confirmed a majority of "yes." Motion passed.

Member Kenn Apel suggested a course of action for the seventh seat. His suggestion was to accept the ballot and nominations from the floor to proceed. The extra seat could be filled by board appointment, and there was no need to deviate from the Policies & Procedures and bylaws. He continued that per bylaws, the board can be up to nine members, but does not have to be nine if each division is represented.

The majority of the attending membership agreed, and a discussion followed.

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Member Robin Adcock asked to be recognized and read her statement as follows:

“My name is Robin Adcock, Member number 566.

This last year for Bayshore has been turbulent at best. The current board has continued to deviate from our governing documents repeatedly and in a contentious manner.

Today is our MEMBER MEETING where we hold our election for a new Board of Directors. According to President Mark Cook's latest email there will be no election because of an incorrect ballot that was sent out to members which was approved by Kathi Lenz, the corporate secretary. Protocol was not followed. Again, another deviation from policies and procedures.

We need to move back to following the governing documents and that includes holding our election during OUR MEMBERS MEETING.

WILL WE AS MEMBERS adhere to Mark Cook's email and NOT count the ballots we have submitted? OR will we HONOR the election and COUNT THE BALLOTS and PROXIES TODAY?

I make a motion that we COUNT the ballots and proxies submitted by members to hold this election TODAY, following OUR governing documents and have a new Board of Directors by the end of this MEMBER MEETING.”

#### **MSP**

Member Adcock moved, and it was seconded by member Mary Lou Morris, to count the ballots and proxies submitted by members.

Discussion and questions followed.

Acting Corporate Secretary Nightingale read the ballot aloud to confirm its content, and the question was called for a vote. He then counted the votes on the floor while Director Lenz tallied the votes from Zoom. Nightingale reported that the votes from the floor added to those from Zoom confirmed a majority of “yes.” Motion passed.

#### **Motions from the floor**

Member Jill Stone nominated Director Lenz from Division 7, and she accepted.

The floor nominated Member Peter Roina from Division 7, and he accepted. He gave a brief statement.

President Cook closed nominations from the floor. He then asked all members in attendance who did not cast a ballot to vote for the nominations from the floor.

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**MSP**

Member Jill Stone moved, and it was seconded by member Rebecca Hayden, to recess the members meeting and create a new ballot to include the candidates made from the floor. Motion failed.

**MSP**

Member Adcock moved, and Director Nightingale seconded, to start counting the ballots. Motion passed.

The counting of the ballots began at 3:02 pm.

Acting Corporate Secretary Nightingale, Director Mugnai, Tom Johnson, and five member volunteers counted the ballots.

Acting Corporate Secretary Nightingale announced the results of the election.

Kenn Apel	Division 1	283 votes
Dwayne Hayden	Division 1	127 votes
Jesse Peters	Division 1	183 votes
Gina Bebek	Division 2	177 votes
Don Patterson	Division 2	138 votes
Steve Sager	Division 3	227 votes
Jacque Smith	Division 3	222 votes
Shelly Woodke	Division 3	102 Votes
Tom Hurt	Division 4	183 votes
Gary Brown	Division 5	135 votes
Carolyn Gardner	Division 5	219 votes
Norman Fernandes	Division 6	119 votes
George Kressley	Division 7	64 votes
Peter Roina	Division 7	1 vote
Kathy Lenz	Division 7	0 votes

**2021-2022 Board of Directors**

Kenn Apel	Division 1
Gina Bebek	Division 2
Steve Sager	Division 3
Jacque Smith	Division 3
Tom Hurt	Division 4
Carolyn Gardner	Division 5
Mark Mugnai	Division 6
William Nightingale	Division 7

The members meeting adjourned to commence the BOD Organizational meeting at 4:08 PM.

Minutes prepared by Rose Bradshaw.

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