

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

In Attendance:

Gina Bebek, Director	Division 2
Jacque Smith, Corp. Secy	Division 3
Tom Hurt, Vice President	Division 4
Carolyn Gardner, Director	Division 5
Mark Mugnai, Director	Division 6

Via Zoom:

Steve Sager, Director	Division 3
William Nightingale, President	Division 7

Absent:

Kenn Apel, Director	Division 1
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The Corporate Secretary determined that a quorum was present. The Board of Directors' Meeting was called to order by Vice President Hurt at 1:05 pm.

President Nightingale was unable to physically attend the meeting due to his work, so he attended via Zoom, and asked Vice President Hurt to facilitate the meeting. Vice President Hurt welcomed everyone to the hybrid Clubhouse and Zoom meeting.

Approval of Minutes

It was asked if there were any changes before accepting the Minutes of the Board of Directors' Meeting of October 16, 2021. Director Gardner stated she would like to change the wording in paragraph two and paragraph three of the financial section.

Motion. Director Gardner moved, and it was seconded by Corporate Secretary Smith, to make the following changes in the financial section:

Paragraph 2

The CPA feels that it's premature that Bayshore have an audit at this time. The CPA will essentially conduct an audit given. She has never seen the books before. Thus, if there is anything really odd about it, she will do it.

Change to:

The CPA feels that it's premature that Bayshore have an audit at this time. The CPA will essentially conduct an audit. She has never seen the books before. Thus, if there is anything that needs attention, she will notify Bayshore.

Paragraph 3

The financial budget committee also reviews these items and Mary Lou Morris, a member of the financial committee, found something that was a little bit odd this month, so Director Gardner

was thankful for that.

Change to:

The financial budget committee also reviews these items and Mary Lou Morris, a member of the financial committee, found two items in the Profit and Loss Budget vs. Actual that needed to be put in the correct expense category. Director Gardner was thankful for that.

As there were no objections, the Motion passed unanimously.

Motion. Director Gardner moved and it was seconded by Director Mugnai, to approve the October 2021 Minutes as amended. As there were no objections, the Motion passed unanimously.

Vice President Hurt asked whether there were any changes before approving the Working Session minutes. Corporate Secretary Smith stated that the spelling of Director Mugnai's last name needed to be corrected on the working session minutes.

Motion. Corporate Secretary Smith moved and it was seconded by Director Gardner to correct the spelling of Director Mugnai's last name on the Working Session Minutes. As there were no objections, the Motion passed unanimously.

Motion. Corporate Secretary Smith moved and it was seconded by Director Bebek to approve the November 11, 2021 Working Session Minutes as amended. As there were no objections, the Motion passed unanimously.

Vice President Hurt mentioned that an addition to our Agenda had been requested for a special guest speaker who would share with the Board information about the ADA research she had done on the Bayshore Clubhouse's restrooms and building.

Motion. Director Gardner moved and it was seconded by Director Bebek to add an agenda item discussing possible ADA modifications to our facilities. As there were no objections, the Motion passed unanimously.

Vice President Hurt then introduced John Gardner, a Bayshore member, who then introduced a well-known professional in the field of inclusive design, Professor Kathryn Hunter Zaworski, "Kate", who has had a long history of working on ADA issues, including working with Boeing to design the restrooms for wheelchair access on the Boeing 787. Kate came to Bayshore earlier in the day of the meeting with her husband Joe. Joe is a mechanical engineer with a background in aerodynamics and energy systems. Kate and Joe surveyed the Bayshore Clubhouse building and prepared a presentation with some recommendations for ADA improvement. She began her presentation with some suggestions for the Bayshore Clubhouse:

- adding power assists to the doors is not urgent, but something to think about.
- installing a 'slow down' sign next to our single lane that goes into the back drive way.
- installing unisex restrooms and potentially a unisex shower.
- modifying the sinks so an individual could get a wheel chair underneath the sink.
- create a space for 'changing places', designed to accommodate adults who need to change diapers. Having a hoist and a sort of large table that an adult can use.

- add a lift in the pool which could be used for therapy.
- swimming pool area could use outdoor showers and an outdoor foot wash.
- install an elevator.

Kate mentioned there are resources that can be used for funding, such as federal programs, for which Bayshore may qualify. Corporate Secretary Smith then asked what the cost would be for a pool lift. Kathryn responded with a guestimate of \$5,000 to \$10,000. Kate estimated the cost for an elevator would be \$50,000. Corporate Smith mentioned that in the ladies' restroom there is a very long vanity that could be modified to make one of the stalls significantly larger if we cut that vanity size in half and make the first stall ADA usable. Kate said it would might work, not impossible, but Bayshore doesn't have grab bars and the toilet stall would need a structural wall. Kate ended her presentation by clarifying that Bayshore's short term goals could be some tweaks to the Clubhouse's current structure, medium goals could be the restrooms and showers and longer-term goals could include internal circulation and an elevator.

Vice President Hurt then thanked Kate for her presentation on ADA.

REPORTS:

Financials. Report Submitted.

Director Gardner mentioned that the Operating fund balance on Line 2 and Line 3 should have been combined and that she would resend the financial report with the correction to all Board Directors. Everything else was correct. Director Gardner mentioned that Bayshore got the taxes done, and thanked Vice President Hurt for his help. Mike Stone, the accountant, had been very helpful finding tasks that Bayshore needed to do. One of those actions is going through the fixed assets and determining whether there are more items that Bayshore should cut out. This action should also help with Long Range Planning. Director Gardner wanted to be clear with the Long-Range Planning, stating "it's a plan, even lower than a budget" and presents an 'overall view' of what Bayshore needs to do to maintain its assets. Bayshore's budget committee fine tunes the Long-Range Plan and decides what can be accomplished during the next year.

Planning Committee. Report Submitted. Vice President Hurt asked Chair Moses Nijmeh if there was anything he would like to share regarding the Planning Committee. Moses suggested that Bayshore add a group of people that could do mediation between neighbors so a situation did not get to the complaint stage. Moses had previously noticed in some circumstances that people dislike each other and perhaps a mediator could bring them back from that place of anger. In this case, a peace negotiator could be used so Bayshore didn't have as much anger in the committee meetings or between neighbors. Vice President Hurt said that getting people to talk to each other instead of about each other was a good goal. Vice President Hurt suggested the Board discuss the notion of a mediator under unfinished business regarding the C&R Compliance Manager position.

Vice President Hurt then mentioned two individuals from the Planning Committee that have sent letters to step down from serving on the Planning Committee. The Planning Committee is in need of new members. The Planning Committee is still a functional committee so it is able to do its job, but new members would be helpful. He asked any interested members to make contact with the office who would pass on their names to the Committee.

Long-Range Reserve & Physical Assets. Report Submitted. Vice President Hurt thanked Chair Craig Jacobs for the great job in developing ideas and a plan for Bayshore to look at regarding long range plans and for the report he submitted to Bayshore.

Facilities. Report Submitted. Facilities Manager Tunison is on vacation so was not able to present the facilities report. The bulk of the report was updates. Vice President Hurt asked to discuss the removal of brush around the tennis court. The removal of brush around the tennis courts would apply to the brush that is growing right up against the tennis court fencing that eventually would cause damage to the fence if not cleared away. The facilities report included a bid from Darrin Goodrick for \$750.00 to trim back the overgrowth five feet from the west and north fence lines.

Motion. Director Bebek moved and it was seconded by Corporate Secretary Smith to hire Darrin Goodrick to remove the brush around the tennis courts for an amount not to exceed \$750.00. As there were no objections, the Motion passed unanimously.

Safety Committee. Report Submitted. Roger Smith, a member of the Committee, presented the report. On Monday, November 15th, the Committee had an open house at the Bayshore Clubhouse to discuss emergency preparedness. Seven people from Bayshore attended. Also present were individuals from Lincoln City as well as local members of CERT. These individuals discussed preparation during emergencies. For members who are unaware, Bayshore has a cache that is on Hilton Street. The Committee will be opening it up for those who are interested in emergency preparedness to see the contents of the cache on December 5, 2021 between 1-3 pm. The Safety Committee will have another emergency preparedness meeting in the Spring to reach more members.

Policies and Procedures Committee. Report Submitted. Chair Elaine Ferguson presented the report. Corporate Secretary Smith stated she had several questions or comments about the ethical standards document, stating she did not think it went quite far enough in detailing what is required of Board and committee members and what is forbidden. Corporate Secretary Smith mentioned member information should never be taken out of the Clubhouse or disseminated in public, that includes Facebook. In addition, passwords and various pass downs of documents should be required. When committee or Board Members leave, the documents need to be transferred to the new committee and Board Members, and if all documents are not transferred, there should be a violation in place. Vice President Hurt clarified that during a committee or Board transition, the member leaving his/her position should sign a document stating the member will transfer all information to the next Board Member or committee member. Vice President Hurt believed that recognition of the transitioning process should be something that members agree to when taking on a Board or committee role. Elaine stated she would write some language regarding the transitioning of documents, passwords, etc., between committee and board members that would be agreeable to the Board.

In reference to the Procedures for Investigations of an Ethics Violation document, Vice President Hurt then asked what the term “negotiated settlement” referred to in the investigation of the process. Elaine said it meant mediating an issue so it would not go to civil court. Vice president Hurt stated that the previous January, there was a dismissal of an entire committee by the Board without any investigation. He asked whether this Procedures for Investigation of an Ethics Violation would address this kind of issue. Elaine clarified that if there is a complaint about any volunteer in Bayshore, the Procedures for Investigation

of an Ethics Violation would provide the framework to determine whether it would be appropriate to dismiss them. Vice President Hurt suggested to table the two approvals aside until the January meeting.

The Good Neighbor Committee submitted information that they would like added to the Policies & Procedures regarding the description of the Good Neighbor Committee. The Policies and Procedures Committee clarified the Governing documents and added that ideally the Good Neighbor Committee members would represent at least one full time resident and at least one short term rental owner. Director Bebek responded by saying she would like to see the first red lines taken out, because the Good Neighbor Committee was not to be focused solely on STRs; it was designed to be focused on everyone in the community. Director Bebek stated that no other committee has the requirement for having a full-time resident on the committee. Elaine wanted to make sure that all members of the community were represented. Director Bebek said that all members of the committee are represented; she just didn't like the language regarding full time rentals and STRs, as the focus is not on STRs, it's on all members. Elaine stated she would take the information back to the committee and discuss it. Elaine mentioned she doesn't make all the decisions for the committee; the committee works as a group. Elaine would also like to talk to Director Apel, liaison to the group, before she makes any changes.

Social Committee. Report Submitted. Chair Roger Smith Roger started by mentioning the Halloween Party was held on October 30, 2021 and was a great success. The Committee decorated the entire room upstairs and over 30 members attended. Most of those individuals were relatively new members and everyone had a great time getting to know one another. The Committee also had a rock painting activity on Monday night, November 8th that was presented by Social Committee Member Babe Hamilton Tim Brubaker and Roger participated with a several other new members; all had a lot of fun. The Committee will try another rock painting activity next January or so. Currently, the Committee is sponsoring a food drive for Food Share of Lincoln County. There are containers upstairs in the Clubhouse and downstairs in the office. The Committee requested that members please bring some nonperishable food items. The Committee will take all food items to the Food Share in Newport. The Committee is also sponsoring a Christmas Bazaar and Bake Sale on Saturday, December 4th from 9-5. There are at least 23 Bayshore artisans signed up to participate. This event is open to the public. Members can donate a baked item for the event. Those items should be brought to the Clubhouse on December 3rd between 5-8 pm or before 9 am on Saturday. The Holiday Party will be held on Saturday, December 11 from 5:30 to 9:00 PM. The Social Committee will provide turkey, mashed potatoes, gravy, and stuffing. Members should RSVP for the Holiday Party at social.bayshorebeach@gmail.com. The Committee is still working on a New Year's Eve event. Unfortunately, Mark Mugnai stepped down as the Social Committee Liaison, so a new liaison is needed.

Motion. Director Bebek moved and it was seconded by Director Mugnai to make Corporate Secretary Smith the Liaison for the Social Committee. As there were no objections, the Motion passed unanimously.

Communications. No Report Submitted. Corporate Secretary Smith mentioned the Committee has been quiet. Director Apel is serving as Interim Editor of the *Breeze* and stated she thought he is doing a phenomenal job. Corporate Secretary Smith enjoys serving as Webmaster.

Good Neighbor Committee. Report Submitted. Director Bebek stepped down as the Liaison for the Good Neighbor Committee and Director Mugnai agreed to take over as the liaison for the Good Neighbor Committee.

Motion. Director Bebek moved and it was seconded by Corporate Secretary Smith to make Director Mugnai the Liaison for the Good Neighbor Committee. As there were no objections, the Motion passed unanimously.

Vice President Hurt then thanked Director Mugnai for stepping up.

Finance/Budget. Nothing to report.

Canal Committee. President Nightingale stated that he would like to add Karin Couch to the Canal Committee.

Motion. President Nightingale moved and it was seconded by Director Mugnai that Karin Couch be appointed to the Canal Committee. As there were no objections, the Motion passed unanimously.

Elaine Ferguson mentioned members of the Policies and Procedures Committee had a discussion at their last meeting. The members agreed that one did not need to live on the canal to be on the Canal Committee because the drainage goes clear up past Mackey and drains to the area of the playground. Elaine suggested opening up the availability to join the Canal Committee to all members in good standing. President Nightingale mentioned he had not had any member to ask to join the Committee, but when someone does, he will take a look into the availability to join the Canal Committee.

UNFINISHED BUSINESS:

Accessibility Task Force/Beach Access.

Terry Thissell of CT Thissell Inc., prepared a bid for Bayshore for the removal/levelling of sand at beach accesses 67B, 67C and 67D. The estimate is between \$5,000 to \$7,500; the dollar range is related to the fact that until the job is started and is working with the State Parks personnel, he would not know where to move the sand. Depending on where the sand needs to be moved, the potential cost will vary. The Board already has paid for the survey and the permit needed for the project, so Terry Thissell's work will be the last step in the project.

Motion. Corporate Secretary Smith moved and it was seconded by Director Gardner to approve the bid of Terry Thissell, the \$5,000 to \$7,500, to begin the work as specified in the bid for the three different beach accesses 67B, 67C and 67D. As there were no objections, the Motion passed unanimously.

Mary Lou Morris, Chair of the Budget and Finance Committees, then asked Vice President Hurt whether the Board needed to verify or specify from where the funds would be drawn to pay for the work, due to the large amount of money involved. Both Corporate Secretary Smith and Director Gardner said it would come from the Contingency Fund. Director Gardner also mentioned there was money left in the 2021 Operating Fund, if there is not enough money in the Contingency Fund. Mary Lou Morris then suggested the Board specify from which Fund the money will come from.

Motion. Corporate Secretary Smith moved and Director Gardner seconded to state in the minutes that the funds to cover the Terry Thissell bid will either come from the Contingency Fund or the 2021 Operating Fund. As there were no objections, the Motion passed unanimously.

Director Gardner suggested looking into grants to fund an accessible beach access and a lift for the swimming pool. She stated that Bayshore may be able to receive a grant that would help with costs for these projects. Vice President Hurt commented that Bayshore would need to authorize someone to apply for grants for these types of items, and he didn't know whether Bayshore was ready to take such an action relatively soon. The November report from the Accessibility Task Force had comments about an ADA compliant beach access boardwalk for individuals with mobility challenges, so the possibility of grant funding appears to be on their agenda.

C&R Compliance Manager

The Board decided to keep the topic of hiring a compliance manager under unfinished business. A discussion occurred as to whether hiring such an individual was the direction that the Board wants to continue working towards.

Corporate Secretary Smith stated she was not against having a compliance manager, but she would not support having someone who would drive around Bayshore looking for problems, e.g., searching for a case where the fence was too high, etc. Director Gardner liked the idea of having a mediator but wonders if it would really alleviate pressure on the Planning Committee. She stated that members should try to talk to their neighbor first.

Several comments were then taken from members present at the meeting regarding this subject.

Ray Gamel asked how the Board viewed the function of the position. Would the compliance manager be an arbitrator? A negotiator? An Intermediary between parties? Vice President Hurt thanked Ray for his comment.

Norman Fernandez commented that it seemed to him that the jobs duties and responsibilities of the Planning Committee were being diluted. He expressed that if the Planning Committee makes a decision, then it should take the heat, as in the past, and also try to negotiate a settlement that's workable by the two parties and the Planning Committee. He disagreed with the idea of hiring a compliance manager.

Mary Lou Morris reported her thought that if the Board was going to pursue having an individual hired specifically as a compliance manager that the Board would need to read the C&R's. The C&R's are very specific about the Planning Committee and what the Planning Committee's responsibilities are. She also stated that the Board would need to look at the Violation and Fine system because that document is very clear as what is to take place when there is a violation.

Vice President Hurt mentioned that Board needs to look at existing documents to make sure any action the Board takes lines up with what our Governing Documents outline.

Dwayne Hayden agreed with Corporate Secretary Smith. He didn't think a Compliance Officer was the answer. He stated that first, the Board needed to look at the cost for such a position: the need for a

truck, the hired individual, etc. He believed hiring an individual who would drive around Bayshore looking for violations would create problems, the largest of which would be liability.

NEW BUSINESS:

Theft/Vandalism of Road District Signs. Vice President Hurt said that signs have been destroyed and a stop sign had been stolen. The latter had to be replaced immediately. During the time the stop sign was gone, there could have been dire consequences. For example, guests who are not familiar with the area might drive through an intersection and not stop if a stop sign was missing. Vice President Hurt suggested all members be vigilant. If a member sees something destroyed or stolen, or in the process of being destroyed or stolen, the member should attempt to take a picture to pass on to the Lincoln County Sheriff Department.

Resignation of Director Bebek. Director Bebek gave her formal resignation and stated that she would be stepping down from the Board at the end of this November Board Meeting as her house sale would be finalized in December. Director Bebek then received applause and lots of thank you for her service.

Vice President Hurt stated the Board is in compliance with Bayshore's Founding Documents with seven members. The Board will need to discuss how or whether they will fill Director Bebek's seat before the May election.

Executive Session. No Session

Member Comments:

Rebecca Hayden would like to see an arbitrator on the Planning Committee because she has seen people abuse their position on the Planning Committee and make people angry in the neighborhood. She stated it was great the Planning Committee takes complaints on, but there should be a mediator that works with the Planning Committee and the person in violation. Corporate Secretary Smith questioned when this should take place. Rebecca said this type of mediation has happened in the past. She has been a Bayshore member for 20 years and would like to see disagreements and violations resolved in a nice manner, not in a letter telling the people they have so many days to resolve an issue or have a large fine placed against them. She expressed that should be the last resort. Vice President Hurt said it was the last resort.

Moses Nijmeh suggested having an individual knowledgeable with trees serve on the Planning Committee, so that individual would know how important it is to trim trees. Some tree branches could harm the roof of the house for example. We want to keep the neighbors happy. He suggests a mediator.

Ray Gamel stated the Planning Committee sometimes seems to be the catch all for everything. He jokingly suggested changing the name to the All-Purpose Committee.

Corporate Secretary Smith stated one reason Bayshore created the Good Neighbor Committee was to help settle issues while they were still small issues.

Rebecca Hayden stated the Planning Committee didn't have time to take on such complaints.

Vice President Hurt ended the discussion saying maybe Bayshore is at a place to have two different committees and that the Board may need to discuss the idea further.

Vice President Hurt gave words of encouragement to all by saying he had a couple contacts with members recently, one about a tree issue and another about a visibility issue due to brush growing up to the street. In both situations, the members were wonderful about working out a solution. Thus, he stated that not all issues turn to big problems but that, unfortunately, some do.

Rebecca Hayden stated that Bayshore had a lighting problem. She felt that at night it was so black out that it could be dangerous. She mentioned there was lighting that can be added to Bayshore. Roger Smith stated it would be discussed at the Safety Committee.

Karin Couch said there is one light on Canal Street. She reported she had one street light on the end of her driveway but that it was taken out two years ago. She mentioned a member can have a light put in their yard and it would cost the member \$18.00 per month.

Norman Fernandez said the Board voted to take the lights out previously. Each time lights are put in, there is a fee for installation, and the cost to run those lights is roughly about \$18,000 a year.

Vice President Hurt reminded everyone to take down their signs dealing with the most recent election.

Motion. Director Bebek made a motion to adjourn the meeting. It was seconded by everyone else.

Adjournment. The meeting was adjourned at 2:50 pm.

Minutes prepared by Kathy Drossel, Office Specialist, reviewed by Corporate Secretary Jacque Smith