

BAYSHORE BEACH CLUB, INC.
BOARD OF DIRECTORS MEETING
Saturday, January 22, 2022

MEETING HELD VIA ZOOM

In Attendance

Kenn Apel, Director	Division 1
Steve Sager, Director	Division 3
Jacque Smith, Corp. Secy	Division 3
Tom Hurt, Vice President	Division 4
Mark Mugnai, Director	Division 6
William Nightingale, President	Division 7

Absent:

Carolyn Gardner, Director	Division 5
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The Board of Directors' meeting was held via Zoom. Corporate Secretary Smith determined that a quorum was present. The Board of Directors' meeting was called to order by President Nightingale at 1:00 pm.

President Nightingale apologized and thanked the members for their understanding when the Board felt it necessary to reschedule the January Board Meeting. The Board rescheduled the meeting seven (7) days from January 15, 2022; it was held on January 22, 2022.

Approval of Minutes

It was asked if there were any changes before accepting the Minutes of the Board of Directors' Meeting of November 20, 2021. Director Apel mentioned that there was a slight error in the minutes from November. Under Unfinished Business, the heading titled: Accessibility Task Force/Beach Access, should have been changed to Beach Access. The heading spoke of two different projects/items and what was discussed during the November meeting was the Beach Access project only, not the Accessibility Task Force project.

Motion: Director Apel moved, and it was seconded by Vice President Hurt, to change the heading under Unfinished Business to read "Beach Access". As there were no objections, the motion passed unanimously.

REPORTS:

Financials: No Report: The January report will be made available when Director Gardner returns in February. The report for November had been disseminated. The Finance Committee does not have a December report.

Planning Committee: Report Submitted. Vice President Hurt re-submitted the Planning Committee report with a new date in the title line. The report was dated December 15th and should have been dated January 15th, so the date was corrected in the permanent record. All else in the report was status-quo.

Long-Range Reserve & Physical Assets. Report submitted. Director Apel thanked Craig Jacobs for heading up the Committee. Director Apel spoke on behalf of the Long-Range Reserve & Physical Assets Committee.

Director Apel stated that two separate reports were submitted: 1) Committee recommendations for the 2022 budget, and 2) Facilities Manager request items. Director Apel asked for the Board to treat the reports separately; and 2) Facilities Manager requested items. Director Apel stated that the Committee recommendations for the 2022 budget should be forwarded to the Budget Committee with their determination of what items should be included in the Budget. Director Apel mentioned that a good number of the recommendations were based on member feedback from Surveys and Fireside Chats,.

Motion: Director Apel moved, and it was seconded by Vice President Hurt, to forward the Long-Range Reserve & Physical Assets Committee's recommendations for 2022 to the Budget Committee for referral. The Budget Committee would then decide what items would be included when sending the Budget Committee's report to the Board for determination. As there were no objections, the motion passed unanimously.

Corporate Secretary Smith noted, and thought it was necessary for the Members to know, that the Budget Committee's recommendations for 2022 is a working document and might periodically change due to Bayshore's needs at that time.

Director Apel then mentioned that the second part of the report 2) Facilities Manager requested items, should be put on hold until the Board gathers more information.

Motion: Director Apel moved, and was seconded by Vice President Hurt, to put on hold the requests of the Facilities Manager until the Board can gather more information. As there were no objections, the motion passed unanimously.

Facilities. No Report. Facilities Manager Tunison was not present. Due to the personal nature of Facilities Manager Tunison's absence, Facilities Manager Tunison personally sent an email to the Members addressing his current situation. In the meantime, during Facilities Manager Tunison's absence, the Board temporarily hired a current employee, who helped with Bayshore's pool last year, to take care of the facilities responsibilities in the Clubhouse. This is a temporary position until Facilities Manager Tunison is able to return to work.

Safety Committee. Report Submitted. Director Sager thanked Karen Fitzgerald, the Safety Committee Chair, for doing a lot of work on cleaning up the cache area making it useful. Director Sager suggested that if members hadn't seen the cache recently, the members should go by and check it out. President Nightingale thanked the Safety Committee for all the hard work and mentioned the cache is looking a lot better.

Policies and Procedures Committee. Report Submitted. Chair, Elaine Ferguson first asked if there were any questions regarding the two-part report.

Vice President Hurt mentioned that there were a couple items the Planning Committee would like to have from Chair Ferguson before summer regarding the parking lot and the sign. Chair Ferguson then mentioned the P&P Committee would discuss and make recommendations about the sign fines and definition of RVs by the next BOD meeting.

Chair Ferguson then mentioned that the committee determined that the information on transitions (when a board member leaves from the board) was best placed under “The Duties & Responsibilities of the Board of Directors” section of the Policies and Procedures document. President Nightingale mentioned that a member’s attorney had some questions regarding the Ethics Statement. President Nightingale wanted the opportunity for the Policy & Procedures Committee to take a look at those questions to see how they could be addressed before the ethics procedure document was passed. Chair Ferguson stated that she could address the attorney’s questions at the current Board meeting, as she knew what the questions were and felt some of the questions were minor. She also mentioned that the attorney’s questions were already answered within the document.

Corporate Secretary Smith mentioned that she still had a couple major concerns about moving the information on board transitions to the Duties & Responsibilities of the Board section. Corporate Secretary Smith’s concern was for Committee members, and issue of releasing member or confidential information. She believed that information needed to be addressed in the document. Corporate Secretary Smith mentioned there still was no language about releasing or returning materials or passwords, and that such a situation had cost Bayshore money this past year. Corporate Secretary Smith felt the wording should be in a signed form and not just in a paragraph in a document. President Nightingale stated that a simple solution would be to add the word ‘password’ to the transition information to read “transition the files and passwords”.

Corporate Secretary Smith mentioned that if the transitional information “files and passwords” was not in the ethical procedures, Bayshore could not hold anyone accountable, because they hadn’t been officially notified and hadn’t signed a form. Thus, Bayshore has no recourse. Corporate Secretary Smith suggested adding to the Ethical Statement in #4: “Board of Directors and Committee Members will not disseminate confidential and Member information”.

President Nightingale then questioned the investigation information regarding an ethical violation. President Nightingale asked, “Does the complainant have to participate in the investigation?” President Nightingale noted that in his past work as a law enforcement officer, if the complainant did not want to participate in the criminal investigation, then the complaint could not proceed forward to the District Attorney. President Nightingale stated that complainant participation also should be written in the statement so that if an ethical violation occurred and an investigation had started, then the complainant would have to participate in the investigation. President Nightingale suggested that Chair Ferguson look at Lincoln County’s complaint forms and determine whether Bayshore could develop a form for Bayshore’s ethics violations that included language requiring the complainant to participate in the investigation.

Vice President Hurt then suggested that in the ethics violation procedural document, under the Preliminary Review Phase, Number 1, the individual who would serve as the lead investigator should identify as the actionable person then referenced as such throughout the rest of the document. President Nightingale suggested the terminology to use to refer to that individual could be “The Investigator”, and then that term used for the remainder of the document.

Corporate Secretary Smith mentioned that, in Paragraph 1 of the Preliminary Review, the Board had two business days, after receiving the complaint, to notify the person who was the subject of the complaint.

Corporate Secretary Smith felt it was too short of a time period, particularly given Bayshore’s office is open from 11-3, and that the deadline should be seven (7) business days. Corporate Secretary Smith then mentioned there was no law under HOA’s to have a requirement for two (2) days. President Nightingale suggested Bayshore change the number of days to five (5) business days, due to the fact Bayshore was not looking at this as a criminal case (per the Oregon statue on which the document was based). Instead, Bayshore is viewing the violation as HOA. President Nightingale suggested tabling a motion on the procedure changes until February in order to get the suggested changes made, and to develop a form as to how Bayshore is going to accept the information regarding an ethical violation.

Motion: Director Apel moved and Vice President Hurt seconded to modify the Ethical Standards for Board of Directors and Committee Members to add language to Number 4 that states, Board Members and Committee Members will not disseminate confidential and member information. A vote was taken and the motion passed 4-2.

Vote:

Apel	Yes	Gardner	N/A
Sager	Yes	Mugnai	No
Smith	No	Nightingale	Yes
Hurt	Yes		

Motion passed 4-2

Motion: Vice President Hurt moved and Director Apel seconded to modify the language in the Policy & Procedures under 10.e of the “Duties and Responsibilities of Individual Board Members” to read: transferring files and passwords. As there were no objections, the motion passed unanimously.

President Nightingale then pressed forward discussing the information regarding the proposed election committee. Chair Ferguson then introduced Debbie White, who had spearheaded the development of election committee document.

President Nightingale asked Debbie White about the appointment process, and whether the Nominating Committee was selected the Election Committee, or whether the Board did so. Debbie answered that both committees were appointed by the Board, saying the Nominating Committee would be the same as it had been in the past. The Election Committee also would be a short-term volunteer opportunity—April to May, unless there is an appeal. Debbie also stated that nominations committee was concluded once nominations were completed. The Election Committee would deal with election process. Once an election was finalized and sent over to the Board, then the Election Committee’s task would be completed, unless an appeal regarding the election was filed.

Debbie White mentioned that when a member turns in a ballot, that person can still vote during the Member Meeting if s/he held a proxy from another member(s), and people are going to need some sort of a card to hold up. If you have been given a proxy to vote, then those get turned in at the end of the nomination.

Director Apel clarified that the Election Committee is about electing new Board Members. The language for that committee does not include language about voting on motions potentially made during the May

Members Meeting. Director Apel stated that a motion could be made during the Member meeting just as it could be made during a special meeting to change the Bylaws. Director Apel suggested that Bayshore should separate the Election Committee that handles the election, and if the community wanted to set some guidelines on who could vote on motions. These guidelines would be separate from the duties of the election committee. President Nightingale agreed.

Vice President Hurt asked what the difference was between closing no later than April 1, and 4 pm the Friday before the April Board Meeting. Debbie answered stating that April 1st is when Bayshore will receive the information from the Nominating Committee and that date would give the Nominating Committee a chance to gather all the necessary information and ready it for the Board. Vice President Hurt suggested the nominations deadline should be 3:00 per the office hours. Corporate Secretary Smith suggested to close nominations by 12:00 pm.

Debbie mentioned that Nominations cannot be closed in April due to the floor nominations and mentioned that nominations are closed at the May Board Meeting, regardless if there are nominations from the floor.

President Nightingale stated Bayshore should have a closing date for nominations, but should have it written that a member can be nominated as a write in candidate the day of the election. That language would not preclude nomination of a possible write-in candidate the day of the election.

Vice President Hurt suggested Bayshore place a statement that all nominations that would be submitted to the ballot need to be in by a certain date, and anything received after that date would be considered nominations from the floor. Director Apel mentioned that any voting on or after April 1st is considered the same as nominations from the floor.

President Nightingale stated Bayshore needed to change the document sometime this year as it is confusing and should read something akin to: "up until the day of, Bayshore will take write in candidates, or the week of, Bayshore will take in write in candidates". Doing so, Bayshore would have time to get the verification to people, and it would take away the confusion. Debbie then mentioned that the only way Bayshore can take away the nominations from the floor is to change the Bylaws. President Nightingale said this might be something to look at in the future.

Corporate Secretary Smith had one last observation: Paragraph 2 under Election Committee it reads that at least four but no more than six members shall be approved to serve on the election committee. Corporate Secretary Smith then asked If the Election Committee had only three (3) members, that meant Bayshore would not have a valid Election Committee and could not have an election. Debbie responded that the reason she chose (4) members was it was an even number, and Bayshore would have two people watching and two counting the ballots. Vice President Hurt suggested having an alternate or two that would be already in place so Bayshore would have enough people to be a valid election.

President Nightingale stated Bayshore needed to have the Nominating Committee in place by Bayshore's February Board Meeting. The changes to the Election Committee document could be voted and approved at the beginning of the board meeting in February. Then final decision was for the Policies & Procedures committee to have the suggested added language put into the Nominations Committee document and brought back to the Board at February meeting for approval.

The next two documents from the Policies & Procedures committee dealt with the M1 Membership Cards and Club Privileges document and Pool and Game Room Privileges document.

The Policies & Procedures made changes to the following documents:

Membership Cards and Club Privileges document: Added Friends to read “Family & Friends,” replace “Office Manager” with “Office Staff, and include “Can have up to 8 family or friends.”

Pool and Game Room Privileges document: Added the word “Clubhouse.”

Motion: Director Hurt moved and was seconded by Director Apel to adopt the changes for the M1 Membership Cards and Club Privileges document and the Pool and Game Room Privileges document. Vote was taken, Motion passed 4-2.

Vote:

Apel	Yes	Gardner	N/A
Sager	No	Mugnai	Yes
Smith	No	Nightingale	Yes
Hurt	Yes		

Motion passed 4 – 2

The next item from the Policies and Procedures was Clubhouse Rental. The Clubhouse Rental Policy for Member Private Use document was changed to show hourly rates and not half day or full day rates. Under #4, the committee added wording: “If heavy damage occurs during the event, the member will be charged for repairs. To receive refund of deposit, Member must meet with Facilities Manager to walk through and inspect the building within 48 hours after the event.” Chair Ferguson added #12 to state: “All participants must follow current state and local health and safety protocols during the event.”

Changes to the Bayshore Beach Clubhouse Member Rental Agreement also were made by adding the total amounts due for section on the right side of the form and changing the wording “if alcohol is to be sold” to “if alcohol is consumed”. Chair Ferguson stated the Policies and Procedures committee will add state mandates for Lincoln County health authority as part of the language re: following state and local safety protocols.

The Bayshore Beach Club Rental Check Off List was created by the Policy & Procedures Committee to ensure all information needed by the renter was contained on one form.

Motion: Director Apel moved and it was seconded by Vice President Hurt to accept the changes to the Bayshore Beach Clubhouse Member Rental Agreement with the exception of changing the word ‘sold’ to ‘served’; and to include the current Lincoln County health mandates. Vote was taken. Motion passed 5 – 1.

Vote:

Apel	Yes	Gardner	N/A
Sager	Yes	Mugnai	Yes
Smith	No	Nightingale	Yes
Hurt	Yes		

Motion passed 5 - 1

Motion: Director Apel moved and it was seconded by Vice President Hurt to accept the changes to document “Clubhouse Rental Policy for Member Private Use” with the addition of Lincoln County current health mandates. As there were no objections, the motion passed unanimously.

Motion: Director Apel moved and it was seconded by Vice President Hurt to accept the Bayshore Beach Club Rental Check off List document. As there were no objections, the motion passed unanimously.

Communication Committee. No Report Submitted.

Social Committee. Report Submitted. Chair Roger Smith mentioned the committee should be able to initiate some social gatherings in February. He also stated that the Social Committee raised over 400 pounds of food for the food drive. Chair Smith thanked the members for their food contributions.

Good Neighbor Committee. Report Submitted. Erin Allman stepped down as Chair.

Finance/Budget. No Report Submitted

Sand Lobby. No Report Submitted.

Canal. No Report Submitted. President Nightingale mentioned that there were two members who would like to join the Canal Committee with Karin Couch as Chair. President Nightingale first nominated Rick Outzen to join the Canal Committee and a vote was taken. As there were no objections, the motion passed unanimously.

Motion: President Nightingale then nominated member Rebecca Moore to join the Canal Committee. As there were no objections, the motion passed unanimously.

President Nightingale mentioned that the Canal Committee needs to start from the beginning. President Nightingale spoke with the Army Corps of Engineers, and it was mentioned that because nothing had been done in the last 5 years regarding the Canal, that Bayshore would have to completely start over.

President Nightingale would like to add the Canal topic to the Long- Range Planning Committee.

UNFINISHED BUSINESS:

Accessibility Task Force: Director Apel stated that due to Covid, the Task Force was holding off from proceeding with its work. Regarding the beach access project, Corporate Secretary Smith noted that cost was \$5,500 instead of the possible \$7,500 projected for the project.

NEW BUSINESS:

Ratification of Holiday Email Vote: Corporate Secretary Smith noted that Bayshore decided to give out \$150.00 for each Bayshore office staff member, and \$300.00 to Bayshore’s Facility Manager. The vote was 5 – 2, so the motion passed via an email vote.

Ratification of Mediation Email Vote: The question was whether to proceed with state mandated mediation in a particular court case. The vote was 6 -0 with President Nightingale abstaining.

QuickBooks/Intuit Administration: The Bayshore office is unable to utilize QuickBooks/Intuit on-line. Bayshore uses QuickBooks/Intuit for Payroll and other Bookkeeping, so for the purpose of QuickBooks/Intuit, the primary contact for Quickbooks/Intuit administration will be Vicki Cabral.

Motion: Corporate Secretary Smith moved and it was seconded by Director Hurt to make Vicki Cabral the QuickBooks/Intuit program administrator. As there were no objections, the motion passed unanimously.

Starlings: Director Apel mentioned that Bayshore Community has a potential problem with starlings. Starlings are an invasive species. Director Apel mentioned that there are a number of ways to help reduce their invasiveness by our members and Director Apel noted he will write an article in the Breeze in February, so that Members can be informed of how they can do their part.

MEMBERS COMMENTS:

Elaine Ferguson suggested that the Board consider hiring a house keeping crew to come through the clubhouse on a regular basis, to deep clean the clubhouse, bathrooms, and windows.

Dwayne Hayden thanked the Board for the Policy & Procedure forms sent out early to the members who then were able to look at them before they were approved. He had a question regarding the election and wanted to know how many seats would be open. President Nightingale stated that 4 positions would be open. Corporate Secretary Smith stated that according Bayshore's Bylaws, Bayshore would need to fill the entire slate of positions, if possible. Dwayne commented that the election will be scrutinized, including the nominating committee.

Executive Session.

President Nightingale stated the Board would enter an executive session and that he would only be in the Session for one of the topics. After that topic was discussed, he would exit the Executive Session. Vice President Hurt then would finish the second topic in the Executive Session and then return to close the meeting.

Motion: Director Apel moved and was seconded by Vice President Hurt that the Board move into Executive Session. The Executive Session lasted 10 minutes.

Upon returning to the Board meeting, Vice President Hurt mentioned that topics discussed in the Executive Session were about personnel and legal issues. These items were discussion only; no voting was done and no motions were taken.

Corporate Secretary Smith then announced that she would be resigning from the Board after this Board Meeting of January 2022, due to health reasons.

Vice President Hurt then thanked Corporate Secretary Smith for her time of service on the Board. He stated that Corporate Secretary Smith had done a great job and her participation and leadership would be missed.

Motion: Director Apel moved and Director Mugnai seconded to adjourn the meeting.

Adjournment. The meeting was adjourned at 3:30 pm.

Minutes prepared by Kathleen Drossel, Bayshore's Office Specialist

F U N D A M E N T A L