

BAYSHORE BEACH CLUB, INC.
ANNUAL MEMBERSHIP MEETING
Saturday, May 21, 2022

In Attendance

Kenn Apel, Corporate Secretary	Division 1
Tom Hurt, Vice President	Division 4
Steve Sager, Director	Division 3
Carolyn Gardner, Director	Division 5

Vice President Hurt welcomed everyone to the hybrid Clubhouse and Zoom Annual Members meeting and determined that a quorum was present with 67 members. The Annual Meeting was called to order by Vice President Hurt at 1:09 pm.

A. Roles and Responsibilities: Vice President Hurt:

- a. Thanked John Gardner for serving as the Parliamentarian for the meeting.
- b. Explained that Robert's Rules was being used to ensure a sense of order, well-managed and respectful debates, and keep a focus of moving the meeting along.
- c. Asked all in attendance to be respectful to all throughout the meeting. He stated that no blatant disrespect would be tolerated. He urged members to consider what is best for the community not just oneself.
- d. Thanked the Nominations committee for their work already completed and for the possibility that they might need to help again should a nomination be raised from the floor.
- e. Thanked the election committee that worked many hours and were focused on ensuring the election went smoothly and in a fair manner.
- f. Explained how voting would occur for a Bylaws change proposal and for other potential motions from the floor. He reiterated that there was one vote per property for any motion that was made that day. He discussed that the Board had received confirmation of that rule from Bayshore's attorney. A summary of the attorney's response was: "You have asked whether each member attending in person at the annual meeting may vote, even in the situation where two or more members own a single lot. Members are owners of lots and many lots are owned by spouses or tenants in common. Regardless of any conflicting interpretation, your governing documents are clear that only one vote per lot may be cast, despite more than one member owning a lot" (Thomas M. Johnson, Vial Fotheringham, May 10, 2022).
- g. Explained the process for how nominations from the floor would occur.
- h. Explained the process for the opening of remaining blue envelopes containing ballots.
- i. Explained how the new Board members would take their place on the Board and a) determine who would serve as officers and b) make a determination for the dues for the next fiscal year.

B. Consideration of Bylaws Change Proposal:

- a. Vice President Hurt stated that the proposed Bylaws change was written to allow (vs require) the Board to hire a management company to play an initial role for handling items that came to the Planning Committee. He also stated that a 2/3 majority of votes of members in attendance or by proxy was required for a change. The proposed change was (see underlined language representing the proposed change in language):

Section 5. To appoint an Architectural, Planning and Zoning Committee, to be known as the “Planning Committee”, of not less than three (3) nor more than five (5) members, for the purpose of carrying out and enforcing the covenants, restrictions, terms and conditions of the various Declarations of Covenants and Restrictions, and any amendments, as have been placed of record affecting Bayshore Divisions 1 through 7, inclusive, and particularly the provisions of Article I; Sections 1—16, inclusive, of Article II; Section 3, Article III; and Section 3, Article V, of said Declaration. A management organization may be hired by the Board of Directors to conduct all reviews and investigations submitted to the Planning Committee and make its recommendation for the handling of the requests/complaints to the Planning Committee. Based on the recommendations of the management organization, the Planning Committee will make a final decision.

- b. A motion was made by member Elaine Ferguson to supplement the proposed Bylaws change with a proposed Bylaws Task Force. After a number of member comments and iterations to the motion and discussions re: support for the substitute motion, a vote was taken to accept the new motion. The motion passed by simple majority. The exact wording of the motion was:
- i. I move to substitute the current motion, the proposed Bylaws change, with the creation of a taskforce charged with taking the upcoming year to research and update Bayshore’s Bylaws. The composition of this taskforce would include the current Policies and Procedures committee along with 5 other members with no more than two members from any given division or the BOD. The task of this group should include, but not be limited to...
1. Reviewing Oregon regulations
 2. Evaluating current Bylaws and determining sections need to be brought up to date
 3. Gain member input through in-person and Zoom meetings through the year
 4. Provide periodic reports to members and the BOD
 5. Provide a final report with recommendations given to the BOD and the membership at the Annual Member Meeting in 2023 to allow for questions and discussions

C. Proposed 2022-2023 Budget:

- a. A copy of the proposed budget, as recommended by the Budget Committee, was provide to those in attendance. Vice President Hurt reminded members that the proposed budget would be approved or not approved at the June 18th meeting. Member Bill Uhlman, representing that committee, was present to provide answers to questions some members might have. Because of increased costs for salaries, payroll taxes, utilities, insurance payments, etc., as well as the capital projects recommendations, the committee was

- recommending a dues increase of \$10 for the coming fiscal year. He reviewed the history of dues charges over the last several years. Member Uhlman also stated that increase of dues would result in an increase in the budget income of \$10,870 which would not cover all of the expenses for projects that needed to be taken care of. The entire amount of revenue reserve funds to tap into to cover all projects would be \$58,430.
- b. Vice President Hurt mentioned that Bayshore wanted to “take care of its house” so that costs were not higher in future years. He also stated that members could contact the Budget Committee later with comments. There were several member comments:
 - i. Member Ray Gamel stated there was not enough time for members to read the budget and make comments. Vice President Hurt reminded members that the draft budget had been shared at the previous Board meeting and that members had a month from the current meeting until the June Board meeting (June 18, 2022) to provide feedback to the Board or the Budget Committee. He stated that, at the June 18th meeting, the Board would make a decision on the budget for the upcoming fiscal year.
 - ii. A member asked where in the proposed budget was the payout for the Nightingale case. Director Carolyn Gardner reported that the costs were associated with the current budget.
 - iii. A member asked about getting rid of some of Bayshore’s facilities (e.g., the tennis court). Corporate Secretary Apel referred to the survey conducted the past Fall, where the majority of respondents did not request removing the tennis court but did request it be turned into pickle ball courts. Member Rebecca Hayden asked that the Board ensure all or most members receive information re: future surveys.
 - iv. A member asked whether there was another document that detailed the capital improvement projects. Member Uhlman said the information was presented in a report from the Long Range/Physical Assets report previously. The document will be sent out with other documents for the June 18th Board meeting.
 - v. A member asked about pool passes. She wondered whether special insurance coverage for non-members using the pool was needed. Vice President Hurt stated he did not have the answer for that question. The same member asked about RV permits, stating she did not think anyone was allowed to have RVs in Bayshore. Vice President Hurt replied that members may apply for a permit to have an RV on their site overnight for up to five days packing and unpacking materials. The cost of the permit is \$25. As currently structured, non-members cannot have an RV overnight.

MEMBERS COMMENTS:

- a. A member talked about a trip hazard by the door. Several members went to look how to fix the hazard.
- b. Carrie Davis, chair of the election committee, thanked Director Apel for his time with the committee.
- c. Member Rebecca Hayden stated that the Board should seek legal advice regarding its status as a 501 (c)(4) and the consequences for use of its facilities by the general public.

- d. A member wanted to know more about the \$5K Bayshore paid out for the Nightingale case. Specifically, she wanted to know where that amount fell into the budget. Director Gardner stated it fell under legal fees and that it was in the current year's budget.
- e. Member Bernadette Williams had a question about the voting process for Bylaws changes, asking that, in the future, members be contacted by mail with any proposed Bylaws change.
- a. Member Dwayne Hayden directed his comments to Director Gardner, stating that the membership had not been provided with enough information on the financial information. He felt if the membership was to receive more than a few line items each month, such as a Profit and Loss statement, that it would answer a lot of the questions that people were asking. Director Gardner replied she would send the March P&L report with comparison to the budget to him.
- b. Member Jeff McElhannon stated he didn't understand the rationale for settling the Nightingale case. He reported that settling the case had the implication that the Planning Committee at the time "had done something wrong." He stated that the Planning Committee, on which he was a member, did not do anything wrong. He argued that no one on the Board had asked the members on the Planning committee for information, that the payout was "twenty years of his HOA dues," and that the decision was setting a precedent. He reported he was not happy with the process.

Election of Board of Directors:

Ballots were counted by the election committee. The following members were elected as Directors:

Storr Nelson, Division 5
Kate Guptil, Division 1
Vivian Mills, Division 6
Michael Vest, Division 7
William Nightingale, Division 7

These newly-elected directors joined the following Directors already serving on the Board:

Kenn Apel, Division 1
Steve Sager, Division 3
Tom Hurt, Division 4
Carolyn Gardner, Division 5

The Membership Meeting then was turned over to the Board for a Board of Directors Organizational meeting.

Adjournment. Following the conclusion of the Board Organizational Meeting, the Membership Meeting was adjourned at 4:39 pm.

Minutes prepared by Kenn Apel, Board President.