

BAYSHORE BEACH CLUB, INC.

BOARD OF DIRECTORS MEETING

Saturday January 21, 2023

In Attendance

Kenn Apel, President	Division 1
Kate Guptill, Director	Division 1
Steve Sager, Director	Division 3
Tom Hurt, Vice President	Division 4
Carolyn Gardner, Corp Sec	Division 5
Storr Nelson, Director	Division 5
Vivian Mills, Director	Division 6
Michael Vest, Director	Division 7

Absent

William Nightingale, Director Division 7

President Apel welcomed everyone to the hybrid clubhouse and zoom meeting, and Corporate Secretary Gardner determined a quorum was present. The Board of Directors' Meeting was called to order by President Apel at 1:00 pm.

President Apel reminded the members that the BOD would take comments from the members at the end of the meeting, and only reports with action items would be discussed during the meeting as members received the reports previously via email.

President Apel asked if there were any changes before accepting the minutes of the Board of Director's meeting of November 19, 2022. No changes were requested.

Approval of November 2022 BOD Minutes

Motion: Director Mills moved and was seconded by Director Vest to approve the minutes of November 19, 2022. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

GOOD NEWS:

1. A big thank you to the Social Committee and the Artisans Group for putting on two wonderful and fun events, the Bazaar and the Holiday Party, both in December of 2022.
2. Great thanks to the members who have stepped up and helped the families of two members who had recent stays in the hospital.

REPORTS:

FINANCIALS: Report Submitted. No action item. Corporate Secretary Gardner noted that Bayshore has filed an extension for the tax year 2021/2022, and will work on the taxes next week.

FACILITIES: Report Submitted. Facilities Manager Tunison presented the following two action items, one that was not listed on the report:

1. Water leaks on walls under beams in clubhouse. Facility Manager Tunison discussed the water stains that appear on the clubhouse walls. Facility Manager Tunison mentioned he spoke with P&G roofing, the roofing company that replaced the Bayshore roof in 2018, regarding the water leaks, and they mentioned the cause could possibly be due to an overflow situation from recent -heavy rains. Facility Manager Tunison stated there was not a lot of damage, and he could put a metal can to trap the water during overflow situations.
2. Ballroom floor was resurfaced and refinished a few years ago. Facility Manager Tunison recommended to bypass this year and not get the service coat on the ballroom floor, as the floor still looks good. Director Vest made a comment that perhaps the floor still looked good due to non-use during the covid shutdown.

PLANNING COMMITTEE: Report Submitted. The Planning Committee would like to nominate member Mark Thompson.

Motion: Director Vest moved and was seconded by Corporate Secretary Gardner to appoint Mark Thompson to the Planning Committee. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

LONG-RANGE RESERVE/PHYSICAL ASSETS. No Report.

SAFETY COMMITTEE. Report Submitted.

POLICIES AND PROCEDURES COMMITTEE. Report Submitted. Chair Debbie White discussed two action items: 1) a revised rental form for the clubhouse and 2) a revised rental form for the backyard. Vice President Hurt mentioned the form should specifically state that the clubhouse is rented for \$25.00 an hour *only* if there are 16 or more people, otherwise the clubhouse rental is \$15.00 per hour for 15 or fewer people. President Apel noted the text should appear bold under the insurance section where it reads “the insurance form is only completed when alcohol is served”.

Motion: President Apel moved and was seconded by Director Mills to accept the two rental forms (clubhouse and backyard) with two minor revisions: 1) to bold the text that states “the insurance portion is filled out only if the event is serving alcohol”, and 2) add text “16 or more people” after the dollar amount of \$25.00 per hour. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

SOCIAL COMMITTEE: No Report.

COMMUNICATIONS COMMITTEE: Verbal Report. Two action items: 1) Director Mills offered to serve on the Communications committee. 2) President Apel relayed a few questions from Breeze editor Pam Sturgeon who inquired on what committees still needed volunteers. Committee liaisons replied: 1) Planning Committee; 2) Beach Access Task Force; 3) Communications; 4) Safety; and 5) Policies & Procedures. Breeze editor Pam Sturgeon also is looking for ideas for the Breeze, and is asking input from the Bayshore Artisan’s group, pictures from Bayshore photographers, and ideas from Bayshore’s gardeners, if possible. Please send any ideas for the Breeze to the Bayshore office, and the office will forward the ideas to the Breeze editor.

Motion: President Apel moved and was seconded by Vice President Hurt to appoint Director Mills as co liaison and member of the Communications committee. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

BUDGET/FINANCE: No Report.

CANAL: No Report.

TASK FORCES:

BEACH ACCESS TASK FORCE: No Report.

BYLAWS TASK FORCE: Report Submitted. Director Vest followed up on a motion that was presented last May 2022 during the members meeting, which was to hire an outside company to help with the complaint process and C&R violations. He asked Bylaws Task Force Chair Ferguson whether that would be addressed in the suggestions put forward in the Task Force. Chair Ferguson replied the reason for the motion in May was examine and recommend possible changes to the Bylaws; the motion passed in May of 2022 to establish the Task Force was a substitute to the proposed Bylaw change. Chair Ferguson stated if there was a potential change to the Bylaws, she would like it brought up at the next BOD meeting. Chair Ferguson also stated that the next Task Force meeting would be held Feb 2nd, and the committee would discuss holding a townhall meeting to discuss member concerns.

Motion: President Apel moved and was seconded by Corporate Secretary Gardner to accept all committee and task force reports for the Minutes. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

UNFINISHED BUSINESS:

1. **Summer Swimming Lessons:** To keep the non-profit tax code status at Bayshore, President Apel discussed in the November Board of Directors Meeting the idea of Bayshore offering free swimming lessons for two weeks this summer. Such lessons have been offered in the past.

Director Mills read the IRS clear definition of what a non-profit community means: “In order to maintain a non-profit status, a non-profit organization must not conduct activities directly or only for the Members. The non-profit organization must share the facilities and can charge for the enjoyment of the general public”. A community swim time for one hour a week is one potential way to meet the IRS requirement.

Motion: Director Mills moved and was seconded by Corporate Secretary Gardner to offer swimming lessons to the public to maintain the non-profit status with the IRS. Director Sager asked that, before the motion was voted on, that he be allowed to provide additional information.

2. **Instructor for Swimming Lessons:** After some research, Director Sager addressed the difficulty to find a swimming instructor in the Waldport area due to area and length of assignment. Two ideas mentioned: 1) Bayshore could place ad for an instructor and 2) a previous Bayshore pool attendant could take swim instructor classes. Director Sager mentioned that the cost to take instructor lessons is \$1500.00, and also may affect Bayshore’s insurance. In the following discussion, multiple directors suggested possible ways to address the IRS issue (e.g., basketball or tennis lessons, a CPR class). President Apel stated he would like to continue to discuss public activities as an agenda item during next month’s BOD meeting. Corporate Secretary Gardner thanked Director Sager for all his research in this matter.

Motion: Director Vest moved and was seconded by Director Mills to table the original motion re: summer swim lessons, to provide more time to look at other possibilities other than swimming lessons. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

3. **Update of Mackey Park:** Bayshore Artisan and member Paula Brubaker stated that Bayshore should receive the playground approximately February 20th. Member Brubaker also mentioned her husband, Member Tim Brubaker, ruptured both knee caps a week prior to the Board meeting, with a recovery of approximately six months. Member Paula Brubaker is seeking help with much work still needed to be done at Mackey Park, including two concrete pours and the set-up of the park gazebo. Director Apel suggested Member Paula Brubaker send information to the Breeze with pictures of the playground set to recruit volunteers to help with preparing for and installing the playground equipment. On another note, Member Paula Brubaker would like to name the backyard Park, Artisan’s Park.

4. **Update on Capital Project: ADA Compliant Remodel Plan for the Clubhouse:** Member John Gardner’s goal for the ADA compliant remodel plan is to make the Bayshore building more usable for the members of the community. In doing so, there are legal requirements which include the downstairs bathrooms and changing rooms. Any member of the club who is not able to use the facilities has a right to ask the BOD to make the facilities accessible. Two items discussed were: 1) accessible restrooms; and 2) the necessity of vertical transport of some kind, to move between the first floor to the second floor of the clubhouse.

The following is a short report from Member John Gardner: *“The committee, which consists of Jana Hanford, Lynda Apel, and John Gardner, met with architect Dietmar Goeble on Friday January 6. It was a good meeting. We discussed numerous alternatives and really only had in the end one choice. That one choice was to put in some sort of elevator, lift, or other between the two floors. Mr. Goeble is preparing an estimate which will include his charges and an estimate of the overall cost. When that estimate arrives, we will present it to the board for their consideration.”*

President Apel mentioned that the cost to pay an architect to develop a plan was budgeted for \$20,000; the Long Range Reserve and Physical Assets committee had estimated that \$125,000 would be needed to deal with the cost of renovation. That second estimate appears low.

Corporate Secretary Gardner mentioned that besides the need for an elevator, something should be done with the office door to make it more accessible and the ramp from the handicap parking spot in front of the clubhouse. Member John Gardner thanked the committee for all its work.

5. Appeal of BOD Fine: Director Vest discussed the member fine that was put on hold at the November Board meeting, The planning committee is pleased with the building plans the member has submitted and recommends putting the fine on hold until the committee has more finalized plans. This build also requires a height variance.

Vice President Hurt agreed to put the fine on hold another 90 days to process through Lincoln County. Corporate Secretary Gardner agreed.

Motion: Director Vest moved and was seconded by Director Mills to postpone and revisit the fine at the April BOD meeting. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

NEW BUSINESS:

1. Informational Items:

a. **HB2534:** Per the Bayshore attorney, the response to the House Bill 2534 regarding non-discriminatory language in Bayshore’s documents was filed on December 13th, 2022 with Lincoln County.

b. **Gravel Road Section: Corvette and Convoy:** President Apel read from a letter by the Seal Rock Water District re: the unpaved road at Corvette and Convoy. The initial plan was to pave the road a year ago. The paving was delayed. The Seal Rock Water District reported that current contractors are responding to “higher priority” projects, and at this time, it cannot let Bayshore know when the section will be paved.

c. **Attorney Communication and Swimming Pool Supervision:** In communication with Bayshore’s attorney, she stated that Bayshore should use language re: pool use to the need for adult supervision to children under 14 who cannot swim and non-swimmers. If a child is 14 and can swim, the child does not require supervision.

Director Sager asked what would a child do if he/she was 14 and a good swimmer but someone at the pool did not want kids in the area. President Apel responded stating this topic could be an agenda item for next month.

President Apel reminded members that if they want to talk about a specific issue, they are entitled to become an agenda item if they get the request in 10 days or earlier before the BOD meeting.

2. Member Agenda Items:

a. Kate Lansing: Sprinter Vans: Member Lansing discussed the need to change the language of Article II Subsection 10 of the Guidelines for Determination that was approved at the October BOD meeting. Member Lansing feels the change in the language to read “sprinter type vans are considered passenger vans unless they are for commercial use” is too broad of a description and members would take advantage of this by bringing in RVs to Bayshore. She stated that sprinter vans can be as large as 9 -10 feet tall and 22 feet long and a height and length restriction might be a good approach. She expressed that the current new language about sprinter vans would make these large vehicles over shadow 15 feet tall homes, block views of the ocean, and depreciate the value of properties. She stated there should be height restrictions on all vehicles, just as houses and boats have restrictions so why not these types of vehicles. The Policies and Procedures manual page 4, section A2 states the Guidelines for Determination must not conflict with the C&R’s, but are to provide a uniform interpretation. Member Lansing feels this new language conflicts with the uniformity of the two documents. She expressed that, if nothing else, the Guidelines for Determination should read sprinter type *passenger* vans. In closing, member Lansing respectfully asked the BOD to make a motion to table the language change. Member Lansing then thanked the BOD for their dedication.

Director Vest clarified that the Planning Committee made the language change in the Guidelines for Determination, not the C&Rs, and noted the Planning Committee tried to resolve this issue a year and a half ago, and failed. Director Vest brought the issue up again recently when a member complained about a sprinter van.

Member Lansing then stated Bayshore shouldn’t allow 12- to 13-foot sprinter vans. Director Vest commented that trucks with bed mounted campers can be 12 feet tall. Director Vest then stated only 2 members have complained, and 2 others had suggested to add size requirements and that is only 4 members out of 1,073 lots.

Director Vest suggested to Member Lansing that a continued discussion on this topic could be held during the Planning Committee meeting.

General comment from President Apel: One of the issues for Bayshore is that there is no consistent way to enforce many of its policies. No one can drive around and measure vehicles, so at some point, Bayshore needs to decide whether it really wants to enforce policies. Enforcement is not the role of the BOD. The BOD may need to decide whether to hire an outside company to ensure consistency and reliability. The Bayshore attorney previously told the Board that it can, without a member vote, hire a property manager/management company. Director Nelson commented that the ultimate answer to this issue is the change would have to be made in the dimensions of the vehicle, as are boats, setbacks, propane tanks, etc. Director Vest and other directors have been verbally assaulted during discussions in the past with a few members. He also noted that a third party would have no authority to go onto a member’s property and/or measure vehicles.

Pioneer Message to Members: Corporate Secretary Gardner let members know that, currently, Pioneer cannot install fiber in Bayshore due to financial reasons.

3. Policies & Procedures Committee and BOD Discussion on Future Directions: Three items were discussed:

a. Pre-vetted contractors: Director Nelson and Chair Debbie White of the Policies and Procedures committee were hoping to have a workshop or receive information from the BOD today, and needed a direction to write the policy to support pre-vetted work for purchases under \$2500; purchases over that amount would

have a reasonable process (i.e., sending the project out for bid), realizing that it is sometimes hard to find bids. Pre-vetting might occur for such projects as 1) interior repairs, 2) exterior building repairs and 3) grounds, pool and park repairs.

President Apel replied a change limit from \$500 to \$2500 is more realistic in today's budgetary plans; anything under \$2500 would not have to go out to bid as it would go to pre-vetted contractors.

Vice President Hurt mentioned before anything is written it should go to the Long Range Reserve and Physical Assets committee for their insight. He also stated that \$2500 seems more reasonable when you have contractors who are determined to be trustworthy.

b. East Parking Lot: Director Nelson would like to know where the BOD stands with the east parking lot. Director Vest mentioned again if putting rules in place, you must be able to enforce the rules. President Apel had the impression that the BOD was fine with what the Policies and Procedures currently read about the parking lot. Vice President Hurt stated the language worked for him, and wanted to make sure the parking lot remained a parking lot and people can actually park vehicles during designated hours.

Member Elaine Ferguson commented that she would be happy to change one word in the Policies and Procedures manual that reads members can park on the west side of the parking lot with no east side parking, especially if an exhaust pipe was headed east.

Discussion continued with President Apel stating that he's fine with how the language of the Policies and Procedures reads now. Member Elaine Ferguson stated that if east side parking is written in the Policies and Procedures, members are going to park on the east side, and a member is affected by this now. President Apel and Vice President Hurt are fine with the current language as well as Director Mills. Director Vest is also fine with the way it is written, and stated if there's no teeth to move the vehicle what does it matter, it would not be enforceable.

The Policies and Procedures committee could suggest some language of where people could park in the parking lot and bring to the BOD meeting.

President Apel reminded the members that the motive for a Policies and Procedures change is important. Is it an outdated change per the P&P committee or is it just from one member's comments? President Apel encouraged the P&P committee to use the previously-sent action item list from the Board when going through the clean up.

c. Elections committee: Director Nelson asked if there was anything the BOD needed as far as the Elections Committee revisions goes as well as nominations for the Nominating Committee, which needed to be dealt with that day.

The BOD needs to put out a call for Nominating Committee members. Director Vest volunteered to be the liaison for the nominating committee. The office will send out an email to members asking for volunteers. The BOD will have a special meeting to approve the nominating committee volunteers January 30th.

MEMBERS COMMENTS:

Member Loretta Fredlund discussed with the BOD an occurrence she had when walking with her dog on the public section of the parking turn around near the fire pits at Alsea Bay Resort. Loretta was "accosted and chased off" by the new manager and videotaped for YouTube to get views.

Director Mills would like to find out what's really going on and Director Vest confirmed the traffic circle area is public.

President Apel and Director Vest will look into this further.

EXECUTIVE SESSION:

Motion: Director Mills moved and it was seconded by Vice President Hurt to meet for executive session at 3:05 pm to discuss personnel matters. Motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

Upon returning from the executive meeting, the following motion was made:

Motion: President Apel moved and it was seconded by Vice President Hurt to increase the Office Coordinator’s salary. Vote, was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

Motion: President Apel moved, and it was seconded by Vice President Hurt to increase the Facilities Manager’s salary. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

Adjournment.

Motion: Director Gardner moved, and it was seconded by Director Mills to adjourn the BOD meeting. Vote was taken, motion passed 8-0.

Apel	Yes	Vest	Yes
Hurt	Yes	Guptill	Yes
Nightingale	N/A	Nelson	Yes
Sager	Yes	Mills	Yes
Gardner	Yes		

The meeting was adjourned at 3:28 pm.

Minutes prepared by Kathy Drossel, Bayshore’s Office Coordinator