

Board approved D R A F T for submission to membership

MINUTES OF
BID-A-WEE BEACH PARK, INC.
ANNUAL MEMBERSHIP MEETING
JUNE 7, 2014

The Annual Membership Meeting of Bid-A-Wee Beach Park, Inc. (BAWBP) was held at the Panama City Beach, FL Senior Center on Saturday, June 7, 2014. The President, Jeannie Krohn, called the meeting to order at 9:05 AM.. All Directors of the Board were present. The Secretary, Dee Gibson recorded minutes of the meeting.

Following the Pledge of Allegiance, opening prayer and recognition of new residents to the Bid-A-Wee Community, the President first reviewed the guidelines for the meeting and presented the Agenda. She announced that comments from members will be held until the completion of the entire presentation from the Board of Directors.

Stating we have a cooperative, well-informed Board that works well together, each Director was then introduced. Volunteers at the tables were introduced and received a round of applause in appreciation of their efforts.

The members count was established at 248, requiring at minimum of 75 (30%) to establish a quorum. 100 paid memberships were in attendance, establishing a quorum for the transaction of business.

Minutes of the Annual Membership Meeting held on June 1, 2013, which were previously distributed via email or USPS were approved, noting one objection that had been received prior to the meeting.

A thorough review of Director's recommended Amendments to the Articles of Incorporation was made. The President explained that Amendments to our Articles require a two-third majority of members and therefore, the ballots will be mailed to every member later in the summer. The Articles of Incorporation Amendments ballot is attached to these minutes as "Attachment 1".

A Member in "Good Standing" was then addressed. The President stated the Board had many discussions and much debate regarding the issue over the past year and received input from residents. The Board then established its authority to determine "good standing". Effective immediately, the Board of Directors adopted the following definition of "Good Standing" of a member:

WHEREAS the Bid-A-Wee Beach Park, Inc. Articles of Incorporation, Section VI. Membership, defines requirements to become a member and Bylaws, Section IV. Election of Directors, C.; and Bylaws Section V. Powers and Duties of the Board of Directors, 10. grants the Board of Directors the powers to define a member in good standing; the Board of Directors

HEREBY DEFINE, a member in good standing shall be any owner of property in the Bid-A-Wee Community that has paid membership dues for the current fiscal year. Each parcel or lot for which dues are paid is eligible for one vote.

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The President explained this voting will take place at the beginning of the meeting so if people need to leave prior to adjournment, they are able to vote. She asked that ballots be placed in the closed ballot box beside the door when exiting the meeting. She then reviewed the ballot, explaining that when dues were paid, a membership number is assigned to that address. The dues number is recorded on each ballot. Pieces of colored paper were also handed out, one piece for each lot for which dues were paid. Those pieces of colored paper are to be held up, and will be counted, for any vote during the meeting that is not on the ballot. The Ballot is attached to these minutes as "Attachment 2".

Mack Carter and Lynda Sheets were the Nominating Committee for 2014. Mack Carter introduced each candidate and each made remarks. Mack then asked for nominations from the floor for each section of the community. There being no nominations from the floor, members were asked to mark their ballots for positions open on the Board of Directors.

The President directed members to the right side of their ballots which were recommendations from the Directors for Amendments to the Bylaws. She then stepped through each Amendment, clearly explaining the Board recommendation. All four Amendments were approved by membership (see "Attachment 3" to these minutes).

The Vice President, Kathy Ledbetter, then reported on the purchase of liability insurance for the beach property and Directors & Officers. The premium for both was \$4,619.95. She also explained that our insurance company recommended we have a Hold Harmless Agreement and ask any resident holding an event, such as a wedding, on the beach to sign the Agreement which removes liability from BAWBP should someone attending their event be injured.

The Secretary, Dee Gibson, reported she had established an official corporate record book which contains all business of the corporation. She also discussed the importance of obtaining email addresses for as many residents as possible, regardless of membership for quick notice of gate code changes and other important beach information. In an effort to save money, she explained that a group of volunteers makes copies at the Brown Store across Back Beach Road, prepare our labels, fold letters, address envelopes and apply postage. This saves \$150-\$200 each mailing.

Wanda Manning, Treasurer, then reported as of April 30, 2014, we had a balance of \$17,887.57, of which \$10,000 is a Certificate of Deposit for emergency funds. She explained the Directors voted that we should operate each year on the membership funds we bring in during that year. Therefore, \$7000 will be added to the Certificate of Deposit emergency fund. Deposits this year were \$17,900 and expenditures (June 2013-April 2014) were \$32,212.15. Completion of #4 was \$15,930. If membership remains at the same level, we can expect income of approximately \$17,000. She noted that many members are contributing more than the \$50 dues this year and it is greatly appreciated.

Membership Chairperson, Debbie Edmondson, reported of the 621 total lots in our community, we have 248 members as of the beginning of the Annual Meeting. Last year, our membership reached a high of 336, 28% of which had not been members in the previous year. She reported the Board is working very hard to increase membership and hope members will encourage

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neighbors and friends to join. Debbie explained that dues cover the new crosswalk, repairs to crosswalks, broken gates and locks, liability insurance, repair and replacement of old fencing and sea oats to restore dunes. She also presented our new Welcome Packet which includes brochures from local businesses, coupons (Mack Carter donates Shuckums coupons) and BAW Beach and membership information. When we learn of a new resident, we deliver a Welcome Packet to them and thus far, we are having 100% membership from new residents.

After thanking the previous Board for all their hard work on the new Handicap Friendly Crosswalk, leaving this Board little to complete in comparison, the President then reported on major accomplishments this year:

- Replaced 650 feet of fencing.
- With the help of Frank Sheets and volunteers, #6 (close to the Fontainebleau) was refurbished. It took several weekends and a lot of hard work. The volunteers were recognized and the President stated this is what community service is all about.
- With volunteers, palms were trimmed and sea oats planted to rebuild dunes from the construction areas.
- Mark and Joy Lane, new residents and volunteers, with the help of neighbors repaired and painted #1 crosswalk and provided the litterbug signs. They also provided the trash cans but we aren't having enough volunteers from the community to run down and get the trash and place it in the cans on the beach or take it home and therefore, they may have to be removed.
- We have two volunteers, spouses of Directors, that keep our gates and locks operating.
- Volunteers make a huge difference in the neighborhood and our beach. We need your help and would be happy to buy one of the green vests if you regularly pick up trash and help.

The President then moved to future projects:

- Frank Sheets, our volunteer to head up a lot of our construction work has inspected our crosswalks. #5 has the two steps down when entering the crosswalk and these are a liability. It needs new handrails and other work. We will do this in the Fall and need volunteers to help with it.
- Crosswalk #3 was voted by membership to be removed, along with the old #4, when the new handicap friendly crosswalk was completed. The pilings are questionable at best and this crosswalk is in bad condition. When it reaches the point it is no longer safe for residents, we will take it down and use what lumber we can save to repair other crosswalks. We are not spending any additional funds on #3.
- We are meeting with the district office of transportation regarding the establishment of crosswalks for residents to be able to cross over Front Beach Road more safely.
- The hydraulic closures are very difficult to open/close, especially as we get older. Mark Lane has tried a spring pull closure on #1 and we are watching it to see how long it lasts. We are working on this issue and will be testing different ideas before installing anything on all gates.
- We are replacing the Private Entrance signs at each crosswalk to make them bigger at the request of many residents.

Moving to Old Business, the President stated that last year at the Annual Meeting a motion was made that the gate codes should be changed every six months. It takes 8 volunteer man-hours to

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change the codes. Since the Board is responsible for the time consuming task of changing the codes and notifying people, it respectfully requests that the timing be determined by the Board. We had no problem during Spring Break and are having no problem now. The President then asked if anyone is opposed to the Board determining the timing on changing the gate codes to please hold up their red cards and no one objected.

Under New Business, the President explained that \$50 in 1997, when BAWBP was incorporated is equal to \$73.47 today. Our expenses are increasing each year. Lumber prices rise in the short time from creating an estimate to getting volunteers and purchasing the lumber for the repairs. Without more volunteers, we will be forced to contract out more of the needed work. The Directors, and their spouses, cannot carry the full load. We also need to build our reserves. The Board researched our Articles of Incorporation and Bylaws to determine its authority to establish and raise dues, which is clearly stated in Articles of Incorporation, Section V. 18; Bylaws Section V. A. 3; and Bylaws Section V. B. 3. (i). Therefore, the Board of Directors voted that beginning January 1, 2015, membership dues will be \$100. After paying membership dues of \$100 for one lot, membership dues for each additional lot owned will be \$50. Each parcel or lot for which an owner chooses to pay dues is eligible for one vote.

As a closing thought, the President stated each property owner in the BAW Community is privileged to have the amenity of a one-half mile stretch of beautiful dedicated gulf-front beach. It is ours - forever. With that privilege comes the responsibility of each of us doing our part to preserve and protect our beach and volunteer to help with the tremendous amount of work involved in maintaining our beach, not just for ourselves, but for our children and future generations.

Following Community Announcements (including plans for the July 4th Parade and a recycle bin for cans at #4 to raise funds for St. Andrews Park) and drawings for door prizes (which included certificates from Jeannie's One Stop Diner, Jeannie's Last Stop Lounge & Cantina, Shuckums, Moes, Runaway Island and live plants from Lowes), the floor was opened for comments.

Following comments from 6 attendees, the meeting was adjourned at 10:55 AM.

Voting results are attached to these Minutes as "Attachment 3".

The entire PowerPoint presentation used throughout the meeting is available in the "Members Only" section of our bawbp.com website and in the Corporate Record Book.

Dee Gibson, Secretary

ARTICLES OF INCORPORATION AMENDMENTS BALLOT

Proposed amendments to BAWBP, Inc. Articles of Incorporation

SECTION VII: DIRECTORS

Amend as follows:

Current: The Corporation shall have thirteen directors to be determined or elected as follows:

Proposed: The Corporation shall have up to thirteen directors to be determined or elected as follows:

YES [] NO []

SECTION IX. REGISTERED AGENT

Amend as follows:

Current: The Corporation's registered agent shall be Jim A Smith, 506 Tarpon Street, Panama City Beach, FL 32413

Proposed: Change to: The Corporation's registered agent shall be the President of the Board of Directors

YES [] NO []

SECTION XII. BYLAWS

Amend as follows:

Current: The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

Proposed: Add the following to the end: and a majority vote of members where a quorum is represented.

YES [] NO []

SECTION XIII. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Amend as follows:

Current: Section title is: Amendments to Articles of Incorporation and Bylaws

Proposed: Amendments to Articles of Incorporation [drop 'Bylaws']

YES [] NO []

DUES #: _____

ARTICLES OF INCORPORATION AMENDMENTS DISCUSSION

SECTION VII: DIRECTORS

Discussion: Representatives serving on the Board should live in the section of the BAW Community they represent. By stating up to thirteen directors, when a volunteer cannot be found to fill a vacancy for a section, the vacancy will continue until a representative in that section volunteers

SECTION IX. REGISTERED AGENT

Discussion: Obvious. Amendments to the Articles should not be required in each case when a new President is elected

SECTION XII. BYLAWS

Discussion: The current wording states the Board by resolution may alter, amend or repeal the Bylaws. Adding the wording to the end of the section will then require a majority vote of members present when a quorum is represented to change or amend Bylaws.

SECTION XIII. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Discussion: Amendments to Bylaws are covered in Section XII. This section pertains to amending the Articles (wording in this section does not mention "Bylaws"). With this change, the Amendments to the Articles will have its own Section, as does the Bylaws. Dropping the word, "Bylaws" clears any potential misinterpretation.

BALLOT FOR BOARD OF DIRECTORS

A-N – Vote for 2

- Debbie Edmondson (current BOD member)
- Regina Merritt
- Jo Ann (King) Peak
- Charles (Juddy) Stephenson

Nominations from the floor

- _____
- _____

Seaclusion – Vote for 1

- Debbie Brown (current BOD member)

Nominations from the floor

- _____
- _____

BAW Lane/Court – Vote for 1

- David Smith

Nominations from the floor

- _____
- _____

DUES #: _____

BYLAWS REVISION BALLOT

Proposed amendments to the Bid-A-Wee Beach Park, Inc. Bylaws

ARTICLE II: VOTING RIGHTS AND DUES; B.

Amend as follows:

Remove the sentence: Members who do not pay their annual dues for a period of three years will be assessed those dues before reinstatement as a voting member.

YES

NO

ARTICLE IV. ELECTION OF DIRECTORS

Amend as follows:

Add 'three year' and 'not' to previously approved new section G:

No member shall serve more than (2) consecutive **three year** elected terms of office on the Board; . . . appointment shall **not** be deemed and counted as a term served.

YES

NO

ARTICLE X. MEETINGS OF MEMBERS C.

Amend as follows:

*Change 'mailed' to **announced** in 2 previously approved sentences:*

Notice of the regular annual meeting of the members shall be **announced** . . .

Notice of a special meeting of the Members shall be **announced** . . .

YES

NO

ARTICLE XII. AMENDMENTS

Amend as follows:

Add wording and start new sentence:

Amendments shall be effective on the date of passage by the Board **and the affirmative vote of Members at a meeting in which a quorum is present.** No amendment need . . .

YES

NO

OFFICIAL BALLOT / ATTENDANCE RECORD
2014 Annual Meeting of Members
Held on June 7, 2014 9:00AM Senior Center

Ballots counted by Board Members not on the ballot in the room rented for the meeting at the Senior Center, with observers present, and an officer validated the counts.

Total Ballots received: 103
 Absentee Ballots Issued: 8
 Absentee Ballots Returned: 6
 6 Proxies were assigned for voting taking place at the meeting (no votes taken at meeting)

Total Members as of beginning of business at meeting: 248
 Number required for Quorum (30%) 75
 Members in Attendance: 100 - Quorum was present

VOTE:

Bylaw Amendment 1: YES 73 NO 27
 Bylaw Amendment 2: YES 91 NO 07
 Bylaw Amendment 3: YES 95 NO 06
 Bylaw Amendment 4: YES 98 NO 01

Validated by: Kathy Ledbetter, Vice President

BOARD OF DIRECTORS:

A-N

Debbie Edmondson 60
 Juddy Stephenson 56
 Regina Merritt 54
 Jo Ann Peak 17

SEACLUSION: Debbie Brown 100%

BAW CT/LN: David Smith 100%

* Count between Juddy Stephenson and Regina Merrit was within 3 in first count, Validated by Terri Carter

* Second count, by Mack Carter, Peggy Steele and Validated by Dee Gibson was taken to confirm count, which resulted in a 2 vote difference. Validated by Dee Gibson, Secretary

June 7, 2014

I hereby validate the above information for the Annual Meeting of Members of Bid-A-Wee Beach Park, Inc. held on June 7, 2014 at the Senior Center in Panama City Beach, FL

/s/ Dee Gibson

Dianna "Dee" Gibson, Secretary
 BAWBP, Inc.