

**MINUTES OF MEETING  
OF BID-A-WEE BEACH PARK, INC.  
BOARD OF DIRECTORS  
Saturday, March 15, 2014**

The regular quarterly meeting of the Board of Directors of Bid-A-Wee Beach Park, Inc. was held at the public Library on Saturday, March 15, 2014. Directors present were Jeannie Krohn, Kathy Ledbetter, Dee Gibson, Wanda Manning, Debbie Edmondson, Debbie Brown, Dallas Marshall, Jason Dumrongkulraksa, Jim Beahon, Lynda Sheets, Peggy Steele, and Mack Carter, creating a quorum for the transaction of business. Frank Merritt was absent. The President, Jeannie Krohn, called the meeting to order at 9:10 AM and Dee Gibson, Secretary, recorded the minutes.

Jeannie Krohn explained that members attending the 2013 Annual Meeting requested a winter meeting with the Board, which was held at the Senior Center on January 18, 2014. Total costs were just over \$300 and only five people not related to Board members attended. The consensus of Directors was that this Board will not attempt a general winter meeting again.

Following discussion, minutes of the meetings held on January 17 and 18, 2014 were approved.

Wanda Manning, Treasurer, reported a balance of \$7283.38. She also reminded the Directors that the balance does not include the \$10,000 contingency fund.

Debbie Edmondson, Membership, informed the Directors that the new resident packets are very successful. We have seven new residents that have received the packets and they have sent their membership dues within a day or two.

Jeannie Krohn then noted our sincere appreciation that we have some residents that are contributing more than the \$50 per lot dues to help defray our costs.

During the last several Board meetings, there has been discussion regarding methods to accomplish membership of 100% of our property owners. Following lengthy discussion, the President suggested the matter be tabled. Dee Gibson made the motion that the matter be tabled by this Board and that we concentrate our efforts on growing our membership. Wanda Manning seconded the motion, which was unanimously approved.

The President reported we now have 300 feet of new fencing; but reported the fencing at the end of our property connecting to the old Fiesta property was damaged in a vehicle accident for which there was no police report, even though the vehicle must have been towed. Repairs will be about \$300.

Jeannie then discussed preparations by the Executive Officers for the Annual Meeting. Following extensive discussion, Dee Gibson made the motion, seconded by Kathy Ledbetter which was unanimously approved that since we are a corporation which holds one annual meeting each year for its members; and while we certainly will not turn anyone away at the door, the Annual Meeting will be for our members and our signs will say "annual members meeting". Discussion ensued regarding the number of signs needed. The Directors agreed that 5-6 signs posted throughout the main streets

in the community will be sufficient since letters are mailed, the website posts notice, the bulletin board posts notice and emails of notice are sent. Jason Dumrongkulraksa agreed to seek pricing from a company in Panama City.

Jeannie reported two membership drive letters will go out in April: a one page letter for those that have not joined and a letter with the draft of minutes from last year's meeting for paid members. Upon completion, the letters will be emailed to the Directors prior to distribution. Discussion then ensued regarding the costs to copy all the materials for the Annual Meeting. Dee Gibson asked if other directors would volunteer to help out with sorting and stuffing envelopes and take an afternoon to take care of mailings. Peggy Steele made the motion, which was seconded and approved that volunteers take care of the mailings and we will email as much as possible for the Annual Meeting.

Kathy Ledbetter agreed to lead the Pledge of Allegiance and Wanda Manning will lead the prayer at the meeting.

Jeannie then discussed the fact that verbal voting at the meeting is not accurate because all owners of one lot may vote yea or nay, when only one vote is allowed. The Board agreed some time ago that paddles will be handed out and used to vote at the meeting but Dallas suggested, and the Directors agreed, we simply distribute colored paper, using a different color each year.

The President then discussed a suggestion by Frank Merritt regarding a community 4th of July Parade of bicycles, golf carts, families and kids. Residents could have fun decorating their 'vehicle' for the parade and end it with a 'bring your own' picnic or cook-out or have someone cater it and charge \$3-\$4 a plate. It could be held at the beach or other location within our community. This idea will be discussed further and the Board agreed that Frank and Regina Merritt will head up the organization.

Following discussion about the difficulty with the pulls on the gates and the need for funds before anything further can be done, the President moved on to the most pressing matters on the agenda.

#### *BYLAWS AND ARTICLES:*

The President stated she is speaking with over 40 years experience of serving on Boards. The Articles of Incorporation and Bylaws are very important, but they do not come up at every meeting. Rather, they should be reviewed about every five years and necessary changes made with appropriate approval, and then the Board should go on about its business of the everyday operations of the organization. We are dealing with locks, fences, crosswalks, membership drives. We should not be forced to continually deal with discussions of changes to Bylaws and Articles. One person in the community has expressed concern about the Bylaws that were approved by the previous Board. Only one person that served on that Board states that the previous Board did not approve the changes. However, the President informed the Directors she has discussed the issue with many members of the past Board, who clearly remember the approval of each change at several of its meetings. The changes were also read to membership, one by one, at two annual meetings and not one member expressed any concern regarding any of the changes presented last year.

Therefore, following discussion the Directors resolved that this Board cannot dissolve actions taken by previous Boards but must be able to move forward. Therefore, in the spirit of cooperation and

desire to go about the everyday operation of the corporation, the changes to Bylaws and Articles of Incorporation were handled as follows :

Every change in the Bylaws dealt with over the past two years, that was read to membership at two consecutive annual meetings without any contest, and approved by the previous Board, will be considered by this Board. If all current Directors agree with a change, it will stand and receive no further consideration. If any current Director desires to change it, the Board will vote to approve the change.

The current Board will suggest additional changes including minor changes to the Articles of Incorporation, which it has previously discussed, and will be voted by this Board of Directors for presentation to members for approval. Changes to Articles of Incorporation will be read to members at the Annual Meeting and voting take place by US Mail a few weeks following the meeting. Changes to Bylaws will be voted, one by one, by membership at the Annual Meeting.

Following discussion, motion, second and voting, it was approved that the votes of this Board of Directors are final and therefore, officially approved and recommended for submission to membership for appropriate approval.

*BOARD APPROVAL OF CHANGES TO BYLAWS AND ARTICLES OF INCORPORATION  
FOR RECOMMENDATION TO MEMBERSHIP FOR APPROVAL:*

**ARTICLES OF INCORPORATION RECOMMENDED AMENDMENTS:**

**Section VII. Directors**

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:

*Discussion: it is difficult to find people to volunteer to serve on the Board. The change allows that instead of having 'at large' Directors that represent an area where they are not known and they do not live, when no one can be found to represent a section of the BAW Community, that position on the Board will remain vacant until someone volunteers or is willing to serve.*

MOTION: Dee Gibson;      2nd: Mack Carter;      VOTE: 11 YEA / 1 NAY      PASSED

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**Section IX. Registered Agent**

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

Proposed: The Corporation's registered agent shall be **the President of the Board of Directors.**

*Discussion: Reasons obvious*

MOTION: Mack Carter - BOARD UNIMOUS VERBAL YEA      PASSED

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## Section XII. Bylaws

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.**

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

MOTION: Kathy Ledbetter; 2nd: Peggy Steele; VOTE: 11 YEA / 1 NAY PASSED

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## Section XIII. Amendments to Articles of Incorporation and Bylaws

Current: Section XIII. Amendments to Articles of Incorporation and Bylaws

Proposed: Section XII. Amendment to Articles of Incorporation **[drop and Bylaws]**

*Discussion: Bylaws are covered in its own section, Section XII. Bylaws. If the suggested change to that section is approved by membership, then changes to the Bylaws will require membership approval. This change will allow the Articles to also be covered in its own section. Note the wording of the only paragraph in this section (Bylaws are not mentioned): These Articles may be altered, amended or repealed upon the affirmative vote of Members holding two-thirds (2/3) of the total votes allocated to the Members pursuant to these Articles and approval of a majority vote of the Officers, and approval of a majority of votes of the Board of Directors.*

MOTION: Debbie Brown; 2nd: Wanda Manning; VOTE: 11 YEA / 1 NAY PASSED

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## BYLAWS APPROVED / RECOMMENDED AMENDMENTS:

### ARTICLE II: VOTING RIGHTS AND DUES

Current: B. Dues and installments thereon not paid when due shall result in the suspension of voting privileges during any period of such non-payment. 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.

Proposed: Dues and installments thereon not paid when due shall result in the suspension of voting privileges during any period of such non-payment. **[delete last sentence]**

*Discussion: Currently, if we had a membership meeting, close to 28% of our members would not be allowed to vote - 94 members. Directors referenced the Bylaws and Articles and determined the Board is given the authority to determine good standing by the Bylaws Section IV. C. ("No Member who is not in good standing with the Corporation may be nominated to serve as a Director. All questions as to the good standing of any Member shall be determined by Board's sole discretion"); Section IV. D. Last sentence ("Each Member may cast the number of votes to which such Member is entitled as set forth in the Articles of Incorporation"); and Section V. A. 10. ("To remove from office an officer or member of the Board for cause deemed not in good standing. All questions as to good standing of an officer or*

*director shall be determined by the Board's sole discretion"). Articles of Incorporation VI. Membership, "Eligibility for membership requires ownership of property in the Bid-A-Wee Community."; and 2. "If in good standing without any arrears, the owner of any parcel that is not encumbered by a mandatory Owner's Association, shall be eligible to purchase a membership and share in the Corporation for each lot whether platted or by metes and bounds owned by the owner and vote accordingly." Several directors said 'without any arrears' refers to whether dues have been paid for the current year in which a vote is being taken. Others stated the Articles are simple in that they state membership eligibility requires ownership of Bid-A-Wee property, period. Numerous Directors referenced their involvement in professional or civic organizations that do not require back payment for dues in order to allowed privileges of membership, when the member has not enjoyed any voting or other rights of membership during the time of non-payment. We are trying to grow our membership and requiring up to three years back payment is preventing some from joining. The Directors referred to the record of its January 17, 2014 meeting wherein following extensive discussion, the Board resolved that a member in good standing is a property owner that has paid dues for each lot owned for the current year.*

MOTION: Peggy Steele; 2nd: Jason Dumrongkulraksa; VOTE: 11 YEA / 1 ABSENT PASSED  
CHANGE WILL BE PRESENTED TO MEMBERSHIP FOR APPROVAL

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#### ARTICLE II: VOTING RIGHTS AND DUES

*Was:* C. Dues shall be \$50 per lot or unit

*Previously approved:* add, **and shall be paid in full before the start of business of the annual membership meeting.**

NO OBJECTION. APPROVED CHANGE STANDS.

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#### ARTICLE III: BOARD OF DIRECTORS

*Was:* B. Any vacancy occurring on the Board because of death, resignation or other termination of services of any Director, shall be filled by the President with approval of the Board. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office and thereafter until his successor shall have been elected or appointed, and qualified.

*Previously approved:* B. Any vacancy occurring on the Board because of death, resignation or other termination of services of any Director, **shall be filled by nominations from Officers/Directors with the approval of the Board. A vacancy which may occur within the ninety (90) days immediately preceding the regular annual membership meeting shall remain vacant to be filled by the membership through the nomination and election process.**

NO OBJECTION. APPROVED CHANGE STANDS.

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#### ARTICLE IV: ELECTION OF DIRECTORS

*Was:* D. All elections to the Board shall be made on written ballots to be voted at the annual meeting.....

*Previously approved:* D. All elections to the Board shall be made on written ballots to be voted at the **Annual Membership** meeting.....

NO OBJECTION. APPROVED CHANGE STANDS.

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#### ARTICLE IV: ELECTION OF DIRECTORS

##### ADDED A NEW SECTION G

*Previously approved:* G. No member shall serve more than (2) consecutive elected terms of office on the Board; in the instance whereby a member is appointed to fill a vacancy on the Board for the unexpired term of his predecessor, such appointment shall be deemed and counted as a term served.

*Proposed:* G. No member shall serve more than (2) consecutive **three year** elected terms of office on the Board; in the instance whereby a member is appointed to fill a vacancy on the Board for the unexpired term of his predecessor, such appointment shall **not** be deemed and counted as a term served.

*Discussion:* When someone is appointed to fill an unexpired term, it currently counts as a served term. This will change the term limit to two consecutive terms in which they have been elected by membership.

MOTION: Dee Gibson; 2nd: Kathy Ledbetter; VOTE: 11 YEA / 1 NAY PASSED  
CHANGE WILL BE PRESENTED TO MEMBERSHIP FOR APPROVAL

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#### ARTICLE V. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

*Was:* A. The Board of Directors shall have power:

*Previously approved:* A. The Board of Directors shall have **the** power:

NO OBJECTION. APPROVED CHANGE STANDS.

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#### ARTICLE V. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Added a new sub-section 10.

*Previously approved:* 10. To remove from office an officer or member of the board for cause and deemed not in good standing. All questions as to good standing of an officer or director shall be determined by the Board's sole discretion.

NO OBJECTION. APPROVED CHANGE STANDS.

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#### ARTICLE VI: DIRECTORS MEETINGS

*Was:* A. Regular meetings of the Board shall be held annually on such date and at such time as the Board may establish. Notice of such meetings is hereby waived.

*Previously approved:* A. Regular meetings of the Board **may** be held **quarterly** on such dates and at such times as the Board may establish. Notice of such meetings is hereby waived.

NO OBJECTION. APPROVED CHANGE STANDS.

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#### ARTICLE VI: DIRECTORS MEETINGS

*Was:* C. Meetings of the Board of Directors shall be open to all Members and notices of meetings shall be posted in a conspicuous place within the Community at least forty-eight (48) hours in

advance, except in an emergency. Notice of any meeting of the Board of Directors during which Dues are to be established, shall be provided to Members at least 14 days prior to such meeting, .....

*Previously approved:* C. **Special** meetings of the Board of Directors shall .....

*Discussion:* Section C refers to 'special' meetings of the BOD and sets out the required notice for those meetings. In Section A, regular meetings, up to quarterly, of the Board are addressed.

MOTION: Dee Gibson; 2nd: Peggy Steele/Debbie Brown; VOTE: 10 YEA / 2 NAY PASSED  
APPROVED CHANGE STANDS.

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## ARTICLE VII: OFFICERS

*Was:* C. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the President with approval of the Board for the unexpired portion of the term.

*Previously approved:* C. A vacancy, in any office because of death, resignation or other termination of service, may be filled **by nominations from Officers/Directors with approval of the Board** for the unexpired portion of the term.

NO OBJECTION. APPROVED CHANGE STANDS.

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## ARTICLE VIII. COMMITTEES

*Was:* B. The Board shall have the power and authority to appoint such other committees as it deems advisable. Any committee appointed by the Board shall consist of a Chairman and two (2) or more other members and shall include a member of the Board. Committee members shall serve at the pleasure of the Board, and shall perform such duties and functions as the Board may direct

*Previously approved:* B. The Board shall have the power and authority to appoint such other committees as it deems advisable. **Committee members shall serve at the pleasure of the Board, and shall perform such duties and functions as the Board may direct.**

NO OBJECTION. APPROVED CHANGE STANDS.

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## ARTICLE X. MEETINGS OF MEMBERS

*Was:* A. The annual meetings of the Members shall be held the first Saturday in June of each year, at such time as the Board may designate or at such other date and time as may be selected by the Board.

*Previously approved:* A. The **regular** annual meetings of the Members.....

NO OBJECTION. APPROVED CHANGE STANDS.

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## ARTICLE X. MEETINGS OF MEMBERS

*Was:* C. (Lines 6&7) Notice of the annual meeting of the Members shall be delivered at least fourteen (14) days in advance. Notice of any other meeting, regular or special, shall be mailed at least seven (7) days in advance of the meeting and shall set forth in general .....

*Previously approved:* C. Notice of the **regular** annual meeting of the members shall be mailed at least fourteen (14) days in advance. **Notice of a special meeting of the Members** shall be mailed at least (7) days in advance of the meeting and shall set forth in general .....

*Approved:* Notice of the regular annual meeting of the members shall be **announced** at least fourteen (14) days in advance. Notice of a special meeting of the Members shall be **announced** at least (7) days in advance of the meeting and shall set forth in general .....

*Discussion:* We now use email, bulletin board, website as methods to notify members. Wording changed to cover all methods.

MOTION: Debbie Brown; 2nd: Kathy Ledbetter; VOTE: 12 YEA PASSED  
CHANGE WILL BE PRESENTED TO MEMBERSHIP FOR APPROVAL

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## ARTICLE XII. AMENDMENTS

*Was:* These Bylaws may be altered, amended or rescinded by majority vote of the Board of Directors at a duly constituted meeting of the Board. Amendments shall be effective on the date of passage by the Board and no amendment need be recorded in the public records of Bay County, Florida.

*Previously approved:* These Bylaws may be altered, amended or rescinded by majority vote of the Board of Directors at a duly constituted meeting of the Board. 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 be recorded in public records of Bay County.

*Discussion:* The previous Board approved this change, but subsequently, there was discussion and a resolution regarding the interpretation of Articles of Incorporation Sections XII. Bylaws, which provides the Board the authority to change the Bylaws, without membership approval. This Board voted by majority that going forward membership must approve Bylaw amendments, which limits Board liability. It further recommends that the governing documents provide clear direction in the issue. Therefore, it will be included for final approval to membership.

MOTION: Mack Carter; 2nd: Peggy Steel; VOTE: 11 YEA / 1 NAY PASSED  
CHANGE WILL BE PRESENTED TO MEMBERSHIP FOR APPROVAL

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The President then called for any additional discussion, changes or recommendations before adjourning.

Dallas Marshall made the motion it be written in the Bylaws that Board meetings be open to membership. Jim Beahon seconded the motion. Discussion ensued. Dee Gibson stated that when she signed the rental agreement for the room at the Library, she was informed it is a public building and anyone may attend the meetings there. Debbie Brown stated the meeting dates, time and place are published on the website and are posted in the community Bulletin Board with a note that anyone wishing to attend as an observer should notify us early because space is limited. The vote to the motion was called and there were 2 YEA and 10 NAY votes. The motion failed to pass.

Lynda Sheets stated we need bigger 'private beach' signs. The Board agreed to get pricing for new bigger signs. Jeannie Krohn and Kathy Ledbetter have a couple 'no parking' signs that were made

previously to put on the fence close to the Fontaineblue. Upon motion duly made and seconded, the Board unanimously approved hanging the no parking signs on the fence in the west area of the beach.

Jeannie Krohn stated she had overlooked having discussion with the Board regarding recommendations to membership to raise annual dues. All Directors agreed that we must have more funds available for repairs and upkeep and that discussion of increasing annual dues should be included in the announcement of the Annual Meeting, which will fulfill the requirements of the Articles of Incorporation regarding notice to members. The Board will discuss specific recommendations regarding the amount of the increase at its next meeting.

There being no further business, the President adjourned the meeting at 11:10 AM.

/s/ Dee Gibson, Secretary