

**MINUTES OF MEETING
OF BID-A-WEE BEACH PARK, INC.
BOARD OF DIRECTORS
Saturday, June 3, 2017**

Wanda Manning and Mark Lane (Directors) and Phyllis and Tom Marinone (Members) counted ballots. Ballots for A-N were counted three times. Regina Merritt, Kay Outlaw, David Smith and Wayne Middleton received the highest number of votes. No one volunteered or was nominated for the one year vacancy in BAW Lane/Court and it was left unfilled.

A meeting of the Board of Directors of Bid-A-Wee Beach Park, Inc. was held at 11:15 AM at the public library on Saturday, June 3, 2017, immediately following the Annual Meeting of Members and tally of votes. Ten (10) directors were in attendance: Jeannie Krohn, President; Dee Gibson, Secretary; Wanda Manning, Treasurer; Mack Carter, Parliamentarian; Winston Griggs; Tom Graham; Mark Lane; Wayne Middleton; Lynda Sheets; and David Smith, creating a quorum for the transaction of business. Regina Merritt and Kay Outlaw did not attend. BAW Lane/Court has one open seat on the Board.

The following meetings dates were agreed upon:

September 16, 2017; January 13, 2018; March 10, 2018; May 19, 2018

Annual Meeting of Members June 9, 2018 (2nd Saturday to give time to finalize financials).

The President, Jeannie Krohn asked if there were any volunteers to assume responsibilities of Vice President and there were none. It was decided that, by default, responsibilities for that position would go to the Secretary in the absence of a Vice President but it will be discussed at the meeting in September. We will also need a membership chair.

Jeannie Krohn then reported that fencing was down and needing repair in two areas. Dee Gibson made the motion, seconded by Tom Graham, that Jeannie contact Mr. Morrison to take care of both areas. The motion was unanimously (No NAYS) approved with no cost limit.

Jeannie also stated the Articles of Incorporation simply do not work for a beach park organization since they were written for a Home Owners Association. Dee Gibson, David Smith and Wayne Middleton volunteered to take on the task of reviewing and recommending new Articles and bring their recommendations to the September meeting for the Board's consideration and approval. They will then be sent to members for a vote. She also requested Directors review the documents and email their recommendations. The President stated we have the opportunity to get it right and the community trusts us to recommend appropriate measures. Immediate suggestions included:

- a) We have no assets to buy or sell. The beach is dedicated and cannot be sold.
- b) Our purpose is the maintenance and protection of the beach access property, including maintaining liability insurance coverage.
- c) Review method of electing directors.
- d) Board composition / representation of each section

Following discussion of estimated costs and consideration of three bids, and upon motion by Mack Carter, seconded by Tom Graham, the contractor for the excavation work on the west end naturalization project was unanimously (No NAYS) agreed to be Roberts and Roberts. Bids for the landscaping portion of the project are coming in and Directors will vote by email if required prior to the September meeting.

The Directors discussed big projects remaining on the beach access property and concluded after #6 boardwalk is rebuilt and the west end naturalization is completed this year, this board will have accomplished all major projects and going forward, only maintenance will be required for many years. It was generally agreed that once the major projects have been accomplished, annual excess funds should be placed into the money market account until enough is accumulated to contract the re-building of the boardwalks in the event of a major storm.

After adjournment of the meeting, some Directors recalled that although it was discussed, a formal vote was not taken to determine how to handle the election of Directors since a quorum was not reached at the Meeting of Members. Membership reached 348, a 30% quorum required 104, and 93 voted in the election of directors. The following resolution was unanimously (No NAYS) approved by the nine (9) directors remaining on the Board after three directors vacated their positions. Participating in the vote were: Jeannie Krohn, Dee Gibson, Wanda Manning, Mack Carter, Tom Graham, Lynda Sheets, David Smith, Winston Griggs and Mark Lane, creating a quorum for the transaction of business.

WHEREAS, no guidance is provided in our Articles of Incorporation or Bylaws as to the procedure to follow when a quorum is not met at the Annual Meeting of Members for the election of directors and the 2017 meeting required 104 for a quorum and 93 were in attendance or voted by absentee ballot; not reaching the quorum.

THEREFORE, RESOLVED, the Board determined it would appoint the directors with the most votes as required in each community section to serve the three-year term vacated by departing directors.

FURTHER RESOLVED this applies to the 2017 election only and will be included in the minutes of the meeting of the Board immediately following the 2017 Annual Meeting of Members.

There being no further business, the meeting was adjourned at 11:50 AM.

/s/ Dee Gibson, Secretary