

**MINUTES OF MEETING
OF BID-A-WEE BEACH PARK, INC.
BOARD OF DIRECTORS
Saturday, January 11, 2020**

The regular meeting of the Board of Directors of Bid-A-Wee Beach Park, Inc. was held at the public library on Saturday, January 11, 2020. Present were David Smith, President; Kay Outlaw, Vice President; Dee Gibson, Secretary; Tom Graham, Parliamentarian; Winston Griggs, Brad Holland, Wayne Middleton, JoAnn Peak, and Linda Tasco, creating a quorum for the transaction of business. Rebecca Schwan, Treasurer; Susan Buckner, Regina Merritt and Will Tillea were absent.

David Smith, President, called the meeting to order at 9:15 AM. Minutes of the board meeting held on September 7, 2019 were approved with an edit earlier suggested by Linda Tasco included in the version which was distributed to directors by email.

SECRETARY/MEMBERSHIP REPORT:

Dee Gibson reported the increase of email addresses from residents since 2013, when we had 92 email addresses out of 336 members and had email addresses of 77 residents who had not joined. On December 31, 2019, we had 424 members and do not have an email address for only 46 members and 72 property owners who have not joined. She explained efforts over the years to obtain email addresses for more cost efficient and convenient communication with residents. Membership numbers as of December 31, 2019: 625 parcels in the community, 433 paid memberships of which 424 are active.

Dee then asked for clarification from the board regarding ownership of multiple lots as it relates to membership dues. The board agreed, with no dissent, that if two or more lots are combined on the Bay County Property Appraiser's website as one address, for purposes of membership, it is considered one lot. If two or more lots are listed as separate street addresses on the website, it is considered two (or more) individual properties/lots.

Dee then explained that immediately following the June 2020 Annual Meeting, she is resigning as Secretary of the corporation. She will continue to serve her final year on the board, but she has served in the office 7 years and technically, her term is complete. Dee said she will be happy to help the newly elected Secretary but the directors should keep in mind when they nominate new directors this year to find someone with knowledge of Excel and Microsoft Office. The President reminded the board that it must elect a new President, Vice-President and Secretary immediately following the members meeting in June.

Dee also explained that in the board resolution vote held by email approving the vote by members for amendments to the Articles and Bylaws, it was included that it should be made part of the minutes for this meeting. Therefore, the resolution will be included in these minutes for corporate record. Notice was sent to all members that we did not receive enough ballots for affirmation of the vote.

TREASURER'S REPORT:

Rebecca Schwan, Treasurer, was absent so David Smith reported the checking account balance is \$34,113.44 and the money market account balance is \$71,710.13.

PRESIDENT'S REPORT / NEW BUSINESS / OLD BUSINESS:

The President led discussion regarding the election of officers when a quorum is not met at the annual meeting. The Secretary explained that since we have not had a quorum, by resolution of the board, the candidates receiving the most votes for a section of the community is appointed to the board. Dee explained we used to receive enough requests for absentee ballots that a quorum was met for the purpose of the election but the last couple years, absentee ballot requests have dropped. She stated she will push to encourage more people to request absentee ballots if they cannot attend.

David reported he had again spoken with the developer of the Margaritaville property. They have discovered an AT&T fiber optic line serving 25,000 customers and construction is halted until they determine the responsible party to move the line.

The directors then discussed misunderstandings about BAWBP, Inc., including that it is considered an HOA and community organization. Lengthy discussion ensued. Wayne Middleton suggested a one-time memo be issued to the community explaining what BAWBP, Inc. does and does not do, what its responsibilities and authorizations are and are not. Following discussion Wayne made a motion we send out a newsletter of explanation of what this board's purpose is and Tom Graham seconded the motion, which was unanimously approved (NO NAYS). The directors then clarified that Linda Tasco would write it and send it to the BAW email, the secretary would send it to officers to work on it and then send it to the board for approval. It was also clarified that it would be emailed to all property owners in our email account and mailed to the 110-118 property owners who do not have email addresses, with the target date to get it out by February 1. We also will include 'frequently asked questions' information be included in welcome packets going forward.

Dee explained to the directors that she goes to the property appraiser's website every 6-8 weeks and updates our community property owner data and issues welcome packets to full-time new owners or sends informational letters to those who are out-of-town.

Brad Holland informed the board that a landscape company, Emerald Beach Lawn & Tree, owned by Dakota Kelley, a BAW property owner would be willing to match the price we are getting from our current landscaper. Dee reminded the board that years ago, the price we were given by the person we chose was the lowest of several prices and since this is a BAW resident, if he is dependable, we should support him. Linda Tasco made a motion we seek new bids for landscaping, seconded by David Smith. The motion was unanimously approved (NO NAYS).

Tom Graham explained that the closures rust and several are already causing problems and when he changes the codes on the weekend we go on daylight savings time, he prefers to take 5 locks and program them in his garage and take them down to change them out, which is much more time efficient. He can then use the extra's in the event any need replacing. He also reminded the board that in May, the board approved purchasing five closures and locks as an annual cost of doing business, without requiring board approval going forward. Following discussion, Tom Graham made the motion 5 closures and 5 gate locks be approved as an annual operating expense and, this year, order 1 gate lock with keypad on both sides for the drivedown gate to be purchased immediately. Winston Griggs seconded the motion. 8 directors voted YAY, 1 director voted NO. The motion passed.

David reported #2 boardwalk construction will begin January 30 and Harold Sanders should start gate frame construction within a few weeks.

The directors discussed: electronic voting and agreed to address it in more detail later. Tom expressed the importance that elections and dues drives are two separate issues. We are doing well with our dues drives. Linda and Rebecca will get bids and ideas. Directors also discussed moving the fiscal year to the calendar year and agreed to ask the Treasurer, Rebecca Schwan, to evaluate the legality and feasibility.

All votes held during the meeting were counted by raising of hands. There being no further business, the meeting was adjourned at approximately 10:55 AM.

/s/ Dee Gibson, Secretary

RESOLUTION approved via email, 12 YAY, 1 NO

WHEREAS, the Board of Directors recognizes the difficulty in meeting the requirements for a quorum to transact business and/or amending the Articles of Incorporation and Bylaws and wishes to address the said requirements so the corporation may more efficiently transact its business;

BE IT RESOLVED that the following three amendments are hereby adopted by the Board of Directors and a ballot, cover letter and self-addressed, stamped envelope shall be distributed by US Mail to each member of record for the 2019-2020 fiscal membership year.

AMENDMENT TO ARTICLES OF INCORPORATION:

SECTION XIII: AMENDMENTS TO ARTICLES OF INCORPORATION

Current: 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...:

Proposed: Amend section in bold to read: **the affirmative vote of the majority of Members in attendance at a duly called and noticed meeting of Members or per written ballots returned when a vote is called via US Mail or email.**

2 AMENDMENTS TO BYLAWS

SECTION X. MEETINGS OF MEMBERS. D.

Current: **The presence, in person or by proxy, of the Members holding thirty percent (30%) of the total votes in the Corporation as established by the Articles of Incorporation shall constitute a quorum of the Membership for any action governed ...**

Proposed: Amend section in bold to read: **Any vote put forth at a meeting of members duly called and noticed under guidelines in these Bylaws must be approved by an affirmative vote of those Members in good standing in attendance at the Meeting.**

SECTION XII: AMENDMENTS (to Bylaws)

Current: ... 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 the public records of Bay County, Florida.

Proposed: Amend the section in bold to read: **the affirmative vote of the majority of Members in attendance at a duly called and noticed meeting of Members or per written ballots returned when a vote is called via US Mail or email.**

FURTHER RESOLVED, that this resolution shall be recorded in the minutes of the next Board of Directors meeting for corporate record.