

MINUTES OF
BID-A-WEE BEACH PARK, INC.
ANNUAL MEMBERSHIP MEETING
JUNE 6, 2015

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 6, 2015. The President, Jeannie Krohn, called the meeting to order at 9:00 AM. 12 directors were present; Peggy Steele was absent. 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. The President explained the board is elected to do the business of the corporation by following its articles and bylaws and this board understands those guidelines and works well together. All members of the board now represent the section of the community in which they own property.

The members count was established at 271; 82 (30%) was required for a quorum. 97 paid memberships were in attendance; establishing a quorum for the transaction of business.

Minutes of the Annual Membership Meeting held on June 7, 2014, which were previously distributed via email or USPS were approved as distributed.

The Vice President, Kathy Ledbetter, then reported liability and Directors & Officers insurance totaled \$4600 last year, but dropped to \$2622.48 this year. Kathy also reminded members we have a Hold Harmless Agreement for any resident holding an event on the beach.

The Secretary, Dee Gibson, reviewed the ballot/voting process as follows:

- We order 500 new membership cards each year and they are numbered.
- Upon paying dues, the card issued includes the membership number assigned to the property.
- The membership number is written on each issued ballot by the Secretary or when picked up prior to the annual meeting. The ballot does not contain a name or address.
- A master list of the 500 membership numbers is printed off and as a ballot is counted, that number is marked off. Once a ballot is cast, it cannot and will not be changed.
- Two people from the community and two directors are involved in counting votes; one calls out the membership number on the ballot, one marks that number off the master list, one calls out the vote/s, and one marks the vote/s on a tally sheet. The entire process is repeated if numbers do not match. All participants verify their results. The Secretary oversees the entire process, validating the final results and the President observes. Counters have no idea who cast a ballot.

She then explained that since she and the President are on the ballot, neither can participate in the count following the annual meeting. Mack Carter will oversee the counting. Don Avery and Kendall Taylor from the community; and Debbie Brown and Debbie Edmondson from the board, will count in a private room following the meeting.

For the Articles of Incorporation Amendments, the Secretary reported once a ballot was received, it was placed unopened in the ballot box until they were opened and counted. 279 ballots were issued by mail. She explained amendments to articles require a "yes" vote of two-thirds of membership; therefore, we needed 186 YES votes on each amendment. We received 202 ballots and the results of the vote were:

- Amendment Section 7 Directors: YES 178; NO 22. Did not pass
- Amendment Section 9 Registered Agent: YES 187; NO 13. Amendment passed
- Amendment Section 12 Bylaws addition of sentence: YES 193; NO 4. Amendment passed
- Amendment Section 13 Removed word "Bylaws" in title: YES 187; NO 8. Amendment passed.

The Secretary then reported on the success of our new Facebook page and noted we redesigned our website, www.bawbp.com. She reported all email addresses provided to BAWBP by any resident is maintained in the corporate email account. No officer or director maintains any emails on their personal email accounts. She emphasized that all email communication distributed by BAWBP, Inc. will come from our corporate email account, bidaweebeachpark@gmail.com.

Wanda Manning, Treasurer, stated her report is for the 13-month period, April 30, 2014 through May 31, 2015. If membership remains the same as 2014, we expect \$36,500 income this year. Deposits since January 1, 2015 were \$22,450. Expenditures since April 30, 2014 were \$15,035.17. The board voted to increase the \$5,699.38 surplus on December 31 to \$6000 for the emergency reserve CDs which will bring reserves to \$23,022.45. Two CDs at BB&T totaling \$17,022.45 and a balance in checking of \$28,049.38, brought current assets as of May 31, 2015 to \$45,071.85, compared to assets on the same date in 2014 of \$17,887.57.

Membership Chairperson, Debbie Edmondson reported on December 31, 2014 we reached the second highest membership number in the history of BAWBP, Inc. at 365 members. She added even though our membership dues increased to \$100 for the 2015-16 year, we had 236 paid memberships on June 1, 2015 compared to only 178 on the same date in 2014. Debbie reported the community is finally coming together with enthusiasm and support growing. She showed a brochure that was sent to those that had not joined last September and by the end of the year, we had received 116 additional members. Debbie also stated the welcome packet to new residents is very successful.

The President, then reviewed questions we have received:

- Under the failed amendment regarding Directors, a few people thought we were trying to reduce the size of the board. Our intent was to remove the practice of appointing an at-large person to a board position when a person resigns or dies. Each director should represent the section in which he owns property as stated in our governing document, our Articles of Incorporation, which clearly spells out the number of representatives to serve on the board in each section and says nothing about members at large. To change this would require two-third yes vote, not a vote at an annual meeting. This board has not at any time discussed reducing the number of directors on the board.
- Regarding registered agent, a registered agent receives important legal documents on behalf of a business, files yearly annual reports and receives notice of litigation initiating a law suit. It makes sense that the current, sitting president of the corporation become the registered agent. This amendment passed.
- We frequently explain to residents that we are a corporation established to maintain and protect the dedicated beach front property. There has been no vote to change the original purpose which was recorded for public record. We have no oversight in the neighborhood. She read the original purpose of the organization, included in the December 4, 1997 Articles of Incorporation:
 - "The specific purpose(s) for which the corporation is organized is (are): In general, it is the object of this Corporation to perform all necessary acts relating to the preservation of the dedicated beach known as Bid-A-Wee Beach, described as follows:" {legal description of beach}.
 - "Additionally, the purpose shall be; to establish and maintain the legal ownership of the dedicated beach as was originally dedicated and described in the Bid-A-Wee Plat, in Bay County Records,

Deed Book 93, Page 500; to prevent and report to proper authorities any commercial activity on the dedicated property described above; to prevent and report to proper authorities any commercial activity on the dedicated beach including construction on the dedicated beach property, with exception of the construction deemed necessary such as cross walks, beach replenishment, planting of sea oats, and with the approval of the Officers and Board of Directors of the Bid-A-Wee Beach Park, Inc.; to insure the property taxes on the dedicated beach, as described above and owed to Bay County, Florida are paid annually and in a timely manner."

The President then reported on old business and accomplishments this year:

- Changing the combinations on the locks takes 8 man hours plus the expense of mailing notice. If the board feels a problem is developing, we may change the code at any time. We have learned residents are getting confused with so many code changes and some become upset and start shaking the gates, breaking the cylinder inside. Then we have hours, and money, spent on lock and gate repairs.
- Please leave bikes on the outside of the boardwalk, off to the side. Also do not leave shoes in the path where people walk or a wheelchair may need to pass.
- Pedestrian crosswalks will be installed by DOT by July 4th weekend. Signage will be at the east and west ends saying pedestrian crosswalks next one-half mile; new crosswalk marking on the highway, with signage, will be installed at Dolphin and Albatross streets and the existing crosswalk at the traffic light at Argonaut will be refurbished.
- Since we had so many volunteers, we completed three projects on two weekends February 21 and 28: 1) complete renovation of #5, including posts/framing; 2) demolished #3; and, 3) on the drive-down, removed all of the old fencing and installed state approved roping. The President named all the volunteers and expressed our sincere appreciation for all the hard work. Frank Sheets was our volunteer supervisor on the projects.
- Fencing was replaced from #4 to #2 and a small section that was left at #5. From #5 going west has been completed.
- A very successful beach cleanup in October resulting from the hard work of numerous volunteers, for which we are truly grateful. We also had a cleanup after spring break with many volunteers.
- We have developed a very good working relationship with representatives of the city and they are now very cooperative when we need assistance.
- Lynda Sheets was instrumental in designing and presenting to the board our new walkway entrance signs, installed by Frank Sheets and Al Gibson. Gate numbers were also replaced.
- Al Gibson, Frank Sheets and Charles Krohn replaced every bracket holding the fence wiring on the extensions at each gate because they were rusting and breaking.
- Jeannie and Charles Krohn and Al Gibson primed and painted over the graffiti on the wall on the east end of our beach after receiving a warning from the city we were going to receive a citation.
- We replaced some dead plants and planted in the area where #3 had been.

The President moved to future projects:

- Repair and renovate #2 and replace some bad boards on #1.
- Replace the remaining 582 feet of fencing, estimated cost of about \$6700+.
- Obtaining estimate to replace the wire fencing on our new handicap friendly #4 crosswalk which is rusting and breaking. The existing fencing will last a year or two but will be very expensive since the crosswalk is very long and the fencing goes down both sides.
- Our insurance company recommended we place flag warning signs at each gate, and we will also purchase a 'beach patrol only' sign at the flag pole to keep people out of the dunes, and 'gate temporarily closed' signs for when gates are under repair.

- The board is looking at a new design for our crosswalk gates and side panels to prevent people from climbing around or over the gates. This is a liability and also damages the locks when people climb over or jump on them to jar them loose.
- Spoke with the realtor selling the old Fiesta property and the city about working with the purchasers when the property is sold to remove the old wall.

The President then reminded attendees that the ballot box is in the back and that once a ballot is submitted it is final. She also pointed out this board has not and will not change a ballot once cast. In addition, she reminded people that their membership number, written on their ballot when they picked it up, is all that is on their ballot; do not write name and address on ballots. She then turned the meeting over to Mack Carter for introduction of candidates on the ballot.

Mack Carter displayed the ballot and explained each property has one vote. He stated that he will introduce each of the seven candidates, who will then have three minutes to introduce themselves to membership.

Mack explained one opening exists in A-N and the candidates for that opening, Jim Smith and Jeannie Krohn spoke. Next, Mack introduced the candidates on the ballot for the two openings in Seaclusion. Dee Gibson, Tom Graham and John Marshall each spoke. Mack then announced the two candidates on the ballot for one opening in Bid-A-Wee Lane/Court: Rob Tallent and Jim Beahon. Mack then asked for any nominations from the floor and there being none, nominations were closed.

Following the announcement of winners of the silent auction, the drawing for door prizes was held. Businesses providing gifts were: Shuckums, Jeannie's One Stop, Color Bar, Blue Heron, Day Star Cleaning, EnSect, Dusty's, Moe's Original Bar-B-Q, Chicken Salad Chic, Indulgence Hair Salon, Lowes, donation of a gift basket and a Martha's Vineyard Beach Bag from residents.

The floor was opened for comments no longer than three minutes each and 4 attendees had comments or questions. The meeting was adjourned at 11:06 AM.

The Ballot is attached to these minutes as "Attachment 1" and voting results are attached to these Minutes as "Attachment 2". The PowerPoint presentation used throughout the meeting is available in the "Members Only" section of our bawbp.com website and in the Corporate Record Book.

/s/ Dee Gibson, Secretary

**OFFICIAL BALLOT
FOR BOARD OF DIRECTORS**

A-N – Vote for 1

Jeannie Krohn, current BOD member, President

Jim Smith

Nominations from the floor

Seaclusion – Vote for 2

Dee Gibson, current BOD member, Secretary

Tom Graham

John Marshall

Nominations from the floor

BAW Lane/Court – Vote for 1

Rob Tallent, current BOD member

Jim Beahon

Nominations from the floor

DUES #: _____

OFFICIAL BALLOT / ATTENDANCE RECORD
2015 Annual Meeting of Members
Held on June 6, 2015 9:00AM Senior Center

Ballots were counted by Board Members (Debbie Brown and Debbie Edmondson); two community volunteers (Kendall Taylor and Don Avery) and, because the current serving Secretary was on the ballot for election, counting and ballots were validated / observed by Board Member, Mack Carter. Counting took place in a private room, doors closed, immediately following the Annual Meeting.

Total Ballots received at meeting: 97 valid / 2 invalid
 Absentee Ballots Issued: 29
 Absentee Ballots Returned: 25
 Total Ballots to be counted: 122

- NO Proxies were assigned for voting taking place at the meeting (no votes taken at meeting)
- NOT included in 'valid' count is one absentee ballot with a 2014 membership number and that was NOT issued by the secretary and one ballot submitted with last year's membership number. These two were invalid.

Total Members as of beginning of business at meeting: 271
 Number required for Quorum (30%) 82
 Members in Attendance: 97 - Quorum was present at meeting and represented in ballots for Board of Directors

BOARD OF DIRECTORS:

A-N (VOTE FOR ONE)		SEACLUSION (VOTE FOR TWO):		BAW CT/LN (VOTE FOR ONE):	
Jeannie Krohn	78	Dee Gibson	97	Rob Tallent	86
Jim Smith	44	Tom Graham	61	Jim Beahon	29
		John Marshall	30		
		Write in: Jerry Snyder	1		

June 6, 2015

I hereby validate the above information for the Annual Meeting of Members of Bid-A-Wee Beach Park, Inc. held on June 6, 2015 at the Senior Center in Panama City Beach, FL

/s/ Mack Carter

Mack Carter, Board of Directors
 BAWBP, Inc.