

**MINUTES/NOTES FROM WORKING MEETING
OF BID-A-WEE BEACH PARK, INC.
BOARD OF DIRECTORS AND MEMBERS
Saturday, January 18, 2014**

Following a request by members at the Annual Meeting, a Winter Working Meeting of the Board of Directors with interested members of Bid-A-Wee Beach Park, Inc. was held at the Senior Center in Panama City Beach, at 9:00 AM on January 18, 2014. Ten Directors were present. Ten people attended, five of which were spouses of Board members. No motions were proposed and no votes were taken.

The President, Jeannie Krohn, began the meeting at 9:10 AM and Dee Gibson, Secretary, took notes which will be approved by the Board of Directors.

Since the Board is almost completely new, its members were introduced by the President:

Jeannie Krohn, President, represents A-N; Kathy Ledbetter, Vice President, represents Seaclusion; Dee Gibson, Secretary, represents Seaclusion; Wanda Manning, Treasurer, represents A-N; Debbie Edmondson, Membership Chairperson, represents A-N; Debbie Brown represents Seaclusion; Mack Carter represents Seaclusion; Dallas Marshall represents 1st Addition; Lynda Sheets represents A-N; and Jim Beahon represents BAW Court/Lane

Not in attendance:

Jason Dumrongkulraksa, a PA in emergency room at Bay Medical, represents BAW Court/Lane; Frank Merritt, our surfing and kayak fisherman, Doctor at Bay Medical, represents A-N; and Peggy Steele, nurse at local VA Clinic, represents 1st Addition.

The President then reviewed the governing rules which will be practiced for Membership Meetings going forward.

- Provide your name and section of the Community where you own property;
- When recognized by the President, come to the mic so you can be heard;
- You will be allowed to speak once for three minutes per each discussion item so carefully select what you want to say and when;
- Please leave the room if you wish to speak with others around you or your friends;
- Parliamentary procedure will be followed as closely as possible;
- Please wait until we have completed our presentations and reports when the floor will be opened for comments;
- Remember that we, the Board, are volunteers and work very hard for our community and deserve to be treated with respect.

Kathy Ledbetter, Vice President, reported

- We have obtained Directors and Officers Liability Insurance as well as Liability Insurance on the beach property. Cost: \$4619.95; \$2500 deductible; covers attorney fees and liability.
- Noted that our funds are low enough that if we needed to defend ourselves in a lawsuit, we would be unable to pay for an attorney. Pointed out that should someone bring a successful lawsuit against us, our only asset is our beach and we cannot risk losing it.

- Directors and Officers must have protection from lawsuits especially when we are all volunteers and no one is willing to risk his/her own home and property in order to volunteer to serve their community.
- We now have a Hold Harmless Agreement for group functions which provides that the resident sponsoring a function at the beach accepts liability for their guests and BAWBP, Inc. is released from liability if a guest of a resident holding the function is injured while on our property.

Dee Gibson, Secretary, reported

- Maintaining a corporate record book that includes all Corporate documents, minutes, membership list, all Board votes, filings, correspondence, passwords, keys to storage and mailbox, and flash drive backup of property owner spreadsheet. It will be available for review at Membership meetings.
- Explained the need for email addresses and our contacts list. Expense for postage, copies and envelopes uses our funds. After the first mailing, we had 70 returned non-deliverable. She now updates our records quarterly with Public Records and in our last mailing, only one was returned.
- Explained only officers have pass codes to access the email account. Groups have been setup and are updated frequently. If any communication is sent to a particular Board member, it is forwarded to them.
- Announced the members only section of the website is up and running.

Wanda Manning, Treasurer reported

- We have again established the \$10,000 emergency fund in a separate account from our checking account.
- The remaining balance in our checking account is \$9,017.53 with one bill outstanding and one outstanding check.
- She worked with the finance auditors and we are saving \$300 by doing quarterly reports.

Debbie Edmondson, Membership Chairperson reported

- We have 621 parcels in our community and 336 paid memberships.
- Showed the membership card for 2014-15 and announced it will be issued to the BAW address rather than the name of the owner. It will also be assigned a Number which will be recorded on ballots for voting, rather than name and address.
- We now have a welcome packet. Debbie requested when a new neighbor moves in, please let us know so we can take them the informational packet to welcome them to our community.

The President's report included accomplishments in last six months:

- Finished fencing at new #4. Fencing from #6 to the next gate should be finished by mid-February. We have paid one-half of the costs involved.
- Frank Sheets supervised 6-7 volunteers in the renovation of Crosswalk #6 following terrible vandalism which left it unstable. We appreciate their hard work.
- Frank Sheets has evaluated the other crosswalks and #5 needs a lot of work and is next to be repaired, when funds are replenished. The bottom half was rebuilt by the last Board but the top section is unsteady and is not on pilings. The two steps just before the gate are dangerous as well.

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BOD / Members

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- Mark Lane, a new resident in our community, with the help of volunteers, repaired and painted #1 with his own funds, for which we are very grateful. That did not come out of our budget.
- Mark also placed trashcans at 1-5 and when he and his wife are in town, they collect the trash. We do not have a service collecting trash. Emptying of the trashcans is completely voluntary, and it is cutting down on trash in the areas of the crosswalks. The President and her husband collect it but she requests that if anyone sees they are full, instead of calling a Board member, who already donates a great deal of time, please take a trash bag down and empty the trashcan. It can be carried down to the container on the beach, where it is collected by the City, or taken home and placed with your own trash for pickup. She asked also to please spread the word that the containers are NOT for fish guts. Please clean your fish at home. That produces horrible odor, causes maggots and is quite sickening to clean up. No trashcan was placed at #6 due to the issues with Fontainebleau parking and use at that area.
- If you stand at Argonaut and look west, you see 2 crosswalks; look east and you see 4. #1 and #6 are in much better shape and have newer pilings. #3 needs a great deal of work, but since the demolition of #3 and old #4 was included in the approval of the new Crosswalk #4, when #3 becomes unsafe we will close it and have volunteers remove it and keep any wood that may be used in upkeep and repair of the other crosswalks.
- Volunteers planted sea oats where the old #4 was located and around the new crosswalk.

The President then reported efforts we hope to undertake in the future. These included

- Locks on the beach side of the gates. We have liability concerns regarding someone needing off the beach quickly and locks jamming. We are looking at several solutions and a shield may be necessary to avoid reaching around to open from the road side. We also have issues with the closures making it difficult to push open the gates. We are exploring solutions.
- It is expensive and time consuming to change the lock codes. It should be at the Boards discretion when it becomes necessary to change the codes and spend the funds necessary to notify residents of the change. We are changing them now, as membership at the Annual Meeting required them to be changed every six months, although it is unnecessary since we are having no issues with the gate codes being abused. This resulted in unnecessary expenditures at a time when our funds are low. We plan to discuss this with membership at the 2014 Annual Meeting.
- We are discussing presenting membership two very small changes in the Articles of Incorporation.
 - Section 7 states the Board shall have 13 members and we would like it to say "up to" 13 members. Explanation: If a section has no one willing to serve on the Board, that will be a vacancy on the Board until someone is willing to serve. It is not productive for someone not from a section to represent that section when they do not really know the neighbors in that area.
 - Second, Section 9 states the Registered Agent shall be Jim Smith. For obvious reasons, we want to change it to "shall be the President of the Corporation".

The floor was then opened for comments. NOTE: The three minute rule was waived since so few were in attendance but it will be upheld at the Annual Membership Meeting.

Information presented by the Board as discussion with attendees progressed and included for the record:

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- The President and Wanda Manning met with John Alaghemand, CRA Manager on December 17, 2013 regarding plans for new Front Beach Road in the BAW area.
 - They learned next phase of construction will be Rt. 79 to Pier Park, and Bid-A-Wee will most likely be last. Unless a windfall of funds become available, it will be many, many years before they are ready to begin the Bid-A-Wee area.
 - Because we have enough right-of-way on both sides, plans most likely will not require the taking of lawns along Front Beach Road and lawns may be augmented with landscaping that is part of the project.
 - She presented the very early conceptual plans for the BAW section and reported public notice and meetings will be held far in advance of any final planning.
 - Plans thus far include sidewalks on both sides of the street with transit and bikes sharing the outside lanes and traffic lanes on the inside, with lighting every 100 feet.
 - During the meeting, she reported they discussed a golf cart crossing in the future. She learned that the Argonaut light is not an option and Mr. Alaghemand suggested we consider the crossing at the current emergency drive-down where it is flat and easily accessible or on the flat area close to the Fontaineblue. That permit must be obtained from the State Transportation Department but he will help us in our effort when we are ready to proceed.
- 28% of our total 2013 membership did not pay dues in 2012. This Board resolved at its meeting the night before that a member in good standing is a property owner that has paid the membership fee for the current fiscal year for each parcel owned and most attendees expressed agreement with the Board.
- BAWBP, Inc. is a not-for-profit corporation and membership dues are not tax deductible. In the past the \$50 membership payment has been called 'donation', 'dues' and 'fees'. Going forward, the membership fee will be called 'dues'. Our 2014 membership cards say 'donation' and due to expense in reprinting, we will leave them, but the 2015 cards will say 'dues'.
- The President reported one of her first actions upon taking office was to go to City Hall and meet with officials in an attempt to bring harmony back to a relationship which was damaged for a while. We are repairing that damage. Every person in which she has had a meeting is eager to help and work with us.
- The Board is reviewing the term limit section in the Bylaws. There is concern that if a Board member is appointed to complete someone's term, it should not count toward a two term limit and that a Board member should be 'elected' to two terms.
- Currently the Board meets quarterly in a small room at the library for a rental fee of \$20. Any member is certainly welcome to attend as an observer. We do ask they notify us if they plan to attend because the room will only accommodate a few people other than the Board members and attendees would be on a first come first served basis.
- An attendee commented the Annual Meetings have been a fiasco for years and we can attract more participation and members if we get control of those meetings. The President
 - Explained going forward, Annual Membership Meetings will be conducted in a manner as outlined at the start of the meeting.
 - Announced we will not have refreshments this year and in the future, we will only have a speaker when something important to our beach must be addressed.
 - Stated this is a very cohesive Board of volunteers that work hard and well together and share a great attitude. We need to get this across to residents.

- People will not be allowed to bounce up freely and treat the Board as rudely as it was treated last year. Common courtesy is needed and required. Last year's meeting will not be repeated.
- Following discussion, an attendee requested the record include the suggestion that going forward, when amendments to Bylaws or Articles are presented to membership for voting, a vote be taken for each change rather than presented for one vote for the entire group of changes.
- It was reported that virtually all new residents moving into our community are joining and very enthusiastic about our organization and our dedicated beach.
- Extensive discussion took place regarding ways to grow membership to 100% of our residents and eliminate the "members" / "nonmembers" issues by giving all property owners equal voice and vote.
 - Suggestions were made about how to market the organization and demonstrate the positive to make people want to participate. The Board was also advised to not get bogged down in the bureaucracy and to instead, work on ways to repair our image and build our base
 - An attendee stated the beach is an amenity to all residents. Hopefully all our neighbors can grow to understand that along with that amenity comes a responsibility to maintain that benefit for themselves as well as our entire community

Following the conclusion of informative discussion, suggestions, and explanation by all, the meeting was adjourned at approximately 11:00 AM.

/s/ Dee Gibson, Secretary