

**MINUTES OF MEETING
OF BID-A-WEE BEACH PARK, INC.
BOARD OF DIRECTORS
May 31, 2013**

The Annual Meeting of the BAWBP, Inc. Board of Directors was held at Firefly Restaurant on May 31, 2013. The meeting was called to order at 5:10pm by the President, Mary Kay Kassiris. Present were Dallas Marshall, Kenneth Burch, Frank Exendine, Wanda Manning, Jeannie Krohn, Kathy Ledbetter, Debbie Brown, and Dee Gibson, which was a quorum for transaction of business. Jim Beahon attended as an observer. Tommy Johnson and Frank Merritt joined the meeting in progress. Absent was Kathy Slade, Secretary, who assigned her proxy to Dallas Marshall. In the Secretary's absence, Dee Gibson recorded minutes for the meeting and will also record minutes for the Annual Meeting.

There was discussion of the Agenda for the Annual Membership Meeting to be held at 9:00am, Saturday, June 1, 2013 at the Senior Center in Panama City Beach.

The President stated that the Financials for the meeting would be more extensive in order to provide a full report for the past year.

The Directors discussed the Amnesty program which the Board approved at its February, 2013 meeting as a show of good will to the community and a membership drive for 2013. Through May 31, 2013, over 50 property owners have joined the organization that did not join in 2012, 7 did not join in 2011 or 2012. Discussion also ensued regarding membership numbers.

Dallas Marshall and Kathy Ledbetter explained costs and construction timeline for the new Crosswalk. The total expense for the new crosswalk totals approximately \$53,985, which includes a final payment to be made upon completion. Dallas explained possible negotiation regarding about \$1500-\$2000 for Change Orders. The President commented that the builder had done over and above the specifications included in the original quote. Kenneth Burch asked for confirmation of the total costs and discussion ensued regarding the DEP requirements that were not anticipated because, among other reasons, the project was on private property, which increased costs. Dallas informed the Directors that the contractor had stopped work at Dallas' request until the Directors could discuss negotiations for the remaining \$1500-\$2000 in question.

Kathy Ledbetter made a motion that the contractor be informed that if he will commit to complete all work within two weeks, allowing for two weeks for final inspection so the crosswalk can be used July 4th Holiday, a final payment up to \$16,000 can be negotiated, resulting in a total expense for the project at approximately \$54,500-\$55,000. Dee Gibson seconded the motion and the motion was unanimously approved by the Directors.

Jeannie Krohn asked that upon completion of the project, Dallas Marshall and Kathy Ledbetter prepare a debriefing in writing for the record to explain the steps necessary, the contacts and various governmental agencies, and suggestions for future projects of this nature and Dallas and Kathy agreed.

The Directors next reviewed and discussed the Bylaw changes. Frank Exendine passed out copies of the changes and provided explanation when necessary. Frank expressed concern regarding the procedure set forth in the Articles of Incorporation and the Bylaws of the organization to approve Bylaw or Articles changes. One seems to clearly indicate that the Board of Directors has the authority to change the Bylaws, yet at other sections it appears membership must approve of the changes. Rather than continuing the debate and confusion regarding the interpretation of the documents, Frank Merritt stated that the Board should take the necessary steps to state clearly that membership should have control of Bylaw changes. After lengthy discussion, Frank Merritt made the motion, Debbie Brown seconded the motion, Dallas Marshall abstained and all remaining Directors approved the following Resolution:

Be it RESOLVED, regarding language in the Bylaws and Articles of Incorporation of Bid-A-Wee Beach Park, Inc. relating to the authority of the Board of Directors to Amend the Bylaws of the Incorporation; the Directors do so resolve that a majority of a quorum of Members must approve all Bylaw Amendments in order that said Amendments become binding.

Following final discussion of the Agenda for the Annual Membership Meeting, the President adjourned the meeting at 6:35pm.

Respectfully submitted,
/s/Dee Gibson
Acting Secretary