

**Notes from the 1-25-2014 ACBC board meeting**  
**Unofficial notes taken by Karen Shaak**

Today is the start of auto racing season – 24 hours of Daytona started this morning at 11:00am. Like the race, today's board meeting started with a crash...

Before the meeting was called to order, Maria Chamberlain stood and asked Dustin Frederick to remove himself from the board until the lawsuit was settled. For those unaware, Dustin is engaged in an active lawsuit against the board on which he is now a member (said another way, he is now suing himself). Dustin appeared to hang his head and look at the table while Maria continued to ask him to step down and did not look at Maria while she asked him to step down. Ed Delahanty informed Maria that he had not called the meeting to order and she could speak once that happened.

I asked for minutes from the prior meeting because Suzy Palmer asked if I would post them. But, everyone on the board forgot to bring minutes from the previous meeting – doh. You can't enter notes into the official record unless they are provided in paper form or read into the record. The notes never did get approved and entered into the record. Ed made a call and his wife was able to provide copies of the minutes from the 1-12 board meeting (oddly those notes are dated 1-11 but who's counting).

2:04PM Ed called the meeting to order

No mention was made that Ed was President and Suzy VP; I guess we were supposed to read that off of the name cards that couldn't be read unless you sat in the front row. Several folks sitting behind me were bewildered as to who was who as no introductions were made – doh!

Maria stood and requested Dustin excuse himself from the board and the directors table until the situation with the lawsuit was settled. Maria asked that Dustin become an observer and asked Dustin to culminate the lawsuit prior to acting on the board; she stated that she felt it was unethical that a plaintiff suing the board be a sitting board member taking action on behalf of the community he is suing. Maria restated that she is appalled and since there is no legal decision that he not act as a board member. I guess I have to agree that it is pretty loco to sue oneself but it takes all kinds...

Dustin asked if it would be acceptable if he participated except for pool issues. Maria re-requested that Dustin recuse himself from the board. This conversation went on for quite a while with Maria re-requesting that Dustin remove himself.

Jean Salls called to question whether Dustin should remain on the board. Dustin seconded Jean's motion. He said he did not want to inflame the membership and invite controversy. He is all about the pool as he claims to have said in the past. Dustin agreed that the lawsuit hasn't been settled and said he was shocked to have been elected to the board. He said he was willing to be the recording secretary only and nothing more until it was settled. Personally, I'm curious as to why he is shocked – a significant amount of the membership believes he will obtain donations and they will have a free pool. Hell, even I would have voted for him if I thought that was even remotely true. I guess there will be a little surprise in store for those that may have believed a free pool was possible.

Dustin said he was either going to remove himself as a plaintiff or remove himself from the board. He is waiting for advice from his attorney and act accordingly. If he removes himself as a plaintiff does that mean Bob Wilbur will go it alone?

For today's meeting Dustin agreed to not participate on the board and sit aside and take notes.

Suzy was confused as to whether the board needed to vote on the matter. Dustin said he would not step down from the board but step aside for the meeting so it didn't need a vote.

Suzy did not want Dustin to step aside or leave the board and thinks it is very important he stay. She stated that the lawsuit could go on for months and months and then what. Then what would mean he would sit out for months and months – duh. Would the board fall to pieces without Dustin? Maybe Suzy would fall to pieces.

A real circus ensued. You know that part in Barnum and Bailey's Big Top when the 7 clowns tumble out of the little car and you can hardly believe your eyes. This board session was Big Top quality. Nobody knew what to do and the board seemed very uncomfortable as to the vocal nature of the community. I don't think community involvement is going to become less given that several very vocal members could not attend today but plan to attend in the future. I think the board should expect a very vocal year. Hey, that is how the parliamentary process works; welcome new board members.

Jean made a motion asking Dustin to recuse himself from the board until the lawsuit is settled.  
Vote: Jean Salls – yes, all other members voted to have Dustin to remain on the board regardless of the lawsuit. Dustin abstained from voting. [insert kissing sound here]

Ed is investigating a phone and internet connection for the shelter. Sue chimed in that she wanted it by the SuperBowl next week. Karen reminded the board that in order to meet the income and balance the budget the prior board removed service as well as a number of other items (landscape etc) to balance the budget presented to the membership. Due to the current lawsuit, the insurance agent warned of an increase and extra money was budgeted for that possibility so other services had to be removed. The membership voted yes to that budget. Ed suggested the discretionary budget line item be used. I guess it could be funded from that line item but hopefully something more important than the SuperBowl doesn't appear. Who needs a budget anyway? Jean asked that Ed provide a quote in writing about the cost of new phone lines and service for the internet and tv connection. Way to go Jean, why would it be cheaper than residential TV/Internet service? That makes no sense to me but the number quoted verbally was way lower than members in the audience are paying for same service.

We seem to be on a spending spree even though invoices have not been sent for annual dues.

Harbor Mechanical fixed the water valve and all is well with water service. Nobody knew the cost of the repair. Hmm, maybe we can charge it to the discretionary fund. How big is that discretionary fund anyway? Can we get a spa too?

Ed is getting quotes for the shingle repair from the damage from the storm of a few weeks ago – so far only a verbal quote about \$400 exists.

Ed discussed rekeying the office locks.

Ed asked for input on signage regarding the beach being a private club. The prior board put up these same signs (I bought them), however, beach goers took them down. It's not a bad idea to try again; I'm skeptical they will go the way of the past signs – into the drink. He also described putting more signage on Lower Byrd to make it clear that the road is private in hopes of reducing traffic. In addition he discussed no firearms and no hunting signs.

Maria provided input that the sheriff indicated that no trespass signs include prosecution language to help law enforcement take action. Dan explained that there used to be signs that had to be taken down because they were on public right-of-ways. Dustin suggested the committees take that up the signage issues.

The membership spoke up and indicated they did not want a curfew on their own beach and asked for no curfew rules or signage. They want the beachfront open at all times. I think this makes sense. Part of the issue with the pool was that many working members who paid could not use it because the pool closed at 5:00pm even though there was day-light until 9-10:00pm. This mindset would translate to the beach access as well.

Russell Chamberlain suggested we post one maybe two doggie poop disposal signs with bags to reduce the poop problem.

Suzy described that her lawyer said it was ok to post the temporary injunction – it's been posted online for weeks? She passed out copies of the temporary injunction; the folks around me said "I already read this online, this isn't new", I guess she should have asked the audience which members didn't already have access. She described that she is waiting for a result to the case and would let them know when it happens.

Suzy stated that she wanted to clarify Dan's motion that he said could not be discussed at the annual membership meeting. She has sourced various experts and feels it is undebatable only if another motion on the floor competes with the motion. She believes it is against parliamentary procedure and it should be dismissed

Suzy stated she consulted with many Roberts Rules of Order experts. I asked for names of those experts and she said she would email me the names and contact information of those she consulted. We'll see if she follows through...not!

Dan Jones made the motion at the membership meeting and indicated that the debate issue he referred to had nothing to do with Roberts Rules. He referred to the section in the bylaws that indicates that the entire membership must receive the same information and because his motion contained an assessment it must be mailed to the membership at a meeting called to indicate discussion of the motion and that it should be sent to the members with a 30-day notice.

Jean read from the bylaws that refer to this requirement as indicated by Dan. Discussion cannot occur unless all voting members are invited to the discussion:

### Section 3 – SPECIAL ASSESSMENTS

Special Assessments may be proposed by the Board of Directors, or members, at any time and must be presented to the membership at least thirty (30) days prior to a meeting called in accordance with ARTICLE IV, of these bylaws. They shall require approval by a majority vote as required by ARTICLE V, Sections 2 or 4 of these Bylaws.

Ed stated that he does not interpret this bylaw to mean the same thing as Jean or Dan suggest. Of course he doesn't; Dan made the motion therefore he doesn't agree. I guess members (other than Dustin or Gwyn) should not make motions at the annual meeting.

Suzy then stated that she believes that the restraining order prevents Dan's motion because it is not in adherence with the court order. What the ...? First Dan's motion was not good because of Robert's Rules of Order, then the bylaws mean something else and now the motion is no good because of the TRO. Clearly they want to get rid of Dan's motion and will keep fishing until they catch something. Reminder: Dan's motion was to save the pool by assessing the members and building up a reserve to pay a note to rehab the pool. I guess they only want the pool if they can make the motion – simply nutty. Sounds like those who said they were pro-pool are now only pro-pool under super-secret squirrel terms.

Ed suspended the meeting for 10 minutes to figure out what to do about the disagreement.

Ed became very flustered and ordered the membership to become silent. Suzy started to stutter and stood up and handed out the court order to members of the audience who hadn't stepped up to obtain them. Ed commenced quietly reading the bylaws while we sat and watched him read. Several comments in the audience around how unknowledgeable this board is about the bylaws and how they just don't like Dan's motion and they were scrambling to find a reason to dismiss it. Clearly they see it as I do – Dan made a pro pool motion and that just can't be!

Ed now finds it warm in the room and began pacing. What to do, what to do?

Suzy secretly conferred with Kurt on the phone, the membership could not hear. Since they were not in executive session and Kurt is not an attorney representing the Club, this was improper. Meh, sounds like the lawyer card that someone else on the board used to play. Here we go again.

Suzy said Kurt told her to cite Item 24 in the Ruling as to why Dan's motion was not proper saying Dan's motion was against fixing the pool. I guess this was loosely interpreted as such because it would take so long. Dan indicated that they were taking the motion out of context and that at the membership meeting he offered to present his funding plan to the membership but the board did not accept his offer. To date they have not contacted Dan about his offer to present funding the pool by building a reserve. Don't hold your breath, Dan.

Maria stated that she believes that a general membership meeting should be convened to discuss Dan's motion.

Ed chose to reinterpret the Bylaws as meaning something different than Dan or Jean. I suggested he obtain a professional opinion. Ed said based on his reading that he believes that the special meeting had to be called for such a motion and that it could not be made at a membership meeting and therefore the motion is null and void based on the bylaws and the court order. I think we should take away the gavel and get him a magic wand to make things so.

Dan said he will file suit if his motion is ignored and that the membership has a right to vote on items surfaced at a membership meeting. Suzy indicated that the person who seconded Dan's motion did so out of fear that the pool would be removed if he didn't make a second. Again she plays the clown card. I'm not sure why that was relevant as any number of other people including myself would have seconded Dan's motion to fund the pool.

Ed made a motion to have the order interpreted by the attorney for the Club. Jean asked who that attorney is and Ed indicated that it would be Vasu. I indicated that Vasu Addanki is no longer the attorney for the Club, since the election changed the board members it would be a conflict of interest for him to remain. And, that he had resigned and now only represented 5 of the defendants. Kurt pointed out that that Vasu was the attorney for the beach club as indicated on the order; we concurred that was so but it was no longer the case. The insurance company – Travelers had been informed of the situation. There seems to be a lot of confusion about which attorneys should be consulted about the TRO in relation to Dan's motion. It sounds like there is intent to confer with both attorneys representing the defendants and not worry about representation for the new board members or the Club.

Ed read from Judge Hancock's order and seems to have confused the arguments that Attorney Skinner added to the filing with the actual ruling by the judge. Clearly we disagree.

A motion was made to confer with lawyers representing the defendants on item C of the Order signed on Dec 30<sup>th</sup>.

Members in attendance asked what the 2012 motion said but Board members did not seem to remember what the 2012 membership vote actually said. Ed tried to summarize from memory for the membership.

Ed seemed very frustrated by the meeting and the continual losing of control. He continued down that slippery slope of informing the audience 'what the judge said', several times he stated 'he believed the judge said this or that' clearly playing interpreter of what the judge said is beyond his role as president. He was unable to remain neutral on the subject this will continue to invite controversy. Now we know what Ed thinks the Judge said but I wonder what the fox said.

Board members agreed to consult an attorney: 4 in favor, 2 abstain. Ed did not vote.

Suzy stated that she was very disturbed about minutia that members were inquiring about. She doesn't want to recognize the membership from the floor anymore and wanted to get on with what she wanted to discuss. I guess that pesky lawsuit is minutia; darn that minutia!

Somewhere along the way Suzy forgot that in her fiduciary role that we are the beneficiaries and the minutia has to be addressed if it is important to the membership it needs to be important to her. Else she is in violation of the trust agreement between her as a board member and us as the beneficiary. Doh! Maybe she needs to go to board 101 school – what is that f-word responsibility thang anyway?

#### **New business:**

Treasurer – a member who was considering becoming Treasurer said no so the board is still looking for a Treasurer. Jean suggested that we add a financial secretary to help with the paperwork to make the position more palatable. A member in good standing can be an officer with no voting rights but can sign checks. Wanda Grone (book keeper) described that the Treasurer may not have as much work since she is handling the book keeping portion of the job. Her point was that the role was reduced in effort so maybe it may be easier for someone to accept.

Jean was concerned that nobody is taking responsibility for depositing checks arriving in the mail today because there is no Treasurer. A decision was made that Fred Salmon will pick up the checks and Ed will deposit checks until a Treasure is found. Maria described that four officers need to be in place to conduct new business; Ed agreed that since the Treasure was 'up in the air' that no new business would be considered but existing bills will be paid.

Suzy Palmer nominated Fred Salmon as Secretary and the motion was unanimously approved. Woohoo we have a secretary.

#### **Annual dues billing:**

The budget was approved by the membership to maintain the dues at \$138.50 per year. Billing will continue to be per lot. There was discussion about changing to per owner billing but no changes will be made this year.

Ed called for items for the newsletter. He asked that we send him a note if there was something to add. Wanda informed them that it will take several weeks to send dues statement as she needs to post the People's Bank checks, and then apply late fees to those that didn't pay last year and then issue new invoices. Looks like invoices will be in your mailbox mid-February or so.

A discussion occurred about when to hold board meeting - days and times for the 2014 calendar. There was some discussion about reverting back to a week-day meetings. The board changed the meetings to Saturdays a few years back because weekenders never participated in week-day meetings. Fred suggested that they ask the membership what they preferred. Suzy suggested the second Saturday will continue as meeting days until there is more input.

Committee sign-ups were requested. Jean requested that folks attend if they sign up for a committee. Dustin complained that meetings are not vetted in advance for off-islanders. Dustin talked about reaching out to folks who cannot attend. I guess this year he will reach out way in advance? There must be two directors on each committee so Ed asked the board members to choose committees.

Shelter rental coordinator is needed. Someone has to keep the key and check for clean-up. Ed solicited from the board to do the job, there were no takers. Sue asked about the responsibility. There was plenty of confusion about the shelter rental but it seemed to get straightened out. Sue volunteered to be the shelter coordinator. Ed agreed to create an inspection sheet to help as a check sheet for renters.

Chris Hendrickson never said a word throughout the entire 2 hour meeting. Maybe debate, conjecture, parliamentary process and continual fighting aren't her cup of tea? All I can say to that is; suck it up because it never ends. A new fight is on the horizon. Or, maybe she had laryngitis and couldn't speak?

#### Membership:

- Sue asked about her social committee budget so she knew what to spend.
- Sue asked about starting an official ACBC website since I am not keeping a calendar of Club events and times and am no longer responding to official club email inquiries. I cannot speak for the board.
- Sue suggested that the board use voting paddles for the membership to indicate questions or point of order calls to help maintain order. Fred suggested the board get paddles to take action on the membership. Hmm, not so funny, I guess Fred forgot about those nasty death threats. Pretty insensitive, violence against women or any members of the Club is not legitimate public discourse. It sounds like Fred doesn't like the vocal audience any more than Chris does. Better get used to it, every board member gets skewered eventually if not always. Really Fred?
- Dustin asked for a decision about a website. He asked me if I wanted to sell mine and I declined. I described that the last web master quit because the board did not provide timely information and the membership blamed him. I did agree to keep Club documents on my site; several dozen members have already contacted me about losing information.
- Suzy suggested that the site be managed by an outside party but owned by the Cove; she has a friend who can do it. The board agreed to investigate the website issue.

Adjourned 3:45PM