

Minutes of ACBC Board meeting

Saturday, July 20, 2014

The meeting was called to order at 2 pm

Board members present: Ed Delahanty, President (via phone), Suzy Palmer, Vice President, Steve Morrow, Treasurer, Fred Salmon, Secretary, Kurt Blankenship (via phone), Dustin Frederick, Recording Secretary, Chris Hendrickson. Vice President, Suzy Palmer conducted the meeting.

Approval of June 21, 2014 minutes---a question was raised by Maria Chamberlain regarding the proposed vegetable garden and the reference in the minutes. Discussion ensued and Maria believed that the minutes did not reflect what she had stated at the meeting. Dustin Frederick suggested Maria send a letter to the Board with specific language articulating her position on the issue.

MSC Steve Morrow /Fred Salmon /unanimous

Reports:

President--- since Ed Delahanty was participating by phone and he did not give a report.

Vice President--- Suzy Palmer thanked all the volunteers who had been working on the pool and noted how good it looked and how appreciative the Board was for all the time and energy expended getting the pool ready to open.

Treasurer---Steve Morrow reported that we received a \$4,000 refund from the IRS. However, the IRS is still confused about another report that we have submitted. We believe it will get favorably resolved in the near future. The financial statements were reviewed and copies were available for the members present. Specific reference was made to the back dues still outstanding.

Discussion arose regarding the budget and the fact that there was no money allocated in the original 2014 budget for operation of the pool. Various members spoke on the issue including; Sue Corliss, Cathie Harrison, Dan Jones, Marge Plecki, Fred Salmon and Mike King.

At the conclusion of the discussion, the Board reaffirmed that; based on a review of the bylaws it was the position of the Board that the budget is an advisory document submitted to the membership for informational purposes and does not bind the Board to the specific amounts in the document. The Board has the fiduciary responsibility to manage the affairs of the club using the budget as a guideline.

Fred Salmon reviewed some of the expenses that have been paid to get the pool operational and noted that the expenses were within the bylaws limitations.

Committees:

Budget and Finance--- Committee Chair Dennis Egan gave a report and wanted to know the status of the tiered membership proposal. The Board is still seeking a legal opinion regarding whether or not it can be implemented. Dan Jones commented on the tiered dues issue. A question arose whether or not members who are “not in good standing” can still be on a committee. General discussion occurred and the Board indicated that people with specific expertise who may be valuable to a committee would certainly be appropriate. There was no additional action taken by the Board with regard to the question.

Building and grounds ---Nate Palmer reported that a large portion of the road ditch was cleared by a volunteer, Mr. Poos. Nate noted that more volunteers are needed and commented that Russell Chamberlain is doing a great job on trash cleanup.

Long-range planning--- no report

Pool Maintenance and Improvement--- it was reported that the committee is working to open as quickly as possible reviewing past pool information and will meet next week to finalize the necessary documents.

Vice President Suzy Palmer read a written motion regarding limited use of the pool for 4014 and future pool renovation. (See attached)

There was general discussion regarding operating the pool in a limited capacity. Gwen Staton, Maria Chamberlain and Sue Corliss spoke on the issue. There was additional discussion about “Associate members” and the bylaws definition in Article III Section 3. There was disagreement regarding whether or not the bylaws “required “that each and every year there must be some number of Associate members. At the conclusion of the discussion the Board reaffirmed its position that; based on the Board’s understanding of the bylaws, the fiduciary duty of the Board to operate the recreational facilities on behalf of the members, the general authority of the Board to manage the affairs of the club and the specific authority to decide on an annual basis the conditions under which Associate members will be allowed; it was within the power of the Board and in the recreational interests of the Active members, to not have any Associate members for 2014.

Motion--- to approve the written motion read by Vice President Suzy Palmer. (See attached)

MSC Suzy Palmer/ Fred Salmon/ unanimous

Pool Operations and Safety--- members of this committee are working with the Pool Maintenance and Improvement committee and their report is encompassed in the above report.

Nominating Committee--- Russell Chamberlain gave the report and proposed sending a postcard to all members to encourage participation and solicit additional nominees. He also proposed putting up signs in the community to solicit nominees.

Motion---to allocate \$550 to the Nominating Committee to pay for post cards and signage.

M SC Dustin Frederick/ Kurt Blankenship/ unanimous

Unfinished Business:

Outstanding dues and assessment---Kurt Blankenship is researching law firms in Washington and specifically on Whidbey Island and will present a recommendation to the Board regarding which law firm/collection agency to utilize. The primary consideration is how much the law firm will charge. Gwen Staton spoke regarding the appropriate procedures to utilize when collecting outstanding dues and assessments and there was general discussion regarding the fact that some members may have a difficult time because they may be in financial difficulty. The Board reaffirmed that it is very considerate of" ability to pay" issues and members will have the option of a payment plan. However, the Board also reaffirmed that we have a fiduciary responsibility to collect the dues so that we can carry out the maintenance and operation of the club.

Procedural financial review status--- general discussion regarding the procedural review, the bylaws requirements, past practice and our current status.

Security cameras--- a security camera has been purchased but is not yet installed. We have had several recent trespass situations but fortunately no damage was noted.

Pool renovation ballot--- the status of the ballot was discussed and the Board reaffirmed that based on the governing documents e.g. articles of incorporation, the bylaws, the deeds and the court rulings of Judge Hancock included in the TRO; the ballot will not have a "no assessment" option. This decision is based on a legal review of the above documents and the responsibility of the Board to maintain the recreational facilities.

New business:

Architectural Control Committee---the Board is reviewing what our responsibility is regarding the Architectural Control Committee. Because the committee was disbanded based on a Board decision by the previous Board and not a vote of the membership; it may be that the decision by that Board is invalid and we may need to reinstate the committee. The Board is investigating the matter.

Legal review of lower bird road easement proposal--- Marge Plecki and Mike King were present at the meeting and a discussion ensued regarding their proposal and whether it should be

discussed in open session or in a private meeting with the Board. It was determined that it should not be in open session but in a private meeting to be scheduled in the near future.

Newsletter--- the newsletter is currently being prepared and it will go out with the assessment ballot.

Lifeguards--- we have two lifeguard candidates but it would be better if we could get a third. The Board asked members to refer candidates for consideration.

Records request--- a member of the community as requested to review club records. The Board stated that once we get a written request pursuant to the bylaws and state law; we would make sure that the request is accommodated.

Member's Forum:

Barbecue--- the Board gave a big thank you to the members who coordinated the barbecue it was well attended and the resounding success.

Wi-Fi ---yes, there is Wi-Fi now available at the Shelter. The password was given out to members present at the meeting and is available to other members upon request.

Bylaws--- there have been no meetings of the Bylaws Committee as yet, but individual members are preparing recommendations to be reviewed by the committee. All committee members will be notified when a meeting is scheduled.

ADA compliance--- a general discussion occurred regarding ADA compliance and whether or not the pool can be operated in a limited capacity without first being ADA compliant. Sue Corliss and Dan Jones spoke on the issue. A very heated discussion occurred and the Board meeting was adjourned to Executive Session at 3:50 pm.

Executive session:

Convened Executive session at 4:10 pm

Adjourned Executive session at 5:08 pm

Reconvened the Board meeting at 5:08 pm

Adjourned Board meeting at 5:09 pm

Respectfully submitted,



Dustin Frederick, Recording Secretary

Whereas there have been many questions and concerns regarding this year's operation of the ACBC pool, and whereas the Admiral's Cove Beach Club currently lacks the funds to bring the pool facility up to the standards required for a "General Use" permit from the Island County Health Department or the State Department of Health, I move that the Admiral's Cove Board of Directors adopt the following:

There will be only "limited use" of the pool this year.

- Limited use means any swimming facility regulated by WAC 246-260-010 "for the use of the persons living or residing at the facility and their resident's invited guests."
- Only ACBC members in good standing and their family members and their personal guests will be allowed to use the pool facility this year. Persons who rent from members in good standing may also use the pool facility this year.
- There will be no "associate members" sold this year (the Board annually determines *the availability and* conditions of such membership as provided in Article III, Section 3, of the Bylaws).
- There will be no "general use" of the pool this year. That is, there will be no organized programs provided such as swim lessons, swim meets or exercise classes. The pool will not be open to the general public.
- The Board will operate the pool in full compliance with Island County Health Department and Washington State Health Department regulations and conditions.

Further, ACBC will bring the pool facility into full compliance with all applicable State and Federal requirements, including the ADA as soon as financially feasible. This will be done following the recommendations for facility improvement plans developed by Stig Carlson Architecture [pool building], McKean Hintze Architect and All Star Pool [pool], The Rice Group [mechanical systems], and Case Engineering [electrical systems]. Due to financial constraints, this will be done over a two to three year period, beginning with refurbishing the pool itself and continuing with the Pool Building.