

Holiday Shores  
Board of Directors Meeting Minutes

**Date:** March 25, 2020

**Attendance**

**Present:** Dave Decker, Ali DeVries, Tony Harris, Anthony Harrell, Shaun Diltz, Steve Yates and Matt Ressler

Others Present

Rob Clarkson from the Holishor Office

**Holishor Members: 1**

**Proceedings**

Meeting called to order at 7:30 PM

Pledge of Allegiance recited

Due to the Covid-19 pandemic, and executive order 2020-07 passed by the Governor, we are allowing a few Board members to attend the meeting via conference call. This is not to set of precedence for any future meetings.

**New Business**

**Annual Meeting Plans**

**Tony Harris** – Our by-laws require an Annual Meeting to be held on the third Saturday of May of each year for the purpose of electing directors. It does not allow directors to be elected at any other time. If a vacancy comes up during the year, the Board can appoint someone to fill that vacancy until the next Annual Meeting. Only at Annual Meetings can they be elected. Under our current situation, we still need to have a Board meeting in May. We have to decide how to best do that with the current meeting rules and orders from our Governor that are in place. The proposal we wanted to discuss tonight is having the membership vote via proxy for anyone running for the Board for the three vacancies for the terms that are expiring. With our changes we made last year, you cannot mail in absentee ballots for Board elections anymore, but we can do proxies. The proposal is to have a proxy and a ballot on one form that the membership could turn in to the Association for Board members only. Do we have any comments on that idea of proposal? **Anthony Harrell** – I think that is a great idea. **Dave Decker** – Tony, I'd like to take a step back. Our basic proposal is to have the Annual Meeting and at the Annual Meeting, we have the Board of Directors election and have a special meeting to handle the other ballots. **Tony Harris** – Yes, I was going to mention the special meeting which would be to cover the budget and the other voting that needs to occur. We would call for a special meeting later in the year to cover those items. The Annual Meeting would only be to elect the directors. Thanks for the clarification, Dave. **Matt Ressler** – What if we drop what we are in place of right now between now and the Annual Meeting? Then members would be able to come in and we could do it like a regular vote, correct? **Tony Harris** – Yes, but it's hard to plan for that because we have to get stuff out on how that's going to occur. **Matt Ressler** – Right. I mean, I'd hate for us to plan it and then plans to change to where we could have. **Tony Harris** – If you put it on the agenda then you'd have to deal with it at the Annual Meeting. If you plan to have it and then end up unable to have the meeting, you'd have to figure out what to do with the rest of the voting items. I think it's simpler to plan the election of directors, which we have to have and plan for the special meeting. At the special meeting we could still allow absentee voting and regular voting. The reason absentee ballots do not work right now is we are trying to keep in person communication with the office staff down to a minimum for their safety and the safety of our members. It's a tough proposition to cover.

**Anthony Harrell** – Motions to allow proxy votes for electing the Board of Directors only at the Annual Meeting and set a separate date for a special meeting to address the other ballot items.

**Ali DeVries** – Seconds.

**Abstained** – Dave Decker

**Motion Carries.**

**Ali DeVries** – Are we going to send out instructions on how this process is going to work? **Tony Harris** – A thought would be that the Board meeting packets would go out announcing that they are only voting for Board of Directors. The form in it would be both a proxy and ballot to be signed, dated and returned. **Ali DeVries** – Who are we going to state the proxy of? **Tony Harris** – We were thinking the Association and in the wording that is on the form that it is a proxy but it's only

Holiday Shores  
Board of Directors Meeting Minutes

to vote as only indicated on the form. That way it's not a blanket proxy. **Ali DeVries** – We just need to make that very clear so there is no confusion for our members. I would like to see the letter or form that we are going to circulate. **Dave Decker** – We need to come to an agreement that we are going to have the Annual Meeting for Board of Directors and a special meeting later. The second thing we'd have to do is come to an agreement that you are going to allow Board of Directors to be voted on by proxy that doesn't require a notary. The third agreement that would have to be made is on the actual verbiage of the document itself. I would not advise doing all of that in one motion, because it would never get done. **Tony Harris** – That was Anthony's motion. Do we want to set a date now for the special meeting and then come back to the wording for the proxies? I feel that would be easiest. I was thinking July 18, 2020, which is the third Saturday in July. The only real reason to push it out that far is to hopefully make sure we are passed the current Covid-19 issues. I'm not sure if that is far enough or not. **Anthony Harrell** – I would say July 18 would be better. **Steve Yates** – Should we chose two or three dates and stagger them a month at a time? Maybe set a date in August and September just in case. Could we do that in advance or go one month at a time. **Tony Harris** – I know the mailing for the Annual Meeting has to be sent out on specified dates before the meeting, which I believe are no less than twenty days and no more than forty days. We would have to watch it. If we are getting close to the forty-day timeframe and it doesn't look like things are changing, we can postpone it. **Dave Decker** – I would recommend you pick a date. That way we can communicate it in the Annual Meeting packet. As Tony stated, if you get to the point where that date is at risk, at that point, you can decide as a Board to vote on a different date. **Matt Ressler** – That sounds good. **Steve Yates** – I think that sounds good. I wasn't sure if we needed to get that accomplished now or what. **Tony Harris** – That was a good point and good question. **Ali DeVries** – I think a good place to start would be July 18<sup>th</sup>. **Steve Yates** – We would have to confirm that date is available. **Rob Clarkson** – If there is an event scheduled on that date, it is most likely to be an evening event. **Ali DeVries** – Motions to hold a special meeting on July 18, 2020 at 10:00 AM pending availability of the clubhouse.

**Anthony Harrell** – Seconds.

**Abstained** – Dave Decker

**Motion Carries.**

**Tony Harris** – We need to talk about the language that needs to be on the ballot/proxy. One issue that came up, proxies have to be notarized. When you look in the by-laws, all it says is the proxy must be executed in writing by the member or by his/her duly authorized agent, provided, however, that the proxy bears the date of execution and signed by the member. Proxies will not be valid for more than eleven months after the date of its execution. My thought is we can amend our current proxy form to what we want as long as we cover all the points that are in the by-laws. It wouldn't have to be notarized, which means there would be no contact with other people to be able to fill out their proxy. We just have to think about the language we want on that form. **Dave Decker** – I recommend we do it the same way we've done it for the last forty years. **Steve Yates** – Board of Director votes do not have to be notarized? **Dave Decker** – No, Board of Director votes did not have to be notarized. **Steve Yates** – I did not know that. **Dave Decker** – In my opinion, how the process should be handled is proxy by mail. Just like we used to handle the Board of Director votes, we send out envelopes addressed with return labels, they vote, and they place it back in the envelope and mail it in. I would expect that we would use that same methodology. **Tony Harris** – That way the proxy is not given to another person, you're giving your proxy vote to the Association. It's basically going back to the way we had it previously just how Dave had stated. The reason we cannot just do the mail in vote like we used to is because that language was taken out of the by-law when we made the change to allow absentee ballots. Therefore, we do not have that old methodology available to us anymore. This was a way to do the same thing but yet to comply with the by-law. With absentee voting now, it has to be verified at the office that is valid in person beforehand. **Matt Ressler** – How come the office cannot verify it when they receive it? People are going to mail them in anyway. **Rob Clarkson** – Because the by-law states with photo ID. **Tony Harris** – The method of voting by proxy did not change, so we are going to slightly modify the proxy process so that you are voting via proxy form that is also your ballot. That way your vote is still valid. **Ali DeVries** – Can we approve the proxy as we are discussing, and can we make a statement that the document we are going to send out can be approved via email? Is that okay? **Dave Decker** – There is no way we could get through the verbiage tonight. **Matt Ressler** – I just want to understand this correctly. I mail in my proxy and my ballot? **Tony Harris** – It will be a one-page form that is both your ballot for Board of Directors and proxy form all as one. You will indicate your choice for Board of Directors, sign and date the bottom which makes the proxy form valid, mail it back to the office and it would then be locked in a box just

Holiday Shores  
Board of Directors Meeting Minutes

like we have always done. At the Annual Meeting, those will be opened by the auditors and ballot counters. We will probably have to have a statement as a quorum because we do not potentially know if we will have enough people to vote. If we do, we would count the votes and that would be your election. **Ali DeVries** – At that point, I would also say that the note Rob sends out via email stating that a quorum isn't necessarily needed anymore during this time. That is just my opinion. **Rob Clarkson** – I think you would know that you had a quorum by membership when they are mailed in. They could be checked whether they are in good standing or not. That date does not change. **Tony Harris** – I guess because you will have the information outside of the envelope, you will not have to open the envelope.

**Rob Clarkson** – Their name and address are already on the envelope. The only difference is we cannot open it to see if it is signed or not. **Tony Harris** – That's what I was thinking. If we didn't get enough or someone did not sign theirs. **Rob Clarkson** – If it is not signed, it is not valid. **Tony Harris** – All of this needs to be specified very clearly when these packets go out to the membership. **Tony Harris** – Back to Ali's point on having a quorum. I have not read that part of it yet, but I think it would be nice if we have one. We would just have to see when we get to that point how things are.

**Ali DeVries** – As a side note, I think that the office should keep copy of this for the future. That way we have all of this documentation of why we did things the way we are. **Tony Harris** – That would be a good idea. We have referenced it early on in the minutes, but it would be good to have a hard copy along with the minutes. **Dave Decker** – Just to reiterate, we are going to have a ballot and proxy all on one form, they select their candidates, sign it, date it, mail it in and we go from there. Right? **The Board mutually agrees.**

**Ali DeVries** – Motions to make the Board of Directors election via proxy and to approve the form sent out to the membership stating that the Association can be sent at a later date or via email.

**Steve Yates** – Seconds.

**Abstained** – Dave Decker

**Motion Carries.**

**Dave Decker** – Rob, if you could send me a copy of our current proxy, I will work on putting the verbiage together and can send it out to everyone. **Rob Clarkson** – I will do that in the morning. **Matt Ressler** – Sounds good.

**Tony Harris** – We've generally discussed what we thought about how the Annual Meeting will be conducted as far as having a quorum, I think we've covered all the points for the Annual Meeting, we have covered how we are going to send it out to vote and we have our date for the special meeting to cover the rest of the ballot items. Does anyone have any further discussion points regarding the Annual Meeting? **Dave Decker** – I haven't done all the research, but my question is the requirement of how many Board members have to be present? There is a requirement from the membership to have fifty people present but I am aware that two Board members have stated that they cannot be here. According to our by-laws, there is to be a Board meeting held immediately following the Annual Meeting. As far as electing Board of Directors, those two Board members need to figure out what they are going to do for that. **Ali DeVries** – In my opinion, depending on the situation, those individuals could conference in via telephone. **Dave Decker** – I agree, I just wanted to throw that out there for the future Board on how they are going to handle that. **Matt Ressler** – I will be able to be reached by telephone. **Tony Harris** – In our by-laws, it reads a quorum shall consist of majority of the Board and fifty members. On a seven-person Board, we would need four people here depending on how this pandemic is going. It really just depends on what the situation looks like.

### **Shoreline Erosion Prevention**

**Matt Ressler** – Motions to put the Shoreline Erosion Prevention ballot on the agenda for the special meeting.

**Anthony Harrell** – Seconds.

**Abstained** – Dave Decker

**Motion Carries.**

### **Firework Display**

**Tony Harris** – We have a contract for the firework display in our packets. Just from my recollection, didn't we do a two-year agreement? **Rob Clarkson** – It's a three-year contract. It is up after this year. **Tony Harris** – After 2020? **Rob Clarkson** – Yes. This is to vote on how we want to handle payments this year, so we have to agree on this contract on the price. **Tony Harris** – The question I have related to payments and doing this is obviously we have the anticipated

Holiday Shores  
Board of Directors Meeting Minutes

date of July 4, 2020 and the rain delay date of July 5, 2020. **Rob Clarkson** – They also sent a letter to cover a future date that was mutually agreed upon. **Tony Harris** – That is not an issue for me. Our payment choices per the agreement we received is paying the sum of \$8,000 as a down payment on the execution of the agreement. The \$8,000 must be paid in full within fifteen days after the day of the fireworks display along with a service charge of 1.5% will be assessed per month added to the remaining balance within the fifteen days. Option two is to pay the \$16,000 in full by April 22, 2020. Option three is to pay \$16,000 in full by June 3, 2020. If we chose to pay in full by April 22, 2020, you receive the 8% of bonus product. If we pay the \$16,000 by June 3, 2020, we receive a 5% of bonus product. If we choose to pay in two payments, there is no bonus product offered. I'm leaning toward the option that we have always done which is pay it in two payments of \$8,000. **Matt Ressler** – That's what we've done in the past? **Tony Harris** – Yes. **Shaun Diltz** – What happens if the date is pushed back from the pandemic? **Anthony Harrell** – It says here that as far as J&M's cancellation will postpone the policy and those fees will be waived if the display is cancelled due to health reasons.

**Matt Ressler** – Motions to pay for the firework display in two payments of \$8,000.

**Anthony Harrell** – Seconds.

**Abstained** – Dave Decker

**Motion Carries.**

**Steve Yates** – Motions to adjourn the Board of Directors meeting.

**Ali DeVries** – Seconds.

**All in Favor.**

**Meeting adjourned at 8:09PM**

**Meeting Minutes submitted by Megan Jackson**