

**WCC Board Meeting
April 23, 2021 - 8:00 pm
Virtual via Zoom**

In attendance: Board Members Ryan Crompton, Nancy Kennedy, Eileen Clemans, Jennifer Jacobson, Sue Clarke, Sharon Morehouse, Toni Lund, Kjersten Johansen
Guests: Brian Jacobson, Edie Staiger, Steve Edmiston, Trish Davis, Terry Donahue, Michael Fuller, Melody Edmiston, Mary Eun, Mitzi Gligoria,

Jennifer indicated she would begin to record the meeting.

Nancy said she had not heard from Kjersten as to whether she would attend or not, so she asked Debra to take minutes.

Call to Order

Nancy said that although she and Eileen had called the meeting, she deferred to Ryan to run the meeting and he agreed. Ryan said the only thing on the agenda is the boat launch survey and how to come to a consensus on how to conduct that.

Kjersten joined the meeting.

-Boat Launch Survey

Nancy brought forth a motion: *After numerous reviews we have agreed to this survey with no dissension in our meeting of April 12th. I move to send out this survey to the membership immediately, as presented.* Eileen seconded the motion.

Discussion: Ryan said he did not support this motion. He said there have been numerous emails indicating concerns about how the survey is laid out. He feels it biases it on how the rule was created. He doesn't feel it creates an option for members to choose and is not what the club is asking for. Jennifer interjected that the Club has not received any emails stating the concerns Ryan has presented. Sharon and Sue said they had not heard these concerns either. Toni said the people who are sending Ryan emails are not happy with a survey that does not show bias to their preferred approach. Toni said after seeing the math behind the tallying system she does not see any bias as Ryan has indicated. She asked him to explain. Ryan said he had sent an email today in response to Brian's email explanation indicating why he thinks there is a bias against the current rule in the system. Eileen said she actually thought Ryan's response to Brian's email helped her understand it better, and she said she did not see any bias. She asked how Ryan felt about Brian's response. Ryan described different scenarios as to why he thought there was bias. He said he has received concerns about how the vote tallying system is laid out. Toni said basically he doesn't like the way it will tally up because it wouldn't give him the answer he supports.

Kjersten weighed in saying the problem with the 6 foot rule is that the boat launch is unusable. It is so restrictive people can't find a way to use it, based on the tide tables. She said people who haven't done their research will pick the middle. Debra said Kjersten has no idea people will pick the middle. Kjersten disagreed. She said this is the way surveys

work...people pick the middle to please both sides. Toni said Kjersten would prefer a different middle and Kjersten said she would prefer no middle. Toni said she and her husband have looked at the tide tables and it is not unusable...it's just a different time of day. Saying it's unusable, is a mischaracterization. Someone else said there were other options in the area for launching.

Jennifer said that we had made this decision unanimously at our last board meeting. Kjersten disagreed. She implied we had changed her notes, that we did not have an agreement in the last meeting. Nancy said she disagrees with what Kjersten is saying. She said she happens to have extensive notes taken by someone who was in attendance at the meeting (who is not a board member), and it was very clear that we all agreed. Kjersten argued that it had been changed after the meeting. Ryan said even if we did talk about it and even if we had agreed, I can't support it with the knowledge I have now. Kjersten said we either make it two options that are clear, or we make it cutesy and people come back and complain. Nancy asked Brian if he had anything to say.

Brian said he provided to the board the night before our 4/12 board meeting his tallying recommendations. He said Kjersten, you and I developed those together and it has never changed. It has been that way for weeks. Kjersten said that is not true. In all the conversations we had she said she didn't understand that. He said it was very clear in his email to the board that if A or D gets over 50% of the vote, that becomes the rule. If not then look at if A+B gets over 50%, then 2 foot becomes the rule, or if C+D gets over 50%, then 8 foot becomes the rule. If those scenarios do not payout, then the current 6 foot rule remains. Sue said it is pretty straightforward. Kjersten said we can re-hash this over and over, she doesn't remember it this way and it is not the right thing to do. Sharon told Kjersten that is her opinion. Nancy called for the vote. Kjersten said she doesn't think we should have a vote. Ryan said it would be super bad to do something in objection to the current president of the club. He said that is really a bad idea and we have not done that in the entire time I have been on the board. He said he thinks it's really, really bad. He continued, if we can't come to an agreement on a way forward, we just let the next board deal with this. If you guys decide to force this through, there will be continued splitting because Kjersten and I do not agree. We could just leave it the way it is, 'cause guess what, you already got a 6-foot rule. Forcing something through without a consensus is a really bad idea.

Nancy called for the vote. Debra asked if there was a motion. Nancy read the motion again. It was seconded. 7 in favor, 2 against. The motion passed.

Ryan said for the record, this is wrong, it is damn wrong, you guys should know that. This doesn't make things any better and will only make things worse in the community. It is the wrong thing to do.

Michael Fuller asked to speak. He asked Ryan if he understood correctly that he felt people should not be going against the president's feelings? Ryan said the president should be comfortable with it. Michael said, wait a minute, this is a democracy, not a dictatorship. Kjersten said, oh my god, this is not a democracy! Have you not just seen how this works? This is a railroad. Debra asked Kjersten to let Michael finish. Kjersten said, I don't want to hear what he has to say. I am done with this. Michael said Kjersten I am not done. (Kjersten left the meeting). Michael continued that Kjersten had corrected Toni to let her finish what she had to say. He told her she was railroading him and he did not appreciate that.

He said the bottom line is a democratic action just took place and you can call it anything you want and if the president doesn't like it...tough, and if you don't like it...tough. Because there was a majority vote and that's a democracy. Thank you.

Ryan said that the club bylaws state that the president shall preside at all meetings, shall be the general executive officer of the club and shall have general direction and supervision over all its affairs. It's not good for all of us to splinter on this issue. You all know what happens next. It's going to get ugly and will only get uglier because we decided to do it this way. I hope you're all going to be happy with what happens next. It's going to be terrible. Toni asked Ryan if that was a threat. Ryan said NO, it's not a threat! Toni said it sure sounds like one.

Nancy asked the question if Kjersten was still in the meeting. Ryan said no, she left and so am I. (Ryan left the meeting). Michael said this is sour grapes.

Steve Edmiston said as long as it's still recording I guess I'd say for the record that Ryan seems to be reading one sentence out of the bylaws. In the preceding paragraph of the bylaws it clearly places both the management and the control of this club on the board. The president is simply the presiding officer. Even writing checks are subject to the boards approval. Ryan has a fundamental misapprehension of how the bylaws work and how the ten or in this case nine board directors actually have control. Michael Fuller is 100% correct that once we have a quorum a majority in a democratic process controls the actions. Everyone was here, the meeting was called, notice was given, a quorum appeared and the majority voted. It's hard for me to understand, except what Michael suggested, sour grapes. And sadly, they're no longer on this Zoom, which means they can't hear how this is intended to work. In a board with good governance, a board would actually take a majority vote, understand that that is now the decision of the board, and all would support that in the community. What we have are two people on this board acting in undermining the actions of this board. And as they threaten that things will unravel, they are acting in a manner that is injurious to this community. Unfortunately, that may require action in the future. If they choose not to resign and they want to act in an injurious fashion that has consequences. I am extremely disappointed in the actions of Ryan and Kjersten in this meeting. That's all I will say.

Michael asked about the vote count which was 7-2. He said that was well above a majority.

Nancy said the question she was going to ask Kjersten, but she is no longer here...Kjersten stated in her email of 4/21 that "a lawsuit could easily bankrupt the club or dissolve it returning all deeded property to the original owners." I was going to ask her if she was aware of a possible lawsuit. But, the fact that she's not here, I move that the Club hire legal counsel and allocate \$10k in our budget for legal, if necessary and notify our insurance company, if needed. It was seconded.

Discussion: Toni asked a question of Steve, based on his expertise. She said the Woodmont Country Club is owned by a private entity, we are not an HOA or resident owners. I realize we are trying to keep the peace and get input from the membership, but is concerned about the precedent it sets. Do we even have to do a survey? Can someone file a lawsuit to compel someone to do something on their private property if it's not breaking any laws or rules?

Michael said but you just voted to approve a survey, right? Toni said she knows, she just has questions about the actions. Micheal said ok. Steve said to the extent that he's a member, he's happy to discuss it, but should make it really clear, as I do often, that I am not acting as a lawyer for the community and could not and would not do that. My understanding as Steve Edmiston, a member of the community, is that the ownership of our club property as a corporation, a single corporation that owns property and that pretty much explains why our governance is set up the way it is. My understanding is that we do not have one 150th ownership in anything...it doesn't work that way. What we have is that if we pay our dues, we are members and we have a right to a single vote and how that democracy works is how it works at every level. We typically vote for representatives or a board and the board makes the decisions. We don't punt to the membership as a popularity contest. That's my own view...I'm not giving legal advice. Toni thanked him.

Sharon said that Ryan and Kjersten have been extremely divisive and they will continue. They could do a lot to alleviate instead of incite.

Nancy said the discussion now is about legal counsel.

The motion passed unanimously with 7 members present.

Adjournment

Respectfully submitted,
Debra Palmer-Seiler
Acting Secretary