

Woodmont Country Club BOD Special Meeting Minutes

Date May 5, 2022

The meeting was called to order at 7:04 PM.

Attendees: Brian Jacobson, Melody Edmiston, Gary McLean, Ali Saccone, Susan Cwiertnia, Karin Stender, Jim Stender, and Dan Himelic

General:

- The Agenda was presented and approved unanimously:
 - Review of Draft Bylaw Amendments
 - Review of Draft Restated Articles of Incorporation

The following Draft Bylaw Amendments were presented with a roundtable to determine if any board members have questions or comments for discussion.

- A1. DRAFT Conflict of Interest Policy for WCC
 - Ali expressed concern that recusal and determining conflict of interest was left up to each person. It was pointed out that each board member is bound by law and duty of loyalty to do so. See Charity and Nonprofit Board Service in Washington State Quick Guide.
- A2. DRAFT Staggered Terms and Term Limits for WCC Officers and Board Positions
 - Jim expressed concern that the language for staggered terms is too confusing and created unnecessary complexity.
- A3. DRAFT WCC Treasurer Bylaw Amendments
 - Gary explained these revisions accommodate current practices for electronic records and banking. The monitoring activity by the President can be documented in meeting minutes.
- A4. Typos and Minor Word Changes
 - No comments
- A5. Membership Amendments to Bylaws with Brian's changes
 - Brian made one change to this draft that was previously discussed. He updated the bylaw so club membership can no longer transfer from the buyer to the seller when the property is sold. He also discussed the intent of the Pre-Approved Guest section because this was requested by many members.

The Draft Restated Articles of Incorporation were also presented. It is noted that Judy Andrews, the consulting attorney, recommends that this draft remains unchanged and approved as written.

Susan made a motion, "To approve the bylaw amendments A1, A3, A4, and A5 substantially in the form as proposed, with authority granted to the Secretary to make technical non-substantive changes to correct the layout, numbering, spelling errors, typos, or grammatical errors, for the final document to be proposed to membership." Jim seconded the motion which was passed unanimously by all board members present.

Ali made a motion, "To approve the bylaw amendment A2 substantially in the form as proposed, with authority granted to the Secretary to make technical non-substantive changes to correct the layout, numbering, spelling errors, typos, or grammatical errors, for the final document to be proposed to membership." Melody seconded the motion. The motion passed by a vote of 7 of 8 members and Jim abstained.

Jim made a motion, "To approve the restated articles of incorporation substantially in the form as proposed, with authority granted to the Secretary to make technical non-substantive changes to correct the layout, numbering, spelling errors, typos, or grammatical errors, for the final document to be proposed to membership." The motion was seconded by Dan and approved unanimously by all board members present.

It was noted that Eileen Clemans was not able to attend the meeting but provided the following statement, "I concur with the bylaw amendments drafts and restated articles draft that I read before the meeting."

Toni Lund was also unable to attend and provided this statement, "I agree and approve the amendments to the WCC bylaws, and the restated Articles of Incorporation. I was not present to vote during the WCC Board meeting, however, I have read all of the bylaw amendments and the restated Articles of Incorporation and am in agreement with adopting all of the revisions and putting such revisions to the WCC membership for a vote. I am in favor of the additional protections for the Club, Board, and membership that are promoted in these amendments."

The board will send the amended bylaws and restated articles of incorporation as a package to the membership with the announcement of the May 19th general meeting. This will be done with 10 days advance notice.

The meeting was adjourned at 8:19 PM.