

Woodmont Country Club General Membership Meeting Minutes

Date: May 19, 2022

Location: Holy Trinity Lutheran Church Gym

Board Members Present: Brian Jacobson, Dan Himelic, Eileen Clemens, Susan Cwiertnia, Gary McLean, Jim Stender, Ali Saccone, Karin Stender, Toni Lund, Melody Edmiston

Call to Order: The meeting was called to order at 7:14 PM by Brian Jacobson

Roll Call: Following member check-in, roll call was read from the list by Susan Cwiertnia. There were 70 member households in attendance which constitutes a quorum.

General:

- Introduction of the Board to the members
- Introduction of new members and anyone that has not attended a general meeting in person.
- Meeting Minutes
 - A motion was made to waive the reading of the previous general membership meeting minutes since electronic copies were available to all. The motion was seconded and approved by voice vote.
 - Amendments to March 22, 2022, General Membership Meeting Minutes were discussed. Nancy Kennedy made a motion to approve the minutes as amended. The motion was seconded by Jeff Green and was approved by voice vote.

President's Report (Brian Jacobson)

- A reminder that WCC is not an HOA and that membership is voluntary. The Board is not here to dictate the color of your house or resolve neighborhood conflicts. We are a 501c registered non-profit. All assets such as the beach, trails, plaza, and sport court are owned by the club and managed by the Board. Bylaws and Articles of Incorporation are rules for how we operate. We are required to hold 2 General Membership meetings per year but we can hold more if needed. March is a planning meeting with reports to the community for feedback on the next year's budget and projects. May is the meeting to conduct business voting on the budget, board slate, and bylaws presented to the community.
- We have received questions regarding the presentation of documents before the meeting. The bylaws and restated articles of incorporation were presented 10 days prior to the meeting. Other documents are presented at the meeting by tradition to ensure that everyone gets the same information at the same time.
- Sport Court Update- A weed popped up in the recently resurfaced sport court and pulled out a chunk of the surface. Brian spoke to the contractor and he will repair the broken chunk. He will also clean the court for free in the next few weeks.

- Tree Cutting in the Canyon- Since the city promised to replant and restore, the board followed up with them. They claim they fulfilled their obligations and are done. This will be an ongoing conversation. The canyon trees are not club property but important to the community so the board has decided to take this up. In the future, we will send out communications to facilitate groups to help organize efforts with the city but this won't be a club project.
- Plaza Picnic Tables- Ten new stout steel tables with a cedarwood surface were just ordered. A synthetic surface was considered but it is more expensive and there was a concern for esthetics. In the future, there will be a work party to assemble tables near the end of May. Half of the picnic tables have been donated already. In appreciation of the donations, we will place plaques to recognize members' contributions.
- Plaza Entry- The concept for the signage and lighting was presented to the city. We are currently jumping through hoops so that project is on hold right now while under review.
- Security Cameras- The community responded very positively to security cameras, especially at the sport court vs. plaza. We will purchase cameras for the sport court and have further consideration for the plaza due to privacy concerns.
- Public Comments
 - Members raised safety concerns about walking on 8th Ave near the side of the road close to the cars. Anthony Gibbs asked if it would be possible to have speed bumps and active crosswalks with flashing lights to alert cars of pedestrians. Fred Wentz commented that there used to be a caution sign but it is no longer there since the Lakehaven project. Jim Stender confirmed that the replacement of the sign is on the list for the contractor.

Treasurer's Report (Eileen)

- Please see the printed report for details of the expenses.
- Eileen explained the fiscal year runs from June 1 to May 31 and there are still some expenses coming in for the current fiscal year. She also explained the variances column represents the over and under which can be either positive or negative.
- Note #1 was pointed out that no prepaid dues for the 22-23 year are on this statement.
- Note #5 explains the maintenance line item contains the picnic tables (net donations) and security cameras.
- Public Comments
 - Kjersten Johansen asked if there were any legal expenses for this year? Eileen responded that yes, there were legal expenses for the consultant used for work on the bylaws but we have not received those invoices yet.

Old Business

- Bylaws- The committee worked with a consultant on areas of focus for updates. Many updates were due to the new WA State Statute. There are many areas in the bylaws that need updating but the committee focused on five based on member requests and the laws.
 - Conflict of Interest was added as required by law and recommended by counsel.
 - Staggered terms

- Treasurer- Counsel recommended updating to include oversight and current electronic banking practices.
- Membership Categories
- Typos and Word Changes
- Steve Edmiston made a motion to adopt the bylaws as presented which was seconded by Mitzi Gligoria. The motion was followed by discussions:
 - Kjersten felt that the changes are a deviation from the standard of non-profits. She feels the conflict of interest statement is too broad. She wants wording to update voting practice by proxy and cumulative voting. She doesn't like limiting temporary memberships to one per lot because it harasses members. She is also concerned about transparency with approvals in the Guest clause. Overall she feels this is moving too fast and wants to talk to the attorney that was used to consult.
 - Meggin Hunt felt that "injurious conduct" needs to be more specific and define what actions or laws constitute it.
 - Ed Markquart wanted to thank Kjersten and asked the board to include a diversity of opinions.
 - Anthony Gibbs wants to know if the bylaws are severable. He is also concerned about only one temporary membership per lot and asked questions about various scenarios for temporary members. Anthony also made comments about existing bylaws that were not reviewed for amendment at this time including: how are complaints involving the BOD handled, he wants expenditures > \$5,000 voted on by members, and feels a quorum of 25% is too low.
 - Lee Terry commented that nobody will agree on everything. She appreciates the work of the board who did the best they could with the information received from the members.
 - Steve Edmiston expressed concern that if we don't approve the bylaws we will go another year without a conflict of interest and staggered terms. He encourages people to not vote on what wasn't addressed in the amendments at this time. The bylaw updates can be a work in progress continuing next year.
 - Mary Paynter asked if we could have a special meeting later to settle this. She feels that 10 days was not enough time to review.
 - Jeremy Brewer wanted to know why Steve was so concerned about conflict of interest. He also wants conflict of interest better defined.
 - Ann Ardizzone wants to heal the community because she feels it's broken. She also wants transparency, and more time to vet and discuss.
 - Brad Holmes asked if the bylaws can be tabled and voted on individually later.
 - Gary McLean explained that the attorney that was consulted for the bylaws wrote the handbook for WA state non-profits. Board members have fiduciary duties according to the law so the bylaw for conflict of interest is explained by those. The term "another interest" is a state-of-the-art term that is being adopted more. It is used to capture the myriad of reasons such as the IRS, family, personal property interests etc. because all kinds of issues can come up. The process is defined where the individual decides if there is a conflict of interest and then the board decides while that person is not in the room when decided.
 - Kjersten spoke again raising concern for rotating 3-year terms and that if the board needs help for continuity, they could ask for help from outgoing board members.

- Melody Edmiston stated that continuity has been a real issue. Last year some board members quit before their term was done and then this year's board was almost all new people. Attempts to ask the previous board for assistance have not been successful.
- The board announced that they will table the vote on the bylaws and restated articles of incorporation while possibly considering a future special meeting.

New Business

- 2022-2023 Budget was presented by Eileen. This budget starts June 1, 2022. She pointed out some notes that forest management was not spent and will be rolled into the critical area item and special projects is for the plaza entry sign. She also explained the byline is reflective of spending of the reserves to improve club property.
 - Steve Edmiston made a motion to approve the budget as presented.
 - The motion was seconded by Dixie Small and approved.
- Election of the 2022-2023 Board
 - Jim Boyd and Carol Belland explained the nominating committee was selected by the President and endorsed by the board. They were requested to balance the board with experience but also provide fresh voices but were able to replace anyone on the board. They also explained their process to select the slate.
 - The slate was presented with Brian Jacobson- President, Dan Himelic-Vice President, Vicki Andrews-Treasurer, Susan Cwiertnia-Secretary, Brad Holmes-Board Member, Gary McLean-Board Member, Ali Saccone-Board Member, Karin Stender-Board Member, Jim Stender-Board Member, and Dan Wahlstrom-Board Member.
 - Steve Edmiston made a motion to accept the slate as presented. Meggin Hunt seconded the motion which was approved.

Committee Reports

Social- Karin Stender

- It is summertime and time for fun days! A flier for major social events is already out.
- We still need volunteers for the Father's Day Brunch and other events such as the Kids Parade. Please see Karin to volunteer because she has sign-up sheets.

Maintenance- Toni

- A big thank you for all the help last Saturday at the clean-up event.

Communications- Melody Edmiston

- No report this meeting but Melody wanted to say we have great neighbors and this has been a great year. She is asking for everyone to have grace for each other because we are all good people. It is not all about jet skis but about living in a community.

Membership- Ali Saccone

- We have had one new membership since the last meeting and they were already out volunteering cleaning the trails and plaza. There may possibly be a few more new members soon.

- She reminded everyone that dues and boat payments are now done online. Boat space in the rack is on an as-available basis and there is currently still space available.

Property Interests- Gary McLean

- No report this meeting

Trees- Jim Stender

- There is a new tree policy ready for board review and vote in the future. It is harmonized with the City of Des Moines.
- Thank you for all the volunteer work and ivy removal.
- We have had 4 tree requests and 2 of them are resolved. The other 2 are more recent and Jim is hoping to resolve them soon.
- We have hired Anthony Moran to do a full survey including location and health assessment of all trees on club property. This may include core sampling as needed. He is scheduled to start on 5/26.
- He encouraged everyone living on the west side of 8th Avenue to pick up a copy of the pamphlets he has for critical area management.
- We have planted 100% of the purchased salal plants and 90% of the snowberry plants near the trees and trail for mitigation.

Member Comments

- A member asked if a new directory will be coming out soon? Yes, this summer there should be another one.
- Another member asked about the next steps for comments on the bylaws? The board will reach out soon with a way to communicate.

Meeting adjourned at 9:03 PM.