

Woodmont Country Club May Membership Meeting Minutes

May 13, 2021 7pm - (virtual)

It was declared in Instructions for the Meeting, emailed to all members, that the chat feature would be used to allow participants to state their desire to speak during the public comment period.

Member Check-in: Virtual

Introduction - Call to Order

Nancy Kennedy introduced herself and called the meeting to order.

Approval of March 23, 2021 Minutes

There were no objections or corrections to the minutes and polling occurred. The minutes were approved as presented.

President's Report

Welcome to our 2nd annual all member meeting for the 2020/2021 year. I am Nancy Kennedy and the President for the remainder of the year with the resignation of our previous president, Ryan Crompton.

It has been a long year for everyone with the Covid pandemic. I am very hopeful that we will be able to get back to the events and projects that make this community so special, while observing the guidelines set in place by our Governor.

I'd like to thank all 10 members of the outgoing board, as well as Carol Belland, who was outgoing VP last year. This has been a challenging year with more frequent and often longer-than-normal Board meetings. I would also like to thank those members who have served on committees, or who have just gone about their day doing nice things for this Club. I see them picking up trash, cleaning up our beach, repairing the gate, weeding, trimming, planting flowers, you name it. If we all do a little, it makes a big difference.

I'd also like to welcome our newest members. Since January of 2020, we have had 16 new families move into Woodmont. Normally at a regular in person meeting, we would give you the opportunity to introduce yourselves and say where you live. I am hopeful that there will be that opportunity at one of our many social events.

I have asked Carol Belland, who has lived here far longer than me, and who has held most every office on the Board including President, to clarify to us all exactly what the Woodmont Country Club non-profit corporation is. The following was presented by Carol Belland:

In conversations with several board members and WCC members over the last year I have noticed that many new WCC members are not aware of the formation of the WCC and what its designation is as a corporation.

Nancy has asked me to give you a little background on the formation of WCC.

WCC was incorporated as "social club" in July of 1915. We are officially at 501(c)(c7) under the rules of Washington State, a club that is organized for recreation and other non-profitable purposes. WCC is not an HOA – Home Owners Association. The Club is the singular owner of the Club property.

Membership in WCC is voluntary, and not required as would be in an HOA. The exception to this voluntary membership is the homes located at North Beach. In February 2004, North Beach residents were granted as easement over the North beach road, formed a HOA, and paid

the WCC for this easement. As part of this agreement, North Beach HOA members must be active members in the WCC.

The 1915 Articles of Incorporation includes the language “–The management of said corporation shall be vested in a Board of (7) trustees, elected from the membership of said corporation, in accordance with the Bylaws of said corporation, hereinafter to be adopted. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, to be elected from said Board of Trustees.” The structure – where the “management and control of affairs in the Club” is “vested in the Board of Trustees” remain true today in article III of our Bylaws, 106 years later.

The deeds to the numerous parcels owned by WCC include the following language: “Said property shall be held in trust by said corporation for the use and benefit of the lot owners in the Plat of Woodmont Beach, as the same appears of records in the Auditor’s office of King County, Washington and shall be used only as a community bathing beach, and for club purposes of the said grantee. Ownership of a lot in said plat shall entitle the person owning such a lot to all the privileges of said beach property, club-house and grounds, provided, however that said Club shall at all times have the right to make such rules and regulations for the conduct thereof as may be reasonable and proper. Again, here we are over a century later and our Bylaws, in Article III authorize the Board to “create such rules that it may deem necessary for management of the Club.”

The three rights that are provided to members are listed in our Bylaws:

- First right: Active members are entitled to all privileges of the Club facilities*
- Second right – to hold office on the Board of Trustees*
- Third right – to “vote on transaction of business at Club business meetings, with only one vote per paid membership.*

If you would allow me to summarize the above:

My own shorthand is this:

- o The Club – a nonprofit – owns Club property.*
- o Membership is purely voluntary.*
- o Members participate in the governance of the Club by voting for a Board. Board terms are one year. Currently there are not term limits.*
- o The Board makes and enforces all the rules, subject to the current bylaws. There have been a few projects and improvements that have happened this past year. I would like to thank Ryan Crompton and his crew for donating materials and time to complete the gate extensions. Also, the cement panels at the gate were removed, ivy was removed around the entrance, and around many of our trees, parking was expanded with improvements, and we upgraded our porta-potty with a hand washing station. Also the porta-potty is now open by the tennis courts. We have also had conversations about a new entry design.*

Carol spoke about historical information in a very large box that needs to be scanned and made available for everyone to see. Volunteers would be welcome to help with this project. Rick Devitte has even offered his scanning equipment at his office. She said if there are any questions about the information she has presented to please email the Board at woodmontcc@hotmail.com.

Nancy continued with the President's message.

Now, I'd like to talk a little bit about the boat launch issue. The issue of launching boats on our beach has consumed a lot of time and emotional energy with this board and in recent months has been a very divisive debate in our community.

The Woodmont Country Club has never made regular use of the boat ramp for vehicles to access the beach. When the boat ramp was created, a tram was also put in adjacent to the ramp to allow a convenient way to get boats to the water. The boat ramp has been used primarily over the years for members to walk their row boats and kayaks to the beach and for pedestrian access. For years, the club has expected members to ask in advance for permission to drive on its beach, and this has happened a number of times over the years, usually to deliver construction-related supplies or equipment to homes on the beach.

In 2018, a different board created guidelines that also asked that launching only take place at high tide. This club has never supported members driving on the beach.

A motion passed in February to compromise and expand access to vehicles down to a 6 ft. tide. This was met with criticism so it was decided to not expand access any further unless a majority of the community expressed support. Some in our community called this biased. We call it democratic. The survey showed that a majority did not support a lower level, even if the votes for the two lower-level options were combined. Two-thirds of the community did appear comfortable with vehicles driving as far as the 6 foot tide level. That is why this soon-to-expire Board determined to take no further action. The survey, the original reports from the boat launch committee, the 69 pages of community comments, and any boat launch comments raised tonight will be available to the next Board.

Members will have an opportunity to ask questions or comment after the budget is presented, again after the Nominating Committee has presented the slate of officers, and again comment under Other Business/Announcements. Please limit your comments to 2 minutes to give everyone an opportunity to speak. Also, when voting is open for the budget and the slate of new board members, please remember there is only one vote per household. If you would like to make general comments to the membership, you may do it under Other Business/Announcements at the end of this meeting.

We may not be able to solve everyone's issues tonight, but please be respectful of the Board and each other. Thank you.

Treasurer's Report

Approval of the Budget for 2021/2022

The screen was shared to show a statement with the current year budget and the year to date actual financial information and Eileen explained the line items. Next the proposed budget statement for 2021/2022 was shared. She highlighted the legal defense line item, said we've never had to have this before, and are hopeful that we won't need to use it. She said it is the Board's fundamental responsibility to protect the club. With some discussion by members of legal challenges, we felt it was prudent to prepare and add this line item to the budget. Tennis Courts—this amount is based on a bid received. I want to give a little background information on this item. The tennis courts were in terrible shape 13 years ago. The club paid a lot of money to have them refurbished. At that time, the club decided to set aside a sum of money every year knowing that a maintenance expense was coming in about 10 years. The money from this line item is essentially coming out of our reserves and was a planned expense. She called for questions.

Kjersten Johansen asked why there needed to be money set aside for legal defense when the Board has liability insurance. Eileen responded that this is being put in the budget as protection.

Toni moved to approve the budget. Steve Ellis seconded the motion. Discussion: David & Kendra asked if their dues would go into the legal expenses. Eileen explained that yes, the dues go into the general fund and any costs for the club will come out of that fund. There was another question about how much is covered for our liability

insurance. Eileen said she does not recall but knows it has been researched and the coverage is adequate. Another question was if we are allowed to put our savings into an account that earns more money. Eileen said it is a good question for the new Board to possibly look into an avenue where our savings could earn more interest.

Nancy called for the vote and the polling was set up. The budget passed with 57 yes, and 12 no.

OLD BUSINESS

Bylaws Revisions

Brian Jacobson said Carol Belland and I shared a bylaw change proposal at our last membership meeting. Our intent was to build term limits and promote more access to the board, while still maintaining stability on the Board. Over time, there were other changes that were presented that came from the board as well. We appreciate that many people gave us some good feedback and some suggestions, and so we continue to make revisions and we considered some slightly different directions. But ultimately we felt that we were rushing and to have a quality final draft we needed more time and are recommending that we continue this work into next year. This will also allow us to seek input from a professional, so we are not presenting anything tonight on these revisions.

Nancy asked Jennifer to explain the chat...there appears to be confusion. Jennifer said that it is only open during public comment periods.

NEW BUSINESS

Presentation of Slate of Officers

Rick Devitte thanked Mary Eun for her work on this process. He said Mary did a great job and is a force of nature. He thanked the membership for trusting them with this responsibility. Mary went through a review of their process and how they proceeded with Board approval. She said that there was a 66% turnout which is tied with the biggest ever presidential election turnout. She said the message was clear who the voters wanted from the results of those contested elections. Mary said that Election Buddy allowed for the votes to be anonymous. She could tell whether members had voted or not, but not how they voted. She named those candidates on the slate as follows:

- Brian Jacobson, President
- Dan Himelic, Vice President
- Susan Cweirtnia, Secretary
- Eileen Clemans, Treasurer
- Toni Lund, Maintenance
- Jim Stender, Bluff Management
- Melody Edmiston, Communications
- Gary McLean, Reservations/Tax Appeal
- Karin Stender, Social
- Ali Saccone, Membership

Mary asked if there were any questions on the slate. Stephanie Schuessler said there were questions that were not addressed after the budget. Nancy said once the polling was completed for the slate, we could circle back to those questions.

It was moved and seconded to accept the slate. The polling was set up. The slate passed with 70 yes, 8 no.

Nancy said apparently there's some question about the legal line item and our liability insurance and it's based on basic understanding of liability insurance which is intended to cover damages for accidents and other potential issues that occur on club property, not for lawsuits. The lawsuit line item is put in there, because we have had various comments that people want to seek legal action on issues that have come up in the club. That's why that line item was put in there and it's hopeful that we won't have to use it. I hope that answers the question. She added a reminder that if anyone wants to ask questions they need to indicate in the chat that they'd like to speak during public comment.

Committee Reports

Maintenance - Toni used her time to thank the many people who had helped in areas of maintenance. She reminded everyone about Earth Day cleanup which starts today through Saturday.

Social - Nancy suggested that everyone take a screen shot of the events for this year that is up on their screens. She said that hopefully this will happen with the Governor's guidelines. She called attention to Bootlegger Bash which will be called Plus 1, as it was supposed to happen last year, but could not due to Covid. She said that this event takes place every five years. She called attention to the Kid's Parade being led by Sharon Morehouse and Ali Saccone. She said that Membership comes up next and she will let Sharon talk about it there.

Membership - Sharon thanked Ali Saccone who has helped her with Membership for several years now and she feels they have put together a wonderful packet of information for new people. She said as far as the Kid's Parade, if you have any input or want to help out, to give her a call. She thanked all the people who have come before her to make this such a wonderful place to live.

Boat Storage - Brian said boat storage at the Plaza continues to be very popular, and so there is a chance this year that demand will exceed the space available for storing kayaks and paddle boards. If not all Members are served, we're confident that nearly all will be served. We're taking some measures to create more space this year. Paddle boards are going to be moved out of the rack to a separate rack and that will make space for more kayaks and for more paddle boards. There is talk of looking for creative ways to create more space for storage. Just in case we have to deny any households a spot at the Plaza, a lottery is going to be held this year to determine those who do get a spot. So if you are interested in storing your small boat or paddle board at the Plaza there is a form to fill out. It was sent in last Friday's blast and it'll be sent out again in tomorrow's and then the following Friday. We're asking you to complete that form by Friday, May 21 and then at that point we'll determine whether a lottery is necessary or not. And if it's necessary, we will have one on Sunday, May 23 involving those who had filled out that form. That will establish an order in which we will accommodate the members. If your name does get chosen for that, you will be allowed to store two kayaks or paddle boards or one of each provided that you indicated your interest in those boats when you filled out the form. You also have to make payment by June 1 if you are chosen for a spot in a lottery. If your payment is not in by June 1, then we will be going on to the next person on the list. We have had problems in the past. People not paying their dues when they're storing boats there, so if we're in a situation where people are waiting for spots, we will have to move on to the new people on the list.

Trees - Sue Clarke said some of our money in the budget was spent on ivy removal this past year and I just want to encourage the person that comes after me to continue with this, because we are losing trees, because of the infestation of ivy. She said we've been behind on this project and we need to protect our bluff.

OTHER BUSINESS/ANNOUNCEMENTS

Dan Wahlstrom said that since November we've had a number of instances, at the corner of Marine View Drive and Woodmont Drive South at the sharp curve. One car ended upside down between my house and my neighbor. So we've put a small group of neighbors together to talk to the City Engineer about improving the safety of that corner. He invited anyone who was interested in joining their effort to let him know. He said he's very much interested in improving the safety and well-being of everyone using this hairpin corner.

Carol Belland said she wanted to speak to the insurance coverage and the dollar amount put in for legal in the budget. The Club pays for liability insurance which covers the directors and officers for any malfeasance by the directors and officers in doing their job. It also covers if there are any issues that may come up like someone hurting themselves on club property. The reason to put \$10,000 for legal advice is because legal advice is not covered by liability insurance. With legal advice you go out and you hire an attorney and you ask them for help. The reason we need to ask for help is because we have had many people threatening over these last few months to hire their own attorney to go after the board over issues, such as the boat launch. So for the board not to recommend having legal advice, they would not be doing their job. Our liability insurance would not cover this. Some of you are saying you are being "steamrolled" by putting this \$10,000 in the budget. It's money that may be spent, but not necessarily will be spent. It's the Board's responsibility to make sure they are covered in all ways and to protect the money of the Club.

Jeremy Brewer said he just wants relationships fixed here in the Community. He thinks the only way that can happen is to have a clear vote. He said he thinks the six foot rule is arbitrary and no details have been shared about what it means. He said setting rules on the boat ramp makes it very hard to use.

Stephanie Schuessler said she wanted to clarify that people were able to speak...she said she wanted to stand up for everyone. There were questions in the chat that weren't answered that were cut off before the vote. She said she wanted to understand the process and that people were given the chance to speak.

Nancy said we called on people and when there were no more comments we went on with the vote. The rules were that people were to put in the chat that they wanted to speak, not to ask their questions in the chat.

Dixie Small said her comment was that people still wanted to speak and I thought that they needed to be heard before we approve the budget.

Nancy thanked Dixie. She said if those people will put their name in the chat now, we can hear their questions.

Rick Devitte said he agrees with Jeremy. I don't think this is going to go away, I think there needs to be more work done. He asked Brian Jacobson as the incoming President how he would handle the boat launch issue.

Brian Jacobson said that this is really a chance for people to make comments during this part of the meeting. That he is not willing to get into a dialogue about this now.

Ed Markquart said he would like to make a motion—is that permissible.

Nancy Kennedy said let me explain. You are welcome to comment on the boat launch issue if that's what you'd like to do. Unfortunately a motion is not recognized, because it is out of order. This board has already determined it will take no action on that matter during this expiring term. This board is presenting no motion. This was published to the membership and that's why it's not on the agenda. The matter may be addressed by a new board.

Ed Markquart thought it was really important that a 50% legal majority come from the general membership. He said he felt it was important that the general membership decide on the launching of watercraft and not the old board or the new board. He felt that a vote was important so the new board would know how the membership felt on the issue.

Doug Andrews said he was really disappointed in some of the comments that were made throughout this process that this beach community has such a lack of awareness of the environmental impact that driving on the beach has and he would like to have the entire community talk about that.

Stevin John said he appreciates the opportunity to comment on on this so everyone can hear our thoughts. He said he thinks it's kind of sucky that we can't have a discussion with the board members about things that are important to us. He said we're not allowed to ask questions during these open comment periods, then where else can we have these discussions? He said it seems that on Facebook, when you try and comment or ask questions, then our comments get deleted.

Nancy said she could respond to this. She said you are welcome to send us an email to our official email address and those are promptly responded to. She said social media is not the place to air your differences, but you are welcome to attend any board meeting.

Susan Cwiertnia said I want to thank everybody for their time and for attending this meeting. I know this is a really divisive issue and it kind of breaks my heart, because when I first moved to this community it was wonderful. People pulled together to have wonderful events and now, when I talk to people certain people are afraid to walk on the beach or to go to events, because they're being accosted. This board has given everybody a fair chance to have a voice. They allowed us to have surveys, they allowed us to have comments. I'm kind of concerned because it's feels like some people feel like it's not about a majority, it's more about the more you complain and the more you vocalize, the more you will get what you want.

I'm thinking people are really frustrated with all the constant abuse of the the emails. Because the emailing distribution list has gotten out, there's a lot of people in this Community that might feel differently, but they're trying to be respectful of the rules and the regulations. I would just like to ask everybody if you have comments, address them to the board, go to the meetings. I feel like not everybody's having their voice and their concerns heard, thank you.

Karen Lee said she thinks that there has not been a true dialogue where people can be heard and there's been a perception of a lack of transparency, whether that's been intended or not, that's how it has landed. She said Governor Inslee announced that by June 30 the state of Washington would open up. She said she would like to make a motion that we have a special meeting in the summer in July, and we can all face to face speak to two options for the boat launch issue where people can be heard.

Nancy said we are not accepting motions from the floor during this meeting.

Karen Lee said this is for the next board and for a face-to-face meeting in the future.

Ed Markquart said it was his understanding that it was appropriate to bring a motion to the general membership and he thought it was right to do this.

Nancy said our bylaws do not speak to members bringing motions to the floor...they must be brought by a board member. She said all active members have a right to vote for the budget, the slate of officers and any issues brought forward by a board member. She said this board has already stated that it won't take any further action on this issue...that's why it wasn't on the agenda.

Steve Edmiston said Nancy is correct. He said he has read these bylaws many times and the affairs and governance of this Club are vested in the Board. This non-profit gives the power to the board to make the rules. The rules of the club come from the board and it has always been this way for 106 years. Now, sometimes that feels weird because we're all sitting here, why can't anyone throw up their hands. But it actually is explained in those same bylaws and I think Nancy touched on it that Members have three rights one is, we can run for office it's right there in the bylaws. Two, we can vote if a matter is brought to the Members and that's what the board, does it brings matters to the Members and then a member that's active can vote. Third, just like any club like a health club or a restaurant club, if you join the club you get some privileges to use the property. And the most important democratic part of that to me is is that we get to vote for the trustees, all 10 positions and that's where our democracy is exercised. And if we're all mad at the end of next year guess what we do, we would vote for different people. It's not really any different than any city council meeting in the city of Des Moines, we vote them in. We can't really run down there as citizens, even though we voted them in, stand up and make a motion, they would kind of scratch their heads and look at us like we're strange creatures. Because that's not how that form of governance works and it's not how our form of governance works. It makes sense, it feels weird in the moment but you know we've done it for 106 years we do get to participate in voting for our board and that's how we govern.

Anet Fox said she has a jet ski and our boat ramp is the last place she would launch. She said she has real issues with driving on the beach. She said there are other issues that need to be addressed besides the six-foot rule like parking, liability, visitors. She doesn't agree with the six-foot rule but the board made a decision and that is a democratic process. She said she did not like all this entitlement, name calling and steamrolling. She said I've lived here for 17 years and I've never seen people be so nasty to each other, and I really feel bad about that.

Kjersten Johansen said she was curious about not being able to make motions from the floor because I have been in at least two general membership meetings where that has been allowed so that is an established precedent.

Stephanie Schuessler said she would like to hear answers to questions. She said Ed worked really hard on his motion and now the rules are being changed. She wants to ensure everyone is treated fairly.

Nancy said at this point we are just hearing comments.

Mary Paynter said you have an agenda for your general membership meeting, it is sent out ahead of time, so everybody knows what's going to come up for a vote. If you have taken motions from the floor in the past, the problem with doing that is that suddenly a motion comes up people that are really interested in that may not be there. Because they didn't know what was going to come up and so it's a fairness issue. That's the reason you publish the agenda ahead of time so that everybody knows and you know what was done in the past, but again, you guys probably need a parliamentarian. Your bylaws are going to be looked at, and this would be an issue you could look at. Do we want to take motions from the floor. I'm opposed to it, because the reason I just stated that people need notice, they need to know this is that we're going to do. Approve the budget, elect the slate, etc. That's my input.

Nancy said I believe we have surpassed 30 minutes for public comment. Is there anyone else that just desperately needs to speak. She entertained a motion for adjournment. Mary Eun made a motion to adjourn the meeting. Jennifer Jacobson seconded the motion.

Nancy thanked everyone for their patience. She said keep in mind we're all volunteers here and we're doing our best, so we appreciate your attendance. This meeting is adjourned.

Respectfully submitted,
Sue Clarke, Secretary