**2020 Board of Directors
Meeting Minutes**

**Meeting Date: July 6, 2020 Updated Start Time: 1 PM**

On the advice of legal counsel, the July 6th, 2020 Ocean Isle Property Owners Board of Directors meeting minutes have been updated and clarified.

**Location:** OIB Town Park

**Attendees:** Mark Robertson, Kevin Dempsey, Wendy Hughes, Ida Moon (Emeritus), Leigh Simmons, Scott Outlaw, Gayle Hughes, Glenn Withers

***Not in Attendance:***Mark Crissey, Peggy Hughes (Emeritus),Debbie Foster, Debbie Eckert, Debbie Smith, Travis Sharpe

**Agenda:** Call to Order

 Approve Agenda

 Approve Minutes from June Meeting

 Concert Committee Report

 Old Business

 Discussion of Attorney's Memo Regarding: Discount Cards

 Adjourn

Agenda was modified to address amending bylaws that were on the Agenda in the May and June OIPOA Board meetings that were not covered during those meetings.

1. **Call to Order:** President Mark Robertson called the meeting to order at **1PM.**
2. **Approve Agenda**: 1st by **Glenn Withers**; 2nd by **Leigh Simmons**. Vote to approve Agenda (7-0) to accept modified agenda.
3. **Opening Comments:** Mark Robertson made no opening comments.
4. **Approve Minutes:** Motion to accept the **June 2020** meeting minutes as presented by Scott Outlaw - 1st by **Kevin Dempsey;** 2nd by **Glen Withers**. Vote to approve (7-0) to accept.
5. **Summer Concerts Series Report:**
* Wendy Hughes stated that the first summer concert will now be “Too Much Sylvia” on July 24th, 2020 due to the Governor of North Carolina’s new order extending Phase 2 of reopening the state because of the Covid-19 Pandemic. She is hopeful that we will be able to have the rest of the concert series starting on that date, however she expressed her opinion that this is very optimistic given the history of the Governor’s proclamations. However, she is planning that the concerts will start that day, and if needed will continue to react to the Governor’s subsequent proclamations as he makes them. Wendy has the Concert Brochures that she has received from the Brunswick County Parks and Recreation Department and will need the help of some of the OIPOA Board to help distribute them in the local community.
* Wendy and Scott Outlaw informed the Board that they had met with Rusty Bunton of the Extraordinaires on Friday July 3rd at the new Town Park. Rusty informed them that he was impressed with the Park, but had some concerns in utilizing the space for the summer concert series. His concern is with the availability of 220 Volt/ 60 Amp service to power much of their musical equipment. There was no such service easily found on site. Scott said he would contact the town to make sure that this service was available to all the bands that would be performing during all the summer concerts. Rusty informed Wendy and Scott that many of the larger bands required this service. Wendy and Scott also reported that Rusty was impressed that the design of the stage awning had included the design of anchor points in the superstructure. Rusty was hopeful that these anchor points could be used to mount trusses for the various band’s lights to accompany their performances. Rusty inquired whether Town had a scissor lift to facilitate anchoring the various band’s truss lighting systems to the anchor points, and whether the bands could use said lift each Friday. Also discussed was the need for temporary steps to facilitate members of the band to go out into the concert audience during their performances. Rusty felt that using the ramp at the back of the stage would put a damper on any performance as it would dissuade the band members from incorporating crowd participation during the performances. It was discussed by the board to talk with the town about getting a set or even two sets of temporary steps on both sides of the stage to facilitate this as part of the summer concert series.

**(Follow up to meeting with Rusty Bunton)** *Scott contacted Justin Whiteside with the Town of Ocean Isle Beach on Wednesday, July 8th to discuss the lack of 220 volt/60 Amp power issue. Justin told Scott that he was unsure if that service existed for the bands to use at the stage, but would find out and report his findings back to Scott. Scott asked Justin about using the Town’s scissor lift to install lighting trusses but was told by Justin that the Town most likely would not agree to the use of the Town’s scissor lift. However, Justin said he would verify that before he gave a final answer. At the Town Council meeting on the 14th of July the Council addressed these issues. The Town is going to install the 220 volt/ 60 amp service for the Bands to use. They will not allow the OIPOA nor the Bands to use the scissor lift. The Town will explore the possibility of adding additional steps.*

* Wendy asked Leigh Simmons as to whether the Sponsor refund checks had been mailed out. As of this meeting that had not been completed.
* Also discussed was the installation of anchored eyebolts at the front of the stage to install the Sponsorship banners that had been approved during the May Town Council meeting. It appears that there is some miscommunication about the design and placement of these bolts. Scott Outlaw contended that there should be no confusion, as he had proposed a layout complete with hand sketches detailing the layout and dimensions. This is still unresolved and will need to be addressed.
1. **Old Business:** **Proposed Local Area Merchant Discount Cards**.
* During the May Board of Directors meeting it was proposed by Debbie Foster, Debbie Eckert, and advocated by Scott Outlaw that a fund-raising device to procure more funding for the OIPOA budgets in the future could be done by the selling of Local Area Merchant Discount Cards. The motion and discussion were tabled so that an Inquiry could be made of the Association’s attorney in regards to selling these cards and in determining if the Association could have a second class of non-voting members. This call included the Association’s attorney, Mark Robertson, Kevin Dempsey, Debbie Foster, Glenn Withers, Wendy Hughes, and Scott Outlaw. The Attorney concluded that he felt that the Association could not legally offer membership to a second class of members that had no voting rights. However, he also concluded that it would be legal to sell a Discount Card as a fund-raising device. Scott Outlaw (1st) made a motion and proposal to pursue the feasibility of whether the existing Sponsors of the OIPOA Member Discount Cards would be amenable to also doing a Local Area Merchant Discount Card. Glenn Withers (2nd) seconded the motion. Vote was (1 - 6) and the motion was defeated.
* Leigh Simmons and Wendy Hughes had also previously proposed having lower levels of outside Sponsorships for the Association that could be allocated for various activities to include the Concerts, 4th of July Parade, Beautification projects, etcetera. These levels could be as low as $25 and range up to $249 at which point they would then be classified as Bronze level Sponsorship members.
* It was also proposed at trying to increase the Association’s membership from approximately 1,400 members which has been static for the past few years. According to Mark Robertson there are approximately 3,200 island property Owners that are eligible for membership in the Association. This is an untapped resource that needs to be further utilized.
* Leigh Simmons (1st) proposed and made a motion to raise the Association’s dues to $50/year starting with the 2021 fiscal year commencing January 1st, 2021. Gayle Hughes (2nd) seconded the motion. The motion carried and dues will be raised to $50/year starting in 2021. Vote was (5-2) and the motion was approved. Beginning with the Membership year of 2021, the membership fee is raised to $50/year with additional household membership cards continuing to cost $5/each.

**(Bylaws Amendment)** Wendy Hughes wished to address amendments to the Association’s Bylaws that had been on the Agenda for previous meetings that had not been addressed.

* One of the issues that has been brought up by Debbie Foster, Debbie Eckert, and Debbie Smith after the June OIPOA Board meeting was the process of appointing new Board members to fill the vacancies by members resigning their positions prior to the completion of their term. They wished to require that any new proposed member provide a biography and/or resume for the rest of the Board to read. Mark Robertson reiterated that anyBoard member can propose a replacement for the Board for the rest of the Board to vote upon. Mark Robertson (1st) made a motion to leave the existing process in place. Leigh Simmons (2nd) seconded the motion. Vote was (7-0) to approve and motion passed. Vacancies created on the Board of Directors during the course of the year can be filled with the election by a majority of the members of the Board of directors in attendance from candidate(s) submitted by currently sitting Board of Directors members in accordance with the amended Bylaws voted upon by The Board of Directors on July 6th, 2020 and effective the same date of July 6th, 2020. This is consistent with the existing method used to replace a Board member that resigns.
* During the discussion of appointment of new Board Members, it was noted that Ida Moon in her position of an Emeritus Board Member was handling the responsibility of a full Board member except she had no voting rights. It was proposed and motioned by Scott Outlaw (1st) that if any new vacancy were to occur before the November election that Ida Moon fill that position due to her previous years of experience as full voting member of the OIPOA. Leigh Simmons (2nd) seconded the motion. Motion carried and Ida Moon will replace the next Board member to resign if that occurs prior to the November annual meeting and election of new Board Members. Vote was (7-0) to approve and motion passed. Ida Moon will be installed as the next replacement as a Board of Directors member upon the next vacancy of an elected Board of Directors member with the voting rights of that position in accordance with the amended Bylaws voted upon by The Board of Directors on July 6th, 2020 and effective the same date of July 6th, 2020.
* It was brought up and discussed about the Mayor being an unelected member of the OIPOA Board. Many of the Board members felt that the position of the Mayor should perform as a de facto liaison between the OIPOA and the Town of Ocean Isle Beach. Many of the members felt that this was not occurring and that there appears to be a conflict of interest by having the Mayor serve as voting member of the OIPOA Board of Directors. Scott Outlaw(1st) made a motion that this item be renumbered to Article III, Section 2, Subsection A and strike language delineating that, “The Mayor is automatically a member of the Board with full voting rights.” This is effective immediately. Leigh Simmons (2nd) seconded the motion. Vote was (6-0) to approve and motion passed.  The Automatic position of the Mayor serving on the Board of Directors has been eliminated, thereby effectively removing the Designated Position of the Mayor's office as a Member of the Board of Directors and removing the voting rights of that designated position in accordance with the amended Bylaws voted upon by The Board of Directors on July 6th, 2020 and effective the same date of July 6th, 2020. From this point on the office of Mayor of Ocean Isle Beach is no longer a designated member of the OIPOA Board of Directors. Article III, Section 2, Subsection A. Number, Tenure and Qualifications shall now read:

***The number of Directors shall not be less than nine nor more than thirteen. Each Director shall hold office for two years until a successor shall have been elected and qualified. Each Director shall at all times be a member in good standing of the Association.***

**Effective Date: July 6, 2020.**

* Wendy Hughes brought up the vote at the June, 2020 OIPOA Board of Directors meeting where membership to the OIPOA was to be limited to Island Property Owners of Ocean Isle Beach. This vote was approved during that meeting. Wendy stipulated that the language in the 1st paragraph should reflect this. The new wording of the 1st paragraph of the Bylaws will now read:

***In furtherance of the objectives of this association to engage in civic, charitable, and educational activities for the betterment of the property owners on the Island of Ocean Isle Beach, North Carolina, and to sponsor positive community action projects and cooperate with existing organizations for the public health, safety, and beautification of Ocean Isle Beach and to provide a vehicle to articulate constructive concerns of the property owners, the Board of Directors do adopt the following Amended and Restate Bylaws of the Ocean Isle Property Owners Association; herein after referred to as the Association.***

**Effective Date: July 6, 2020.**

Additionally, language in Article II, Members, Section 1 Class first sentence shall read:

***The association shall have one class of members, each of whom shall be an owner of real estate located on the island of Ocean Isle Beach, North Carolina.***

**Effective Date: July 6, 2020**

This vote was held in the June 6th, 2020 meeting and passed at that time. The limits of the OIPOA are now limited to the island of Ocean Isle and do not include any mainland areas that may or may not be located within the Town of Ocean Isle Beach, NC town limits and voted upon in accordance with the amended bylaws voted upon by The Board of Directors on June 6th , 2020 and effective the date of July 6th, 2020.

* Scott Outlaw (1st) made a motion to amend Article 2, Section 8 to remove language about a default Board of Directors meeting place. Glenn Withers (2nd) seconded the motion. Vote was (7-0) to approve and motion passed. The previous default location was The Museum of Coastal Carolina. The location will be set by the Board President or their designee and commence starting with the next called or special meeting in accordance with the amended Bylaws voted upon by The Board of Directors on July 6th, 2020 and effective the same date of July 6th, 2020. The revised amendment to read:

***The President of the Board of Directors may designate any place in Brunswick County, North Carolina as the place of meeting.***

**Effective Date: July 6, 2020.**

* Wendy Hughes (1st) made a motion to amend the Bylaws to include the position of Emeritus to the Board of Directors in a new section under Article III, Section 2. It would make an additional paragraph. Mark Robertson (2nd) seconded the motion. Vote was (7-0) to approve and motion passed. The position of Emeritus has been codified within the bylaws to honor former members of the Board of Directors so that the knowledge gained from their years of service to the Board can be maintained and is done in accordance with the amended Bylaws voted upon by The Board of Directors on July 6, 2020 and effective the same date of July 6, 2020. This new section will be a paragraph labeled B and the language will read:

***The position of Emeritus for the Board of Directors shall be voted upon by the current Board and designated for former members of the Board of Directors that have served with distinction during previous years. This position is an Honorary position designated so that the knowledge and wisdom gleaned from the service of former Board of Directors members is kept to aide the current Board and future Boards decisions as to how best to serve the community that constitutes the Island of Ocean Isle Beach. The position of*** ***Emeritus for the Board of Directors shall be a non-voting member of the Board of Directors. The position of Emeritus for the Board of Directors shall not count in regards to determination for the constitution of a Quorum for all designated Board of Directors meetings. All Board(s) of Directors hence shall have the option of designating this Honorary position.***

**Effective Date: July 6, 2020.**

* It was discussed that a member of the OIPOA Board of Directors would attend the monthly Town Council meeting and inform them of what activities and projects that the OIPOA is undertaking to better facilitate the transmission of information between the OIPOA Board and the Town Council. This report will be done during the comments section of every monthly Town Council meeting when the General Public is allowed to attend. The Office of Secretary or their designee will brief the Town Council. This new function will be reflected in the amended Bylaws of the Association. Leigh Simmons (1st) made the motion to amend the Bylaws to reflect this change. Scott Outlaw (2nd) seconded this motion. Vote was (7-0) to approve and motion passed. The Secretary or their Designee will provide a report detailing the OIPOA activities to the Town Council to be read at the open meeting portion of the monthly Town Council meeting and is done in accordance with the amended Bylaws voted upon by The Board of Directors on July 6, 2020 and effective the same date of July 6, 2020. New language in Article IV, Section 7 of the Bylaws shall reflect this new responsibility of the office of Secretary of the Association. The new language to be added at the end of the Section shall read:

***The Secretary or their designee shall create a report to be read and submitted for public record during the comments section of the monthly meeting of the Ocean Isle Beach Town Commissioners meeting detailing the activities of the OIPOA and its Board of Directors.***

**Effective Date: July 6, 2020.**

* An amendment was proposed to eliminate potential conflicts of interest between the OIPOA Board of Directors who may hold positions within the Town of Ocean Isle Beach government or members of the Association elected or appointed to serve as the Town of Ocean Beach’s officials in the capacity of the Mayor or as a member of the Town Council. Scott Outlaw (1st) made a motion to accept this amendment to the bylaws. Mark Robertson (2nd) seconded the motion. Vote was (6-0) to approve and motion passed. Elected officials and Town of Ocean Isle Beach employees who are members of the Ocean Isle Property Owners Association are ineligible to become elected to the Ocean Isle Property Owners Association Board of Directors while an active employee or while serving in elected office for the Town of Ocean Isle Beach in accordance with the amended Bylaws voted upon by The Board of Directors on July 6th, 2020 and effective the same date of July 6th, 2020. Article III, Section 2, Subsection C, shall add a paragraph to read:

***Town of Ocean Isle Beach employees and/or elected or appointed officials that are members of the Ocean Isle Property Owners Association are ineligible for election to the OIPOA Board of Directors while an active employee of the Town of Ocean Isle Beach or while serving in the offices of the Mayor of Ocean Isle Beach or as a member of the Ocean Isle Beach Town Council.***

**Effective Date: July 6, 2020.**

* To address the Dues structure as mentioned above as proposed by Leigh Simmons, Wendy Hughes (1st) made a motion to amend the language in Article IX, Section 1. Dues and Assessments. Mark Robertson (2nd) seconded the motion. Vote was (6-0) to approve and motion passed. The Language contained within Article IX, Section 1, regarding initial fees and the superfluous language “from time to time” has been removed in accordance with the amended Bylaws voted upon by The Board of Directors on July 6th, 2020 and effective the same date of July 6th, 2020. The new language for this section shall now read:

***The Board of Directors may determine the amount of annual dues and assessments due and payable to the Association by the members. Annual dues shall be addressed to cover a fiscal year from January 1 through December 1 of each calendar year.***

**Effective Date: July 6, 2020.**

* Scott Outlaw proposed changing the bylaws to effect change in the amendment process to more reflect what most organizations do to amend their bylaws. Scott’s proposal was to change the way that the Association amended the bylaws in the future so that the original mission of the organization would be maintained. Scott proposed that the Amendment process reflect more of the will of the Association’s members than the will of the Board of the Directors in the future. Scott proposed that the amendment process be changed to require that 2/3 of the Association’s Members that are present and counted at the annual meeting be required to approve any changes to the bylaws. This proposal would fall more into line with what many Associations have as the process to which their bylaws are amended. Scott Outlaw (1st) made a motion proposing that future amending of the OIPOA bylaws stipulate that 2/3 of eligible members present and counted at the OIPOA Annual Meeting would have to vote in the affirmative to affect changes to the Association’s bylaws. Mark Robertson (2nd) seconded the motion. Vote was (6-0) to approve and motion passed. The bylaws will reflect this change from a simple majority decision at a Board of Directors meeting to the requirement of a supermajority of 2/3 of the eligible members present to vote at a members meeting at which a quorum is present in accordance with the amended Bylaws voted upon by The Board of Directors on July 6th, 2020 and effective the date of July 7th, 2020. The association’s bylaws in Article X, Amendment to Bylaws will read:

***These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a 2/3 majority vote of the eligible members present and counted at the Annual Ocean Isle Property Owners Association Meeting at which a quorum is present.***

**Effective Date: July 7, 2020.**

1. **Adjourn:** Motion to adjourn the meeting was made at 4:45 PM Monday July 6th, 2020 By Glenn Withers (1st)**;** Mark Robertson (2nd) seconded. Vote was (6-0) to approve and motion passed. The meeting was adjourned.

*Minutes recorded by Scott Outlaw, Secretary*