



Minutes of the Meeting of the Board of Directors September 3, 2017

Call to Order and Election of Officers

The meeting, held at 1 Dogwood Ridge Lane, was called to order at 11:05 am. In attendance were: Jeff Alpert, Lynn Barnard, Lou Anne Brown, Rex Cowdry, Fred Craig, Brian Johnson, Alan Reyner, and Cooper Young in person, and Shawn Smith by telephone.

The floor was opened to nominations for President of the Association. Lynn Barnard was nominated and seconded. A discussion was held about the nomination process and the desirability of assuring that the Board is not dominated by factional debate and voting. Rex Cowdry was nominated, but declined, expressing a preference to serve as Secretary. Lynn was unanimously elected. Lou Anne Brown was nominated, seconded as Vice-President and unanimously elected. Rex Cowdry was nominated, seconded as Secretary, and unanimously elected. Both Jeff Alpert and Shawn Smith were nominated and seconded as Treasurer. A discussion was held about the value of prior experience in the position; the importance of a close relationship with our accountant, Chuck Pardee; and the desirability of having an active second person involved in financial matters as Assistant Treasurer. Shawn Smith was elected Treasurer on a 5-4 vote, and Jeff Alpert was elected as the Assistant Treasurer.

ACTIONS – OFFICERS ELECTED:

- **Lynn Barnard, President**
- **Lou Anne Brown, Vice-President**
- **Rex Cowdry, Secretary**
- **Shawn Smith, Treasurer**
- **Jeff Alpert, Assistant Treasurer**

Determination of terms of office of elected Directors

The amended By-Laws call for staggered three-year terms. Fred Craig and Rex Cowdry volunteered to serve one year terms of office. In the absence of further volunteers, a discussion was held about whether the terms should be assigned by length of prior service on the Board (longest service, shorter initial term in office) or by lottery. By majority vote, a lottery was chosen. The results were as follows:

ACTIONS – DETERMINATIONS OF TERMS OF OFFICE:

- **One year initial term: Fred Craig (volunteer), Rex Cowdry (volunteer), Alan Reyner**
- **Two year initial term: Lynn Barnard, Brian Johnson, Shawn Smith**
- **Three year initial term: Jeff Alpert, Cooper Young, Lou Anne Brown**

Discussion of Board commitment to operating principles

Several items in the document setting forth how the Board will operate were discussed, including whether formal rules like Roberts Rules are appropriate for a small Board.

ACTION – COMMITMENT TO OPERATING PRINCIPLES:

- **The Commitments document was adopted by unanimous consent.**

Set regular day and time for the Board meeting

The frequency and day of regular Board meetings were discussed, as was the frequency of open meetings that Association members could attend and, at a specific time during the meeting, present their views, concerns, and questions to the Board. Circumstances that require a closed executive session (such as contracting and personnel actions) were discussed.

ACTIONS – BOARD MEETINGS:

- **Regular Board meetings will be held on the first Monday of each month at 5:00 PM; if that day is a holiday, the meeting will be held the following Monday at the same time.**
- **Meetings will be held on the island with Directors attending in person when possible, and otherwise by conference call.**
- **The October meeting will be open to attendance by property owners, who will have an opportunity to address the Board.**

Committee appointments

Committees and potential members were discussed. The reporting structure of the Marina and Docks Working Group was considered; the Working Group will report first to the Infrastructure Committee and then to the Board. Whether to break out a Roads Working Group or to consider the road options in the full Infrastructure Committee was discussed; for now, the full Infrastructure Committee will consider the road options. There was a discussion about whether and when an Executive Committee might be needed, particularly if it includes a majority of the Board.

In addition to committee appointments made below, additional members may be appointed over the coming months based on committee needs and expressed interest of property owners. Some of those appointed have not yet agreed to serve and will be contacted by the committee chairs.

ACTIONS – COMMITTEE APPOINTMENTS:

- **Architectural Review Committee -- Chair: Melanie Robbins; Members: Brian Johnson, Elayne Bennett**

- **Finance Committee** -- Chair: Shawn Smith; Co-Chair: Jeff Alpert; Members: Lou Anne Brown, Rex Cowdry, Geoff Chatas
- **Infrastructure Committee** – Chair: Rex Cowdry; Co-Chair: Fred Craig; Members: Geoff Chatas, Melanie Robbins, Richard Mesaris, Arch Hoxton, Lou Anne Brown
 - **Marina and Docks Working Group** – Chair: Alan Reyner; Co-Chair: Jeff Alpert; Member: Cooper Young.
- **Nominating Committee** – Action on appointments was postponed to no later than January, 2018.
- **Executive Committee** – Chair: President; Members: Vice-President, Secretary, Treasurer, and Immediate Past President

Discussion of MIPOA Annual Meeting, incorporating Budget Meeting

The best dates for the combined Annual Meeting and Annual Budget Meeting were discussed. The following proposed By-Laws amendments were discussed briefly:

- Officers would serve one year terms in office, since Board elections will now be held annually.
- The date of the Annual Meeting would be set as the Saturday before Labor Day. If necessary, it can be rescheduled by a 2/3 vote of the Board to a date no later than December 15.
- There would be greater flexibility in scheduling the annual budget meeting, and it could be combined with the Annual Meeting of the Association.
- The Nominating Committee's list of candidates for election to the Board would have to be sent to the Members at least 60 days before the Annual Meeting.

A recommendation was made that the Board act on the proposed By-Laws, following public notice to the Members and an opportunity for the Members to be heard at a public meeting prior to a vote. A decision regarding method of adoption will be made at the October Board meeting.

The budget preparation process was outlined. There was general agreement that we should not attempt to complete a comprehensive Reserve Study before the October meeting of the Board, at which the budget will be discussed. The Reserve Study will be completed within the next 9 months.

ACTION – ANNUAL MEETING OF THE ASSOCIATION:

- **The Annual Meeting of the Association will be held Saturday, November 25th at 3 PM.**

Cape Creek Dock and Ramp

Alan Reyner presented a status report on the planning of the Cape Creek Dock and Ramp replacement project. The CAMA application for nine slip dock is still under review. Three contractors have made site visits. One has provided a dock estimate but is not interested in the ramp reconstruction. Issues involving ramp replacement and scour protection were discussed.

First draft of a Road Options document

Rex Cowdry discussed the Road Options document that had been presented to the Board last Spring. The document outlines a variety of options from basic gravel road maintenance to paving and

dedication of the roads. The Infrastructure Committee will consider the best format, the options to retain under consideration, the initial and ongoing costs of each of the options, and the assumptions underlying the modeling of impacts on reserves, special assessments, annual reserve contributions, and annual operating expenses – and thus the impacts on annual dues.

Further research is needed on a wide range of issues, including the viable methods of maintaining our gravel roads, the durability of chip seal in our environment and conditions of road use, and the costs associated with various paving options. Clarification about the degree of flexibility in the Village requirements regarding road elevations; the history of tidal flooding, the widths of pavement, base course, and cleared area; and the road width requirements will be needed to better estimate paving costs. There will be costs associated with gathering this information.

Issues raised by property owners

Several of the issues raised by property owners at the prior day's meeting were reviewed, including: road options and cost modeling; installation of a gate; possible reconsideration of the Racquet and Swim Club decision; possible consideration of changes in our Covenants regarding dues structures and special assessments; and incidents of vandalism on Middle Island and the comparative incidence of vandalism on MI and on Bald Head Island.

Adjournment

The meeting was adjourned at 1:15 pm.