



September 15, 2020

In attendance: Cameron Arterton, Jay Green, Tracy Patton, Ed Coleman, Norm Farley, Jamie Gonsalves, Lily Openshaw, Ryan Stangle, Richard Jones, Cheryl Lytle, Gail Hulme, Patrick Winterschladden, Bill Davidson, Bill Thomas

Meeting called to order at 7:34pm

Financials

- Membership down due to COVID
- As a result of reduced membership, income currently below projections by roughly \$8,000. Expect it will end up as additional loss once remaining bills are paid. Savings and reserves are sufficient to carry us through.

Discussion of Problems with BRPA Board Composition

- The following summary of the situation was provided:

Recently, certain inconsistencies have been discovered between current BRPA Bylaws and practices as compared with provisions of the Governing Documents, including the BRPA Articles of Incorporation, and the BRPA-BRCA Lease Agreement.

First, the BRPA Articles of Incorporation state that the number of BRPA Directors “shall be at least five (5) but no more than ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). At all times hereafter, sixty percent (60%) of the Board of Directors shall also be members of the Board of Directors of the Bay Ridge Civic Association, Inc.”

The current BRPA Board includes no BRCA Directors and thus is not in compliance with its Articles of Incorporation.

Further, the First Addendum to the lease between BRCA and BRPA, dated May 14, 1999, requires that the “the Board of Directors and Officers of the Pool Association shall be property owners or lessees within the Bay Ridge Community.”

In 2016, the BRPA bylaws were amended to change the composition of the BRPA Board. The 2016 bylaws required a minimum of 10 and a maximum of 13 Directors: ten Bay Ridge members (including two Charter members and two Regular members) and three members from Annapolis Cove.

These bylaws (and the currently constituted BRPA Board) allowed Directors from outside the Bay Ridge Community and thus is not in compliance with the lease.

Accordingly, the BRPA Board must take certain actions to restore compliance with the governing documents. The intent is to have everything in order by the November elections.

- Resignation of Current Board:

In order to form a board that complies with the governing documents, it is necessary to almost fully reconstitute the board membership. Prior to the meeting, resignations were received from the following BRPA directors:

- Brandon Barniea
- Jamie Buhl
- Kelsa McLaughlin
- Cheryl Lytle
- Bruce Reiter
- Jocelyn Williams
- Sally Wilson
- Salley Wood

At the meeting, Gail Hulme and Richard Jones offered their resignations. The outgoing Board members were recognized and applauded for their hard work in managing the pool opening amidst the uncertainty and health concerns surrounding COVID-19.

- Appointment of new Board:

In order to comply with the Articles of Incorporation and the other governing documents, the remaining Board members unanimously approved appointing six BRCA Directors to the Board:

- Ed Coleman (for term expiring 2020)
- Norm Farley (for term expiring 2021)
- Jamie Gonsalves (for term expiring 2020)
- Tim Jaeger (for term expiring 2020)
- Lily Openshaw (for term expiring 2021)
- Ryan Stangle (for term expiring 2020)

The Board unanimously voted to elect Tracy Patton as Vice President and Jamie Gonsalves as Secretary. Cameron Arterton and Jay Green remain President and Treasurer, respectively.

Nominating Committee

- The nominating committee presented the following slate for election at the November BRPA meeting:
 - Ed Coleman
 - Bill Davidson
 - Cheryl Lytle
 - Tracy Patton
 - Bill Thomas

The slate was approved unanimously.

Discussion of Bylaws and Articles of Incorporation

- As the previous bylaws violated the lease and were not adopted by a Board that complied with the Articles of Incorporation, the new BRPA Board will have to adopt bylaws.
 - The 2013 bylaws were proposed to be adopted as a temporary measure in light of the required bylaw review in 2021 which will allow for more detailed review and revisions.
 - A first reading of the bylaws was held as required by the bylaws amendment process.
- Because the requirement that 60% of BRPA Directors must also be BRCA Directors has been determined to be too onerous, BRPA must decide how to amend the Articles.
 - Consideration of the Articles amendment will continue through the October BRPA meeting.
 - Agreement that BRCA should continue to exercise oversight and a degree of control over BRPA even if Articles no longer require BRCA Directors to control the BRPA Board. At a minimum, this control should extend to any modification of use of the shared BRCA/BRPA portion of the property (also referred to as the nonexclusive use property).

Pool Closing and Other Pool Business

- With the extended weekends, the last day of the pool is Sunday, October 4.
- Given the late hour, it was agreed that closing procedures and other routine business would be handled by email.

Meeting adjourned at 10pm