

MINUTES OF MEETING
SPECIAL BOARD OF DIRECTORS MEETING, BRINY BREEZES INC.
THURSDAY MARCH 6, 2014, 9:00 A.M.
COMMUNITY CENTER

The March 6, 2014 Special Meeting of the Briny Breezes Inc. Board of Directors was called to order at approximately 9:03 AM by Board President Michael Gallacher.

The Pledge of Allegiance was recited and a Moment of Silence was observed.

Director Elble called roll to document that a quorum was present. Roll call indicated that all seven of Directors (as listed below) were present at the meeting or present via teleconferencing constituting the required quorum:

Director Gallacher	Director Elble
Director Coyner	Director Stewart
Director Long (by teleconference)	Director Oglesby (by teleconference)
Director Brannen	

President Gallacher confirmed that Proof of Notice for the meeting was posted on Wednesday, February 26, 2014 at 1:00 p.m. as witnessed by the General Manager Carl Forrest.

I. Introduction of Peter C Mollengarden Esq., Attorney – Leading Discussion of Board Meeting Procedures, Q & A

After being introduced, Peter C Mollengarden, an attorney from the Rosenbaum-Mollengarden out of West Palm Beach, provided insights on board meeting procedures and answered questions from the Board and stockholders related.

Salient points from Mr. Mollengarden discussion include:

- Board should provide sufficient latitude to allow the stockholders to have their say before the board votes on the matter at hand.
- Boards operate under Roberts Rules of Order.
- Minutes should have a record of how each Board member votes (on motions) but should only include a brief description of what occurred in the meeting, not a transcript of all that was said.
- Keep to the agenda. Deviations only by vote of majority + 1 (i.e. 5 yes votes on our 7 person board; 6 yes votes after we add the second director in District 1) and ratification of any “off the agenda” decision made is required at the next Board Meeting
- Fining Committee must be impartial, no Board Members nor members of their households. Meetings are open and noticed. Person appealing may have legal representation. Other stockholders have right to speak but not to distract from communication of the facts of the violation, appeal, and the decision of the Committee. Mollengarden’s take was that the Committee imposes the fine but admitted that the Manager can issue fines but must allow the opportunity for an appeal, if any, before collecting the fine. Fines may be up to \$100/day up to \$1000. The Corporation has the right to cure the violation and both parties can resolve remaining differences in small claim courts.

- Filling vacancies on the Board during an existing term can be done by appointment. If no one wants the position, the Board can continue as is until the vacant term expires. However, a stockholder may appeal to the state to appoint a non-stockholder, who must be paid by the Corporation to represent the District.

II. Appointment of Committees and Chairs

President Gallacher began by informing that Board appointment of the committee chairs and committee members will occur at the March 12 Regular Board meeting and that this meeting will be used to establish the 2014-15 Committees of the Board of Directors. Gallacher mentioned that the current Board is changing the criteria used last year so that any Stockholder selected may chair a committee instead of restricting committee chairs to Board Members only. However, the Board will continue to appoint its committee chairs and committee members. Except for the Violation & Fining Committee and Personnel Committee, the number of committee members on each committee will be determined by the Committee Chairman and Board Liaison.

Vice President Coyner made a motion to approve the following 2014-15 Committees:

<u>2014-15 Standing Committees</u>	<u>2014-15 Ad Hoc/Special Committees</u>
Finance / Budget Technology/Cable TV/Communications Marina & Watercraft Landscaping/Pest Control/Weed Control Appeals (Violation & Fining) Social & Event Planning Facilities Maintenance & Storage Personnel Committee (<i>Board Members only</i>) Hurricane / Emergency Preparations Welcoming & Orientation Architectural Review & Permitting Fire Watch Futures (future planning) Rules and By-Laws Sales & Rentals Town & Corporation Relations Seawall & Flooding	Voting Oversight Legal Firm Search Insurance Parking

Director Coyner’s motion was seconded and the Board approved the establishment of the above committees by a unanimous (7-0) roll call vote.

III. Change of Banking Procedures

*Director Brannen made a motion to remove former Treasurer / Director Sally Long from the list of Board members that can sign checks for Briny and to add current Treasurer, Gail Elble to that list. **The motion received a second as was passed unanimously (7-0) by the Board by voice vote.*** For clarification, President Gallacher added that the complete list of Board members with authority to sign checks also includes himself, 1st Vice President Coyner and 2nd Vice President Stewart.

*President Gallacher moved to adjourn. **The motion received a second and the Board approved the President’s motion unanimously (7-0).*** President Gallacher adjourned the meeting at approximately 9:50 AM.

Respectfully submitted,

Tom Oglesby
Secretary, Briny Breezes Inc.

Approval Date: March 12, 2014

NOTICE

**SPECIAL MEETING OF THE BOARD OF DIRECTORS
THURSDAY, MARCH 6, 2014
AT 9:00 A.M.
COMMUNITY CENTER**

AGENDA

ALL COMMENTS MUST BE LIMITED TO THREE (3) MINUTES

- I. PRAYER & PLEDGE OF ALLEGIANCE**
- II. CALL TO ORDER & ROLL CALL**
- III. PROOF OF NOTICE**
- IV. INTRODUCTION OF Peter C Mollengarden, Esq, ATTORNEY –
LEADING DISCUSSION OF BOARD MEETING PROCEDURES AND
Q & A**
- V. APPOINTMENT OF COMMITTEES AND CHAIRS**
- VI. CHANGE OF BANKING SIGNATURES**
- VII. ADJOURNMENT**

All Stockholders are Welcome

This notice is dated and posted: Wednesday, February 26, 2014 at 1:00 p.m.

Carl J. Forrest, General Manager