

## Minutes

### MBCA General Membership Meeting

February 3, 2015 – 8:00 p.m.

#### Board Members Present:

Chris Isham, President  
Jodi Roberts, Vice President  
Mike Frye, Interim Treasurer  
Linda Nahin, Secretary  
Robert Ferrier  
David Maggio  
Rick Marsalek  
Augie Pasquale  
Richard Roys  
Christina Sipe  
Don Wood

Residents Present: 68

The Manhattan Beach Civic Association General Membership Meeting was called to order at 8:05 p.m. by President, Chris Isham.

1. Introductions – President, Chris Isham, asked each Board member present to introduce themselves.
2. Message from the President – Chris introduced \_\_\_\_\_, the contractor responsible for the renovation of the MBCA clubhouse which was scheduled to be completed by the weekend. Chris further thanked Karl Neidhardt for managing the project as well as O’Mara Dunnigan, and Nina McCarthy for their assistance. Chris further commented that this renovation was just the beginning of improvements that the community wants and noted that this project would not have been possible without the increased tax assessment.
3. Secretary’s Report – The Minutes from the General Membership Meeting held on December 2, 2014 were approved as written.
4. Treasurer’s Report – It was announced that Bryan Martz had stepped forward and volunteered to accept the position of Treasurer. Mike Frye, Interim Treasurer, reported that we have \$79,900 in the General Fund, \$79,751 in the Tax Benefit Fund, and \$900 in the Savings Account. Mike further reported that the total budget for the clubhouse was \$250,000, of which \$17,000 was left to disburse and that \$7,000 has been paid for permits for the beach renovation projects. A motion to accept Bryan Martz as Treasurer was made, seconded and approved. Chris reported that the President had the authority to appoint a Board member to fill a vacant seat.
5. Clubhouse – Karl Neidhardt reported that the clubhouse renovation would be complete by the end of this week. Phase 2 would include landscaping and a plan was available for review by the residents. O’Mara Dunnigan thanked the Board for the opportunity to participate in the renovation project and reminded the residents that this clubhouse belongs to all members of the community. It is available for rental by the members at a reduced price.
6. Committees

- a. Events – Nina McCarthy announced that the clubhouse rental rate for members of the community would remain at \$25 per hour and that the committee was still working on the rates for non-members who would need a member sponsor in order to rent the clubhouse. The rate would differ depending on whether or not the renter needed the kitchen facility. If so, the rate would be higher due to the need to clean the kitchen. A resident asked if the roof would be cleaned or replaced. Karl Neidhardt reported that the roof had been examined, was in great shape, but that we would be soliciting bids for new shingles and gutters. Nina announced that the committee was planning a grand opening celebration on the first Thursday in March (March 5) and that details would be posted soon.
  - b. Communications – Jodi Roberts stated that we need a Chairman for the Communications Committee and that she would like some assistance with the next community newsletter. She would like the community to consider electronic delivery of the newsletter three times per year with the ability to opt out of electronic delivery and continue to receive a paper copy. One member has requested continued home delivery of paper copies. Suggestions included providing a box to hold paper copies at the community entrance or at the clubhouse, area captains who would deliver to sections of the community, hiring kids to distribute paper copies as residents entered the community. One resident offered to purchase and erect a box if she could be reimbursed by MBCA; another resident offered to have his son deliver paper copies to all residences for a fee of \$100. Mike Frye commented that the community had previously provided paper copies in a box at the clubhouse but that very few residents took them. It was also reported that the box had been vandalized. Jodi reported that the next newsletter would be in March 2015. Marcelle Lee suggested that we consider selling advertising in the newsletter to help cover the costs. Chris Isham requested volunteers for the committee.
7. Beaches – Augie Pasquale reported on the beach renovation projects:
- a. Dividing Road – gravel will be added to the entranceway; a walking bridge will be constructed over a new rain garden; drainage into the county conduit will be engineered; a walking path to the water will be added; the beach area will be replenished with sand; the rock garden will be refreshed. These improvements will help to reduce future erosion.
  - b. Oak Grove Circle – bark mulch will be added to the path; the steps will be regraded; the beach will be replenished with sand; a 60-foot pier with a t-head will be constructed to be used for crabbing, fishing, and launching kayaks; trees and shrubs will be added.
  - c. Cypress Creek – completed.
  - d. Boat Ramp – the necessary permit has not yet been requested as it must be a joint permit request with Magothy Marina, owner of the ramp. MBCA has the right to use the ramp for 100 years. We have not yet been able to come to agreement with the marina. The plans include improving and enlarging the pier to allow for fishing, crabbing, and boating.
    - i. A resident asked how he could get a place on a kayak rack. Chris stated that anyone interested should contact him and that we may need more racks. We use a lottery system to award space on the racks and if the demand exceeds the space we will consider additional racks.
8. New Business
- a. Clubhouse Phase II – Chris reported that we have a plan for landscaping the property around the clubhouse. We need more parking and proper trash containers, perhaps a mini-dumpster. These items have been budgeted.

- b. Open Board Positions – Chris stated that we currently have twelve Board members (with the addition of Bryan Martz) and we have fifteen slots. He asked for volunteers; no volunteers came forward.
  - c. New Committees and Committee Chairs – Chris asked for feedback from the community on the current committee line-up.
9. Old Business
- a. Mandrin – Wes Henderson, the attorney who assisted us previously with the Mandrin case, has written a letter requesting the amount that they owe us. They have paid only \$4,500 of the \$45,000 they owe MBCA; if Mandrin does not respond, we will file a case against them. The agreement between Mandrin and MBCA called for a payment of \$4,500 for each house built. Nine houses were built in the final section (\$40,500 due).
  - b. States Attorney – Chris reported that the Board has been working on responding to a complaint filed with the State Attorney’s office regarding the method used by MBCA to vote for changes to our bylaws. The most recent vote in question was in 2008 when the community voted to increase the annual tax assessment from \$25 to \$150 per year. All documents regarding this complaint have been posted on the MBCA website and on the MBCA Facebook page. The current Board would like to determine what the community wants. The Board would like to continue making improvements to the community, for example, the beaches, finishing the clubhouse renovations and landscaping, a new entrance sign to the community. At an annual tax assessment of \$25 per property, the total annual income would be \$15,700. It would likely be impossible to manage the community property at that level. Prior to 2005 a change to the bylaws required a 50 percent vote of members present. In 2005 the bylaws were changed to require a two-thirds vote. The question now is whether the vote requires two-thirds of the total membership or two-thirds of the members voting. Christina Sipe read from the bylaws. Beth \_\_\_\_\_, Mrs. Donna Holtz’s daughter, read the most recent letter received from the Director of the Mediation Unit who has concluded that MBCA has violated its bylaws and has recommended that “in order to correct this violation that you reduce your assessment back to the \$25.00 amount at this time and amend your bylaws back to the language that was reflected prior to the vote in 2008 when it was improperly amended. You may then hold another vote, should you choose, to determine if you are able to obtain the votes necessary to increase the assessment to any amount you feel is appropriate at this time. This would require obtaining a vote of 2/3 of the total membership.” Chris noted that a mediator is not a judge and jury. Dave Maggio stated that “membership” is not a defined term in our bylaws. Chris further reported that he has researched this issue and that many precedents exist where judges have ruled that 2/3 means of those who vote. Marcelle Lee asked Mrs. Holtz to state her goal with this complaint. Mrs. Holtz stated that she wanted the language in the bylaws clarified. Richard Roy noted that everyone in the community had the opportunity to vote in 2008 and only 220 members chose to vote. Dave Maggio stated his opinion that the mediator is wrong. Karl Neidhardt stated that you can never get enough members to vote to get a 2/3 vote. A resident reported that there are some residents who would like to get out of the association. Another resident who has lived here since 1983, stated that every few years an issue arises and that it is an issue of trust between the community members and the members of the Board of Directors. Jody Martz, a new resident, remarked that a vote count of 20 percent is very typical of a community association and that she moved here because such an association exists. Richard Roys, a long-term resident, reported that historically, community members on various sides of an issue would pack the meeting and vote an issue up; the following month a group on the other side of the issue would pack the meeting and vote the issue down. He further stated

that is the reason MBCA has the requirement that all residents be notified of an upcoming vote and given the opportunity to vote. Ms. Holtz remarked that her mistrust stems from the fact that she felt the Board was stockpiling assessment money for “bigger things” while the beaches and sidewalks were in disrepair. She further stated that when these items are fixed, “we will trust the Board”. Mark Callis reported that in previous years the community had spent more money on legal fees than on improvements. Mike Frye stated that in 2008 when he became Board President, volunteers did nearly everything and that the Board was extremely frugal. The increased assessment has allowed the community to build a fund for improvements and repairs so that we will not have to rely exclusively on volunteers. Chris Isham noted that if this complaint moves forward MBCA would have to hire an attorney. Mrs. Holtz stated that the verbiage in the bylaws is not clear and that she would like to see this issue settled without going to court. Richard Roys asked Mrs. Holtz if she would accept a vote of 2/3 of members voting if we were to clarify the language by mailing a ballot to every household. Mrs. Holtz responded “yes”. A motion was made and seconded that a written ballot would be prepared to clarify the voting procedures for major decisions so that 2/3 of those members who respond and vote would carry the vote. All voted in favor, none opposed, no abstentions. Richard Mankiewicz suggested that a time frame be established for ballots to be returned. Dave Maggio asked Mrs. Holtz if she was willing to endorse this solution with the mediator and she replied “yes”. Darryl Fisher suggested that we confirm that we are in compliance with the Anne Arundel county code. He further stated that 50 percent plus one vote of the total membership could abolish the association. The next newsletter will describe the procedure that the Board will follow for the vote on this issue.

10. Open Discussion – None

The meeting was adjourned at 9:37 p.m.

Respectfully submitted,  
Linda L. Nahin, MBCA Secretary