

**MT. BAKER RIM COMMUNITY CLUB MINUTES  
BOARD MEETING OF March 16, 2018**

Meeting called to order at 7:06 p.m. by Pete Berow, President, it being determined that a quorum of the Board was present.

**Directors present:** Pete Berow, President; Sally Hewitt, Secretary; Ed Keller, Treasurer; Dawn Chaplin, Member Relations; Mark Ablondi, Property Standards; Dennis Larson, Grounds and Maintenance; Seth Carson, Legal and Insurance; Dodie Fox, Violations; Lida Vacek, Vice President and Director at Large.

**Directors absent:** None.

**1. Approval of February 16, 2018 Board Meeting Minutes**

ACTION: Discussion of minutes. Dawn Chaplin moved to approve the February 16, 2018, Board meeting minutes. Seconded by Lida Vacek. **Motion passed.** Minutes approved.

**2. Correspondence**

*The Member-to-Board Report is on file with the final copy of March minutes in the MBR office.*

- 19020, 19021 Tobin Booth does not want to pay dues on both lots because he had them combined. Angela sent response letter including the section of the bylaws that addresses dues being owed per lot, regardless of county-joined lots.
  
- 11103 Erika McCallister said she didn't understand Ken's question regarding her husband's uncomplimentary comment on MBR's answering machine. The issue has been resolved.
  
- 18029 Kristy Zeidner has not responded to her fine letters, which detail 16 fines (8 for not submitting rental forms and 8 for misuse of gate cards) regarding her rental cabin 2016 - 2018. The issue is that she hasn't responded to letters and hasn't paid. Pete Berow said this has been happening since 2014. She paid a \$250 fine last year. Allison, our previous caretaker, had reprimanded her. Dodie Fox said the fines were issued for 2017. This is the second time she's been caught -- Angela and Christy discovered her rentals online. Ed Keller said we can fine \$675 per infraction. Pete is in favor of fining more. Dodie has the authority to make the decision on the fine. Dodie will contact the office tomorrow. Ed: the Board will consider these fines after they are appealed. Pete will talk to the office tomorrow. Seth Carson asked if we could bill rental cabins one time per year. Ed thinks we could possibly look at this idea. We have 40 rental cabins as far as we know.

**3. Directors' Reports**

*Directors' reports as submitted are on file with the March minutes. Additional comments are recorded here:*

- a. President  
No report.

b. Secretary

Sally Hewitt reported: I'll post the need for nominees on Nextdoor soon after the March meeting and we can get started on that process. After that, we'll need nominees' bios. Ed will print items for the AGM, so we'll need to make sure we have all bylaw amendments/repeals and the President's letter camera-ready April 22 or so.

c. Treasurer

Ed Keller reported 2018 Revenue is in very good shape. At the end of February, 32 members' dues were unpaid — now 16 days later, 22 are unpaid. To date, we have \$14,275 outstanding dues for 2018, down from last year at the same time.

In 2017 at the end of February, there were about 70 unpaid dues on lots. Of the 2018 unpaid dues from 22 members, 11 were on the list of members sent a late dues payment letter last year and received the notice of intent to file a lien. This is consistent with a small group of members who do not pay until the very last moment. It was reported that the list last year had generated over 200 mailed invoices taking time, material, postage, and labor to obtain compliance.

Member gate and vendor gate card revenue as well as rental income are all above 2017 YTD. Interest on unpaid dues begins to accrue this month, and a late notice letter will be mailed in May with a May 30 deadline for payments before a lien will be filed. I believe we will achieve near 100% participation this year.

A draft of this year's lien fee notice for unpaid dues will be sent out for the Board to review. It will be an updated version of last year's letter. I am proposing the possibility of adding a re-billing fee of \$10.00 to each invoice after 60 days in addition to the interest charge. Our Article IX CHARGES & ASSESSMENTS allow for the Board to "include interest on delinquent amounts thereof...AND THE COSTS, including attorney fees, OF COLLECTING THE SAME." I believe this gives us the authority to create a policy to pass this added cost on to the member with unpaid balances.

Expenses are in line with our current budget. YTD payroll expenses and payroll taxes are higher than normal due to January 2018 having 3 paychecks in that month. As staff is paid every 2 weeks there are 2 months each year when they receive 3 checks. This varies year to year depending upon what dates the pay periods end upon. This will all level out as the year progresses. All other expenses are in line with our projected budget when seasonal costs are factored in.

All accounts were reconciled and verified as correct.

Peoples Bank returned 4 checks drawn on Canadian banks to us where the "in US Funds" was hand written. Peoples Bank will no longer accept these checks for deposit into our accounts. Canadian checks that are preprinted "IN US FUNDS" are still allowed for deposit. We were able to deposit the 4 checks into our account at First Federal and all future Canadian checks with the handwritten "in US Funds" will be returned to the member along with an explanation as to why we can no longer accept these checks. Angela has already begun adding a printed note on all invoices advising our members of this change of policy. She is also attaching an additional

notice that explains our other methods of payment available on our website. PayPal is being used on a regular basis already with another \$11,000.00 collected by that method in February.

Our current Balance Sheet includes about \$23,000.00 carryover of 2017 revenue. I will be asking our accountants to recommend if this should be retained in our General Fund Accounts or be moved into our Reserves. I will report their opinions in the March Financial Report.

The Larson and Gross Review will be done later this month and is expected to be completed well in advance of our AGM mailing and posting deadline of April 27th.

d. Legal and Insurance

No report.

e. Grounds and Maintenance

Dennis Larson reported: Aaron and Ken have been putting up new light fixtures in the clubhouse and are continuing work on the downstairs bathroom in the Gatehouse.

The work on the new tile in the men's shower will likely get started in April, no date definite yet.

f. Property Standards

Mark Ablondi reported: Mike Gooch's work site is clean, and he apologized for being abrupt.

14022 SHUKSAN RIM DR (Melissa & Jim BISHOP): Plan for pre-permit lot walk-thru and plan review w/Jim & Aaron. Neighbor has two out buildings at back of lot on south side that are supposedly on Bishop's lot. If they want neighbor to move the two small sheds then recommend re-survey. Current survey is dated 2004 (14yo). Aaron will reach out to neighbors (14042 CHIMNEY?) on south side. Mark hasn't seen a building permit from Mr. Bishop yet.

14058 CANYON LANE (Bob SMITH): Ready to cut final tree at back of lot originally approved 7/4/2017. Approved & tree cut 3/2/2018.

15010 PICKET LANE (Swan BENDER): Ok'd brush clearing for perc test.

19021 GLACIER RIM DR (Tobin BOOTH): Pre-Construction walk through w/owner, contractor, environmental consultant, and Aaron. All satisfactory. Whatcom County permits in order. MBRCC new construction permits approved/issued.

g. Violations

Dodie Fox said she'll include this month's violations in next month's report.

h. Member Relations

No report.

i. Director-at-Large

No report.

#### 4. Unfinished Business

a. Vote to amend Article VI, Section 5, add Social Director to Member Relations — Pete Berow said he didn't do his homework to prepare this amendment. He gave some history: In July 2010, Social/Member Relations director quit after the AGM, and Roy Graham took over the Member Relations directorship. Roy dropped the Social director part off his report. The Social director position was removed at the next AGM in 2011, but the Social Committee stayed. Dennis Larson asked if there had been a functioning Social Committee. Ed Keller: yes, until 2015 or so. Ed said in 2011 at the AGM, an amendment removed Social director from the Board by a vote of 68-3, and Dawn Chaplin said the Social Committee chairperson didn't want to be on the Board. Ed: we currently have a Social Committee and the Board has the right to form committees. Nothing has changed. We didn't remove the part about the President (or Board) has the right to form committees. There is no need to add Social director to our bylaws. Dawn Chaplin said we should have Social added to Member Relations as this director oversees the Social Committee as well. Mark Ablondi said the issue is how can the Social Committee get Board attention? Ed: if the Social Committee needs to get information to the Board, it is passed through the Member Relations director. Ed: we need to limit this discussion and take a vote. Pete continued: our previous Member Relations director used to walk the Rim to contact new members. Pete says the Member Relations position is now handled by the office. Dodie Fox: maybe that means you aren't the right person for this position, Dawn. The Rim is changing faster than we can keep up with it. Dodie mentioned Roy Graham, Member Relations director at the time, was the first person to come to their home after their home was robbed -- Roy cared about what happened. Ed: Roy was the first person to come to our property to help us get our plans going and approved. That is the job of the Member Relations director and it is written in the rationale for the original amendment and in later AGM minutes. Dawn advised that she has met new owners at the social events and, if they had any questions, she would give them the information or direct them to the office. Mark: what is your point about Member Relations, Pete? Pete doesn't think the person should visit all the new members. Mark said we need a Member Relations director. Ed: what is the purpose of your amendment?

ACTION: Pete moved to amend Article VI, Section 5, adding Social Director to Member Relations' title. Ed seconded.

VOTE — Yes votes: 2 No votes: 7. **Motion did not pass.**

Ed Keller requested the floor.

Ed Keller said: I have researched this online and am formally asking Dawn Chaplin to resign her Member Relations position on the Board, but continue her position as chairperson of the Social Committee. There will be a new Member Relations director and Dawn will work with that person, but will not be sitting on the Board. Are you willing to resign? Dawn: no. Ed: If you are unwilling to resign your position on this Board then I am exercising my right under ARTICLE VI of our bylaws Section 7 to call for a vote to remove.

**“Any director may be removed as such by the Board of Directors at any properly called meeting for any reason sufficient to the directors. Vacancies will be filled as per ARTICLE VI section 6.”**

As you have chosen not to resign, I am therefore placing the following motion to the Board for a vote:

Ed Keller moved: Dawn Chaplin is to be removed from this Board effective immediately upon an approved vote of this motion.

Is there a second? Dodie Fox seconded.

I further call for a division of the house to require a vote by actual count and the results to be recorded in the minutes of this meeting. Vote is to be by paper ballot and counted by two approved Board members. I am recommending Mark Ablondi and Seth Carson to conduct the count and announce the results to the Board.

**ACTION:** Ed Keller moved Dawn Chaplin be removed from the Board. Dodie Fox seconded.

**DISCUSSION:** Seth Carson said this needs serious discussion, and he didn't know if he could make a decision tonight. Ed: I did not come to this lightly. The decision tonight will change the composition of this Board. Mark Ablondi said we've functioned just fine without Social director. Ed handed out ballots.

**VOTE** — Seth and Mark counted the votes: Yes votes: 4 No votes: 3 Abstain: 2. Ed still had the floor and said the motion passed. **Motion passed.** Dawn Chaplin was removed from the Board.

Dawn will be asked to turn in her Board Member's Handbook and her office key as required of all past Board members.

Ed Keller asked Dawn Chaplin: are you willing to be in charge of Social Committee — Dawn said no. Ed said Dawn was required to return her office key, clubhouse key, Board Member's Handbook, and the Social Debit Card. Dawn said she would return those items. At this point, Dawn left the meeting.

Ed Keller continued: I am formally asking Pete Berow to resign as President and take over as Member Relations director. If you are unwilling to do this, then I will call for a vote to remove. Pete Berow said no.

**ACTION:** Per MBR bylaws, Ed Keller moved to remove Pete Berow as President of the MBR Board. Dodie Fox seconded.

**DISCUSSION:** Mark Ablondi asked for Ed's reasons. Ed gave some history and said after the 2017 AGM, he knew there was going to be a continuing issue with Dawn Chaplin and he knew by last July that it was going to be a nightmare. Ed sent out a notice to all Board members on July 22, 2017 stating he was going to resign unless some conditions were met regarding Dawn Chaplin. After that, Ed and Pete sat down to talk privately. Pete asked what Ed's goals were. Ed: I wanted to see some progress on our bylaws. I've seen the Board stumble time and time again. During their private talk, Ed asked if Pete could keep Dawn contained, as we have other important business to deal with. And, during their private discussion, Pete and Ed made an agreement that they would work together to accomplish this. Prior to our February 2018 meeting, Ed sent Pete an email about presenting an advisory vote for the funding of social events. This advisory vote document has to be presented to the Board in a timely fashion. Pete sent an email back and said yes, we're going to bring an advisory vote to the March Board meeting.

Pete, instead, presented a President's letter, in which he unknowingly attempted to bypass the by-law process. Pete said he thought they could get funding at the AGM and that would get this issue off his back. Pete admitted he still doesn't have the advisory vote written. Seth Carson asked: why wasn't the advisory vote proposal done? Pete said: I don't know. Ed: the problem is you don't understand the bylaws. Ed wrote all of the bylaw changes this year. Ed said I'm asking you to step down and fill the Member Relations position. Dodie Fox: these issues are all procedural. She said she's grateful someone (Ed) knows procedures. Dodie asked Pete if he could step aside for a moment and work on learning procedures. Do you, Pete, know the procedural issues? Pete said: no, I don't. He admitted Ed Keller is the workhorse of the Board. Sally Hewitt said, as the director in charge of the AGM, she didn't appreciate Pete not doing his homework. By not knowing our procedures, Pete has caused problems and delays with the AGM preparation process. His inattention to detail has had repercussions by wasting valuable Board and staff members' time and causing chaotic last-minute changes.

VOTE — Seth and Mark counted the votes: Yes votes: 4 No votes: 4. **Motion did not pass.** Ed said a tie does not pass, Pete Berow retained his position as President.

b. Article VII (officer descriptions) — Ed Keller said we have dual issues. First, in officer descriptions we need to remove Certificates of Membership because of the repeal of Article IV. Second, the added descriptions of the other directors should be added to Article VI, not VII. The Board should just approve the changes to existing officer descriptions now and wait till next year to add director descriptions. There are currently no descriptions of the other directors and it is better to get it right than get it done now.

ACTION: Dodie Fox moved to approve the amendment to Article VII, and leave director or non-officer descriptions for a later time. Seth Carson seconded. **Motion passed.**

c. President's letter for the AGM mailing (review at March meeting) — Pete Berow said he's going to have to make a few changes and will send those changes out before the next Board meeting.

d. Approve Capital Reserve projects for the next 5 years — Ed Keller reported the only change since the last meeting is Dennis Larson, Aaron Ebner, Pete Berow, and he added a \$20,000.00 fund expense to upgrade the heating system in the garage and the office in the same year we are planning on remodeling the garage. Again, this was motioned, seconded, and approved for use at the 2018 AGM. With Christy's help, Ed was able to shrink the full Reserve Plan spreadsheet down in size for the AGM section of MBR's website. Mark Ablondi said we can't have this Reserve Plan online without a secure connection. Mark will ask Christy if she can provide a secure connection.

e. Number of gate cards per member — Dodie Fox asked to table this until after the AGM.

f. Set up rental members/Violations director meeting — Dodie Fox would like to hold an open forum meeting for anyone in MBR interested in rental issues on Friday, April 27, 7 p.m. in the clubhouse. The county and state are working on taxing AirBnB. Issues to be discussed at this

meeting: gate, increasing rental fees, trash, noise violations, safety issues. Ed Keller suggested it would be good to send each member who rents on a regular basis a personal letter.

g. Tarps, tents, temporary plastic/tarp structures — Dodie Fox asked to table until the next meeting.

h. AGM updates — Sally Hewitt reported we will have 4 Board openings, 2 new and 2 returning: all positions are open, not for a specific Board position.

i. Secretary position out of voting sequence — Ed Keller reported our bylaws state that anyone who fills in for another director, has to keep on that director's position schedule. Sally Hewitt filled in for Roz Schott, whose term is up in June.

j. Limitations on drone use in MBR — Pete Berow tabled this until the next meeting.

## 5. New Business

a. Funding social activities — Pete Berow will work on an advisory vote. Ed Keller suggested Pete ask Angela to write the advisory vote.

b. Proposed Bylaw Amendment to Article IX: Charges & Assessments — Ed Keller withdrew this proposal because we're going forward with the advisory vote.

c. Move restrictions on accessory roads other than within MBRCC to Property Standards — Ed Keller passed the document around.

ACTION: A motion was made and seconded, and approved. **Motion passed.** Pete Berow signed both the proposed documents for the office: one for the language and the other was the resolution to go on file. This has been moved to Property Standards.

d. Audits of our financials on 10-year schedule — Ed Keller would like to present a document to members at the AGM to approve an audit on a 10-year schedule. Members usually vote for a review, which is much less expensive. It would be good policy to plan for an audit of the budget every 10 years. Is there any opposition to this? Dodie Fox asked: why 10 years? Ed said it's a round number. Dodie said when she worked for a large company, the audit happened every 7 years due to legal expiration. Ed will ask during the review with Larson Gross about 7 years versus 10. Dennis Larson asked what is the difference between a review and audit. Ed: during a review, Larson Gross goes through all our files and basically certifies our books. An audit is more intense.

e. Changes to Employee Manual — Ed Keller asked to table until the next meeting. It needs to be updated according to new sick pay laws, vacation days, etc.

f. Directors' Reports for AGM due June 1 — Sally will send out last year's AGM Directors' Reports to all Board members.

**6. Meeting Adjourned:** Meeting adjourned at 9:20 p.m. Mark Ablondi moved to adjourn. Pete Berow seconded.

\*The Board may convene in closed executive session to consider personnel, legal, liability, or issues dealing with violations.

Next Board meeting is Friday, April 20, 2018, at 7:00 p.m. in the clubhouse.

Signed:

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Dated: \_\_\_\_\_

MBRCC Board of Directors  
Print Name and Title: \_\_\_\_\_