

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
DIAMONDHEAD COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC.
December 19, 2016**

A regular meeting of the Board was held at 7610 Country Club Circle, Diamondhead, Mississippi. President P. Laird chaired the meeting and called it to order at 7:00 PM.

Present were President Laird, Vice President Finlay, Treasurer Allen, Director Ertel, Director Harvey, Director Montjoy, Director Nolan, Director Tullier and Ex-Officio Fletcher. Also present were Chief Financial Manager Benvenuti and Attorney Tubertini.

Minutes – The minutes from October 19, 2016, October 21, 2016, November 17, 2016, November 21, 2016 were approved as submitted with notation that minutes were recorded by Secretary Blakeney prior to her resignation and revised by legal counsel before being submitted to the Board for approval.

Board Secretary – For the purpose of filling the vacancy of the office of Secretary caused by the resignation of Betty Blakeney, President Laird moved to appoint Nancy Sislow to fill the unexpired term of Blakeney, pursuant to Section 4.10 of the Corporate Bylaws. The motion was seconded by Vice President Finlay and the motion passed. Yea: Allen, Ertel, Finlay, Harvey, Laird, Nolan, Montjoy, Tullier; Nay: Fletche.

Opening Remarks – President Laird reported that the Reorganization Committee is seeking a more efficient, more effective organization and will begin its work the first part of January 2017.

General Manager Report – Interim General Manager Benvenuti reported to the Board.

Financial Report – Chief Financial Manager Benvenuti provided the Financial Report.

Yard of the Month Letter – The letter from the City of Diamondhead requesting approval to post signs awarding the Yard of the Month was briefly discussed and will be on the agenda for next month's meeting.

Bank Account Signatories – A motion was made by Director Ertel and seconded by Director Harvey to replace all current Hancock Bank signatories for checking and investing accounts with the current President, Vice President, Treasurer and Secretary of the corporation and CFM Benvenuti, and to execute Exhibit A as required by the bank. The motion passed. Yea: Fletcher, Ertel, Nolan, Tullier, Montjoy, Harvey. Abstained: Laird, Finley, Allen, Sislow. Absent: Silcio.

Opening Additional Bank Accounts – Chief Financial Manager Benvenuti discussed the issues of account tracking and verification. The issue was assigned to the Administrative Committee to develop a plan following the completion of reorganization.

Jonas Software – Director Tullier discussed the issues surrounding the use of the current software system for member tracking, with a focus on member voting. CFM Benvenuti will determine the cost of consultation to resolve issues, bringing a list of issues to next meeting.

Member Questions – Member C. J. Longanecker inquired regarding terminating the Yacht Club lease and returning operation of the Yacht Club to POA staff. The President informed that members have full access at present and the lease to a private party is in effect for the remainder of the lease term.

Executive Session - A motion to adjourn to Executive Session to consult with auditor and to discuss confidential human resources matter was made by Vice President Finley and seconded by Director Harvey. The motion was passed unanimously by all Board members present. The Board entered executive session at 8:03PM, and returned to the open meeting at 8:55PM

Hole #4 Cardinal Course Pond Dredging – A motion to accept the low bid provided for dredging the pond was made by President Laird and seconded by Director Harvey. The motion passed unanimously.

Violations Committee Rules Change – A motion to rescind the recent amendment of Section 1.B.1. of the Rules & Regulations made at the November 21, 2016 meeting of the Board of Directors and to authorize Attorney Tubertini to incur up to 20 hours to advise regarding member abuse of employees and others was made by Director Harvey and seconded by Director Tullier. The motion passes unanimously.

Adjournment – A motion to adjourn the meeting was made by Vice President Finley and seconded by Director Ertel. The motion passed and the meeting adjourned at 9:05PM

Respectfully submitted,

Nancy Sislow
POA Secretary

(Approved 1/16/17)