

The Club at Diamondhead and Property Owner's Association Open Board Meeting Agenda

April 17, 2023 – 6:00 PM

Diamondhead City Council Chambers, Diamondhead, MS

Call to Order

Roll Call, Verify Quorum

Pledge of Allegiance

Approval of Minutes of 3/17/23 – Minutes were approved by e-mail vote completed 4/7/23.

Approve/Amend Meeting Agenda

President's Report

Committee Reports

General Manager's Report

POA Members Comments on Agenda Items (limit 3 min. per person-must sign up ahead of time to speak)

Regular Agenda –

2023-08 – Motion to approve the following resolution, to amend the Charter regarding the level of membership that may vote for officers of the Board of Directors, to be placed on the June 2023 Member Meeting agenda for membership approval:

**RESOLUTION OF THE BOARD OF DIRECTORS OF DIAMONDHEAD
COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC.**

WHEREAS, this Association was formed by Charter which was adopted and filed with the Secretary of State for the State of Mississippi on June 8, 1970 (“Charter”);

WHEREAS, the Charter has only been amended once by amendment adopted and filed with the Secretary of State for the State of Mississippi on October 7 1977;

WHEREAS, the Charter includes the following language in Section 7:

“This Corporation shall vest each member the right to one vote in the election of all officers...”;

WHEREAS, the quoted language from Section 7 has caused confusion regarding the Association’s ability to limit voting rights for members not in good standing, has created two classes of membership, and has created two different quorums;

WHEREAS, this organization has traditionally allowed members not in good standing to vote in officer elections and it has disallowed such members to vote on propositions;

WHEREAS, the quoted language above was formerly required by MS Code Section 79-11-1(2) which was repealed in 1988 after the formation of the Association;

WHEREAS, the Mississippi Nonprofit Corporation Act has changed the filing requirements from a charter to Articles of Incorporation that do not require the quoted language set forth above; and

WHEREAS, the Mississippi Nonprofit Corporation Act does not require any restrictive language to be contained in the Articles of Incorporation and permits such to be controlled by the bylaws.

Therefore it is

RESOLVED, that this Board hereby recommends that the Charter of this Corporation be amended so that it comports with the current statutory requirements prescribed by the Mississippi Nonprofit Corporation Act.

Finally, It is

RESOLVED that this proposed Amendment to the Charter of this Association be submitted to the membership for consideration at the next meeting of Members.

So Resolved on this the _____ day of _____, 2023.

2023-09 – Motion to approve the following resolution, which amends the By-Laws regarding the requirement that March and October Open Board Meetings be held on Fridays, to be placed on the June 2023 Member Meeting agenda for membership approval:

RESOLUTION OF THE BOARD OF DIRECTORS OF DIAMONDHEAD
COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, this Association was formed by Charter which was adopted and filed with the Secretary of State for the State of Mississippi on June 8, 1970 (“Charter”);

WHEREAS, this Association adopted and filed certain Bylaws to govern the actions of the Association, last amended April of 2016;

WHEREAS, the Bylaws include the following requirement in Section 5.5:

“.....the Board shall hold an open meeting on the third Friday of each March and October”;

WHEREAS, this Association has in practice conducted all monthly Board Meetings as open to the Membership, with Members permitted to attend in person or via live stream video since August of 2020;

WHEREAS, Section 8.1 provides the method by which these Bylaws may be amended in order to comport with current operational standards;

Therefore it is

RESOLVED, that this Board hereby recommends that the Bylaws of this Corporation be amended to remove the unnecessary requirement of open meetings on the third Friday of each March and October, and replaced with a requirement that *all regularly scheduled monthly Board Meetings be open to the Membership*.

Finally, It is

RESOLVED that this proposed Amendment to the Bylaws of this Association be submitted to the membership for consideration at the next meeting of Members.

So Resolved on this the _____ day of _____, 2023.

2023-10 – Motion to approve the following resolution, which provides for absentee voting in membership actions, to be placed on the June 2023 Member Meeting agenda for membership approval:

RESOLUTION OF THE BOARD OF DIRECTORS OF DIAMONDHEAD
COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, this Association was formed by Charter which was adopted and filed with the Secretary of State for the State

of Mississippi on June 8, 1970 (“Charter”);

WHEREAS, this Association adopted and filed certain Bylaws to govern the actions of the Association, last amended April of 2016;

WHEREAS, the Bylaws include the following requirement in Section 3.7:

*“.....Except as herein or in the Certificate of Incorporation otherwise provided, all Corporate action shall be determined by vote cast by a majority of the membership **present in person and/or by proxy** at a meeting at which a quorum is present.”;*

WHEREAS, the requirement of presence in person and/or by proxy has become overly burdensome to many members of this Association;

WHEREAS, a successful practice of absentee ballot processing has already been established for the election of POA officers and directors;

WHEREAS, Section 8.1 provides the method by which these Bylaws may be amended in order to comport with current operational standards;

Therefore it is

RESOLVED, that this Board hereby recommends that the Bylaws of this Corporation be amended to remove the requirement of presence in person and/or by proxy for all Corporate action to be determined by vote of the membership;

RESOLVED, that this Board hereby recommends that Section 3.7 of the Bylaws of this Corporation be amended to state “ *Absentee voting shall be permitted in all voting of the membership in Corporate actions and/or elections of POA officers and directors*”.

Finally, It is

RESOLVED that this proposed Amendment to the Bylaws of this Association be submitted to the membership for consideration at the next meeting of Members.

So Resolved on this the _____ day of _____, 2023.

2023-11 – Motion to approve the following resolution, which transfers drainage property to the City of Diamondhead, to be placed on the June 2023 Member Meeting agenda for membership approval:

RESOLUTION OF THE BOARD OF DIRECTORS OF DIAMONDHEAD
COUNTRY CLUB AND PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, this Association was formed by Charter which was adopted and filed with the Secretary of State for the State of Mississippi on June 8, 1970 (“Charter”);

WHEREAS, this Association owns and maintains properties throughout Diamondhead, Mississippi;

WHEREAS, the City of Diamondhead, Mississippi, has expressed a desire to take over ownership and responsibility for certain parcels for the purpose of improving drainage for the residents of the City of Diamondhead;

WHEREAS, this Board agrees that those certain parcels would better serve the Members of this Association as drainage properties owned and maintained by the City of Diamondhead;

WHEREAS, Section 3.7 of this Association’s Bylaws provides the method by which all Corporate action shall be determined;

Therefore it is

RESOLVED, that this Board hereby recommends that ownership of the following parcels be conveyed to the City of Diamondhead for the purpose of improving drainage:

Parcel # 068R-2-41-132.000 (Mahalo Hui Drive)

Parcel # 132A-2-03-026.008 (Gex Drive “Duck Pond”)

Parcel # 132A-1-03-113.001 (Kalipekona Way Detention Pond)

Finally, It is

RESOLVED that this proposed conveyance of property of this Association to the City of Diamondhead be submitted to the membership for consideration at the next meeting of Members.

So Resolved on this the _____ day of _____, 2023.

2023-12 – Motion to approve the funds to purchase Plate Ware for the Oak Room.

POA Members Comments on Non-Agenda Items (limit 3 min. per person-must sign up ahead of time to speak)

Next Meeting: Open Board Meeting, Monday May 15, 2023, at 6pm in Diamondhead City Hall Chambers

Adjourn

Regular Agenda Supporting Information

2023-08 – Motion to approve the resolution to amend the Charter regarding the level of membership that may vote for officers of the Board of Directors.

GOAL OF THE PROPOSAL: To clarify the position of members in good standing regarding the selection of officers of the Board of Directors

FINANCIAL IMPACT: none

2023-09 – Motion to approve the resolution to amend the By-Laws regarding the requirement that March and October Open Board Meetings be held on Fridays.

GOAL OF THE PROPOSAL: To remove the requirement to have certain meetings on specified days of certain months and require all regular meetings of the Board be open meetings.

FINANCIAL IMPACT: None

2023-10 – Motion to approve the resolution to amend the By-Laws regarding voting to permit absentee voting in all membership voting.

GOAL OF THE PROPOSAL: To allow for absentee voting by members in good standing for membership and director actions.

FINANCIAL IMPACT: None

2023-11 – Motion to approve the resolution to which transfers drainage property to the City of Diamondhead

GOAL OF THE PROPOSAL: To better serve the citizens of Diamondhead with City-managed drainage property

FINANCIAL IMPACT: None

2023-12 – Motion to approve the funds to purchase Plate Ware for the Oak Room.

GOAL OF THE PROPOSAL: Replace depleted service plate ware. Existing Plate Ware will be used in the Latitude 30 restaurant.

FINANCIAL IMPACT: Not to exceed \$8,900.