

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
THE CLUB AT DIAMONDHEAD AND PROPERTY OWNER'S ASSOCIATION, INC.  
April 17, 2023

A meeting of the Board was held at 5000 Diamondhead Circle, Diamondhead Mississippi. President Knobloch chaired the meeting and called it to order at 6:00 P.M.

Present were President Knobloch, Treasurer Becker, Director Blackwood, Director James, Director LaFontaine, Director Nutting, Director Ramirez, and Director Tauzin. Legal Assistant Kinsley served as Secretary Pro Tem. Absent: Vice President Gillen, Secretary Sislow, Ex-Officio Marthouse. Also present were General Manager Abadie, Legal Counsel Jones and 3 members.

**APPROVAL OF MINUTES** – Minutes of the meeting of 3/17/23 were approved by e-mail vote completed 4/7/23.

**APPROVAL/AMEND MEETING AGENDA** – A motion amend the agenda to add Motion 2023-13 was made by Director Lafontaine and seconded by Director James. The motion passed unanimously.

**PRESIDENT'S REPORT** – President Knobloch provided his report.

**COMMITTEE REPORTS** – *Administration Committee* reviewed bank deposits and reviewing Handbook. *House/Club Committee* reported working on dinnerware replacement, Latitude 30 service improving, seeking bids for heated cart, working on storage and kitchen flooring issues. *Marina/Airport Committee* did not meet but heard of runway issue to be explored. *Facilities Committee* reported reviewing storage. *Recreation Committee*, *Golf/Grounds Committee*, *Futures Committee* and *Safety Committee* had no report.

**GENERAL MANAGER'S REPORT** – GM Abadie presented his report.

**POA MEMBERS COMMENTS ON AGENDA ITEMS** – None.

**REGULAR AGENDA** –

**2023-08** – A 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 was made by Director LaFontaine and seconded by Director Nutting. The motion passed unanimously.

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** – A 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 was made by Director James and seconded by Director Blackwood. The motion was passed unanimously.

**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** – A 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 was made by Treasurer Becker and seconded by Director Nutting. The motion passed unanimously.

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** – A 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 was made by Director Blackwood and seconded by Director James. The motion passed unanimously.

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** – A motion to approve the funds to purchase Plate Ware for the Oak Room not to exceed \$8,500 was made by Director Tauzin and seconded by Director LaFontaine. The motion passed unanimously.

**2023-13** – A motion to approve the purchase and installation of security cameras and related required equipment at the Community Center (4 cameras and 1 monitor), the marina (4 cameras and 1 monitor), the RV Storage Area (4 cameras, 2 monitors, and required equipment to ensure wireless coverage) and Tennis (1 camera and required equipment to ensure wireless coverage) from Security Solutions Services, LLC. at a cost not to exceed \$9,950.00 was made by Director LaFontaine and seconded by Director James. The motion passed unanimously.

**POA MEMBERS COMMENTS ON NON-AGENDA ITEMS** – None.

**NEXT MEETING** – The next scheduled meeting will be on Monday, May 15, 2023, at 6:00 P.M. at the Diamondhead City Hall Chambers.

**ADJOURN** – A motion was made by Director Blackwood and seconded by Director Tauzin to adjourn the meeting. The meeting adjourned at 6:36PM.

Respectfully submitted,

Nancy Sislow  
POA Board Secretary  
for Sue Kinsley, Secretary Pro Tem

*Approved on 4/30/23*