

Special Meeting of the Old Lyme Shores Beach Association Board of Governors

Monday, October 2, 2023

via ZOOM

Board of Governors and Association Officers in attendance: Bryan Even (**BE**), Al Roy (**AR**), Norm Yester (**NY**), Tom Annulli (**TA**), Joanne Gilland (**JG**), MaryKate Reynolds (**MKR**), John Mandracchia (**JM**), Lou Riccelli (**LR**), Kathi Stickley (**KS**)

Member Guests: Approx. 42 people including BOG and WPCA members

Welcome TA 7:33 pm

Roll Call for attendance.

TA: To fulfill our BOG duties to all members of the OLSBA as required by our governing documents, we are compelled to have a Special Meeting to address the BOG's obligation to act on a request by the WPCA to appoint one individual and to reappoint individuals to the WPCA who's positions have expired.

A motion was made to appoint Paul Yellen as a BOG member, effective immediately, to fill the vacancy until the next annual meeting. **AR/LR Unanimously passed**

A motion was made to reappoint John Cunningham, Tom Annulli and Dede DeRosa as WPCA members. **LR/KS Unanimously passed (TA did not vote)**

A motion was made to appoint Greg Symon as a WPCA member, effective immediately, to fill the vacancy of the three- year term expiring on June 30, 2024. **TA/LR Unanimously passed**

TA- A major look at the charter was taken to make the reset all-encompassing; reached out to the BOG and WPCA to determine if they were in compliance with the charter. [Section 1: States in part, *All persons who are over twenty-one years of age, who own or who may own any land within said limits shall, while they continue to be owners of such land, be members of the Old Lyme Beach Association, shall be entitled to vote at any meeting of said association and shall be eligible to hold any office in said association. Joint owners of any freehold interest in any land within said limits shall be considered for voting purposes, as one member of said association. Husbands and wives of said owners shall be members of said association but shall not be empowered to vote at any meeting of said association except as proxies for said owners.*] Three WPCA members did not respond to the question if their name was on the deed. AR was asked if his property's ownership was consistent with the charter allowing him to hold the position of governor and WPCA chair. AR stated that his property was owned by his spouse.

Discussion followed about how and if Al Roy's role as governor and WPCA chair would be impacted.

BE- stated the issue was ensuring compliance with the charter and doing everything properly.

Public comment was given by Paul Graml - Brightwater Rd - about how the charter was looked at years ago by an attorney who gave an opinion on ownership. Paul then gave his opinion to the board.

JM- queried if the opinion was available and did it specify if that member can vote?

JM- appreciates work AR has done; with new reset we have to do it right; need an updated legal opinion.

JM- if following the charter, as the focus has been for the last couple of meetings, board needs to be consistent in application.

BE- in possession of a binder from 3/29/2010 and in it was an opinion of Attorney McCoy discussing what ownership is; written after being asked opinion regarding ownership of individuals vs trusts, partnerships and corporations,

JM- we need an attorney on the board and a parliamentarian to guide us

KS- agrees that a 3rd party and independent party is needed to guide board to give direction and feedback.

Public comment was given by association member Paul Graml - we came in with an empty seat filled by Paul Yellen; we may leave this meeting with an empty seat- wants us to continue with things in place; gives us time to investigate

Public comment was given by association member Diane Duhaime- who offered to volunteer her time to assist the board and gave her recommendations to take the votes as they were made and to hold another BOG meeting in the near future.

PY- table the appointment of AR until we get a status appointment of AR

BE- we can table it, or we can have a vote on the remaining individuals or pursue a 3rd party legal opinion of review of the charter; and reconvene, comments from board?

Public comment was given by association member Paul Graml who suggested that AR volunteer not to sign any checks or agreements until this issue is resolved.

TA- The concern was not so much with checks, but rather loan extensions and other project documents.

Paul Graml- WPCA after it is properly constituted can vote among itself if another chair can be chosen and AR stays a member

BE- does the charter allow for this particular action to take place? What does the charter say and what does it mean? Can a spouse of an owner hold a position?

JM- stated need for legal opinion.

Public comment was given by association member Julia Nixon- shared the traditional board position that the spouse can vote on their behalf if they had the spouse proxy (in writing); very consistent policy historically according to the charter; board members had to be owners not trustees or spouse of a homeowner.

BE- believes Atty McCoy legal opinion (to Paul Graml) is clear on this

Public comment given by association member Paul Graml about past legal opinion.

JM- wants legal opinion before we move forward; do this right!

LR- agrees with John but do it quickly.

TA-cannot support putting the charter at risk; in order to be on the board, you must own land on this beach.

KS-would like to keep train moving; vote a temporary chair to the WPCA to work in the interim; clarify charter in the interim

AR would like to know who is presiding? Wants to follow Robert's Rule of Order.

Greg Symon-thinks a legal opinion is in order, broaden the scope on trusts and domestic partners.

JM-thinks that there are other things in charter that could be updated.

Al Roy- shared thoughts on spending money on legal opinion when there is an offer from an attorney to volunteer her services; If the decision is otherwise, thinks it should be made by a very specific motion by the board. 2. Refreshing to see such an attention to detail to the charter; has been asking for this for three months. His insistence 9/12 to address vacancies and reappointments, followed by his urgent request for a Special BOG meeting on 9/18; from 9/18 to last week there were 0 responses to his urgent request from both officers or board members; this is what caused to me to call for a BOG Special Meeting as provided for in the Charter; welcomes a solution if there needs to have another WPCA chair to work with him; he will audit any alliance meetings (3 beach associations and the town of old Lyme for Soundview). If a signature is needed, it is weeks out.

PY- Would a motion be in order?

TA-Because this is a special meeting, we cannot make any motions not related to what was on the agenda.

PY_ Can we make a motion to table?

AR_ wants to ask one other governor to join him in principle regarding retaining/obtaining an attorney

JM- will not align with AR; thinks it should be a committee of attorneys and parliamentarians to keep the business of the community running.

NY- looked at the charter- it is there to protect the homeowner; what if the situation is the spouse is on the board- protecting the individual on the deed; a legal opinion is needed.

AR- did not get an alignment of another BOG; thinks we can rely on volunteer legal help,

BE- Opinion need a legal opinion so that we can resolve this quickly. If we table this, we still will have a question regarding what we need to do; wants discussion with BOG individuals regarding need for legal opinion.

Public comment by association member Diane Duhaime regarding point of order about meeting not following the agenda and gave her opinion on keeping the status quo.

AR wants additional legal expenses addressed.

A motion was made to table AR's appointment to the WPCA and have a meeting on week of Oct 16th. **TA/LR Unanimously passed**

A motion was made to adjourn the meeting. **TA /PY Unanimously passed**

Meeting adjourned at 9:05 PM