

Minutes from the Special Board Meeting of the Holiday Lake Board of Directors
Holiday Lake Office, Tuesday, September 8, 2015

Call meeting to order by President Billie Jean Snyder at: 6:30 pm

President Bille Jean Snyder: Introduced Sam Charnetski, corporate counsel for the Holiday Lake Association. And explained that due to the seriousness of this situation, legal counsel is present to guide the Board of Directors through the procedure to ensure proper protocol is being followed for the best interest of Holiday Lake Association, Membership, and Directors.

President Bille Jean Snyder: "This should be a short meeting with one agenda item to act on therefore, please make room for those wishing to be present".

Tom Taber: Asked to make a statement: "I objected to the lack of notice and the defective notice of this meeting. And I also object to consideration to this matter. The matter is not listed in the notice and it should be introduced. Proceed."

President Bille Jean Snyder: "Madam Secretary, please call roll to determine there is a quorum, which would be not less than five Board of Directors present."

Secretary Lu Wieland completed roll-call of Board Members present:

Stan Zeutenhorst – present, William Nagel – present, Phil Reeves – present, Tom Taber – present, Jim Hamilton – present, Bille Jean Snyder – present, Lu Wieland – present

And reported a quorum was established. Also present were 33 or more members of the Holiday Lake Association.

President Bille Jean Snyder: "I have called this special meeting of the board of directors with the purpose of determining whether a special meeting of the members of Holiday Lake Owners' Association, Inc., shall be called for the purpose of determining whether Director Tom Taber shall be immediately removed from the Holiday Lake Owners' Association Board of Directors and all matters related thereto.

I received an envelope from a lot owner with many signatures and have provided that to corporate counsel. Rather than determining whether that constitutes 10 percent of the members for calling a special meeting of the members, I have proceeded with calling this meeting to permit the board to call a special meeting on its own.

At this special meeting of the board, no statements will be permitted by those not a member of the board of directors. The correct forum for members of the Association to speak is at a meeting of the members of the Association, if that occurs."

Tom Taber: "Point of Order, You are saying this is a closed Board Meeting, the Lake Association Members cannot express their viewpoint."

President Bille Jean Snyder: "This is not a forum, there will be a forum."

Tom Taber asked, "Is this a closed Board Meeting or is it an open Board Meeting?"

President Bille Jean Snyder: "It is an open Board Meeting."

Tom Taber: "Ok, Under what Authority does it restrict members from giving their opinions before the Board?"

President Bille Jean Snyder: "I refer to Counsel."

Tom Taber: "Why are we paying for an attorney, if you cannot run a meeting?"

President Bille Jean Snyder: "I am running the meeting."

Tom Taber: "You refer to Counsel."

President Bille Jean Snyder: "I did because we want to make sure we are following protocol."

Tom Taber: "I would like to know where you go the authorization to have a Board Meeting, an Open Board Meeting. Sam (Charnetski) said it was going to be a closed Board Meeting."

Sam Charnetski: "That is not true, Tom, I said that it *could* be a closed meeting, and that I did not *know* what the decision of the President was going to be. I believe, as we discussed last week, that they do have the authority to close the board meeting according to Iowa Code, because it states they can conduct business without actually formally having a meeting."

Tom Taber, "Where does it state that in Iowa Code? I have not seen that."

Sam Charnetski: "I pointed it out to you last week."

Tom Taber: "No, last week I pointed everything out to *you*."

Sam Charnetski: "No, that is not true. But under (Iowa code) 504, I believe 821, it allows the Directors to conduct business by consent. This means they can send around an email and if everyone agrees, then they can do the boards' business. The inference being that they can conduct a meeting without the membership being there because the emails are not sent out to the entire membership."

Tom Taber: "Doesn't the Directors all have to agree to that?"

Sam Charnetski: "Depending upon the vote, it can be a majority vote."

Tom Taber: "No."

Sam Charnetski: "Nowhere in the code does it state it has to be unanimous."

Special Board Meeting Minutes, September 8, 2015, Continued:

Tom Taber: "Where do you see that?"

Sam Charnetski: "Where do I see where it says it does not have to be unanimous? Nowhere."

Tom Taber: "Quote me the section."

President Bille Jean Snyder: "I will entertain a motion at this time."

Vice President Stan Zeutenhorst: "I would like the floor for the discussion of a resolution."

President Bille Jean Snyder: "Stan now has the floor for the discussion of the possible resolution."

Vice President Stan Zeutenhorst: "I move to adopt the following resolution:

"Holiday Lake Owners' Association, Inc., Resolution

IT IS RESOLVED that a Special Meeting of the Members of Holiday Lake Owners' Association, Inc. shall occur at 9:00 a.m. on Saturday, October 3, 2015, at the Holiday Lake Community Center. The purpose of the meeting shall be to determine whether Tom Taber shall be immediately removed as a member of the Board of Directors of Holiday Lake Owners' Association, Inc. The President of the Association shall preside over the Special Meeting.

IT IS FURTHER RESOLVED that notice of the Special Meeting shall be sent by first class mail to all Members of Holiday Lake Owners' Association no later than ten (10) days prior to the date of the meeting. The notice shall state the purpose of the meeting is to determine whether Tom Taber shall be immediately removed as a member of the Board of Directors of Holiday Lake Owners' Association, Inc.

IT IS FURTHER RESOLVED that the members entitled to notice of the special meeting shall be those members entitled to vote as set out under Article IV of the Bylaws of Holiday Lake Owners' Association, Inc., as of the close of business on the day preceding the day on which notice is mailed and that the members entitled to vote at the special meeting shall be those members entitled to vote based on their number of lots as set out under Article IV of the Bylaws at the time of voting.

IT IS FURTHER RESOLVED, that voting shall occur in a manner similar to voting at an annual meeting as determined by the officers of the Corporation; that presence at the special meeting shall not be required for voting on the issue presented at the special meeting; and that absentee ballots shall be available at the Holiday Lake Office at 101 Buena Vista Drive, Brooklyn, IA, beginning on Tuesday, September 22, 2015, during normal business hours. The deadline for absentee ballots shall be 5:00 p.m. CST on Friday, October 2, 2015.

IT IS FURTHER RESOLVED that voting shall occur by secret ballot and that the Nominating Committee, Kim Pendarvis, Chair, or so many of the Nominating Committee as are willing and able, shall serve as co-inspectors to determine the vote as provided under Iowa Code section 504.719. If the Nominating Committee is unable or unwilling to serve, then the officers of Holiday Lake Owners' Association, Inc., or so many of them as are willing and able, shall serve as co-inspectors.

IT IS FURTHER RESOLVED that the officers of the Corporation or their designees are authorized, empowered and directed for, on behalf of, as the official act of, and in the name of the Corporation to take all corporate or other action necessary or desirable in order to carry out the foregoing resolutions, and to do and perform each and every act and thing, and to create, execute, acknowledge and deliver each and every notice, document, certificate or instrument which in their judgment is or may be necessary to carry out the preceding, the performance of such acts and things and the creation, execution, acknowledgement and delivery of such notices, documents, certificates or instruments to be conclusive evidence of that judgment. This resolution shall be interpreted to include, but not be limited to, the creation and delivery of a Notice of Special meeting of the Members of holiday Lake Owners' Association, Inc., and the creation of a Ballot for use at the Special Meeting of the Members of holiday Lake Owners' Association, Inc."

The motion was 2nd by Jim Hamilton

Director Tom Taber: "Is the motion recorded?"

Vice President Stan Zeutenhorst distributed a copy of the motion to all the Directors.

President Bille Jean Snyder: "It was moved and seconded. . .

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President Bille Jean Snyder: "Is there debate by Directors of the Board at Directors?"

Tom Taber: "I would like to speak."

President Billie Jean Snyder explained: "Each person wishing to speak is only entitled to two ten minute speeches in one day. A person wishing to speak a second time may not do so until everyone wishing to speak has spoken once."

Tom Taber: "Does everyone understand this gives the Board more power?"

Vice President Stan Zeutenhorst: "We are not addressing the membership; this is a Board of Directors Meeting."

Tom Taber: "This is an Open Board Meeting, Stan; everyone here is a voting member at the Lake. Go ahead. Someone else will pick up after I am done."

President Bille Jean Snyder: "Under this forum it is the Board Members who are speaking."

Tom Taber: "Under what authority?"

Sam Charnetski: "There is nothing requiring this to be a public meeting. There is not a public entity; there is no public meetings act that applies to a city or a school district. You are a private homeowners association. You are a non-profit entity. You are a Corporation. There is nothing requiring that members be allowed to speak at a Board Meeting."

Tom Taber: "As I stated earlier, I object to this meeting taking place in the first place. Notice was not given. Nine (9) days notice by email is not adequate. The membership is required by our by-laws."

Sam Charnetski: "That was not in the By Laws, that was in the meeting minutes. It was not an amendment to the By-Laws."

Tom Taber: "What is the difference?"

Sam Charnetski: "It is a policy vs. a By-Law."

Tom Taber: "Ok, so policy does not stand."

Sam Charnetski: "The new administration did provide that notice via email, correct? There was no time requirement listed, It does not state there has to be a purpose. That is not stated in the meeting minutes. So they gave notice of a special Board Meeting".

Tom Taber: "So, special notice of a Board meeting is not required?"

Sam Charnetski: "From what you showed me, no."

Tom Taber: "You are the one who is paid to know these things, Sam."

Sam Charnetski: "I am deciphering. . ."

Tom Taber: "And, and in six (6) days is email to a few members who are on email, is six (6) days' notice, prior notice adequate?"

Sam Charnetski: "I would say yes, because, Tom, in the policy you adopted you did not delineate any of these things. If you needed to state the purpose, if you needed a certain period of days of notice - you did not delineate any of that. You unanimously voted for a special meeting notification to go out to the members via website and email. And as I understand it, those two things happened. If you wanted a time frame, you should have delineated it, but you didn't."

Tom Taber: "Iowa Code 504.705"

Sam Charnetski: "That is a meeting of the *Members* Tom."

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Tom Taber: "Notice of Meetings. Per the By Laws, Meetings of Members . . . we are all members."

Sam Charnetski, "This is a meeting of the Board."

Tom Taber: "Said ten (10) days' notice, thirty (30) days by email."

Sam Charnetski: "Right, this is not a Member Meeting, it is a *Board* Meeting. We talked about this. We talked about this in my office. The 800's of that .

Tom Taber: "That's your opinion, right?"

Sam Charnetski: ". . . means this is a Board Meeting. I think everyone here would agree with that."

Tom Taber: "And you said we can hold private Board Meetings. In your opinion."

Sam Charnetski: "Yes, no private forum requirement."

Tom Taber: "What law says that? That is your opinion. There is a difference between opinion and law."

Sam Charnetski: "See, the difference is there are laws that force certain entities to have public meetings, meaning that every other entity doesn't have to have a public meeting. We – You are not one of the entities that is required to have a public meeting. You are not the Town of Holiday Lake."

Secretary Lu Wieland: "We are five minutes into the debate."

Tom Taber: "That is per subject here."

President Bille Snyder: "No, that is ten minutes total."

Tom Taber: "Ok, so was the purpose of this meeting given to Holiday Lake Members?"

Sam Charnetski: "That is not a requirement."

Tom Taber: "According to 504.808 it is required. For a meeting, for the removal of a Director elected by Members."

Sam Charnetski: "Can you give me the section?"

Tom Taber: "It takes two thirds (2/3) vote under that section."

Sam Charnetski: "Which subsection?"

Tom Taber: "504.808 subsection 5 and 8."

Sam Charnetski: "So you are saying that (subsection) five requires 2/3 of the vote, right?"

Tom Taber: "No, eight." (Eights seconds of silence as Sam locates the subsection, "You are deducting this time for research, aren't you?")

Sam Charnetski: "They are not removing you, Tom. They are trying to set up a meeting to have the members remove you."

Tom Taber: "At Lake expense." And where is this petition that you received by mail?"

Sam Charnetski: "It is irrelevant to tonight's proceedings; it is sitting in my office."

Tom Taber: "As Board Members we're not . . ."

Sam Charnetski: "You do not need to see it."

Tom Taber: "We are not; we're not able to see a petition that is delivered to the President?"

Sam Charnetski: "No one requested that I bring it."

Tom Taber: "I am requesting it now. Will you send it to me tomorrow?"

Sam Charnetski: and President Billie Jean Snyder, simultaneously, "No."

Tom Taber: "Why?"

President Bille Jean Snyder: "Because we are moving, according to the By Laws, the Board can vote for the membership and that is what we are doing, we are asking by email. The Membership will have an opportunity at the special."

Tom Taber: "Why can I not see the petition that you received as President of the Board? Is that . . . how much other stuff have you received that is not transparent to be shared with other Board Members?"

President Bille Jean Snyder: "The purpose of this meeting. . ."

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Tom Taber: "What! I've asked you a question."

President Bille Jean Snyder: "I have received nothing."

Tom Taber: "You said you received a letter."

President Bille Jean Snyder: "I have received a letter."

Tom Taber: "Okay, have you received any correspondence from legal counsel?"

President Bille Jean Snyder: "The same thing you have right here in front of you."

Tom Taber: "Have you received any correspondence to answer the thirty plus questions that your meeting . . . closed meeting with Counsel about a week and a half ago?"

President Bille Jean Snyder: "That was not closed; all the Board Members were invited."

Tom Taber: "I was out of town, but your note makes it sound like everyone was there. Did you receive answers from legal counsel on those thirty plus questions that you asked Legal Counsel?"

President Bille Jean Snyder: "I am sorry, I did not know your schedule."

Tom Taber: "Did you receive answers from legal counsel on those thirty plus questions? Did you receive correspondence from the counsel?"

President Bille Jean Snyder: "The only correspondence I have received related to the Board Meeting to prepare for the meeting."

Tom Taber: "Have they answered any of the questions that you presented?"

President Bille Jean Snyder: "They have, but I needed to focus on the requirements of this meeting."

Tom Taber: "Have you shared those with the Board?"

President Bille Jean Snyder, "They're right here"

Tom Taber: "Have you shared those with the Board?"

President Bille Jean Snyder: "You have it."

Tom Taber: "Where do I have it?"

President Bille Jean Snyder: "You have it right here. It is what Stan handed out to you."

Tom Taber: "Now, that is the resolution."

President Bille Jean Snyder: "That is what I received."

Tom Taber: "You say you have had no more correspondence, email or otherwise from the Lake Attorney concerning this issue."

President Bille Jean Snyder: "Yes, I have."

Tom Taber: "Ok, have you shared those with the Board?"

President Bille Jean Snyder: "I do not have to share that with the Board."

Tom Taber: "Why is that?"

President Bille Jean Snyder: "It is my understanding I was elected as President to lead us. I have it available."

Tom Taber: "We notified Legal Counsel after the last Board, of the Board Members that resigned, that all Legal correspondence was to be shared with all Board Members – not any of the secret one-on- one secret meeting type of stuff."

Vice President-Stan Zeutenhorst: "Did you seek the Lake Legal Counsel?"

Tom Taber: "Yes."

Sam Charnetski: "I was there."

President Bille Jean Snyder: "And did you notify us of that meeting?"

Tom Taber: "No, No., But what does that got to do with anything? I'll pay; I'll pay for that hour."

Special Board Meeting Minutes, September 8, 2015, Continued:

President Bille Jean Snyder: "Tom, you knew, you knew that we had the meeting."

Tom Taber: "Do you know what reason was? No. Did we get copies of correspondence? I am tired of the lack of transparency that is going on. I don't think that is what the lake wants."

Secretary Lu Wieland: "One minute remaining."

Tom Taber: "I would like to hear a response from the Members. You cannot have a closed, you cannot take a vote then. Because at a closed meeting you cannot take a vote. You cannot take votes at closed meetings. Tom Lacina has even told, has warned the Board that at closed meetings votes cannot be taken."

Vice President Stan Zeutenhorst: "We do not plan to take a vote of the Members tonight."

Tom Taber: "Well, you made a motion to resolve this.."

Lu Wieland: "Time is up"

Lake Member, Katie Tomlinson: "According to our By-Laws in section 59 and 58 it says you are supposed to notify us within not less than ten (10) days nor more than fifty (50) days before the date of the meeting, determine the purpose of the meeting and how it shall be delivered."

Sam Charnetski: "Ma'am, if I could just clarify that; that refers to Member meetings and not Board Meetings and that is where a lot of the confusion is coming from."

Katie Tomlinson: "It just states notice of the Annual or Special Meeting."

Sam Charnetski: "Could you read that to me, that is article six (6) . . ."

Katie Tomlinson: "Article six (6), section two (2)."

Sam Charnetski: "And then if you go to Article seven (7), what does that Article say?"

Katie Tomlinson: "It talks about the Board of Directors."

Sam Charnetski: "Which allows for a Special Meeting under section seven (7) correct?"

Katie Tomlinson: "Correct."

Sam Charnetski: "And this would be a -----Special Meeting of the Board of Directors. Would you say that is fair?"

Katie Tomlinson: "Yes, I see that now."

Sam Charnetski: "So those two sections are mutually exclusive and the notice requirements are different. The Board intends to comply with the notification requirements for the Member Meeting. Hence the delay in when the meeting will be."

Tom Taber: "How come you were not following the process for the Special Meeting?"

Sam Charnetski, "We were following the process for the Special Meeting."

President Bille Jean Snyder: "Does any Board Member wish to speak?"

Director Phil Reeves: "I would like to speak. Let me just say this way. We are not here to vote Mr. Taber off the Board. We are here to give you folks the opportunity to keep him on the Board or take him off the Board. That is not our goal. That is the reason we are having this meeting. Because all we are trying to do is give you the opportunity to keep him or vote him off. You are the Members of Holiday Lake. Okay, that is the reason this meeting is here. The goal is to have a special election to give the membership an opportunity to do what you want to do. If you vote to keep him on the Board – so be it. If you vote to vote to take him off the Board, that is your choice."

Lake Member Marvin Herman: "How long of a term remained for Tom Taber?"

Directors Jim Hamilton and Phil Reeves: "Two (2) years."

Lake Member Marvin Herman: "What is this process was going to cost Holiday Lake Lot Owners?"

President Bille Jean Snyder: "We don't know yet."

Tom Taber: "That does not make it right."

Counsel advised that we move forward with the meeting.

Tom Taber: "Point of Order Madam President, when were you authorized by the Board to use Lake funds seeking Legal Counsel?"

Special Board Meeting Minutes, September 8, 2015, Continued:

President Bille Jean Snyder: "It was at the first working session and you were there. And this was previously worked on by the previous President, Bill Nagel, to obtain clarification of whether the Board could vote another Director off. The same item came up in a work session and from that I made the appointment. Everyone was notified. You stated it was short notice and you had another appointment. Then we had another one and I let everybody know and Stan said people could ride with him if they wanted to."

Tom Taber: "Another one?"

President Bille Jean Snyder: "Yes."

Tom Taber: "When was the second one? And where are the notes from that?"

President Bille Jean Snyder stated the general time frame that took place and referenced who attended and who was unable to attend.

Tom Taber: "So it is ok for the Board Members to make a decision at a work session. Was a vote taken? Which members approved?"

Directors present at that meeting, who gave their support to move forward with Legal Counsel identified themselves – Lu Wieland, Unit 3; Phil Reeves-Unit 6; Stan Zuetenhorst- Unit 1. Other Directors present at that meeting were Billie Jean Snyder and Tom Taber.

President Bille Jean Snyder: "It was a quorum. And going back to prior Board activities, it was established that a quorum can approve such expenditures. It is the same practice"

Tom Taber: "Does that make it right?"

President Bille Jean Snyder: "It was the same practice."

Tom Taber: "Does that make it right? It was never approved by the Board."

Treasurer Jim Hamilton: "As an Operating Company, the President of that Operating Company has a right to make expenditures."

President Bille Jean Snyder: "I call this meeting to back to order. Do we have a motion to end the debate?"

Vice President Stan Zeutenhorst: "I make that motion."

Director Phil Reeves: "I second it."

President Bille Jean Snyder: "The motion has been made and seconded."

Tom Taber: "Discussion."

President Bille Jean Snyder: "We have already had our discussion."

Tom Taber: "I want a discussion on the motion that was just made, to end the debate."

President Bille Jean Snyder: "Jim, you made a point about discussion, do you remember what the point was? According to what we researched, there is no debate on ending a debate. Lu, will you please take a Roll-Call of the Directors relating to the motion and second to end the debate."

Secretary Lu Wieland read Roll-Call to end the vote – which had a motion and was 2nd.

Unit	Name	Aye	Nay	Abstain
1	Stan Zeutenhorst	x		
3	Lu Wieland	x		
4	William Nagel	x		
5	Tom Taber	x		
6	Phil Reeves	x		
At Large	Jim Hamilton	x		
Pres	Bille Jean Snyder			

President Bille Jean Snyder: "Ok, there were sic (6) ayes, no nays, no abstains. Are you ready for the Question? The question is on the adoption of the resolution;

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Special Board Meeting Minutes, September 8, 2015, Continued:

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Votes will be taken by roll call with those in favor please say 'aye, those opposed please say 'nay', those abstaining will state such and majority rules.

Lu, please call the roll by Director Name and unit representing documenting vote."

Unit	Name	Aye	Nay	Abstain
1	Stan Zeutenhorst	x		
3	Lu Wieland	x		
4	William Nagel	x		
5	Tom Taber		x	
6	Phil Reeves	x		
At Large	Jim Hamilton	x		
Pres.	Bille Jean Snyder			

Secretary Lu Wieland: "Madam President, the Roll-call resulted in five ayes and one Nay."

President Bille Jean Snyder: "The resolution is approved with 5 ayes, 1 nay and 0 abstains.

This formal resolution, just adopted will be signed by President Billie Jean Snyder and Secretary Lu Wieland, officers of the Holiday Lake Board of Directors and it will be on file in the Holiday Lake Association Inc. records.

The approved resolution was signed and dated by Offers Lu Wieland, Secretary and Bille Jean Snyder, President.

President Bille Jean Snyder: "Do I hear a motion to adjourn the special Board Meeting of the Holiday Lake Board of Directors, September 8, 2015?"

Jim Hamilton: "I move that we adjourn the meeting."

Vice President Stan Zeutenhorst: "I second that."

President Bille Jean Snyder: "All those in favor of adjourning the special Board Meeting say Aye.(All Directors said Aye), all those opposed say nay (no nays), those abstaining (no abstaining). Majority rules - Motion carried by voice vote"

The Holiday Lake Board of Directors Special Meeting is adjourned at 7:12 p.m.

Thank you for coming."

Respectfully submitted by Lu Wieland, Secretary of the Holiday Lake Board of Directors

Attest to:

Bille Jean Snyder, President