

PDPOA Annual Membership Meeting
October 14, 2023 – 9:00 a.m.
Omni Resort | 23 Ocean Lane, Palmetto Dunes

Board Members Present: Jerry Durkin, Becky Brumley, Brandon Smith, Erin Gaian, Sean Moore, Kurt Faires, Chad Terefenko, Grover Cleaveland

Board Members Absent: Bob Talbot, Dan DeMichele

Chief Executive Officer: Andrew Schumacher

Recording Secretary: Elizabeth Simpson

Jerry Durkin, PDPOA Board of Directors Chair, called the meeting to order at 9:02 a.m.

Sean Moore, Treasurer, declared that a quorum exists with 1,003 combined valid proxies and attendees--the meeting may continue.

Sean Moore called for the following motion. It was made by Kevin Donahue and seconded by Tony Scaldara.

“I move that we waive the reading of the 2022 Palmetto Dunes Property Owners Association Annual Meeting minutes.”

The motion passed.

Sean Moore called for the following motion. It was made by Gerald Glass and seconded by Dominic Colapietro.

“I move that we accept the 2022 Palmetto Dunes Property Owners Association Annual Meeting minutes as presented.”

The motion passed.

Jerry Durkin presented the Chairman’s Report.

Becky Brumley presented the Strategic Plan Report.

Andrew Schumacher presented the CEO’s Report.

Sean Moore presented the Report on Finances.

Announcement of Board of Directors Election Results – Erin Gaian, Nominating Committee Co-Chair. The newly elected Directors are Alice Bettencourt, Edward Garino, and Doug Luba.

The Association’s attorney, Weston Newton, presented the six bylaw amendments to the membership. Weston Newton then called for the following motion. It was made by Louis Pasquino and seconded by Marinus Vader.

“I move that we waive the reading of the Bylaw Amendments.”

The motion passed.

The vote was conducted via ballot for the bylaw amendments.

The Association's attorney counted and certified the bylaw amendment results after the meeting concluded. The results of the bylaw amendments were announced to the membership on October 23, 2023, via the Tidings. A total of eight hundred twenty-four (824) members submitted ballots voting in person or by proxy, representing a total number of votes of 1,003. A total of fourteen (14) proxy holders cast 743 votes. The result of the vote count is as follows:

As to Amendment Number 1:

Article II Membership, Section 7 Notices:

Proposed changes expand the methods of Notice of Members to include email to Members who have elected to receive correspondence from the Association by electronic means.

Yes Votes: 985 and No Votes: 7. The Amendment PASSED.

As to Amendment Number 2:

Article II Membership, Section 8 Quorum:

Proposed changes make the electronic proxy references consistent to confirm that Members submitting electronic proxies in accordance with Article II, Section 9 are included for Article II, Section 8 Quorum purposes.

Yes Votes: 977 and No Votes: 10. The Amendment PASSED.

As to Amendment Number 3:

Article II Membership, Section 10 (New) Annual or Special Meetings; Remote Communications and 11 (Revised) Membership Meeting During a Period of Emergency: Proposed changes track the new State law to allow Members of a South Carolina Nonprofit Corporation to participate in Annual or Special Meetings by means of remote communication, be deemed present in person, and permitted to vote at such meetings whether held at a designated place or solely virtually.

Yes Votes: 958 and No Votes: 33. The Amendment PASSED.

As to Amendment Number 4:

Article III Board of Directors, Section 2 Elections and Term:

Proposed changes clarify Director's terms commence at the conclusion of the Annual Meeting following his/her election.

Yes Votes: 985 and No Votes: 5. The Amendment PASSED.

As to Amendment Number 5:

Article V Committees, Section 1 Executive Committee:

Proposed changes limit the role and responsibility of the Executive Committee for non-emergency issues to only those two specific instances as provided by a contract of employment or ethical or conflict of interest charges levied against Board Directors or Committee Members.

Yes Votes: 928 and No Votes: 46. The Amendment PASSED.

As to Amendment Number 6:

Article XI Amendment, Section 2 Bylaws:

The proposed language allows the Board to present Bylaws amendments for Member consideration (consistent with applicable South Carolina law) by written or electronic ballot without a meeting with such amendment

votes being presented in conjunction with Director elections to simplify, consolidate and streamline whenever possible the voting process for Members.

Yes Votes: 956 and No Votes: 36. The Amendment PASSED.

Report on PD Cares – Andrew Schumacher

Outgoing Director Presentation – Andrew Schumacher

Jerry Durkin called for a motion to adjourn the meeting. Dominic Colapietro made the motion, and it was seconded by Jim McCauley. The motion passed unanimously.

The meeting was adjourned at 10:08 a.m.

The gathering was then opened to member questions and comments.