

**MANHATTAN BEACH BADMINTON CLUB
MINUTES OF THE GENERAL MEMBERSHIP MEETING
SUNDAY NOVEMBER 6, 2022 4:00PM**

BOARD MEMBERS PRESENT:

President	McKenna Wilson
Vice President	Mary Mullenhoff
Secretary	Elisabeth Lesser
Adult Badminton Chair	DeDe Tran
Jr Badminton Chair	Hong Li
New Construction Chair	Kevin Olson
House Chair	Noel Chun
Communications Chair	Art Merkin
Entertainment Chair	Lowell Anger
Immediate Past President	Dean Schoppe

BOARD MEMBERS ABSENT:

Treasurer	Phil Alfandary
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Quorum: It was established that a quorum is present.

McKenna Wilson called the meeting to order at 4:09 pm

MOTION:

Mary Mullenhoff moved that Members waive the reading of the Minutes of the May 15, 2022, General Membership Meeting. The motion was seconded and approved unanimously.

MOTION:

Mary Mullenhoff moved to approve the Minutes of the November 7, 2021, General Membership Meeting. The motion was seconded and approved overwhelmingly.

PRESIDENT'S REPORT - McKenna Wilson

McKenna Wilson welcomed the members back to the Club on behalf of the entire Board of Directors. She announced the Club had maintained its stature through the chaos of the COVID pandemic and hoped it would play a role in the “work/life” balance of the Members as we emerge from this period.

She thanked the Board for their hard work to update the Club’s physical plant as well as updates to its processes and encouraged members to consider volunteering for a Board position next year.

She issued some important reminders:

1. Children are not members, and neither are nannies, thus parent members must accompany their children to the Club and supervise them. It is important that all members respect the rules of membership and not permit their children, no matter their age to be inside the Club perimeter without the member themselves present.
2. The only non-Members that should be admitted to the Club are guests of Members. Other non-Members should not be admitted.

VICE PRESIDENT'S REPORT – Mary Mullenhoff

Mary welcomed the many new members who have joined the Club since the May 2022 General Meeting.

- Allison Mitchell and Martin Cernosek
- Eric Norberg
- Nicole King and Sifiso Ngwenya
- Andrew and Rehana Zamfotis
- James and Jana Martin
- Rich and Jennifer Lydon
- Lynne Mueller
- Tina Hayati
- Joe and Kathryn Melville
- Jason and Diana Zivich

TREASURER REPORT – McKenna Wilson and Art Merkin for Phil Alfandary:

McKenna indicated that Phil was ill so presented the summary of the Club's financial position on his behalf.

Income and expenses were fairly flat over the last 6 months.

On the balance sheet, we paid down the First Foundation Bank loan related to the 18th St. entrance project from \$208k in June 2022 to \$181k in October, a reduction of \$27k.

The remaining balance will be paid off in the next few weeks by funds from the Club's new construction loan which was approved by the membership at the May General Meeting. The new loan is with Farmers and Merchants Bank. We feel fortunate to work with them as many other banks, including First Foundation declined to bid.

Pursuant to the Membership vote in May 2022, the Club has secured construction financing of up to \$1.5m from Farmers and Merchants Bank at a rate of 3.95%. We will begin making payments when we begin to draw down the funds, and pay interest-only on the funds borrowed during the construction period. At the conclusion of the project, the outstanding balance will convert to a fixed, amortized loan at the same rate.

Art Merkin indicated a more complete financial report was not available today because of Phil's absence, but that a report would be circulated to members in the coming days.

ADULT BADMINTON – Dede Tran

DeDe congratulated the Levins who had a very successful tournament in Vancouver recently. At the Vancouver Rackets Club Masters Tournament, Cindy Levin, along with her partner Lindy won gold in the 60+ women's division and silver in the 55+ women's division. At the same tournament, David Levin and his partner Bill Metcalfe won gold in the 65+ men's division and reached the semi-finals in the 60+ men's division.

Dede encouraged all adult members who haven't already embraced to sport to give it a try. Beginning training is free to members on Monday evenings at 7:30 pm with Coach Dean and there is a sign-up sheet for private lessons with Coach Wei Zhong.

DeDe introduced Gary Pemberthy for Honorary Membership. She described Gary as a wood expert and thanked him for his efforts over the years to maintain the Club's top notch court system. Gary has spearheaded three major repairs to the courts and had personally performed spot fixes to the courts so no players would be injured, or shots compromised by dings in the floor.

MOTION:

DeDe moved that Gary Penberthy be accepted as an Honorary Member of the Manhattan Beach Badminton Club. The motion was seconded and approved unanimously.

JUNIOR BADMINTON – Hong Li

Hong announced that the first post-COVID Jr International Tournament had been a huge success. She thanked Stephanie Armstrong for organizing the tournament and managing a great team of volunteers.

Jr players Yian Yang, Hao Lin and Cindy Lin flew to New York to compete in the New York Super Regional Tournament. They had a good tournament and were all competitive with Cindy Lin making the semi-final .

Several players also successfully competed at the UCLA Bruin 2022 Open. Judie Chu placed 2nd in the women's division. Two parents also participated marking the first time that kids and their parents have played in the same tournament.

Hong encouraged new members to introduce their kids to badminton. The Jr program runs every Monday, Wednesday, and Friday, and presents a great opportunity for kids to be introduced to the sport at a young enough age that they might have the opportunity to play at the varsity level in High School. The program also offers parents an opportunity for a night off! As an extra bonus, kids will receive a team t-shirt.

Peter Steinbronner stated that the Jr Foundation covered the costs of hosting the Jr International tournament though all entry fees were turned over to the Club as the Club was the host of the tournament. He then read from the Board Minutes a passage: "The MBBC Jr Foundation never evolved into what we hoped it would be - a self-sufficient Foundation that would support junior

players in the Club and community. So, a few years ago, the MBBC Board and the Junior Board agreed to wind down the Jr Foundation.”

Peter reminded the Membership that they had created the Jr. Foundation to support the cost of the Jr. Program and to afford the membership the opportunity to support the program through tax deductible donations. He asked where the money for the Jr. Program would come from once the Jr Foundation was dissolved and then asked why the Board hadn't solicited donations. McKenna responded that donations were solicited but no one had donated in recent years and confirmed the funds to support the Jrs would come from the General Budget. Alison Edwards asked if the Jr Foundation dissolution meant that donations to the Rummage Sale would no longer be tax deductible. This was confirmed. Peter Steinbroner volunteered to help put together a group to help the Foundation.

Hong described that the original vision for the Jr. Foundation was to raise \$1m and to use the interest from investing the donations to run the program. In practice, the donations never amounted to a meaningful enough amount to realize this dream. She indicated maintaining the Foundation required many volunteer hours and additional money to operate as a separate entity and was no longer a financial benefit to the Club.

Peter asked if since the membership voted to approve the foundation in 2009, only the members can vote to dissolve it, not the MBBC Board, not the Junior Foundation Board. McKenna confirmed this but reminded the group that the Jr. Foundation still has \$14,115.30, and thus is not ready to dissolve. She did confirm that when ready, the dissolution would require a Membership vote.

Hong encouraged members to contact her if they were interested in discussing a major gift that would help fulfill the original goals for the Jr. Foundation.

HOUSE CHAIR – Noel Chun

Noel reminded the members that the Club hosts a workday on the second Saturday of every month from 8:00am to 12:00pm and that participating is a great way to meet other members and a fun way to earn your work credits. He thanked the volunteers who had come to the Club for the Saturday workdays.

He reminded members that this is 'our club' and asked them to treat it as if it were their own home - which it is. Take out the trash after using the club to prevent insects and rodents - there are plenty of trash bags in the kitchen. Also, remember to empty the dish drainer and/or dishwasher, and try to keep the refrigerator, stove and countertops clean. Please put everything away neat & tidy and take any food and beverages, especially alcohol, home.

Have fun, enjoy the club, and help make the next member's experience as good as yours or better.

ENTERTAINMENT REPORT – Lowell Anger

The summer entertainment has been in full swing with a successful Labor Day Party, fun “Dive-In Movies”, terrific Persian cooking class, and most recently a Halloween party. However, anticipating the beginning of the construction project, the Club is closing down for entertainment.

SECRETARY REPORT – Elisabeth Lesser

Elisabeth indicated that she had reviewed the Bylaws and has suggested updates to several items which she recommends bringing them up to date. Though the proposed changes had been circulated with the meeting materials, she read them to the Membership.

Peter Steinbroner rose to make a Point of Order and was recognized. He announced his opinion that the Proxy/Ballot was “invalid” because it did not list each bylaw update as a separate vote. He believes California Corporation Code Section 7514(a) which states “any form of proxy or written ballot distributed to 10 or more members of a corporation with 100 or more members shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval or disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

McKenna reminded the Membership that it was their option to vote “no” on the Measure, or to abstain from voting if a member did not like the way the changes were presented, or did not like their content. She indicated the Board believed the Ballot was arranged appropriately and that we would proceed.

Elisabeth read the proposed changes:

Article III, Section 4 – Reason to Change

In practice, the Club no longer uses physical keys, so doesn’t require their return. The Key FOBs are deactivated upon termination, so their return should not be a factor determining return of Security Deposits

Article III, Section 4 (For all other Persons Item F) – Original Text

Playing Members dues shall be \$60.00 per month. Playing Members shall pay a non-refundable fee of \$25.00 when accepting a playing membership appointment. Additionally, a \$150.00 refundable security deposit are required of Playing Members. Said deposit shall be returned upon resignation if dues are current and key returned.

Article III, Section 4 (For all other Persons Item F) – FINAL Proposed Text

Playing Members dues shall be \$60.00 per month. Playing Members shall pay a non-refundable fee of \$25.00 when accepting a playing membership appointment. Additionally, a \$150.00 refundable security deposit are required of Playing Members. Said deposit shall be returned upon resignation if dues are current and there are no outstanding fees.

Article V, Section 1(C)– Reason to Change

To acknowledge the fact that MBBC Club Meeting Minutes for both General Meetings AND Board Meetings are now kept electronically, and not in a physical book.

Article V, Section 1(C) – ORIGINAL Text

The Secretary shall keep at the principal office of the Club, a book of minutes of all meetings of Directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present or represented at members' meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and Members required by the Bylaws or by law to be given and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Article V, Section 1(C) – FINAL Proposed Text

The Secretary shall keep minutes of all meetings of Directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present or represented at General Meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and Members required by the Bylaws or by law to be given and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Article V, Section 1(D)– Reason to Change

- 1. To acknowledge that the Club utilizes the services of a Bookkeeper, in keeping with best practices to both ensure timely payments and billings, as well as to provide a check and balance to the Treasurer.**
- 2. To make clear it is the Treasurer's responsibility to prepare a formal presentation of the financial condition of the Club at the annual May General Meeting.**

Article V, Section 1(D) – ORIGINAL Text

The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Club, and an account of its cash and other assets, if any. Such books of account shall, at reasonable times, be open to inspection by any member or Director. The Treasurer shall deposit all moneys of the Club with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Club as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Club and, following each fiscal year, an annual report on the financial condition and annual financial results of the Club.

Article V, Section 1(D) – **FINAL** Proposed Text

The Treasurer shall keep and maintain, or cause to keep and maintain, adequate and correct books of account showing the receipts and disbursements of the Club, and an account of its cash and other assets. Such books of account shall, at reasonable times, be open to inspection by any member or Director.

The Treasurer shall deposit all moneys of the Club with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Club as may be ordered by the Board of Directors; shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Club and; at the May General Meeting, prepare and present to the Membership an annual report on the financial condition of the Club.

A member asked why there was a requirement to present the Club financials only once per year, when customarily they had been presented at both the May and November General Meetings. Elisabeth indicated that the bylaws didn't require a presentation of the financial condition to the membership at all, so requiring it at all was an important step. She confirmed it was not the intention of the Board to change its practice of presenting financial updates at both meetings but felt requiring an update in the bylaws at the end of the fiscal year was appropriate.

Elisabeth continued reading:

Article V, Section 3 – Reason to change

- 1. To acknowledge the Legal Committee is not a permanent committee, but rather it is the Board's option to convene a Legal Committee if it feels the need to.**
- 2. To ensure a broad base of legal advisers, original language calls for one member to be licensed to practice law in California, the revision calls for at least three members licensed to practice law in California.**

Article V, Section 3 – **ORIGINAL** Text

SECTION 3. LEGAL COMMITTEE

The Legal Committee consists of three (3) or more Regular Members, one of whom is duly licensed to practice law in the State of California. This committee shall advise and counsel the Club respecting legal matters.

Article V, Section 3 – **FINAL** Proposed Text

SECTION 3. LEGAL COMMITTEE

The Board may convene a Legal Committee to consist of three (3) or more Members, all of whom are licensed to practice law in the State of California. In addition, the Committee may include other delegates as deemed appropriate by the Board. This committee shall meet as needed to advise and provide counsel with respect to legal matters.

A member commented that there hadn't always been a legal committee. Elisabeth confirmed this and pointed out the reason to update the language was to acknowledge that a standing legal committee has never been the practice, so the bylaws should reflect this.

She continued:

Article VIII, Section 1 – Reason to Change

- 1. Update emergency spending limit to \$25,000 from \$20,000 and general purposes spending limit from \$5,000 to \$7,500 to acknowledge inflationary pressures.**
- 2. Payment method is presently restricted to "Checks." Update the language to reflect the fact that no longer are all expenses paid with a physical check.**

Article VIII, Section 1 – **ORIGINAL** Text

SECTION 1. EXECUTION OF DOCUMENTS

The Board of Directors may authorize any officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Club in a sum not to exceed \$20,000.00 for emergency and/or general maintenance repairs only; and up to \$5,000 for general purposes or confined to specific instances. Such authority may only be authorized by the Board of Directors. No officer, agent or other person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount. All contracts, bond and other instruments in writing shall be first approved by the Board of Directors and be signed by both the Treasurer and the President.

The Board of Directors shall authorize the issuance of any checks on the bank account of the Club, except those necessary for the current operating expenses. The President shall, in cases where the Treasurer is unable to act for any cause and when the issuance of a check is immediately necessary to preserve credit of the Club or to carry on its usual functions, sign checks calling for the payment of funds of the Club.

Article VIII, Section 1 – **FINAL** Proposed Text

The Board of Directors may authorize any officer(s), or agent(s), to enter into any contract or execute any instrument in the name of and on behalf of the Club in a sum not to exceed \$25,000.00 for emergency and/or general maintenance repairs only; and up to \$7,500 for general purposes or confined to specific instances. Such authority may only be authorized by the Board of Directors. No officer, agent or other person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount. All contracts, bonds and other instruments in writing shall be first approved by the Board of Directors and be signed by both the Treasurer and the President.

The Board of Directors shall authorize all expenditures, except those necessary for the current operating expenses. The President shall authorize payments in cases where the Treasurer is

unable to and when the payment is immediately necessary to preserve credit of the Club or to carry on its usual functions.

MOTION:

Mary Mullenhoff moved that the Membership approve all recommended updates to the bylaws as presented. The motion was seconded and approved by a majority. (305 approve; 8 disapprove; 6 abstain)

FACILITIES RENOVATION PROJECT – Kevin Olson

Kevin reports that the City of Manhattan Beach has requested corrections to the building permit submission in connection with the Club's renovation project. The City has employed some new planners, and they have made requests that previous planners did not.

1. The City will require a trash enclosure in the parking lot which will include a drain at the base and a cover.
2. The City Fire Department is presently evaluating whether or not they will require the Club to install fire sprinklers.

Regardless of these requests, Kevin expects we will have our permit before the end of the year.

The Club has engaged Bill Pomeroy from Core Builders Group as general contractor. He was the contractor responsible for the Neptunian Club's recent remodel, so the Board has confidence that they know how to work with the city and know how to work with a Board run organization on a fixed budget.

It is anticipated that we will begin the project the first full week in December with required asbestos abatement. All kitchen, bathroom and other personal items must be boxed up and stored by that time, or they will be thrown out. Kevin suggested a Club workday the first Saturday in December as an opportunity for members to help with the project.

The interior finishes were presented on boards at the club and many members provided their feedback. The designer is finalizing the choices now, and any additional questions or comments should be directed to Kevin.

During the project, the pool, sport court and badminton courts will remain open with access to these areas through the 18th Street entrance. A restroom trailer is being arranged and will be positioned in the parking lot.

Construction is estimated to take six months.

IMMEDIATE PAST PRESIDENT – Dean Schoppe

Dean reminded the membership that he had missed his last meeting as Club President due to illness, so he now wanted to personally thank the Board and Membership for their support. He also encouraged new members to become involved in the club and to consider serving on the Board.

McKenna stressed that during the construction project, workday requirements will still be in place, so members will need to find ways to become involved.

Motion to Adjourn

Dean Schoppe moved to adjourn the meeting at 5:34 pm. The motion was seconded and approved unanimously.

McKenna Wilson adjourned the meeting at 5:34 pm.

Respectfully submitted,

Elisabeth Lesser
MBBC Secretary