

**PBC NLUS**  
**BOD Meeting Minutes**

December 12, 2017

**Location:** Sailfish Club, West Palm Beach

Secretary designee: Recording by Peter Petrelis approved by the BOD

Meeting convened 1200.

**Present:** Deirdre Krause, Sonia Foster, Peter Petrelis, Dennis Zannucci, Lou Palumbo, Phil Dunmire, Jerome Nelinson, MaryBelle Knight, Anita Manuel, Diana Paxton, Steve Wiggins, Patricia Reybold, Catherine Brister, Jim Wells, John Lively, Ken Lee, Reid Moore, Jr., and Stan Schanck. (18)

Quorum present.

Pledge of Allegiance, Lou Palumbo

**President's remarks:**

- 1) Reports on file;
- 2) Ken Lee with Maritime reports,
- 3) Peter Petrelis - VP Development,
- 4) Anita Manuel - Treasurers,
- 5) Legislative Affairs Bill Waylett Fly in with Congress,
- 6) Executive VP Deirdre Krause Youth Affairs
- 7) Steve Wiggins for VP Membership
- 8) No report from VP Communication – Jerry Nelinson,
- 9) VP Programs Sue Commerford Jan meeting for General Membership Jan 16 at Sandpiper Cove Installation of Officers. \$35.00.

10) Report from Nominating Committee was presented in November – Reid Moore to present the legal opinion on the process (see two attached legal statements)

**Judge Advocate, Mr. Moore’s, opinion:**

December 10, 2017 correspondence to Mr. Vargo, Florida Regional President. NLUS and Ms. Foster, PBC NLUS.

“...confirm in writing my legal opinion that the explicit annual nominating process set forth in Article VII Section 1 Elections of the By-laws of the Palm Beach Council, Inc of the Navy League of the United States has not been followed, such that the results to date should be deemed void, as follows:

- 1) Article VII Section 1 Elections provides the President shall appoint, subject to the approval of the Board of directors, a Nominating Committee consisting of a five member of the Council, which two provisions were followed by the President, and the Nominating Committee was legal, such that it’s work product would of have acceptable.
- 2) Subsequently, without the approval of either the President or the Board of Directors, the appointed and approved five members of the Nominating Committee added two additional members to the Nominating Committee which action was not legal, such that the work product of the seven member Nominating Committee is not legal and cannot be acceptable.”

December 11, 2017 correspondence with Mr. Vargo, Florida Regional President NLUS, to Ms. Foster President, PBC NLUS.

“In response to the requests of numerous persons of interest these last several days, upon careful research of the law and full consideration of the facts, this is to state my legal opinion that proxy voting may be used in any election by the Board of Directors of the Palm Beach Council, Inc. of the Navy League of the United States, Inc., so long as and on the prior condition of any specific election, that the proper procedures have been established and approved by the President and the Board of Directors both for the printing and distribution of the ballots and for the signing, returning and certification of same as validly executed.”

Council Remarks (1 minute) following the Judge Advocate opinions:

President Foster:

1. The Board has two choices: 1) vote to go ahead with elections; 2) vote to start the process over again.
2. Disagrees with process due to Ad Hoc President and Executive VP not being asked to join the nominating committee at meetings as per bylaws. Blatant disregard for bylaws. especially if the Chairman Lou Palumbo has not apprised the President that he was recusing himself and another member Steve Wiggins.
3. Opinion not to go through with vote.

Lou Palumbo:

1. Nominating Committee met and performed its duties.
2. Vote for Steve Wiggins for president.

Stan Schanck: transferred his 1 minute of discussion to Ken Lee.

Ken Lee:

1. Out of the seven people involved in the nominating committee, 2 (persons) did not vote.
2. Move ahead and vote and proxy votes should not be counted.
3. Expressed his opinion that BOD meeting are not suitable during general membership meeting/luncheon.
4. Vote for Steve Wiggins for President.

Catherine Brister: Did not receive a proxy letter.

Reid Moore, Jr.: Proxy Voting is “okay” if all membership received a complete ballot.

General discussion:

1. Sonia Foster and Ken Lee will count ballots.

Motions:

Motion made by Anita to not use the proxies that were sent by na couple of nominating committee members and other BOD members for todays election, seconded by Ken:

9: “For”; 7 “Against”. – Ken stated he was not planning on using them.

***Motion to start the processs over for Nominating committee and slate and everyone remains in their current positions until the election is held in March.***

***Motion made by Anita Manuel to start election processs over with a new committee Second by Anita discussion some did not want. Vote 9:9 President***

*states her vote would be deciding vote to start over. Phil states you voted already you cant do that. Nominating committee Chair states no. Catherine and Anita state yes.*

*Ken, Lou and Phil rejects Presidents vote to start over.*

Motion to vote on the nominating slate today by Ken second by Phil:

10: "For"; 5: "Against". Motion carried.

*(sorry: didn't hear who "motioned" and "seconded")discussion*

Deirdre Krause: By-laws are in place for an organization to legally follow. Concerns with a single member or group that decides to set its own agenda. There are policies and procedures and to blatantly disregard is an ethical concern.

Steve Wiggins: make an announcement who doesn't have a ballot to the general membership.

Ken Lee – Vote for Steve Wiggins. President states cant solicit for candidate on the premises the day of election. Ken and Lou state vote for Steve.

**Meeting to adjourn by Sumner adjourned at 1237**

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General Membership Annual Elections Meeting Dec 12 2017 Sailfish Club 11:30 Social and entertainment National Director Jim Bruns and Jeanne Ellinport.

12:40 meeting opened following BOD meeting.

President foster explained to GM delay due to BOD issue resolution regarding proceeding with election or starting process over. The BOD vote decided to proceed with election despite Judge Advocates opinion for illegal process by Nominating Committee Chairman.

Peter Petrelis Secretary designee. Attendance Ballots distributed by Tammy at sign in and additional ballot for 2 run-off positions President and Youth Affairs with envelope for secret ballot.

1. Following Board of Directors meeting, the General Membership vote was taken for the non-opposed candidates (Executive VP, Treasurer, Secretary, Judge Advocate, Legislative Affairs, and non-opposed VP's). All were "accepted".
2. Following the above, the General Membership secret ballot with envelope was taken for Council President. The candidates were Deirdre Krause and Steve Wiggins.
3. Sonia Foster and Ken Lee counted Votes and Peter Petrelis Secretary designee was instructed to hold ballots for 5 years as per Regional Presidents direction.

Deirdre Krause received 18 votes. Steve Wiggins received 29 votes. One (1) abstention.

Steve Wiggins was voted as Council President-Elect.

4. The General Membership also had a secret ballot runoff for VP Youth. The candidates were Deirdre Krause and Dennis Zannucci.
5. Following the ballots Ken Lee & Sonia Foster counted the votes. Peter Petrelis recorded the votes and as Secretary designee was instructed to hold the ballots for 5 years as per Regional President.

Deirdre Krause received 21 votes. Dennis Zannucci received 23 votes.

Seven (7) "no" votes, 2 "invalid"

Dennis Zannucci was voted as Council VP Youth-Elect.

Announcement of election results were provided to General Membership.

Steve Wiggins President Elect for 2018 spoke to the membership.

Treasurers report was given to General Membership. Membership annual report was given to GM.

Presidents Annual report was given to General Membership.

President thanks General Membership for their continued support of the NLUS and to remember NLUS in their year end giving campaign.

Meeting adjourned following lunch at 15:00

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