



Baytree Community Association

“Our Vision is for Baytree to be the premier living community in Brevard County. A place where people wish to live and embrace a high quality of life’

Mission Statement

‘To develop and promote the ownership (Homeowner’s) interests of our members while acting in concert with the CDD and Golf Course as advocates for the general well being, safety, security, and prosperity of all in Baytree’

Our Core Values

- Integrity
- Community Focus
- Team Work
- ‘Can Do Spirit’

Our Guiding Principles

- Compliance and upholding our governing documents
- Community Harmony
- Responsiveness to Baytree’s Needs

By clearly defining processes and procedures for VM’s and Board members alike, we create a path for future leaders to follow in order to maintain a unified and cohesive community association. With an educated VM rank we solidify our future with a pool of experienced VM’s ready to step up into Board Positions.
George Antoon

George Antoon: BCA President

After serving our community for over 4 years in the positions of VM, Director, VP and now President my term as President will end in April. I have made many new friends in our community from the activities and events we shared. I want you to know that your current board and VM’s/AVM’s are hard workers and have given much of their time and talents. Please remember to thank them for their service.

I volunteered to participate in our association because I saw confusion, misunderstanding, and lack of direction in our governing documents and lack of progress in our Association. I hoped my expertise as an independent business consultant could assist our leaders in providing direction and organization that appeared to be lacking. With the help of this outstanding group, I am happy to report that we are close to accomplishing those

goals. The roles and responsibilities of each position have been clearly defined, documents are nearly complete, operating policies have been established and a path for our future leaders has been created.

We expect the declaration amendments to pass a final vote on Dec 6th. The By-Laws review has been completed and will go to the full VM group for voting in early January. This process will finalize the much needed corrections and operating procedures for our community. All documents are posted on our website for your review. We haven’t solved all of our problems, but enough to significantly improve the way our association operates.

Time to get Involved! There are dozens of opportunities to get together with your neighbors through Baytree Event’s, Clubs and Activities. Check out the

website to see what’s going on. The website is now our main means of communication. It changes almost weekly and provides detail information on the happenings in Baytree.

I would like to thank each and every board member, VM, AVM and resident that supported me and our community. I greatly appreciate your service and commitment. You are truly great neighbors!

Finally, In the Spirit of the Holidays, I would like us to remember that we live in a beautiful community, surrounded by unique, diverse and talented neighbors. It is my hope that we recognize our blessings and use our talents and energy to help each other and those less fortunate in a kind and generous manner. *Happy Holidays!*

George Antoon



Baytree Charity Events

Now-Dec.19th

Drop off Donations at the Front Gate or at any Baytree Social Event.

Food Drive for Local Food Banks:
Canned or Boxed Foods Needed

Toys for Tots: unwrapped toy for boy/girl

Winter Clothing Drive: January and February. Donate Men’s and Women’s old Coat, Blankets, Hats, Scarves and Gloves.

Devereaux Foundation: Tour Dec 17th
4:30—6Pm RSVP 242-9100 x77400 Pam

Baytree Holiday Events

Baytree Holiday Party: Dec 4th
5-8 pm, Golf Course, \$5 Cover for Food and Music, Cash Bar. All Baytree Residents are Invited.

Kids Klub Holiday Arts & Crafts: Dec14th, 1-3 pm, Target Ages 4-10 , Parent must be on hand. No Cost for supplies. Bring a donation for one of our charities.

Check out our website for the latest happenings in Baytree!

Neal McCulloh: BCA Legal Advisor, Clayton & McCulloh

Your Association has gone through and accomplished a lot in the last year. However, rather than focusing on accomplishments, we believe we should focus on further improving and protecting your community.

As the Association's attorney, I probably have a much greater appreciation for just how difficult a job and challenge the Association's Board faces. Not only is the Board faced with a totally unique community, but the community's entire method of operation and division of responsibility presents challenges, confusion, disagreement and misunderstanding. This state of affairs could easily cripple your community or lead to litigation unless a high degree of understanding, cooperation and trust exists between multiple organizations, their Boards and their members.

While many of the owners may appreciate that in addition to the Association, there is the CDD and the golf course organization, how many of the owners appreciate their divergent responsibilities and roles as well as the significant difference therein, where they overlap, exactly what property they operate, how they interrelate, etc.? To be honest, even I do not know all the specifics and points of demarcation between the organizations, especially since my dealings are primarily limited to the Association. Nevertheless, each of these entities and their members have a symbiotic relationship, such that the action(s) of one often can have a significant impact on the others. Given the above, one must expect that many of the owners are under a misapprehension with respect to who does what, who controls what, under what circumstances and when. I question whether all the owners realize that the CDD really controls the gates and the roads, not the Association.

The above facts and circumstances lend themselves to creating friction and misunderstanding. To make matters worse, your documents force the Board to operate in what at least some believe to be an untenable if not a "can't win" environment. I am, of course, referring to the fact that the operations of the Association, including the election of the Board members and their right to remain on the Board, can be so drastically influenced if not controlled by a single community within Baytree.

Unlike most subdivisions where at a minimum there are checks and balances in place to ensure that one group of owners do not have massive disproportionate power, these protections appear to have been inadvertently omitted (i.e., they appear to have been omitted despite the fact that originally, they clearly appear to have been intended). Ironically, our position on this matter may get us fired as counsel. However, the proper role of counsel is not to make those in power happy nor even to preserve our continued employment. We were hired to protect the Association and help reduce risk.

In our opinion, the Board and its individual Board members need to be able to operate independently from the risk or threat of being removed because the Voting Members (VMs) of one or a couple of communities within Baytree disagree with the Board's actions or direction. The Board and its Board members should and cannot place the interest or dictates of one or two communities above the others. The same fiduciary duty which compels me and my firm to point out such issue(s) is the same duty which requires the Board members to act independently and properly, even if it places them at risk of being recalled (i.e., removed as Board members). At some point, this firm hopes that the Association can unite on every aspect of its operations. By way of example, the CDD and the Association's goals almost always should be consistent and not at odds. Similarly, the goals and actions of each of the communities within Baytree and their Voting Members (VMs) should be consistent. Moreover, the power to override the Board and recall the Board should be vested in you the owners or at least amongst your communities in a fair and equitable way as opposed to disproportionately. As such, someday we hope we or another law firm can assist the Association with amendments which more fairly and equitably distribute the balance of power.

Despite the above and the difficult position they are in, from our experience, we have been very favorably impressed with your Board. In fact, our one real frustration results from an ethical and moral responsibility we owe to the Association. As your Board knows, we hate when we are forced to run up attorney fees for the Association which we believe are a waste of our time and your money. Unfortunately, we understand that these occurrences are caused because of the disproportionate power of one or two Voting Members (VMs) challenging the Board, its direction and/or our position(s). While we understand and appreciate why the Board is compelled to have Clayton & McCulloh undertake such matters, we cannot escape the fact that if the balance of power was more equitably distributed, we believe we could significantly reduce your expenses (e.g., avoid unnecessary and wasted attorney fees involved with VM challenges to Board action).

In closing, we hope each of you realize that your Association cannot be properly and efficiently run with two separate captains (i.e., the Board and the voting members). As such, Clayton & McCulloh strongly recommends that the Association choose well when it is electing Board members and then let them fulfill their duties, their responsibilities and the role for which they were elected.



**Dan Kaminski: Treasurer is on Vacation
and Wishes Everyone a Happy and Joyful Holiday!**



Dr. Joanne Nesbitt: BCA Vice President, ARC Chairperson

This holiday season I would like to take one moment to wish each of you a **Happy Holiday Season**. We are so fortunate to live in our beautiful community!

This past year has been an exciting year. The BOD accomplished so much in conjunction with all of the VMs and AVMs. The ARC moved all of Baytree files from Century 21 to a storage site. The ARC was able to transfer the files to an electronic format. When the original quote was given, we were only going to have one architectural page copied. After reviewing the situation, the committee decided to have all of the pages copied. This increased our expenses and we were not able to transfer all of the files. Once we pur-

chase Adobe, we will be able to complete the files with the exception of the remaining architectural pages. This will provide a backup system in case of an emergency.

The ARC spent most of its time informing Baytree homeowners of the guidelines and offering alternative solutions if problems arise. This has been very effective. Most homeowners believe that the ARC is a policing committee. That is not our mission. The ARC needs to ensure that Baytree is in compliance with both Brevard County and Saint John's Water Management in order to avoid fines which can run into the thousands.

A job description for the ARC Man-

ager was developed by the ARC and approved by the Board. This will enable the Budget Committee to request bids for this position.

As my term comes to a close, I want to thank every member of the Board for their support. In addition, I would like to thank the ARC committee members for their hard work. Finally, thank you Baytree for allowing me to serve as a Board member.

Peace,

Dr. Joanne Nesbitt



Vito Jimenez: BCA Secretary, By-Laws Committee Chairperson

Greetings from the BOD Secretary and Happy Holidays to you all.

The By-Laws committee completed its review of the By-Laws in early November 2008. This was a focused 5-month process conducted by several VMs and chaired by me, that yielded a much improved document, but nevertheless one that is not quite perfect – few documents short of the US Constitution are – in the sense that not every issue that should/could have been addressed was tackled.

The big elephant in the room remains the distribution of power among neighborhoods, which the enclosed attorney article discusses at some length. But the By-laws, being a document subject to the committee members (VMs only) editorial power – as chair I only advise and opine – contains only those changes that the VM committee members were comfortable addressing.

I state this purely to set expectations. Some of you may feel that some of the proposed changes may go too far, while some of you may feel that the committee did not go far enough in instituting change. In the end, this being part of our political process,

only what was agreeable and attainable was modified.

The following is the process by which I propose to bring the revised By-Laws to a vote once we get the all clear that the declarations have been accepted in its final form.

We will likely hold this meeting in January 2009. And should go like this:

Reading of the Proposed Agenda for the By-Laws review - 5 Minutes

Purpose: To accept or reject the By-Laws committee's proposed changes to the By-Laws.

VM meeting to review the committee's proposed changes and vote on adopting or rejecting these changes

Not here to redo the committees work. If any of you are so opposed to any of the proposed changes (or lack of), you may move to: A) propose a minor revision; or B) send back to committee for a major revision; subject to motion passing. (This could be for the purpose of tackling a bigger issue that requires research or extended deliberations not suitable for a

VM meeting at large)

Everyone had an opportunity to be in/participate in the committee, so please respect the work of those VMs who did volunteer (Dolly, Walt and Warren) and did the hard work. They put quite a bit of time and effort into this.

The By-Laws require a Majority Vote to pass (50%+1). And just like our US Constitution, you may not agree with every article in it, but you have to live by it!

The by-laws are not intended to be a diluted, lowest common denominator document that everyone will agree to by consensus. On the contrary, it should be a robust governing document that not everyone agrees to but that the majority sees fit to enact; while protecting minority interests as required by law.

Once we've read and understood the proposed Agenda, we'll vote on it

Preliminary Motion to Accept the Proposed Agenda - 10 Minutes Adopt the agenda as stated or move to modify it (when time's up, if discussion not ended, motion to adopt the agenda must be made;

2009 By-Laws Review Update (continued)

if agenda not adopted, and modifications not agreed to, motion to adjourn the meeting shall be made):

Assuming the Agenda is accepted as is, the work begins as follows:

3) Agenda - 2 Hours + 15 Minutes

1. First Reading of the By-Laws Committee proposed changes (without discussion to compose your thoughts and get the complete picture; brief questions to clarify OK) - Vito (BOD Secretary - 15 Minutes)

First motion - Voting Preference: Full up or down vote, or vote by article, or vote by whatever one moves to vote by - 5 Minutes

2. Discussion of the By-Laws Committee proposed changes

by Article (when time's up, if discussion not ended motion to return to committee or to put to vote must be made):

•Articles I - III - Vito (BCA Secretary - 20 Minutes)

•Articles IV - V - Walt (VM - Chatsworth - 20 Minutes)

•Articles VI - VIII - Dolly (VM - Windsor - 20 Minutes)

•Articles IX - XIII - Warren (VM - Kingswood - 20 Minutes)

3. Voting of the By-Laws Committee proposed changes (per the 1st motion methodology - 30 minutes)

Again, Happy Holidays to you all, and see you next year as we continue our work to make and keep Baytree a great place to live.

Debi Malinak: Director, Community Relations Committee Chairperson



After being selected to serve on the Board in January, 2008, my goal was to establish Baytree as a "social community" with clubs and activities for Families, Kids, Empty Nesters, Seniors and Singles. No one would be excluded. Everyone could enjoy meeting their Neighbors and have fun together.

First, may I say a special 'thank you' to my husband, Joe. He encouraged me to run for the BOD and has participated in many events. He doesn't miss a Thirsty Thursday; working behind the scenes. I guess the BOD really got 2 people for 1 Board position. We've been blessed to make some new friends for life.

Our Community Relations Committee comprised of Lisa Anderson, Tracy Bacon and Sherry Conway. These ladies donate their time monthly to plan events, pick up food, prepare the Clubhouse; then, devote their evening serving wine or food during the Event! They just completed Holiday decorating of our Front and Back Gates with Joe and me. They work so hard to ensure every detail is completed perfectly. Thank you, Ladies!

Another amazing group of people is our Baytree Volunteer Leaders. I'm so proud of their accomplishments in establishing formats for leading Clubs, Activities and Social Events. Throughout this year, I continued to ask for Leaders to help start various groups. Each group has a designated Leader devoting their time to make each Club/Activity a success. I have received many compliments regarding the initiative and strong leadership skill of each Baytree Volunteer. On behalf of all Residents, thank you for making Baytree a fun place to live.

A special thanks to George Antoon, our President, for reworking our website www.baytreecommunity.org into a great source of information for everyone in the community to access Events including:

Clubs: Mah Jong, Digital Camera Club, Bible Study, Thursdays Book Club

Activities: Tennis Lessons for Adults and Children, Mixed Doubles Tennis, Wednesday Nights, Sunday Mornings Bicycle Trips, Nine N' Dine Golf, Friday Nights during Summer, Baytree Annual Golf Tournaments

Socials: Baytree Ladies Luncheon, 2nd Monday of each month, Thirsty Thursday, 1st Thursday of each month, Sunday Brunch, Holiday Party, Kids Klub Art / Craft Holiday Party

Welcome Wagon has taken on a new meaning in Baytree. This year, I have collected some amazing items to give new Residents allowing them to learn more about our community. Voting Members can request a special Welcome Wagon packet, via email or telephone, for any new Resident in their area. Congratulations to Tracy Bacon, as she has volunteered to take over this responsibility during 2009. Thank-you!

November marks the beginning of a personal special project of mine, The Baytree Charity Committee. As Chairperson, I'm looking for Volunteers and *ideas for projects*. Would you like to join?

There are many opportunities for *YOU* to get involved with a little time invested. I've planned a few Events for next year; however, without your help, many will not take place. Anticipated 2009 Events: Easter Bunny Brunch, Butterfly - Gardening Seminars, Summer Swim Lessons, Wildlife Safari - pet the animals, Labor Day BBQ, Golf, Swim and Tennis, Hurricane Preparedness Team, July 4th BBQ, Golf, Swim and Tennis, Finance Management Seminars, Monday Night Dinners, Bunco Club / Bridge Club.

I offer a special thanks to my fellow BOD members and the amazing support from our Baytree Residents. We are on our way to realizing the dream of an active, fun Community. Congratulations to all, together, we have established a foundation for continued growth and success during 2009.