

**Laffites Cove at Pirates Beach Nature Society
Special Members Meeting
September 22, 2012**

The Laffites Cove at Pirates Beach Nature Society (LCNS) held a Special Members meeting on September 22, 2012 at the Galveston Country Club. Gary Poltorak, President opened the meeting then stated that Stephanie L. Quade a Partner and Shareholder with Roberts Markel Weinberg law firm will conduct the meeting. Stephanie Quade called the meeting to order at 2:30 p.m. Ms Quade stated that a petition was received requesting a meeting whose purpose was to remove four (4) of the member Directors from the Laffites Cove at Pirates Beach Nature Society Board. Member Directors present were Gary Poltorak, Jim Murphy, and Jim Walters. Scientific Directors present were Morton Voller and Scott Weaver.

Stephanie Quade stated that the meeting would be conducted according to the documents of the LCNS. Ms. Quade stated the meeting rules. Ms. Quade stated that each speaker would be treated with respect and given the opportunity to speak. Ms. Quade stated that the Directors will be voted on for removal one at a time since the documents provide replacement is by the remaining Directors for any Director leaving the Director position prior to terms end. Gary Poltorak is in position No. 1 and this position term ends in 2013. Ms. Quade also stated that according to the bylaws removal is based on "cause". Ms. Quade also stated that prior to the removal of each of the Directors, any member who wished to, could state the "causes" for which each Director was being recalled and that subsequently that Director would be given the opportunity to speak.

First order of business was to vote on the removal of Director in Position No. 1 – Gary Poltorak. The following members then spoke.

*Dave Wilson was recognized and stated that "cause" is a legal term and implies seriousness such as committing a crime or breach of fiduciary duty.

*Bill Blandon stated he feels the Board is fighting the community and recommends the Board resign.

*Terrie Farmer stated she wants to understand what it is that is said to be being railroaded and recommends members come to the meetings. She felt that differences ought to be worked out. She offered to be a Board member.

*Pam Bailey stated we need to follow the bylaws as they are written.

*A.J. Widacki (Jennings) stated he volunteered to sit on the Board. "Cause" to him is that the Board sought out Corp of Engineer for a permit and portrayed that the owners wanted the marsh grass project. AJ does not feel that the owner's wants were not represented. The Board over stepped its bounds. The Board meetings were held without notice.

Ms. Quade pointed out that the Laffites Cove at Pirates Beach Nature Society was not a "Property Owners or Homeowners Association" and did not operate under the Texas Property Code.

*Harry Sturges stated cause would be willing to cause attorney fees unnecessarily, initiated actions that will reduce property values, lack of communications from the Board to the members, concrete bag installation with no certainty of success. **Sellers disclosure statement calls for disclosure of any lawsuits or other legal proceedings affecting property.**

*George Carmichael – cited the pending lawsuit from Pirates POA for Jet Ski & boat docks as an indication that LCNS is over stepping its authority..

*Stephen Baird – Noted that the By Laws were clear and that if anything needed changing it was the Bylaws. He suggested that there be some limit on engaging in large-scale projects without member input. This should be included in the bylaws.

At this time Ms. Quade stated before a call for a vote was made Gary Poltorak would speak.

Gary Poltorak stated that his focus for the last seven (7) years had been the preservation of the natural aspects of Laffites Cove, canals and preserves. . He stated that eleven (11) letters were mailed concerning the marsh grass project, to the members. In addition that there were articles put in over ten (10) newsletters discussing the project.

Mort Voller pointed out that the marsh grass activity really was only a large project because LCNS had offered to coordinate it. Each owner (according to the Covenants) had an individual responsibility to maintain his own marsh shelf.

Scott Weaver (amid some heckling) explained that since community valuable marshland was destroyed when LC was built, the marsh grass shelf mitigation was an obligation not only to the LC neighborhood but to the broader Galveston Bay user community.

A call for a vote was made. At this time Ms. Quade stated that ballot for the voting on Position 1 be distributed to the members attending. Ballots were distributed and collected after voting occurred.

The Proxy & Ballot count to remove Director Gary Poltorak in position No. 1 was 101 to remove.

Ms. Quade stated that according to Article IV, Section 4.6 Any one or more of the Director in Positions 1 through 4 may be removed, with cause, by the affirmative vote of Members casting a majority of the total votes eligible to be voted by all of the Members at any annual or special meeting of the Society.

Ms. Quade state that in order to remove the Director, 191 votes would need to be received, therefore the vote failed. A majority of the members left the meeting.

Ms. Quade stated that the LCNS documents gave no definition of cause. We are stuck with the documents we have until procedure to amend them.

Brenda Dawson read from the LCNS minutes dated August 12, 2006. “Cherie Obrien stated the shelf should be 15’ based on the original permit but has never been that width.

A member commented that the following current board members were also on the board during that time: Scott Weaver, Gary Poltorak, and Mort Voller. This fact was not disputed at the time; in fact these minutes were later approved.

A motion was accepted to adjourn the meeting at 4:15 p.m.
Susan Gonzales, Recording Secretary