

**Parliament Pool Association
Board Meeting – January 8, 2017**

Board Member Attendees:

Erica Hosken	Jim Kelley
Terri Cigan	Paul Pheeny
Jen Argenta	Nick Rotteveel
Rob Belloni	

Other Attendees:

Liz Rivera
Michelle Maxwell-Gold
Ed Hosken
Martha Pheeny
Laura Nickles
Kathy Lafreniere

7:00 – Erica called the meeting to order.

Erica had one revision to the minutes from the last board meeting. On item 5 under the President section, change the Long Branch fee to TopKick to \$3.50 per kid.

President:

1. Flyer – Most of the same information as door hangers used last year. Need to know if we will be offering evening practices, as that is an attractive feature. Michelle will confirm that it will be happening and let us know. The flyer will go out in the gazette and will be distributed by volunteers to other neighborhoods.

Treasurer:

1. On the budget, \$500 was added for advertising and maintenance figure was discussed with Rob. The budget still has \$1200 for redemptions in it. It was decided that we will leave in budget and plan to do three so long as we can close the pool within budget. Motion to pass the budget. Seconded; Budget passes.

Membership:

1. Erica met with Chris and got the database and website access. She added information on the new board and minutes from meetings to the website. Rita Botting said she would help. Abby is working on taking the data and using CiviCRM to get a working online database. We hope to have it up and running in about two weeks so we can have online registrations.

2. Redemption letter – will work on and send email out with it when it is complete.

3. For our summer mailing, we won't actually save as much money doing just a postcard so we are probably better off doing a letter with important paperwork. Membership package will go online first for those that want payment plan.

Suggested that once everything is online, we provide an option to opt out of paper mail. We will let S&D know how much room they have once we have our mailing packet finalized.

Operations:

1. First task is to get info out to last year's staff and find out who wants to come back. Would like to have a manager hired by the time we are doing lifeguard interviews. Once Jim gets contact info, the email should go out this week. Email from Julia Lagano needs to be responded to. Suggestion from Michelle to reach out to college people now as some are home from college. Jim needs contact information for last year's staff. Matt's contact number is 703-200-5457.

Maintenance:

1. Filter repair – proposals from Millennium and American are to open and close pool and do repairs on the filter. American has experience working with DE. Millennium's proposal would replace the disks while American just said they need to be cleaned, but they are good. In Rob's opinion, American seems to be eager to work with us and has been good to deal with so far. American's opening and closing is a little higher than Millennium's. Rob will go back to American and review the proposals received. Erica asked that he gets references. Also, what sort of guarantee do they provide on the work? Michelle mentioned when she spoke with Tom Alvers, he said we should make sure that the pipes around the pool are compatible with other types of filters (this was replaced about 6 years ago). If they are not, it would be something to keep in mind for the future. Audrey Moore has DE filter – not sure who works on their filters. Yearly maintenance has not been done on our filter so if that gets done consistently, we may be able to lengthen the life of the filter.

2. Where are we going to be getting our chemicals? Whoever we choose to open and close should be able to get. Rob will check about this.

3. Fence repairs – Rob has a proposal from Long Fence (Skylar) for \$516 to fix issues. Of that, \$266 was estimated to be the cost to fix the fence damaged in tree removal process. Erica talked to Shaun about this part of fence. He's only going to pay for it if he can do the work. Is there something else Shaun can do? Perhaps he can provide wood chips to be put down by volunteers. Motion to move forward to accept Long Fence's proposal and not ask Shaun for repayment. Seconded and Motion passes.

4. Rob will find a date in the spring for a clean up day like was done in the fall. He will look at dates as soon as possible so we can let people know.

5. Today Keira and Els sent the forms we can use to reach out to businesses for sponsors. TopKick is interested in partnering with us. We offered \$3/kid. Rob will follow up with them. Do we want them to sign any agreement/liability forms? Martha will find the forms we used a few years ago. Would like to offer the agreement to them for two years. Rob will contact them this week.

6. Lock on chain for parking lot has not been acquired yet. Related to dumping, neighbor at top of hill where tree work was done appears to be dumping all their leaves/brush down the hillside.

7. Pump house where cinder blocks came out – never got replaced. Some caulking is also missing. Does this need to get repaired? Rob will look into it.

8. Liz Rivera found some foundations that will help with grant money to help with maintenance cost as long as we provide volunteers. One is through Home Depot and they start accepting applications on Feb. 1st. They provide grants up to \$5000. The other is Lowes. They have more flexibility on amounts. Liz is willing to write up the grant proposals but she needs to know what exactly it is we need.

Activities:

1. Add tot time to the calendar – Jen will provide dates to Nick.
2. Years ago the Kings Park band would come and play. They are free, you just have to get on their schedule. Could also look into some sort of band night with local bands.

Bylaw Committee:

The committee has had two meetings. They have gone through two sections so far and will begin to start sending to board as get sections drafted. Once drafted, we can put on website with comment matrix so people can start reviewing early. We want to start using the term SSP (summer swimming privileges). Will need to mail out postcard or letter about meeting in April to get the bylaws approved. That needs to go out by April 1st. If we don't get 25 people to meet the quorum, the alternate date would be memorial day weekend at the pool.

Pool Rules:

Do we want to let membership know that we are looking at revising them? Yes, we will put something on the website so people can make suggestions. There will be a deadline to post comments by. We will then do revision of rules offline.

New Business:

1. Marketing – Table for now. Want to discuss one item; the open pool day on memorial day weekend. We can do open houses on certain days for different neighborhoods. But, it might be better to keep it on just one day that way it is easier to heavily staff on one day. So that leads us to Sunday of Memorial Day weekend. There are a couple different neighborhood groups within Signal Hill, so if anyone has any connections in these areas let Erica know.

Swim & Dive:

The following pages include comments read by Erica.

Parliament Pool & Parliament Swim & Dive Team for Discussion

I recognize that there has come to be a disconnect between the leadership of the Parliament swim & dive team and the Parliament pool membership. This is my suggestions for how PPA should proceed, additional discussion and recommendations are welcome.

- I. We must operate within PPA bylaws until membership approves a change.

- II. It accordance with PPA bylaws, it is my intention to nominate Laura Nickles, Kathy Lafreniere & Martha Pheeny as the Parliament Pool Swim & Dive team Representatives for the 2017 swim season as I believe they have all volunteered to fill that role this season.

- III. In accordance with PPA bylaws, I believe it is Parliaments responsibility to support our Swim & Dive team in its mission as stated in the bylaws. In order to do that, I believe that PPA should be prepared to financially support the team, including collecting dues, paying coaches and assisting with any shortfalls the team is not able to cover. I understand last year the Swim & Dive team had a net loss of \$2,000 so it is my recommendation that PPA add a Swim & Dive line to our budget with an anticipated loss of \$2,000. Further, I recognize that the Swim & Dive team treasurer fills a big role that takes dedication and time, not wanting to add to the job of the PPA Treasurer it is my recommendation that the Swim & Dive team delegate their own Treasurer who would report to the PPA Swim & Dive representative and work with the PPA Treasurer. I believe it is in membership's best interest for this to be a subaccount of the PPA financial account and thereby transparent and accountable to all PPA members.

With these details clarified in writing and transparent to all PPA members, it is my hope that we can all work together for the betterment of Parliament pool and the swim and dive teams and leave behind the discontent that has come to be a regular occurrence among our pool members.

For Reference

I have been informed by a swim member that Parliament Swim & Dive is an independent organization and has set up their own LLC in the state of Virginia. This has been verified, see notation below.

Parliament Pool Association is a Nonstock Corporation (SCC ID 00988618)

VA Nonstock Corporation Act: <http://law.lis.virginia.gov/vacodepopularnames/virginia-nonstock-corporation-act/>

Corporation A corporation is an artificial person or legal entity managed by a board of directors, consisting of one or more individuals, who collectively elect officers to run the corporation's day-to-day business activities. There are two types of corporations in Virginia, stock corporations, which are authorized to issue shares to persons who become shareholders, the owners of the corporation, and nonstock corporations, which may have members, but not owners. Stock corporations are usually formed to generate a profit for the shareholders. Nonstock corporations are usually organized for not-for-profit purposes, such as a tax-exempt, charitable organization or a property owners' association. Generally, officers, directors, shareholders and members are not liable for the obligations of the corporation.

Parliament Swim & Dive Team is a Limited Liability Company (SCC ID S6265617)

VA Limited Liability Company Act: <http://law.lis.virginia.gov/vacodepopularnames/virginia-limited-liability-company-act/>

Limited Liability Company A limited liability company is an unincorporated association of one or more members (the owners) who share in the profits and losses of the company's business. It is managed in accordance with an operating agreement by one or more members (member-managed) or by one or more managers (manager-managed). A limited liability company is a separate legal entity and, generally, the members and managers are not liable for the obligations of the limited liability company.

From the Commonwealth of Virginia State Corporation Commission

<https://sccfile.scc.virginia.gov/Business/S626561>

Parliament Pool Swim & Dive Team LLC

SCC ID: S6265617

Entity Type: Limited Liability Company

Jurisdiction of Formation: VA

Date of Formation/Registration: 7/1/2016

Status: Active

Registered Agent: BRADLEY S HUNTER

PARLIAMENT POOL ASSOCIATION BYLAWS

Article VIII – General Provisions

Sec. 3. Swim and Dive Teams

Swim and Dive Teams, sponsored and supported by the membership, dedicated to the purposes of developing a love for the sport, advancing aquatic skills, and instilling in youth teamwork and the principles of good sportsmanship, may be registered each year with the Northern Virginia Swim League as a dues paying member to compete with other teams in accordance with the rules of the NVSL. These teams shall be comprised of only family members of the Parliament Pool Association and the family members of approved users as defined in the Northern Virginia Swimming League Rules for Swimming and Diving Competition and the NVSL by-laws pertaining to membership. All rules regarding guest fees shall be waived for participating members of competing teams during official competition. Spectators including officials, family, and friends shall be admitted to observe without charge. The swim and dive team league representatives shall be appointed each year by the Board of directors and they or their appointed delegates shall be invited to attend any meetings of the Board of Directors affecting the teams and their recommendations relative to the selection of a team coaches shall be solicited by the Board of Directors.

Points of Concern

Should Parliament Swim & Dive wish to operate as an independent entity, at minimum, these items need to be addressed:

1. Does that meet NVSL bylaws Article III A? (NVSL Article III A listed below)
2. Parliament members should be provided the opportunity to decide whether that is in the best interest of PPA and, if so, Article VIII, Section 3 will need to be eliminate from PPA bylaws. Eliminating a part of the bylaws would require a special meeting, which would need to occur as soon as possible.
3. Should both 1 & 2 be approved, a legal contract will need to be drawn up and signed between PPA and Parliament Swim & Dive team.

NORTHERN VIRGINIA SWIMMING LEAGUE BYLAWS

(As approved by vote of the Team Representatives February 23, 2003)

(Amended by vote of the Team Representatives February 26, 2012)

Article III - Membership

A. Pool eligibility. Bona fide community pools in Northern Virginia shall be eligible for membership in the League. Community pools are non-profit swimming organizations, in which members own at least one pro rata share of the assets of such organization or, in the judgment of the Board of Directors, are the successors in interest to the full privileges of the owners of at least one pro rata share of such assets.

file:///C:/Users/MainPC/Downloads/NVSL_BYLAWS_Feb_2012.pdf

Michelle – I am here as part of the S&D board and it doesn't seem practical for PPA to take on the loss of S&D. Out of 8 pools in the area that I contacted, 6 maintain their own checking accounts and they are still a part of the pool and qualified under NVSL rules. A leadership group is needed within S&D. S&D has always run themselves and taken care of themselves. The pool hasn't given them money for about 10 years. S&D has given back to the pool when they have a surplus including most recently, money for a diving board.

Ed – If S&D is separate, they would then need to have documentation and have bylaws. In addition, there should be meetings with swim families.

Michelle – We do have a set of bylaws that I can provide a copy of. In addition, there is an open season meeting and an end of season meeting.

Erica – I am good with that, but the documentation needs to be somewhere people can find them. Also, PPA has no idea who is on the S&D bank account or how much money is in account.

Michelle – Up until last summer we were a part of the audit. We have always had a separate bank account. Now the bank account is at a new bank under a separate tax ID number.

Erica – The goal is to figure out something that makes sense and get in writing so down the road there are no questions. I reached out to Brad and was not received well. So for my recommendations (above), I had to go with what the bylaws say right now. I just want things cleared up so the animosity can go away. As far as the bank account goes, why is S&D saving so much money when the pool is struggling?

Martha – This should not be us versus them.

Michelle – In response to who exactly is on the board; Brad is president, VP is Michelle, Sandy is secretary, and Erin is treasurer

Laura – The two boards really need to sit down together with what they think is best and come to some sort of agreement.

Nick – Is there any reason not to completely separate the two and put in a rental fee? S&D would just operate independently and pay us rental fees for use of the pool.

Michelle – I don't understand why you have to collect fees from S&D. You have to put chemicals in the pool regardless of whether or not our kids are in the pool.

Erica – There is nothing in writing that tells me who is on the S&D board, where the minutes are, where the bylaws are. There is no transparency. I reach out to Brad and invited him to all of our meetings and he has not showed up. We need to figure out the next steps.

Laura – Both sides should come up with what they think is the ideal partnership.

Ed – I'll reach out to NVSL and ask if it's an option for S&D to separate.

Erica – It needs to be clear what the relationship is between PPA and S&D and how it moves forward. In two weeks, lets have a meeting between the two boards.

Nick – There needs to be clear objectives and a course of action for that meeting.

Paul – S&D should propose how they would like to interact with the pool. And PPA will provide how they would like to move forward.

Erica – I will check with the Hunters and we will get a date out. Right now the tentative date is Sunday January 22nd.

Nick – The agreed upon plan would then get captured in the bylaws.

Any other business?

Liz needed to know our organization type. We are a 501(c) 7 and copies of taxes are acceptable as proof.

9:26 p.m. Motion to adjourn, Seconded. Motion approved.