

Minutes of IOWVA Special Owners' Meeting
February 6, 2024

President Glenn Dusablon called the meeting to order and welcomed the 14 in-person participants and the 33 owners participating by video or telephonically.

QUOROUUM

Mr. Dusablon opened the meeting by asking Ms. Kent (the Inns manager) to report on owner representation at the Special Meeting. Between in person owners and proxies, there were a total of 284 interval units who responded.

The Association has 666 intervals owned by owners. (This excludes interval units owned by the Association). To meet the quorum requirement, at least one quarter of the units need to be represented in person or by proxy which is 167. Since there are 288 interval units represented, a quorum is present.

Ms. Kent was asked to describe the methods used to provide notice for the Special Meeting to owners. She responded that a Notice of Call of Special Meeting was mailed to all owners at their mailing address of record on January 19, 2024 via certified mail return receipt. In addition, an email sent to all owners at their known email address on January 17, 2024.

Having properly satisfied the requirements for notice given and a quorum, Mr. Dusablon moved on to the business of the Special Meeting.

RESOLUTION 1 – SECRETARY PRO TEM

Mr. Dusablon said the first order of business is the appointment of a Secretary pro tem. Susan Hoyt made a motion that Russ Duade be appointed as Secretary pro tem which was seconded by James Hoyt.

Mr. Dusablon opened the floor for any owner that wished to speak about the motion. Linda Sousa spoke first in opposition to the motion. She believes that the three Board members who are the subject of removal resolutions have not been given enough opportunity to communicate with owners. In addition, she felt that Joanne Farnham was the secretary and there was no need for the motion. Christine Hayes Sokolove also objected to the motion.

Hearing no further discussion, Mr. Dusablon requested a vote on Resolution #1. “Resolved that Russ Duade be appointed Secretary pro tem to serve during this Special Meeting and otherwise until the Board may hereafter meet and elect a permanent secretary”.

Owners holding 272 intervals by virtue of their proxies voted in favor Resolution #1. Owners holding 12 intervals by virtue of their proxies voted in opposition.

Since the “ayes” were more numerous the resolution passed and Russ Duade is appointed Secretary pro tem.

RESOLUTION 2 A-FARNHAM REMOVAL

The next three resolutions have to do with the removal of Ms. Sousa, Ms. Farnham, and Mr. Gosselin from the Board of Directors. Mr. Dusablon stated that since those three individuals have sued him and his wife, he feels he cannot be impartial and appointed the Association’s legal counsel, Mr. Edmond Ford to act as Chairman pro tem to preside over the balance of the meeting.

Mr. Ford said the next order of business is the resolution to remove Ms. Farnham from the Board of Directors. Susan Hoyt made the motion to remove Ms. Farnham which was seconded by James Hoyt.

Mr. Ford opened the floor for discussion for and against the motion. Ms. Farnham expressed the opinion that Mr. and Mrs. Dusablon, representing a minority of the Board, was acting in concert with staff to remove her and objected to the motion. Ms. Sokolove was disappointed that the Board could not work together. Ms. Krajewski also expressed her opposition. Ms. Sousa also objected to the motion.

Mr. Gilbert spoke up in favor of the motion, pointing out that as President, Mr. Dusablon had the authority to direct the staff, as opposed to 5 individuals giving the staff conflicting direction. Ms. Dusablon spoke in favor of the motion saying it had become impossible to work with Ms. Farnham.

Hearing no further discussion, Mr. Ford requested a vote on Resolution 2 A. “Resolved that as it relates to Joanne Farnham, the Association ratifies the Removal Vote; that as it relates to Joanne Farnham, the Removal Vote is

confirmed; and for the avoidance of any doubt, Joanne Farnham be and is removed as Director of the Association and from every other office held by her”.

Owners holding 266 interval units voted in favor of the resolution. Owners holding 18 interval units voted against the resolution.

Since the “ayes” were more numerous, the resolution passed and Ms. Farnham is removed from the Board of Directors.

RESOLUTION 2 B- SOUSA REMOVAL

The next order of business is the resolution to remove Ms. Sousa from the Board. Susan Hoyt made a motion to remove Ms. Sousa, seconded by James Hoyt.

Mr. Ford opened the floor for discussion, either for or against the motion. He began by giving Ms. Sousa an opportunity to speak. Ms. Sousa objected to the motion and stated her belief that the other members had tried to work with Mr. Dusablon and Ms. Dusablon, but they were unresponsive. Ms. Farnham spoke against the motion and was disappointed that the Inns were incurring legal fees.

Ms. Dusablon pointed out the Inns and remaining Board members were sued by Ms. Farnham and it is reasonable to expect that the Inns and the Board would defend itself.

Hearing no further discussion, Mr. Ford requested a vote on Resolution 2 B “Resolved that, as it related to Linda Sousa, the Association ratifies the Removal Vote; that, as it related to Linda Sousa the Removal Vote is confirmed; and for the avoidance of any doubt, Linda Sousa be and is removed as Director of the Association and from every other office held by her”

Owners holding 266 units by virtue of their proxies voted in favor of the resolution and owners holding 18 units by virtue of their proxies voted against the resolution

Since the “ayes” were more numerous the resolution passed and Ms. Sousa is removed from the Board of Directors.

RESOLUTION 2 C-GOSSELIN REMOVAL

The next order of business was the resolution to remove Mr. Greg Gosselin from the Board. Susan Hoyt made the motion to remove Mr. Gosselin which was seconded by James Hoyt

Mr. Ford gave Mr. Gosselin the opportunity to address the membership. Since he was not present, Ms. Sousa asked for the opportunity speak against the motion. She stated her belief that she and other Board members were not given a fair opportunity to communicate with owners and criticism of Mr. Gosselin was unfair. Ms. Dusablon spoke in favor of the resolution saying that when Mr. Gosselin came on the Board, he pointed to his real estate background and that he would be able to promote sales. Ms. Dusablon said that no action or results occurred and when she confronted Mr. Gosselin at a Board meeting regarding lack of sales results, Mr. Gosselin walked out of the meeting.

Hearing no further discussion, Mr. Ford requested a vote on resolution 2 C. "Resolved that, as it relates to Greg Gosselin, the Association ratifies the Removal Vote; that as it relates to Greg Gosselin, the Removal Vote is confirmed; and for the avoidance of any doubt, Greg Gosselin be and is removed as Director of the Association and from every other office held by him."

Owners holding 265 units by virtue of their proxies voted in favor of the resolution and owners holding 19 unites by virtue of their proxies voted against.

Since the "ayes" were more numerous that resolution passed and Mr. Gosselin in removed from the Board of Directors.

RESOLUTION 3- DUADE APPOINTMENT

The next order of business was the proposed resolution to appoint Mr. Russ Duade as member of the Board. Susan Hoyt made a motion for the interim appointment of Russ Duade as a member of the Board as per Resolution 3 which was seconded by James Hoyt.

Opening the floor for discussion, Mr. Grady Patterson asked what Mr. Duade's qualifications were for a Board appointment. Mr. Duade responded that he was elected to two terms as a Board member by the owners, and also served as Treasurer of the Association for 3 years. Ms. Sousa spoke against the resolution

saying it was her belief that the initial court order reinstated the “status quo” and that there was no vacancy to fill.

Hearing no further discussion, Mr. Ford requested a vote on Resolution 3 “Resolved that the appointment of Russ Duade to the Board of Directors effective as of September 5, 2023 is hereby ratified, made and confirmed and that until the next annual meeting, the Board of Directors shall consist of Glenn Dusablon, President, Carol Dusablon, Treasurer, and Russ Duade whom the members expect to be appointed Secretary until the next Annual Owners’ Meeting”

Owners holding 266 interval units by virtue of their proxies, voted in favor of the resolution and owners holding 18 units voted against the resolution.

Since the “ayes” were more numerous, resolution passed and Mr. Duade is appointed to the Board until the next Annual Owners’ Meeting.

RESOLUTION 4-ANNUAL MEETING

The next order of business was Resolution 4 the proposed instruction to the Board about the Annual Owners’ Meeting and a waiver of any requirement that the meeting be conducted during the 2023 calendar year.

Susan Hoyt made a motion that in view of the litigation and injunction interrupting the Annual Owners’ Meeting to have been held in October, 2023, any requirement that an annual meeting have been held in calendar year 2023 be waived, that the Board be directed to use its best judgement in scheduling an annual meeting.

James Hoyt seconded the motion. Ms. Hoyt added to her motion that she would like to see the meeting be scheduled as soon as feasible and also would like to see the meeting held on a Saturday so attendance could be maximized.

Opening the floor to discussion, owner Ian Raine requested that the meeting be scheduled promptly and that it be open to Zoom participation. Ms. Sousa would like to see the proxy statements give owners the opportunity to designate a Board Member or owner besides Mr. Dusablon as their representative.

Hearing no further discussion, Mr. Ford requested a vote on Resolution 4

“Resolved the Members of the Association waive any requirement that an annual meeting be conducted during the calendar year 2023 and instruct the Board to use its best judgment in scheduling an annual meeting at which the business of the Association may be conducted in the coming months”

Owners holding 274 interval units by virtue of their proxies voted in favor of the resolution. Owners holding 9 units by virtue of their proxies voted against.

Since the “ayes” were more numerous, the resolution passed and the annual meeting requirement for 2023 is waived.

RESOLUTION 5-ELECTRONIC NOTICE AND MEETING

The last order of business is Resolution 5 which is an amendment to the bylaws regarding meetings and notices. Susan Hoyt moved that in view of the cost of certified mail, the Bylaws be amended to eliminate the requirement of certified mail notice to owners, to permit electronic mail notice, to permit telephonic or virtual meetings of the Association, the Board of Directors, and of Committees and the form of Resolution 5 attached to the President’s Notice of Call of Special Meetings be adopted”. In addition to her motion, Ms. Hoyt added her personal view that the Board do all it can so the Association adopts use of technology versus paper. James Hoyt seconded the motion.

There was little discussion from the floor, although Mr. Frank Zito said he was in favor of better use of technology for communicating with owners.

Mr. Ford requested a vote on Resolution 5 given no one else wished to speak. “Resolved that the Bylaws be amended as follows and that the Acting Secretary or any other officer record a certification of such amendment in the Grafton County Registry of Deeds:

1. That Section 8-101 of the Bylaws be amended to read as follows:
8-101 To Unit Owners. In any of the following means:
 - A. By certified mail return receipt requested at the address such unit owners may have designated to the Board of Directors;
 - B. By regular mail at the address such unit owners may have designated to the Board of Directors;
 - C. By electronic mail at the email such unit owners may have provided to the Board of Directors, provided that any such notice shall further

have been posted on the Association's website at the time of, or within three days of the sending of such email. Such email shall be deemed given when sent.

2. That there be added to Article 2 of the Bylaws the following: 2-450. Electronic or Virtual Meetings Authorized. The Association, its members and committees thereof, may meet by telephonic, video, or other conferencing process. The intent of this Bylaw is to permit any reasonable present or future meeting technology to be used to conduct a meeting without the need of in-person attendance.
3. That there be added to Article 3 of the Bylaws the following: 3-450. Electronic, or Virtual Meetings Authorized. The Board of Directors and committees thereof, may meet by telephonic, video, and other conferencing process. The intent of this Bylaw is to permit any reasonable present or future meeting technology to be used to conduct a meeting without the need of in-person attendance.

Owners holding 276 interval units by virtue of their proxies voted in favor of the resolution and owners holding 9 interval units by virtue of their proxies voted against the resolution.

Since the "ayes" were more numerous, the motion is passed and the Bylaws are amended as per Resolution 5.

ADJOURNMENT

Since this concluded the business brought before the owners, the meeting was adjourned by Mr. Ford.

Respectfully submitted:
Russell Duade- Secretary Pro Tem