

Pandemic Impact on the 2020 GHI Election

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Background

Under the GHI Bylaws, the Nominations & Elections Committee (N&E) is responsible for conducting annual elections for the Board of Directors and Audit Committee. To our knowledge, every year since GHI was founded in 1952, GHI has held an annual election and membership meeting.

However, the GHI Bylaws are superseded by Maryland and federal law. In 2020, the Covid-19 pandemic led Maryland Governor Hogan on March 5 to issue an Executive Order including

1. Social, community, spiritual, religious, recreational, leisure, and sporting gatherings and events ("large gatherings and events") of more than 250 people are hereby prohibited at all locations and venues, including but not limited to parades, festivals, conventions, and fundraisers.¹

After assessing the situation, on June 4 the GHI Board of Directors

Postponed the 2020 annual membership meeting, until a date no later than 1½ months after statutory restrictions on large public gatherings due to the COVID-19 pandemic are lifted, and enable the meeting to take place without limiting the number of members that can physically attend.²

As of July 5, 2020, the Maryland state of emergency continues. It is impossible to determine whether these restrictions may extend into 2021.

N&E feels the democratic process is vital to our cooperative. Unless special measures are considered, the current path involves suspending Board and Audit Committee elections for the indefinite duration until statutory restrictions are lifted. N&E is therefore exploring the potential of special temporary measures under which Board and Audit Committee elections might be conducted without an annual meeting until the Board is again able to schedule and hold annual meetings of the GHI membership.

GHI Bylaws

Under the GHI Bylaws, the Board of Directors schedules the annual membership meeting, with N&E conducting the annual election during its recess:³

IV. Membership Meetings

§1. Annual Meeting.

The regular annual meeting of the membership of the Corporation shall be held during the month of May at a time and place in Greenbelt designated by the Board of Directors. No motion for adjournment of the annual meeting shall be in order, but a motion may be made to recess for the annual election. During the recess no business shall be transacted other than referenda and elections. The annual meeting shall automatically adjourn at 8:00 p.m. on the following day. The date of an annual meeting may be postponed up to one month by a majority vote of the Board, provided public notice of the postponement is given to members prior to the scheduled annual meeting date, and members are given at least two weeks' notice of the new annual meeting date. ...

¹ <https://governor.maryland.gov/wp-content/uploads/2020/03/Prohibiting-Large-Gatherings.pdf>

² GHI E-News 6/8/2020. Board minutes for that meeting have not yet been posted to the GHI Website as of 7/14/2020.

³ <https://www.ghi.coop/member-resources/governing-documents/bylaws>

§8 Nominations and Elections

C. The directors of the Corporation and members of the Audit Committee shall be elected by secret ballot during the recess of the annual meeting of the Corporation at a polling place or places to be designated by the Board of Directors, provided, however, that members to whom voting cards have been issued prior to recess of the annual meeting may receive and cast their secret ballots immediately following that session of the meeting. The day following the annual meeting, polls shall be open, at least, from 7-10:00 a.m. and 5-8 p.m. The Nominations and Elections Committee shall adopt and publicize appropriate procedures to guarantee the integrity of the ballot box. Elections shall be by the plurality system of voting, the procedures, rules, and regulations of which shall be determined by the Nominations and Elections Committee, subject to approval or modification by the membership. Members of the Nominations and Elections Committee shall be elected during the annual meeting. In case of any tie vote in any election, the successful candidate shall be chosen by lot....

H. Absentee Ballots. An absentee ballot shall be provided to eligible members for the following reasons: religious beliefs, physical condition or absence from the City on the day of the election. The absentee ballot will only be used for candidates for elected office. The Nominations and Elections Committee shall have authority to grant an absentee ballot by reference to rules established by this committee.

The bylaws do not specify provisions for holding an election without an annual meeting—but they also do not specify provisions when statutes prevent holding an annual meeting.

N&E Seeks Member Input

A cursory review of other cooperatives indicates that many have suspended annual meetings, but have nonetheless proceeded with annual elections. The Nominations and Elections Committee is considering exploring whether options exist under which election for Board of Directors and Audit Committee could be conducted in compliance with emergency statutory restrictions and the GHI Bylaws.

N&E seeks member input before a potential deeper assessment to draft specific proposal(s) under which the 2020 annual election might proceed without a scheduled 2020 annual membership meeting. This assessment would include

- 1) Considering how to conduct an election safely, including potentially setting up a polling place incorporating social distancing, or whether the physical condition of the pandemic and state restrictions may warrant distributing absentee ballots to all GHI members.
- 2) Coordinating with others involved in GHI elections:
 - a. Consulting the Board Secretary, who is responsible for publicizing the list of candidates and accepting petitions for candidacy.
 - b. Consulting the Board of Directors, who are responsible for designating a polling place and conducting elections for the Nominations and Elections Committee.
 - c. Consulting with GHI Staff responsible for maintaining social distance policies, verifying candidates' membership status, and printing ballots.
- 3) Determining a process for any needed proxy votes.
- 4) Consulting with GHI legal counsel.

Any resulting proposal(s) will be included on the agenda at a future N&E Committee meeting.