

Minutes  
Greenbelt Homes Inc.  
Annual Membership Meeting – May 18, 2011

1. Issuance of Voting Cards: Voting cards were issued to members.
  
2. Proof of Due Notice of Meeting: Secretary James presented a receipt from the Greenbelt Post Office dated May 6, 2011, certifying that Greenbelt Homes, Inc. delivered 1,600 pieces of presorted, first class mail, postage pre-paid at 64 cents each at a total of \$1,024.00 to the facility, constituting due notice of meeting in accordance with Article IV, Section 4 of the GHI Bylaws.
  
3. Certification of Presence of a Quorum: Secretary James announced that at 7:27 p.m., eighty members had registered and that a quorum was present to conduct business. In the absence of President Agans, Vice President Boswell called the meeting to order at 7:33 p.m. He introduced John D. Stackpole as parliamentarian.

4. Approval of Agenda:

**MOTION: MOVE APPROVAL OF THE AGENDA.**

Moved: Chuck Hess  
42D Ridge

Seconded: Susan Ready  
30C Ridge

Carried

5. Action on Minutes May 19, 2010

Member Jane Menis asked that the minutes be corrected to reflect her address as 4E Ridge Road.

**MOTION: MOVE APPROVAL OF THE ANNUAL MEMBERSHIP MEETING MINUTES OF MAY 19, 210, AS REVISED.**

Moved: Steve Skolnik  
8A Ridge Road

Seconded: Bill Jones  
15D Ridge Road

Carried

6. Report of Officers, Directors, and Elected Committees. Vice President Boswell encouraged members to purchase HO-6 homeowner's insurance and offered members an opportunity to address the contents of the annual report. There was no discussion.
  - 6a. Awards Presentation: Director Sylvia Lewis announced that the Bright Idea award went to Fritz Gutwein for suggesting that GHI purchase a regular page in the Greenbelt News Review to communicate more effectively current news and events of the cooperative. Fritz's wife Mary accepted the certificate and a pack of energy efficient light bulbs on his behalf. Director Lewis stated that Emily Bronstein won the "Name This Page" contest for naming GHI's page, "*GHI News in Review*." Emily was awarded a \$50 Greenbelt Co-op gift certificate. Vice President Boswell presented a Certificate of Service and an engraved Cross pen to Director Sylvia Lewis, commemorating her thirteen years in GHI elective office.
  
7. Presentation of Candidates: Vice-President Boswell invited the candidates to the stage.

Kathleen Gallagher, chair of the Nominations and Elections Committee, recognized members of the N&E Committee: Frank DeBernardo, Ann Landry Lombardi, Robin Everly, and Marat Moore. Ms. Gallagher explained the role of the Audit Committee and introduced the candidates for the three open one-year terms: Debbie Cooley, Bill Edwards and Dianne Wilkerson. Each candidate gave three-minute presentations. Ms. Gallagher next introduced candidates for the Board of Directors for the five open two-year terms: Tokey Boswell, Chuck Hess, Bill Jones, Laura Moore, and Patricia Novinski who was absent due to illness. The candidates for board positions also gave three-minute presentations.

Ms. Gallagher expressed appreciation to the candidates for their willingness to run and serve on the Board of Directors and Audit Committee. She shared information about the election process and how results would be shared. Vice President Boswell thanked Ms. Gallagher and the Nominations and Elections Committee for their work.

8. Nominations and Election of Nominations and Elections Committee: Vice President Boswell said that four members have given their consent to serve on the N&E Committee: Paula Clinedinst, Henry Haslinger, Rick Ransom, and Karen L. Yoho. Additional nominations were solicited from the floor; none was forthcoming.

**MOTION: TO CLOSE NOMINATIONS AND APPROVE THE SLATE OF NOMINEES FOR THE N&E COMMITTEE BY ACCLAMATION.**

Moved: Chuck Hess  
42D Ridge Road

Seconded: Maria Sylvia Miller  
19G Ridge Road

Carried

Vice President Boswell explained that the Nominations and Elections Committee could enlist a fifth member during the year.

9. Old Business:

9a. Proposed Changes to the Bylaws: Last year, several proposed changes to the bylaws were tabled by membership action. Over the course of the year, a Bylaws Task Force reviewed the bylaws and resultant recommendations for changes are presented for membership consideration. If approved, the text shown in [brackets] would be deleted and the text ***in bold font, italicized and underlined*** would take its place. The rationale for making the changes is also given to assist members in understanding the reasoning for the suggested changes.

**Suggested change #1**

Article III, Section 1. Membership. Membership in the Corporation shall consist of natural persons of good character and financial responsibility who enter into a Mutual Ownership Contract with the Corporation. A not-for-profit institution, if approved by the Board of Directors to enter into a MOC with the Corporation, must comply with the financial and good character responsibilities and will hold one membership regardless of the number of units it occupies Only one person per dwelling unit may be a member of the Corporation except that a husband and wife ***or persons from the same unit*** or other persons specifically authorized by the Board of Directors [may hold a membership jointly] ***may each be a member; they are called joint members.*** The Corporation subscribes to the equal housing opportunity laws of the State of Maryland and the United States.

Rationale: The present language does not define what a joint membership actually means. In addition, the Board of Directors approves MOCs with one or more people called 'member', so apparently, each is supposed to be a member in his own right, but that is not clear. Note that IV.8.d says that only one of two joint members from a single unit can vote at a membership meeting, even though both are members.

**MOTION: THE GHI MEMBERSHIP APPROVES OF A CHANGE TO THE BYLAWS, ARTICLE III, SECTION 1, MEMBERSHIP TO INCLUDE THE FOLLOWING PHRASE AFTER WIFE: “OR PERSONS FROM THE SAME UNIT” - STRIKE THE WORDS “MAY HOLD A MEMBERSHIP JOINTLY” AFTER BOARD OF DIRECTORS AND ADD: “MAY EACH BE A MEMBER; THEY ARE CALLED JOINT MEMBERS.”**

Moved: Kathleen Gallagher  
6C Ridge Road

Seconded: Unidentified

Failed

Chuck Hess, 42D Ridge Road said the proposal needed to be reviewed by GHI's attorney; Wayne Williams, 7H Crescent Road, concurred. It was expressed that the Bylaws Committee and the N&E Committee need to look at case law. Maria Sylvia Miller, 19G Ridge Road, thought the proposal very confusing and Gwen Turnbull, 45G Ridge Road, remarked that she was sure she is the wife of her husband and that co-op rights and duties belong to more than one person.

**MOTION: CALL THE QUESTION.**

Moved: Sheila Alpers  
30D Ridge

Seconded: Unidentified

Carried

Vote to call the question carried.

Vote was taken on the motion and the motion failed.

**MOTION: REFER THE PROPOSED BYLAWS CHANGE #1 (ARTICLE III, SECTION 1, MEMBERSHIP) TO THE BYLAWS AND NOMINATIONS AND ELECTIONS COMMITTEES.**

Moved: Chuck Hess  
42D Ridge Road

Seconded: Ginny Jones  
15D Ridge

Carried

### **Suggested change #2**

Article III, Section 5

§5. Membership Requirement to Hold Office. Only a member of the Corporation, at least twenty-one years of age, and a GHI resident may be a director of the Corporation or a member of a committee elected by the membership. **Only one member from a unit may hold elected office at a time.**

Rationale: It is desirable to prevent two members from the same unit to serve at the same time on the Board or the Audit Committee or the N&E Committee. Note that this sentence does not prevent one from running for an elected office while another from the same unit is finishing up his or her term.

**MOTION: THE GHI MEMBERSHIP APPROVES OF CHANGES TO ARTICLE III, SECTION 5 TO INCLUDE THE FOLLOWING SENTENCE ON THE END OF THE PARAGRAPH: “ONLY ONE MEMBER FROM A UNIT MAY HOLD ELECTED OFFICE AT A TIME.”**

Moved: Jim Connolly  
9L Ridge Road

Seconded: Corita Waters  
38F Ridge Road

Carried

Susan Ready, 30C Ridge Road, voiced concern that the change is not broad enough. She believed the wording should clarify that two members of the same household may not be on the same committee.

**Suggested change #3**

Article IV, Sections 8a and 8b  
§8. Nominations and Elections.

a. The Nominations and Elections Committee shall nominate at least a sufficient number of eligible members of the Corporation for all eligible positions on the Board of Directors and for all eligible positions on the Audit Committee for election at the annual meeting. This list shall be presented to the secretary at least [ten days] **fourteen days** before the annual meeting. The secretary shall immediately see that the list is properly published and publicly displayed in Greenbelt, so that members of the Corporation may, if they choose, propose additional nominees. Names of members whose nomination has been presented in writing by the Nominations and Elections Committee, or by petition signed by any ten or more members, shall appear on the election ballot, provided each said member shall have signified to the secretary in writing his or her willingness to accept the office if elected and provided the nomination and acceptance are in the hands of the secretary or are filed at the local office of the Corporation at or before 5 p.m. on the [seventh day] **ninth day** preceding the annual meeting of the Corporation. No member shall be eligible for election to the Board of Directors or Audit Committee unless he/she has complied with the provisions of this subsection.

b. The Nominations and Elections Committee, in addition, shall prepare a list of those nominated by members for election to the Nominations and Elections Committee. The list shall be presented to the secretary at least [ten days] **fourteen days** before the election. The secretary shall immediately see that the list is properly published and publicly displayed in Greenbelt. In the event that a sufficient number of candidates are not available prior to the annual meeting, nominations may be made from the floor by a member. The name of each member whose nomination has been presented prior to the meeting shall appear on an election ballot separate from the ballot listing the names of candidates for the Board of Directors and Audit Committee provided said member shall have signified to the secretary his or her willingness to accept the office if elected and provided the nomination and acceptance are in the hands of the secretary or are filed at the local office of the Corporation at or before 5 p.m. on the [seventh day] **ninth day** preceding the annual meeting of the Corporation.

Rationale: Require nominations for the Board, Audit Committee, and N&E to be filed fourteen days before the annual meeting so people know sooner whom the N&E Committee chose to run.

Require nominations by petition to be made nine days before the annual meeting so members know sooner all of the candidates and can discuss them. Also, allow five days instead of three days for nominations by petition after the N&E Committee files its list, so people have more time to get people who will sign their petitions.

**MOTION: THE GHI MEMBERSHIP APPROVES OF CHANGES TO ARTICLE IV, SECTIONS 8A TO STRIKE TEN DAYS AFTER “THIS LIST SHALL BE PRESENTED TO THE SECRETARY AT LEAST” AND ADD “FOURTEEN DAYS” PRECEDING “BEFORE THE ANNUAL MEETING,” STRIKE SEVENTH DAY AND ADD “NINTH DAY” PRECEDING THE ANNUAL MEETING OF THE CORPORATION AND IN SECTION B STRIKE TEN DAYS AND ADD “FOURTEEN DAYS” TO “BEFORE THE ELECTION” AND STRIKE SEVENTH DAY AND ADD “NINTH DAY” TO “PRECEDING THE ANNUAL MEETING OF THE CORPORATION.”**

Moved: Bill Edwards  
12G Plateau

Seconded: Bill Jones  
15D Ridge

Carried

#### **Suggested change #4**

Article IV, §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 majority 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.

Rationale: If there are not more candidates than positions, someone could be elected by default against the wishes of the membership. An unqualified candidate who only gets votes from 20% or so of those voting should not be forced on the membership. Note: Robert's Rules Sec 44 says, "A rule that a plurality shall elect is unlikely to be in the best interests".

**MOTION: THE GHI MEMBERSHIP APPROVES OF CHANGES TO ARTICLE IV, SECTION 8C TO STRIKE “THE PLURALITY SYSTEM OF VOTING” FOLLOWING “ELECTIONS SHALL BE BY” AND ADDING “THE MAJORITY SYSTEM OF VOTING.”**

Moved: Cathy Jones  
24H Ridge Road

Seconded: Maria Sylvia Miller  
19G Ridge Road

Substituted

Director Laura Moore, 5B Gardenway, said the City Council has a threshold rather than doing plurality voting. Kathleen Gallagher stated that no definition of majority would have to be explained and that N&E is not opposed. Ms. Gallagher said the threshold is too high, and plurality





11. Good and Welfare.11a. Announcements:

- Vice President Boswell reminded members that a \$50 co-op grocery certificate would be awarded to a member for completing the Communications survey.
- Chris Shuman, 1E Gardenway, talked about GHI installing electricity in rental garages for electric vehicle charge stations.
- Sylvia Lewis, 2C Gardenway, reminded members to send in their Homestead Tax Credit Applications and to look for real estate tax letters the last week in May. Chuck Hess, 42 D Ridge Road, said taxes would be double or more for homes that lose Homestead Tax Exemption status. Sheila Alpers, 30D Ridge Road echoed what Mr. Hess stated.
- The redesigned GHI website was pointed out and Tom Jones, 1C Woodland Way, was recognized for his and the task group's work on the web project.

11b. Door Prizes:

- i. \$100 Gift Certificates toward GHI Co-op Fee (3): Chris Brady, 35J Ridge Road; Rusty Wilbur, 65L Ridge Road and Barbara Melvin, 2C Northway.
- ii. \$25 Gift Certificates to Co-op Supermarket (4): Kevin Hammett, 6R, Ridge Road; Karle Hille, 3E Research Road; Katrina Boverman, 3C Gardenway and Ann Landry Lombardi, 37A Ridge Road.
- iii. \$20 Gift Certificates to the New Deal Café (5): Diane Oberg, 6K Hillside Road; Anna Socrates, 14J Ridge Road; Bruce Kuhl, 21B Ridge Road; Steve Skolnik, 8A Ridge Road and Cathy Jones, 24H Ridge Road.

12. Recess**MOTION: TO RECESS.**

Moved: Chuck Hess  
42D Ridge Road

Seconded: Laura Moore  
5B Gardenway

Carried

The meeting recessed at 10 p.m.

Ed James  
Secretary