

Minutes  
Greenbelt Homes Inc.  
Annual Membership Meeting - May 11, 2017

1. Issuance of Voting Cards: Voting cards were issued to members.

2. Proof of Due Notice of Meeting:

Secretary Ed James presented a receipt from the Greenbelt Post Office certifying that on April 27, 2017 1,600 pieces of prepaid first class mail with postage totaling \$1072.00 were delivered by Greenbelt Homes, Inc. to the facility. This documentation constitutes due notice of meeting in accordance with Article IV, Section 4 of the GHI Bylaws.

3. Certification of Presence of a Quorum:

President Steve Skolnik called the meeting to order at 7:31 p.m. Board Secretary Ed James announced that at 7:23 p.m. 96 persons had registered signifying that a quorum was present to conduct business.

4. Approval of Agenda:

**Motion: I move approval of the agenda.**

Moved: Chuck Hess	Seconded: Barbara Young	Carried
42D Ridge Road	16A Ridge Road	

5. Action on Minutes of Annual Membership Meeting of May 14, 2015.

**Motion: Move approval of the Annual Membership Meeting Minutes of May 12, 2016.**

Moved: Ed James	Seconded: Chuck Hess	Carried
56D Crescent Road	42D Ridge Road	

**Motion: Move approval of the Special Membership Meeting of December 8, 2016.**

Moved: Ed James	Seconded: Chuck Hess	Carried
56D Crescent Road	42D Ridge Road	

6. Reports of Officers, Directors, and Elected Committees:

President Skolnik recognized members of the Board and Audit Committee who will not be returning next year, and thanked them for their service. Skolnik also recognized General Manager Eldon Ralph for 20 years of service. Skolnik next referred to the annual report that had been distributed to the membership and asked if anyone had comments or questions. Several members made comments and asked questions which were addressed by staff and Board members.

7. Presentation of Candidates

Tom Jones, chair of the Nominations and Elections Committee, recognized the other members of N&E Committee. He then introduced the three candidate's running for one year term on the Audit Committee and the eight candidates for Board of Directors for two year terms.

Audit Committee Candidates:

Henry Haslinger, 4A Ridge Road

Jonathan Gordy, 2P Plateau Place  
 Jacqueline Lilly, 13N Hillside Road

Board of Directors Candidates:

Leah Cohen, 4D Hillside Road  
 Fritz Gutwein, 4H Laurel Hill Road  
 Chuck Hess, 42D Ridge Road  
 William C. Jones, 15D Ridge Road  
 Paul Kapfer, 6E Hillside Road  
 Steve Skolnik, 8A Ridge Road  
 Peter Toth, 2S Gardenway  
 Linda Warren Seely, 15K Laurel Hill Road

The candidates gave brief presentations.

8. Nominations and Elections of the Nominations and Elections Committee

Jones announced that five open positions existed on the Nominations and Elections Committee and five members have consented to run: Tom Jones, Terry Kucera, Theresa Henderson, Anna Socrates and Alexander Barnes for the one-year term May 2017-May 2018. N&E Chair Jones explained the process for members to cast their vote. Before opening the floor for further nomination for the N&E Committee, Skolnik recognized County Councilman Todd Turner. Turner thanked GHI for supporting county initiatives.

Skolnik opened the floor for further nominations for the N&E Committee; no further nominations were made.

**Motion: I move to elect the five candidates to the N&E Committee by acclamation.**

Moved: Chuck Hess	Seconded: Sylvia Lewis	Carried
42D Ridge Road	2C Gardenway	

9. Old Business  
 None

10. New Business

10a. – Proposals for Changes to the Bylaws.

**Proposed Motion #1** In Article III.3 Membership/Privileges of Members, It is proposed to remove the phrase “~~for the consideration of stated particular subjects, the nature of which shall be announced publicly before the Board enters into Executive session.~~” from the first sentence and replace with the phrase “**Any consideration of contracts in Executive Session requires prior public announcement of the nature and scope of the contracts by printed and electronic means as soon as practicable.**”

Proposed Motion #1 was placed on the floor for membership consideration. Several members made suggestions to the wording after which the following Motion was made.

**Motion: Change the first sentence in Article III.3 to read: “Members of the Corporation shall be permitted to attend meetings of the Board of Directors and shall be excluded from such meetings only if the Board by a three-fourths vote should enter into an executive session. Any consideration of contracts in Executive Session requires prior public announcement of the nature and scope of the contracts by printed and electronic means as soon as practicable.”**

Moved: Ed James

Carried

56D Crescent Road

Vote was taken on the motion and the motion carried.

**Proposed Motion #2** In Article V.5 Directors / Meetings. It is proposed to add the following sentence to the end of the Article: “At most two members of the Board may attend a Board meeting by remote electronic means, whereby the Board member can hear the other Board members speak and can speak so the other Board members can hear.”

Proposed motion #2 was placed on the floor for consideration.

**Motion:** Add the following sentence at the end of Article V.5 Directors / Meetings: “At most two members of the Board may attend a Board meeting by remote electronic means, whereby the Board member can hear the other Board members speak and can speak so the other Board members can hear.”

Moved: Chuck Hess

Failed

42D Ridge Road

Comments were made by the Board and members after which a vote was taken and the motion failed.

**Proposed Motion #3** In Article III.2 Membership Enrollment it is proposed to change the third sentence by replacing the last phrase of it as follows: “If the Board rejects an application or fails to act upon it within two months from the date of the submission of the application, ~~and if the applicant desires further consideration of his or her application, the applicant shall request it from the Board~~ **the applicant will be advised by GHI staff in writing of their right to appeal and the appeal procedure.** The Board will then consider the applicant’s appeal within three months. If an applicant files an appeal, and if the Board does not approve the application within the three-month period for consideration, the application shall be deemed to have been rejected.”

Proposed Motion #3 was placed on the floor for consideration. Several members offered amendments to recraft the wording of the proposed motion, which resulted in the following motion being made:

**Motion:** In Article III.2 Membership Enrollment, change the proposed motion to read: “If the Board rejects an application or fails to act upon it within two months from the date of the submission of the application, the applicant will be advised in writing of their right to appeal and the appeal procedure. The Board will then consider the applicant’s appeal within two months. If an applicant files an appeal, and if the Board does not approve the application within the two-month period for consideration, the application shall be deemed to have been rejected.”

Moved: Bill Jones

Carried

15D Ridge Road

Vote was taken on the motion and the motion carried.

At this point President Skolnik asked the membership to move to 10b – Members’ Petitions.

10b – Members’ Petitions.

A duly signed petition, received in accordance with the provisions of the Bylaws, is before the membership requesting to add a Section 4 to Article VII of the bylaws.

**Motion:** The following section shall be added to Article VII of the GHI Bylaws:

**“Section 4 – Scheduling of Committee Meetings. Meetings should be scheduled so as to maximize attendance of committee members. No GHI committee or task force shall set a regular meeting schedule that conflicts with a recurring obligation of an elected or duly-appointed member, provided such member raises an objection verbally or in writing to the Chair.**

Moved: Paul Kapfer

6E Hillside Road

Seconded: Stefan Brodd

2C Westway

Amended  
and failed by  
a vote taken  
later

**Amendment:** Replace the wording beginning with “No GHI committee or task force” with a new phrase: “Neither the audit committee nor the nominations and elections committee shall set a regular meeting schedule that conflicts with a recurring obligation of an elected or duly-appointed member, provided such member raises an objection verbally or in writing to the Chair.

Moved: Tom Jones

1C Woodland Way

Seconded: Sylvia Lewis

2C Gardenway

Failed

Considerable discussion of the petitioners’ motion took place. A vote on the amendment was taken and the amendment failed. A vote on the motion was taken and the motion failed.

**Proposed Motion #4:** In Article VII.2 Committees/Audit Committee it is proposed to change the third sentence of the next to last paragraph as follows: “An annual appropriation for the Audit Committee in the amount of ~~\$1,000~~ **\$7,500** shall be included in the operating budget of the Corporation and the Audit Committee shall be authorized to engage legal, accounting, tax or other consultants or clerical assistants as may be required to facilitate the work of the Committee up to the total amount of the appropriation.”

Proposed Motion #4 was placed on the floor. Discussion of the need for this change met with favorable comments being made from the membership.

**Motion:** In Article VII.2 Committees/Audit Committee change \$1,000 to \$7,500 in the third sentence of the next to last paragraph, as follows: “An annual appropriation for the Audit Committee in the amount of **\$7,500** shall be included in the operating budget of the Corporation and the Audit Committee shall be authorized to engage legal, accounting, tax or other consultants or clerical assistants as may be required to facilitate the work of the Committee up to the total amount of the appropriation.”

Moved: Molly Lester

6M Hillside Road

Seconded: Midge Cruz

8-P Laurel Hill Road

Carried

Vote was taken on the motion and the motion carried.

**Proposed Motion #5** In Article XI.1 Indemnification, it is proposed to insert a phrase to cover decision-making and elected committees, as follows: "To the maximum extent permitted by Maryland law and as provided in Maryland law in effect from time to time, the Corporation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former director or officer of the Corporation or (ii) any individual who serves or has served on the Audit Committee, the Nominations and Elections Committee, or the Investment Committee, or (iii) any individual who serves or has served another corporation...".

Proposed Motion #5 was placed on the floor for consideration.

**Motion:** In Article XI.1 Indemnification, insert a phrase to cover decision-making and elected committees, as follows: "To the maximum extent permitted by Maryland law and as provided in Maryland law in effect from time to time, the Corporation shall indemnify, and shall pay or

reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former director or officer of the Corporation or (ii) any individual who serves or has served on the Audit Committee, the Nominations and Elections Committee, or the Investment Committee, or (iii) any individual who serves or has served another corporation...".

Moved: Stefan Brodd  
2C Westway

Carried

Vote on the motion was taken and the motion carried.

**Proposed Motion #6** In Article II.1: Purpose and Powers, it is proposed to change the first sentence by replacing two words, as follows: "The purpose for which the Corporation has been organized is to purchase or otherwise acquire, operate, and manage housing projects in Greenbelt on a ~~non-profit~~ **not-for-profit** basis, and in the interest of and for the housing of its members, to purchase or otherwise acquire memberships or interests in a ~~non-profit~~ **not-for-profit** cooperative mortgage company organized by the Corporation and the National Consumer Cooperative Bank or its successors for the purpose of making unit loans to members of housing cooperatives, including the Corporation."

Proposed Motion #6 was placed on the floor as follows:

**Motion:** In Article II.1: Purpose and Powers, change the first sentence by replacing two words, as follows: "The purpose for which the Corporation has been organized is to purchase or otherwise acquire, operate, and manage housing projects in Greenbelt on a not-for-profit basis, and in the interest of and for the housing of its members, to purchase or otherwise acquire memberships or interests in a not-for-profit cooperative mortgage company organized by the Corporation and the National Consumer Cooperative Bank or its successors for the purpose of making unit loans to members of housing cooperatives, including the Corporation."

Moved: Stefan Brodd  
2C Westway

Carried

Vote was taken and the motion carried.

## 11. Good and Welfare

11a. Announcements: Jenny Jurling, 16D Ridge Road, solicited volunteers to join the Communications Committee. Steve Skolnik, 8A Ridge Road solicited volunteers for the Member Outreach Committee. Martha Scheel, 15J Laurel Hill Road advocated having a Marketing Committee.

### 11b. Door Prizes:

- i. Three \$100 gift certificates toward GHI co-op fee:  
William Hager, 46M Ridge Road  
Peter Toth, 2S Gardenway  
Samuel Waite, 16C Ridge Road
- ii. Four \$25 gift certificates to Co-op Supermarket:  
Bill Jones, 15D Ridge Road  
David Morse, 46D Ridge Road  
Lucia Pugnali, 73B Ridge Road  
Jean French, 14V4 Ridge Road
- iii. Five \$20 gift certificates to the New Deal Café:  
Karen Kilborn, 59E Ridge Road

Catherine Hardy, 3C Eastway  
Barbara Young, 16A Ridge Road  
Douglas Igelsrud, 37K Ridge Road  
Isiah Horton, 20D Ridge Road

12. Recess.

**Motion: To Recess for voting.**

Moved: Chuck Hess  
42D Ridge Road

Seconded: Barbara Young  
16A Ridge Road

Carried

The meeting recessed at 10: 48 p.m.

Ed James  
Secretary