

Minutes  
Greenbelt Homes, Inc.  
Annual Membership Meeting – May 19, 2010

1. Issuance of Voting Cards: Voting cards were issued to members at the registration tables.
2. Proof of Due Notice of Meeting: Secretary James presented a postal receipt from the Greenbelt Post Office dated May 4, 2010, certifying that Greenbelt Homes, Inc. delivered 1,600 pieces of presorted, first class mail, postage pre-paid at 44 cents each at a total cost of \$704.00 to the facility. This constitutes 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 7:30 p.m., 112 members in good standing had registered. He certified that a quorum was present to conduct business.

President Agans called the meeting to order at 7:35 p.m. She introduced John D. Stackpole as parliamentarian and Patty Muldowney as recording secretary.

4. Approval of Agenda: President Agans introduced two changes to the agenda for the meeting. Item 6b, Embezzlement Information, was added. Under item 11, Good and Welfare, announcements were added as item 11.c.

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

Moved: Chuck Hess	Second: Jane Menis	Carried
42D Ridge Road	4E Ridge Road	

5. Action on Minutes of May 21, 2009

**MOTION: MOVE APPROVAL OF ANNUAL MEMBERSHIP MEETING MINUTES OF MAY 15, 2008, AS REVISED.**

Moved: Kate Bucco	Second: Dorothy Lauber	Carried
14Z3 Laurel Hill Road	9M Ridge Road	

6. Report of Officers, Directors and Elected Committees:  
President Agans offered members a chance to address the contents of the annual report of officers, directors, and elected committees. There was no discussion.

- 6a. Awards Presentation:

President Agans asked Director Errol Mazursky to come forward. Mr. Mazursky is not running for an open Board seat, but has been on the Board for two terms (three years). President Agans read a plaque before presenting it to Director Mazursky and thanked him for his service.

- 6b. Embezzlement Information:

President Agans asked how the membership wanted the information presented: 5 bullet points or a full page. The crowd indicated that they wanted to hear the long version. President Agans read the summary about the embezzlement, which included background checks on the employee in question and references obtained from previous employers. Ms. Agans read that when the employee did not come into work, staff looked into it and realized that funds were missing. At that point, the Greenbelt Police, as well as GHI's insurance company, were notified. Staff later learned that the employee, who had oversight of GHI payroll, bank reconciliations, and journal entries, manipulated information to conceal the theft. Ms. Agans explained that an insurance

claim has been submitted; the loss will be covered (minus the cost of the deductible). Ms. Agans then read the changes that have already been made by the Finance Department in response to this situation: no cash will be accepted over \$25; any cash received will be deposited immediately; combinations to safes have been changed; the payroll company used by GHI has been changed; and only the Director of Finance and Bookkeeper will have access to payroll information. Additionally, Ms. Agans shared that more stringent employment screening practices have been put in place, including implementing a nationwide background check. President Agans then opened the floor to questions.

Ms. Barbara Gremour of 15K Laurel Hill Road asked which states were included in the background check on the employee in question. President Agans responded that Maryland and West Virginia (her state of residence) were included.

Mr. Bob Cochran of 33D Ridge Road inquired if the employee in question had access to membership applications or member information, including social security numbers. President Agans stated that as Accounts Manager, the employee in question did have access to that information.

7. Presentation of Candidates

Agans asked the candidates to come to the stage.

Kathleen Gallagher, Chair of the Nominations and Elections Committee recognized members of the N&E Committee: Michael Iacangelo, Ginny Jones, Marat Moore and Liz Roslewicz. She recognized Joan Krob, Director of Member Services, and her staff for guiding the committee through the election process and thanked staff member Christine Gyemfi for her work in enhancing the information about the election on the website. Ellen Folkee helps with the paperwork, ballots. Ms. Gallagher described the election process, including candidate presentations and voting procedure.

Ms. Gallagher explained the role of the Audit Committee and introduced the candidates for Audit Committee for the three open one-year terms: Chuck Hess and Dianne Wilkerson. Each candidate gave a three-minute presentation.

Ms. Gallagher next introduced candidates for the Board of Directors for the four open two-year terms: Ed James, Diana McFadden, David Morse, and Irv Wartell. Each Board candidate gave a three-minute presentation.

Ms. Gallagher expressed appreciation to the candidates for their willingness to run and serve on the Board and Audit Committee. She shared information about the election process, which will begin at this meeting and end tomorrow, and explained how results will be shared. President Agans thanked Ms. Gallagher and the Nominations and Elections Committee.

8. Nomination and Election of Nominations and Elections Committee:

President Agans said that four members have given their consent to serve on the N&E Committee: Frank DeBernardo, Robin Everly, Kathleen Gallagher, and Ann Landry Lombardi; five one-year terms are open. Additional nominations were solicited from the floor; none was forthcoming. The following motion was made and carried by voice vote:

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

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

9. Old Business: There were no items for discussion.

10. New Business10a. Proposed Changes to the Bylaws

Kathleen Gallagher summarized the effect or intent of each proposed change to the Bylaws being offered. She began with the proposed change to the Article III, Section 5, Membership Requirement to hold Office which would state that in the case of a joint membership, only one member may run for or hold office at one time. Ms. Gallagher offered the suggested motion:

**MOTION: THE GHI MEMBERSHIP APPROVES OF A CHANGE TO THE BYLAWS, ARTICLE III, SECTION 5, MEMBERSHIP REQUIREMENT TO HOLD OFFICE TO INCLUDE THE FOLLOWING SENTENCE AT THE END OF THE PARAGRAPH: “IN THE CASE OF A JOINTLY HELD MEMBERSHIP, ONLY ONE OF THE MEMBERS FROM A HOUSEHOLD MAY RUN FOR OR HOLD AN ELECTED POSITION AT ONE TIME.**

Moved: Kathleen Gallagher  
6C Ridge Road

Second: Sylvia Lewis  
2C Gardenway

Tabled

Mr. Bill Jones of 15D Ridge Road spoke against the motion, pointing out that such a rule is unnecessary, as the membership need not vote for both members. Further, he argued, the proposed change would restrict the choice of the membership. He gave the example of a person whose spouse is a current member on the Nominations and Elections Committee; that person would not be able to run for elected office if this change is approved.

Ms. Maria Sylvia Miller of 19G Ridge Road stated that she is against the motion.

Ms. Sylvia Lewis of 2C Gardenway stated that she is for the motion, although she recognizes Mr. Jones' point about an incumbent person leaving one position to run for another. Ms. Lewis suggested changing the wording to state two members of the same household may not hold simultaneous positions on an elected committee or Board because having two members from the same household serving in an elected office could pose real problems. Ms. Lewis offered an amendment to the motion:

**AMENDMENT: STRIKE THE WORDS: “RUN FOR OR” FROM THE MOTION.**

Moved: Sylvia Lewis  
2C Gardenway

Second: Jane Menis  
4E Ridge Road.

Tabled

Mr. David Morse of 46D Ridge Road spoke in favor of the amendment. He stated that he would like to avoid the formation of cliques, which may happen with two people from the same household serving together.

Ms. Ginny Jones of 15D Ridge Road stated that this proposed Bylaws change did not originate from a husband and wife serving together, and did not occur this year. She shared that two unrelated people who shared a household and membership each wanted to run; the Board instructed the Nominations and Elections Committee that both would not be allowed to run. Ms. Jones then suggested that taking out “run for or” does not solve the problem, as both could run and the membership could then vote both members into office.

Mr. Mat Amberg of 6E Hillside Road stressed that the co-op needs to stop cutting down on the number of people who are eligible to run for and hold office. He noted that there is no competition for the Board or Audit Committee seats this evening and encouraged members to run and serve for office, as is a member's role in a cooperative.

Mr. Phillip Brandis of 14-C Hillside Road stated that he would accept as many members as are willing to run for office, but suggested that it may be dangerous having two members of the same

household serving on the same elected entity. Mr. Brandis suggested that more than one member from the same household could run as long as neither runs for the same elected panel.

Ms. Maria Sylvia Miller of 19G Ridge Road asked why people believe that just because two people share a home they would be of like mind and share the same views. She stated that she is an individual, and she and her husband would not vote the same way if they served together on the same entity. Ms. Miller suggested that the proposed Bylaws change is not appropriate.

Ms. Lee Ann Irwin of 13N Ridge Road asked why membership voting rights are limited to one vote per household. President Agans replied that the question does not pertain to the topic at hand and that Ms. Irwin inquire of her at recess.

Mr. Tom Jones of 1C Woodland Way spoke in favor of the amended motion which would allow the membership to evaluate whether two people from the same membership can or should be elected at the same time. Because the terms of each entity do not begin and expire at the same time, the motion without the amendment would not allow a member to run for office if their joint member were serving on an entity in a term expiring one to two days after the election.

Mr. Mat Amberg spoke against the proposed change once again, stating that in his opinion it reflects male supremacy.

Mr. Chuck Hess of 42D Ridge Road spoke against the proposed amendment stating it would allow one member from a household to serve on the Nominations and Elections Committee while another member of the same household could run for an open position on the Board or Audit Committee. He explained that one of the most important duties of the Nominations and Elections Committee is to oversee the election; this amendment could lead to questions in the fairness of an election.

Ms. Jane Menis of 4D Ridge Road suggested adding additional language to clarify overlapping terms of office and offered a further amendment.

**SECOND AMENDMENT: ADD THE FOLLOWING AT THE END OF THE PARAGRAPH: “IN THE CASE OF A JOINTLY HELD MEMBERSHIP, ONLY ONE OF THE MEMBERS FROM A HOUSEHOLD MAY RUN FOR AN ELECTED OFFICE AT ONE TIME. IN THE CASE OF A JOINTLY HELD MEMBERSHIP, ONLY ONE OF THE MEMBERS OF A HOUSEHOLD MAY HOLD AN ELECTED POSITION AT ONE TIME FOR MORE THAN ONE WEEK.”**

Moved: Jane Menis 4E Ridge Road	Second: Monica McAbee 9G Ridge Road	Tabled
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Ms. Amy Alford of 17E Ridge Road stated the intent of the amendment makes sense but that the wording needs further work.

**MOTION: CALL THE QUESTION.**

Moved: Sheila Alpers 34D Ridge Road.	Second: Amy Alford 17E Ridge Road	Carried
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**MOTION: TO TABLE THIS PROPOSAL UNTIL THE NEXT GENERAL MEMBERSHIP MEETING.**

Moved: Amy Alford 17E Ridge Road	Second: Kathy Jones 24H Ridge Road	Carried
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Vote on the motion to table carried. The parliamentarian clarified that the amendments as well as the main motion are thus tabled.

Ms. Gallagher introduced the second proposed change to the Bylaws - Article IV, Section 8, sub-sections a, b, c, d, e, f, g, h, i, j explaining that GHI's new compressed work week conflicts with the Bylaws outlining the schedule leading up to annual meeting. She explained that the proposed changes relate to the number of working days defined as days when GHI offices are open; the changes would provide clarification. The proposed change also deals with proxies and voting. Ms. Gallagher then made the following motion:

**MOTION: THE GHI MEMBERSHIP APPROVES OF CHANGES TO ARTICLE IV, SECTION 8. SUB-SECTIONS A, B, C, D, E, F, G, H, I, J OF THE BYLAWS AS RECOMMENDED BY THE NOMINATIONS AND ELECTIONS COMMITTEE AND ENDORSED BY THE BOARD OF DIRECTORS.**

Moved: Kathleen Gallaher  
6C Ridge Road

Second: Gwen Vaccaro  
8D Hillside Road

Tabled

Mr. Hess of 42D Ridge Road applauded the Nominations and Elections Committee for their work; however, he suggested that actual days might be better written into the Bylaws than working days. He argued that a day cannot be determined a "working day" until that day has passed. He then gave an example of a potential situation that could force the GHI administration to remain closed on what should have been a working day. Mr. Hess stated that he is opposed to the motion because of the ambiguities it could create. Ms. Gallagher stated that the ambiguities brought up by Mr. Hess already exist as the Bylaws are written; she admitted that there are pros and cons to each strategy.

Mr. Jim Cooney of 9L Ridge Road expressed objection to the motion. He stated there are two key issues that need to be separated: 1) filing for elections and issues related to running for office, and 2) definition of a proxy and how it can be used.

**AMENDMENT: THAT THE PROPOSAL BE SEPARATED INTO TWO PARTS: 1) DEALING IN DAYS PRECEDING FILING FOR OFFICE AND 2) DEALING WITH PROXIES. E AND F SHOULD BE A SEPARATE QUESTION.**

Moved: Jim Cooney  
9L Ridge Road

Seconded: Jane Menis  
4E Ridge Road

Tabled

**MOTION: THAT THE PROPOSED CHANGES TO ARTICLE IV, SECTION 8. SUB-SECTIONS A, B, C, D, E, F, G, H, I, J OF THE BYLAWS, BE RETURNED TO THE N&E COMMITTEE AND BROUGHT BACK AT THE NEXT OPPORTUNITY; AND THAT BOTH MOTIONS WILL BE TABLED UNTIL THE NEXT ANNUAL MEETING.**

Moved: Velma Kahn  
2L Research Road

Second: *(many seconds in the crowd)*

Carried

Vote on the motion to table carried.

Ms. Gallagher introduced the final proposed change to the Bylaws - Article X, Section 1. Amendments and explained the background for the proposal. At the last annual meeting, there was a petition brought forward at the meeting to reduce the size of the Board from nine to seven members. The Nominations and Elections Committee was concerned that such a petition could result in candidates who were not fully informed about the Board for which they were running. Ms. Gallagher explained that the proposed change states that any change that would have an impact on the process or procedure of the current meeting, or impact the size of the Board or length of a term, would take effect at the next meeting or election. She then corrected a typographical error in the proposed change to the Bylaw and

read a phrase that should have been added at the end: "...take effect prior to the next annual meeting and election."

**MOTION: THE GHI MEMBERSHIP APPROVES OF CHANGES TO ARTICLE X, AMENDMENTS, SECTION 1 OF THE BYLAWS AS RECOMMENDED BY THE NOMINATIONS AND ELECTIONS COMMITTEE AND ENDORSED BY THE BOARD OF DIRECTORS.**

Moved: Kathleen Gallagher  
6C Ridge Road

Second: Chuck Hess  
42D Ridge Road

Carried

President Agans invited any willing members to help the committee with Bylaw changes.

10b. Buildings Committee Presentation on Community Upgrade

Mr. Jim Cohen of 1D Northway introduced himself; he then gave a brief history of the Buildings Committee and invited members to visit the committee's table after the meeting. He explained that the Board asked the Buildings Committee to develop a program to improve efficiency and comfort in members' homes. Their work will lead to recommendations to the Board and membership on how this may be accomplished. Mr. Cohen shared the goals of the Buildings Committee:

- Reduce overall energy consumption and costs
- Improve comfort
- Make use of "green" energy
- Reduce lifecycle costs and preventative maintenance costs
- Minimize disruptions to households during improvements
- Maintain unique historic character

Mr. Cohen explained the committee's structure, welcomed members to join the Friends of the Buildings Committee and shared the work that the committee has done to date, including the study done by the consultant Ardently Green. This study focused on six homes (two of each type structure); Ardently Green was able to simulate the effect of upgrades on each type of home, including the approximated cost and payback periods of the upgrades. Mr. Cohen explained how this upgrade would differ from the rehab done in the 1970s noting that the upcoming upgrade is proactive. He shared that a pilot program is in the design phase and will test options for replacing baseboard heaters, installing siding on block homes, and how to minimize member inconvenience during upgrades, along with other factors of the upgrade. Mr. Cohen then outlined the three phases of the program and the timeline for each phase. Finally, he explained how the pilot homes would be chosen, the implications for GHI members and noted that the upgrades would result in lower energy costs, which would offset the increase in coop fees. He assured the membership that the committee will look into incentives and grants for the project.

Mr. Cohen wrapped up the presentation by encouraging members to become a Friend of the Buildings Committee, attend Buildings meetings, and spread the word about the upgrade. He thanked the committee for the work they have done, as well as Mr. Eldon Ralph, GHI's Assistant General Manager. He invited members to the Buildings Committee table and welcomed questions from members at the table.

10c. Strategic Plan Update

President Agans gave a brief update on the Board's strategic plan. Their two-year plan addresses topics including an upgrade to GHI's website (with a resulting increase in marketability of GHI), the energy upgrade, and a study of the addition maintenance program. The Board's 20-year strategic plan looks at topics such as Greenbelt's 100<sup>th</sup> anniversary, affordability, livability, and

sustainability. She explained that there is a purpose to the Board's work, and that the strategic plan was composed based on members input, the charrette, and the work of the Green Ribbon Task Force.

10d. Update on Homestead Tax Status

As the Board Treasurer, Ms. Sylvia Lewis explained the homestead tax credit. She explained that there is a 10% increase cap on state of Maryland property taxes, but that homeowners must apply for this credit. Ms. Lewis explained that in order to qualify for the credit, the home must be owner-occupied and the owner must have lived in the home for at least one year. Currently, GHI has every member covered by the homestead tax credit; this will soon change. Ms. Lewis stated that each of GHI's 1600 members would need to fill out the application in the future. For now, the Board and GHI staff is waiting for further instructions from the state. She stressed that members should not fill out the application now, but should wait for further instruction from the Board and staff.

There was a question from a member in attendance regarding the impact of home sales on taxes. Ms. Lewis responded by saying that when a member sells his or her unit, there will be a significant increase in taxes for the new owner; in some cases, this increase may be double. Ms. Lewis added that those members currently subleasing their units would also be subject to the increase in tax, as they will not be covered under the credit.

11. Good and Welfare

11a. Special Awards Presentation

President Agans recognized GHI staff members, especially those who worked so hard during the snow storms in December and February. She invited Mr. Matt Berres to come forward and presented him with an award as a representative of the staff. Mr. Berres thanked all members for their patience, kindness, and helpfulness as he and his staff struggled to clear courts and sidewalks. He explained some employees did not go home for more than a week; they slept on the floor of the office until GHI was unburied. Mr. Berres thanked all members who did what they could to keep morale up, especially those who brought food for the employees.

11b. Door Prizes – Mr. John Henry Jones pulled the tickets for door prizes.

- i. \$100 Gift Certificates toward GHI Co-op Fee (3): Claude Aubert, 35H Ridge Road; Kathy Hall, 34M Ridge Road; Michael Hartman and Lore Rosenthal, 2R Gardenway
- ii. \$25 Gift Certificates to the New Deal Café (4): Amy Alford, 17E Ridge Road; Doris Kirschbaum, 42K Ridge Road; Mike Reinsel, 43D Ridge Road; Dan Kahn, 11P Ridge Road;
- iii. \$25 Gift Certificates to Co-op Supermarket (4): Jane Menis, 4D Ridge Road; Karen Kilbourne, 59E Ridge Road; Beverly Dzidich, 8S Laurel Hill Road; Frank DeBernardo, 13D Laurel Hill Road

11c. Announcements:

- Ms. Agans explained the committee tables around the room and encouraged members to visit them.
- The Community Beautification began on May 1.
- There is a Snow Removal Team working to enhance procedures related to snowfall, including communication with members.
- Gutter cleaning will begin on May 24.
- 50% of the damage to gutters and roofs because of snow and ice has been completed; all work will be done by the end of May.
- There will be a meeting at the community center on June 2 regarding proposed changes to Metro bus routes in Greenbelt.

- Mr. Peter Blank of 1B Plateau Place, co-chair of the Woodlands Committee, spoke about free-roaming cats. He explained that the Woodlands Committee is working with the Companion Animal Committee to raise awareness about the danger of allowing cats to roam free outdoors. He then shared reasons for keeping cats indoors.
- Ms. Anna Socrates of 14J Ridge Road shared the winners of the haiku contest held by the Communications Committee.
- Mr. Cary Coppock of 9D Ridge Road explained that storm water legislation was weakened this year. Mr. Coppock urged members to speak to county representative Turner about this issue, and to speak to vendors at the farmers' market about their practices.
- Ms. Lore Rosenthal of 2R Gardenway shared information about wind energy.
- Mr. Tom Jones of 1C Woodland Way raised a question about the annual report related to large figures without corresponding notes: 1) administrative expenses were half a million dollars more than what was budgeted; and 2) "other income" was \$220,000 more than expected. Ms. Lewis promised to look into these questions and share the answers with the membership.

12. Recess

**MOTION: TO RECESS.**

Moved: Chuck Hess  
42D Ridge Road

Seconded: Tom Jones  
1C Woodland Way

Carried

The meeting recessed at 10:10 p.m.

Ed James  
Secretary