

CHAPEL GROVE HOMEOWNERS' ASSOCIATION
Minutes of the Organizational Meeting
November 1, 2006

The Board of Directors of Chapel Grove Homeowner's Association met at the Odenton Fire Station on Wednesday, November 1, 2006.

Present were:

Doug Zander – President
Nancy Gossard – Vice President
Luella Bressler - Secretary
Byron Malogrides – Treasurer
Randy Buckley – Member-at-Large
Mike Miller – Member-at-Large
Jim Frank – Parking Committee

Kerrie Wilson – ProCom
Jerry Pruchniewski -ProCom
Laurie Thorne – Recording Secretary

PRE MEETING DISCUSSION

Doug Zander opened with a review of the procedure of the process of selecting officers of the Board of Directors. He explained to the homeowners present that all board members have been elected to the Board, and would discuss amongst themselves who is interested in each position, and collectively decide who will hold each position. When Doug and Nancy were brought onto the Board last November, they discussed it, and Doug was interested in President, and Nancy interested in the Vice President position, so they proceeded accordingly. When the rest of the Board was brought on in January they held a discussion, and decided since Doug and Nancy had been in their positions for just a couple of months, they would stay in those positions. The balance of the Board was then brought on, and they voted for the positions of Secretary and Treasurer. Once the Organizational Meeting is called to order this evening, the Board will discuss who wants each position this year, and “trade hats” if that is called for. The Board has prepared reference sheets to help each person understand the responsibilities of each position, so everyone is aware of them. Therefore if someone is not able to execute their duties, they should bring it to the Board, so that it can be discussed and those duties can be reassigned so nothing falls through the cracks. All Board Members currently have a three-year term per the governing documents from Winchester Homes. If a board member were to determine that they were no longer able to fulfill their obligation, someone would be appointed to complete the remaining portion of that individual's term. At the end of the term, it would go out to a vote to the community. Byron Malogrides added that two years from now, the terms will begin to be staggered with one, two and three year terms so that one third of the Board will be up for re-election each year.

CALL TO ORDER

Doug Zander called the Organizational Meeting of the Chapel Grove HOA to order at 7:59 p.m.

ORGANIZATIONAL

Doug opened the meeting with a call for anyone interested in the position of President. Nancy Gossard expressed interest in the position. Doug called for any other individuals who might be interested in the position. Luella Bressler offered her support of Nancy and indicated that since Nancy is now retired she would have the time to commit to the position. Doug acknowledged Luella's comments. Mike Miller questioned whether Doug had interest in continuing on in the position. Doug shared that he has enjoyed his term as President, but shared that there has been much change and indicated the need for all members to be involved. There have been times he has been told by Board Members that they did not have time for Board, and he is willing to let someone else be President and address these situations. Doug reiterated that he has enjoyed his tour, and would like to see people retain their positions since most have only been in their position for one year, but he is not ready to say that he will be President for one more year. Doug called for a vote on the matter of Nancy Gossard as President of the Board of Directors. Four members voted in favor of Nancy as President, and two members (Doug Zander and Byron Malogrides) abstained.

Doug continued the discussion, and called for interest in the position of Vice President. Jim Frank shared that he thought it would be inappropriate for him to express interest in the position since he has only been on the Board several months. Doug indicated that he thought Jim would be a fine Vice President. Mike Miller nominated Jim Frank for the position of Vice President. Jim declined the nomination. Luella Bressler suggested Doug Zander consider the position of Vice President. Doug declined the nomination due to his experience on the Board as President during this past year. Randy Buckley indicated that he could not commit to the Vice President position due to commitments in other areas. Jim Frank indicated that he would consider the nomination, but cannot commit this evening. Luella Bressler indicated that she would consider being Vice President, but would prefer someone else. A vote was called on the subject of Luella Bressler for the position of Vice President. All Board Members were in favor of Luella Bressler as Vice President.

Doug continued, and indicated that since Luella is now Vice President, the position of Secretary is now vacant, and even though the Association has a recording secretary, the Secretary position is important. The Secretary duties include being the holder of the Board minutes, and also include the dissemination of information to the community so that the community is aware of the Board's discussions and proceedings. Doug also indicated that this position is also the Board liaison for the recording secretary, and asked that Kerrie let Gail know this for the future. Doug indicated that there were three members at large last year that might want to consider stepping up to the Secretary position. Luella Bressler suggested Doug for the position and Doug declined, saying that he would like to be member at large due to time commitment involved. Nancy Gossard suggested Randy Buckley for the position of Secretary or Treasurer. Randy indicated that he would step down if he were required to be more than member at large. Luella Bressler suggested combining Secretary and Treasurer positions. Doug shared that the Secretary position is the one position that is allowed to be combined with the Treasurer position. A homeowner questioned whether or not the Association was allowed to hire a treasurer. Doug shared that he thought that the Board needed to explore the participation of all active board members before looking at hiring an outside treasurer.

Jim Frank suggested that the Board proceed to the discussion on the position of Treasurer, and asked if Byron Malogrides was interested in remaining in the position of Treasurer. Byron responded that he wants to be a member at large for the coming year. Jim then suggested the Board table the discussion for the future time. The

homeowner then asked what the next step will be if no one steps up into these positions. Doug shared that last year four people held the officer positions and committed a significant amount of time to the community. There were some duties did not get completed and there is a need for them to be accomplished. Doug believes that the members at large need to step up because they were elected. Another homeowner asked for clarification as to whether or not the Board can come to the community for assistance. Doug shared that the next step would be for a board member to resign so that someone from the community could step up into the position. Luella believes that the governing documents allow someone to be appointed into the positions of Secretary and Treasurer, without being a Board Member.

Doug then asked if there were a recommendation from Board as to how to proceed. Mike Miller asked when the decision needed to be complete. Kerrie indicated that decision would need to be made by the next meeting, and that all individuals would continue to hold their current positions until all positions were decided.

Doug indicated that it appears that the Board needs to have their planning meeting and have a discussion of who is interested in what positions, and who will step up into the remaining key positions. While he doesn't want to see anyone step down, he also believes it is unfair to have the same people in the same positions while other people stand by. Randy Buckley then shared that he has seen heat the key positions have endured, and he does not feel he can accept that responsibility, and therefore he is stepping down from the Board. A homeowner then shared that she sensed dissension amongst the Board, and suggested that the Board needed to come together to work this out. Doug responded that he has encouraged involvement by all board members, and has asked people for their involvement for their area of responsibility and there are times that no answer comes back. He believes that it comes down to people making the commitment to dedicate the time necessary to do the job they signed on for, or be big enough to step down from the position. Accordingly, Doug respects Randy's position, and is appreciative of Nancy's willingness to step up, and thinks all board members need to look internally and consider what they were elected to do. And if they have not yet done that to this point, they should consider this option. Doug also indicated that when the Board asks for information from the community, we are hopeful that we will get a response from the community. A homeowner then shared that she had signed up to volunteer on the list that circulated at the May meeting, but had yet to be contacted. Doug deferred a response to Nancy, as she is the covenants liaison, and that was the group responsible for the list. Nancy shared that Paul never received the list. Kerrie indicated that she hand delivered the list. Doug indicated that they tried to align various areas with board member responsibilities, and that he has tried to communicate the need to follow through on committed responsibilities and that has not always happened and he has been told that he cannot direct people what to do as these are volunteer positions. He would encourage homeowners interested to step up and become involved and he shared that he is willing to work with them to get them up to speed. A homeowner then asked what the term is. Doug responded that it will be three years from last January, and you would be appointed until the next election.

Doug suggested taking the meeting offline, and encouraged board members to determine what commitment they could make to the Board during the interim. Doug also asked for the Board's indulgence in determining the date for planning meeting due to the lack of his personal calendar. A homeowner then asked if this would be resolved by next meeting. Kerrie indicated it would be resolved and that all board members would remain in their same positions until the issue is resolved. Doug continued that any member of the Board could step down at any time, regardless of election, appointment or anything else.

A homeowner then asked if there is dissension on Board, if the matter can go back to the community. Doug indicated that the community always has input. He continued that it would go back to community and require a 51% vote of all homeowners to remove a Board Member. It was then asked if Winchester votes would be used in this decision. Doug indicated that he did not believe so as it has not been handled in this fashion in the past, but deferred to Kerrie and Jerry for their interpretation. Doug does not believe that the matter would get to that point, and thinks there would be a resolution at next planning meeting.

ADJOURNMENT

Doug called for a motion to adjourn the Organizational Meeting and move into the Executive Meeting, with the current board positions intact. Jim Frank so moved, and Nancy Gossard seconded the motion. All in favor. The Organizational Meeting of the Chapel Grove HOA was adjourned at 8:23 p.m.

Approved by: _____ Date: _____
President

Submitted by Laurie Thorne/Recording Secretary on November 8, 2006