

MINUTES OF THE FEDERAL HILL NEIGHBORHOOD ASSOCIATION (FHNA)  
MEETING OF DECEMBER 20<sup>TH</sup>, 2011



*To Preserve And Promote Our Historic Lifestyle*

MINUTES OF THE FEDERAL HILL NEIGHBORHOOD ASSOCIATION MEETING  
OF DECEMBER 20<sup>TH</sup>, 2011

The start of the meeting was delayed due to the heavy attendance and the need to have each attendee sign in and for those qualified to vote at this meeting to be given ballots. All voting members were required to sign in and additionally sign for their ballot.

The meeting was called to order by Ryan Hada, president at 7:23 p.m.

In his introductory remarks he referred to the several emails and legal opinions that have characterized recent days and stated his desire to move ahead in a productive direction.

Mr. Hada stated that this meeting is highly important. It will be recorded and videotaped to provide a complete legal reference and public record. The assemblage was asked to voice any objection to recording these proceedings. None were made. He also indicated that the packet placed on each chair is intended to be a supplement to the agenda with references to cited information.

Mr. Hada then requested that John D. Stackpole, a Certified Professional Parliamentarian with the American Institute of Parliamentarians; and a Professional Registered Parliamentarian with the Association of Parliamentarians, be appointed as presiding officer for this meeting. A motion was made and seconded to appoint Mr. Stackpole the chairman for this meeting. The motion was approved by voice vote.

A motion was made and seconded to appoint Bob O'Donoghue, a resident of Federal Hill and a member of the Association as Acting Secretary for this meeting, in the absence of the current Secretary, John Rehmert. The motion was approved by voice vote.

Mr. Stackpole began by stating "this is your meeting." The first item on the agenda regarded the Board of Directors motion to remove Ryan Hada as president. It was explained that the bylaws specify that removal of a Board member is a two-part process: first, a majority vote by the Board to remove the member; AND second, then the vote at

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the next general membership meeting to ratify the removal by an affirmative vote of the majority of voting members present.

A motion was made and seconded to ratify the vote of the Board to remove Mr. Hada. Discussion from the floor included;

- Comments from Jim Keat, longtime resident and former FHNA president that he felt that this and planned motions are interrelated and should not be considered one by one. We should discuss the fact that this is a serious personality conflict.
- A question was asked as to the current Board members. The answer was Paul Robinson, Tom Gregory, John Rehmert and Ryan Hada.
- Lane Burke, another long time resident stated that she has been attending general meetings since the very first one. She has seen between 18 and 50 members. This is the first time that she has seen the full neighborhood present at a meeting and felt that tonight was the first time since the inception of FHNA that she has seen the neighborhood come together like this.

A motion was made and seconded to stop debating and move the previous question directly to a vote without further debate. The voice vote on this motion being questioned from the floor as inconclusive, the motion was then approved by a count of those standing who first were in favor of stopping debate and second those opposed to stopping debate. The chair affirmed that more than two thirds were in favor of stopping debate and moving to a vote on the original question.

The chair reminded the members present that a positive vote ratified the Board's decision to remove Ryan Hada as president and a negative vote did not. A voice vote was requested and the motion to ratify the Board's action and remove Mr. Hada was defeated by voice vote. Ryan Hada therefore remains as president.

A Point of Order was made that the election of Ryan Hada six months or so ago was not proper. The Chair ruled the point well-taken and that the election in May 2011 was not successfully completed and according to *Roberts Rules of Order, 11<sup>th</sup> Edition*, and now we must proceed to complete that election.

A motion was made and seconded to nominate Ryan Hada as president. Although requested, no further nominations were forthcoming. The Chair then ruled that since there were no other nominations, Mr. Hada is hereby elected as president by acclamation.

Mr. Hada then commented on the alleged irregularities concerning his election at the May general meeting. There was a question raised as to whether he was a member in good standing at the time of that election. He stated that he paid his membership dues in cash at the December, 2010 FHNA holiday party. Apparently this was not recorded properly and presumably the funds were taken as admission fee to the party. When informed of that fact he symbolically wrote an additional check which was done 29 days before the election meeting in 2011. Paul Robinson, outgoing president, presided over the election at that meeting and John Rehmert was also believed to be present. No objections to his

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election were raised at that time. Six months later, this alleged technicality has been raised.

Prior to the next order of business the count of the present attendees was announced. FHNA has 223 voting members at this time. Tonight 116 are present, 52% of the voting members, a majority according to the bylaws.

When notification is given sufficiently ahead of time, the membership can remove individuals from the Board. Specifically, Mr. Stackpole noted that the packets of information provided to general membership included documentation of: the letters requesting the removal were dated at least 30 days prior to the December 20<sup>th</sup> meeting; and that the general membership was notified at least 21 days prior to the meeting of the intent to remove.

A motion was made and seconded to remove Paul Robinson, Tom Gregory and John Rehmert from the Board of the Federal Hill Neighborhood Association.

Comments for the floor relative to this motion included:

- Since there is a “cloud of suspicion of legitimacy” over this meeting it was recommended that a separate vote of confidence or no confidence be done on each of the three individuals.
- Last month’s motion requesting the resignation of the three individuals was pretty clear in passing 49 to 6.
- We should vote on them individually.
- I would like to hear some specific reasons why these individuals should be removed. My mind is not made up.
- When the Gran Prix came to town, impacted neighborhoods were awarded \$100,000 in total, the Federal Hill Neighborhood Association received \$10,000. Over the course of 2 General Membership Meetings, there was debate over how to use the funds, i.e., whether to use the funds for a single project or split them between 4 projects. Without any prior discussion with the full FHNA Board or the membership an article appeared in the Baltimore Sun indicating that FHNA was contemplating returning these funds to Baltimore Racing Development. I had no prior notice of this concept. This article and the reaction to it was the catalyst that subsequently led to all of the recent efforts to remove Mr. Hada. In short, the Board tried to circumvent all normal processes. When I objected, in their mind I became the problem
- Who wrote the email suggesting return of the funds? Mr. Hada declined to say.
- Who authored the letter requesting removal of the 3 individuals? Lamberto Comacho.
- These 3 individuals have arrogantly misrepresented the neighborhood and have not reflected the goodwill and spirit of Federal Hill.
- They are the best group ever. Half of you moved here to flip your homes.
- I have been insulted and degraded and cheated out of funds.
- I am upset about the tone here tonight.

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A motion was made and seconded to modify the original motion and to vote for removal of each individual separately, i.e., divide the motion into 3 parts. A vote was taken, 44 were in favor, 51 were opposed - the motion was defeated.

A vote was taken on the motion to remove Paul Robinson, Tom Gregory and John Rehmert from the Board and their positions as officers of the Federal Hill Neighborhood Association. Members qualified to vote at this meeting had been given a ballot upon arrival. They were asked to mark their ballot with a "Yes" signifying approval of the motion or a "No" indicating opposition.

Only ballots that were issued and signed for by voting members were collected and counted. The results were 97 in favor of the motion to remove, 7 opposed, 1 abstention, 11 with no ballot turned in. One in favor vote was disqualified as it was not submitted on an issued ballot. The motion was approved.

The Chairman requested a vote to direct Bob O'Donoghue, acting secretary, to retain the physical ballots for a period of 30 days. Mr. Stackpole noted that the general membership approved the motion by voice vote.

According to the Chairman, Board resignations are merely requests until ratified by the general membership. Accordingly, votes were taken to accept the resignations of Jason Tyler and Scott Pevenstein. Both resignations were accepted by a voice vote.

It was indicated that Ryan Hada, president of FHNA and the only remaining Board member will proceed in the immediate future to appoint an interim Board. He stated that Board meetings will be open to all members unless an executive session of Board members only is required.

Ryan also indicated his intention to continue general membership meetings each month and open nominations for the acting Board positions at the January 2012 meeting and to hold votes at the February 2012 general membership meeting to confirm the interim appointments or elect new Board members. Regular elections will be held at the May 2012 annual meeting in accordance with the bylaws.

A motion was made and seconded to authorize the Board to approve the minutes of this meeting and to perform a review of the bank statements of FHNA for the previous 5 years reporting any perceived irregularities to the general membership. The motion was approved by voice vote.

A motion was made and seconded to give the president authority to access and control the FHNA website, logo, and any other situations that purport to represent FHNA. The motion was approved by voice vote.

A motion was made and seconded to have the Godaddy.com domain name, federalhillna.org to be placed under the control of the FHNA Board. The motion was approved by voice vote.

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A motion was made and seconded to authorize the president to request and receive all items that are the property of FHNA including all records and minutes of past meetings. The motion was approved by voice vote.

A motion was made and seconded to adjourn the meeting. The motion was approved by voice vote.

The meeting adjourned at 8:58 p.m.

Approved by:

Bob O'Donoghue – Acting Secretary - FHNA

Ryan Hada – President – FHNA

Wednesday, December 21st