



To Preserve And Promote Our Historic Lifestyle

Federal Hill Neighborhood Association (FHNA)
Special Meeting
General Membership (GM)
Meeting Minutes for December 12, 2013

Date: December 12, 2013	Start Time: 7:00 pm	Chair: Eric Costello
Location: Christ Lutheran Church, 701 S. Charles St.	End Time: 7:55 pm	Secretary: Ginny Gerhart
Board Members Present: Eric Costello, Jody Martin, Bob Merbler, Ginny Gerhart, Gayle McClure, Bob O'Donoghue		
Board Members Not Present: Claire Bogdanski		
Members / Guests in Attendance: Approximately 55		
<p>Itemized Agenda:</p> <ol style="list-style-type: none"> 1. Presentation on Parliamentary Process—Eric Costello 2. Vote by General Membership to ratify FHNA Board's two previous public positions on Crossbar Beer Garden—John Stackpole, Professional Parliamentarian 3. Explanation why General Membership can't vote to temporarily suspend our case in Circuit Court (currently scheduled for December 13)—Eric Costello & John Stackpole <p>Meeting was recorded for taking minutes.</p>		
<p><u>Introduction</u></p> <p>Eric stated this is a special meeting the Board of Directors called at a teleconference December 2. In order to call a special meeting FHNA bylaws require 10 days notice to the membership. The members should have received an email around 11:45 pm, Dec. 2. Today is Dec. 12, thus the 10 days notice. Several Board members recommended that the meeting occur as soon as possible because of what were at the time upcoming milestone for CrossBar:</p> <ul style="list-style-type: none"> • a Baltimore City Municipal Zoning and Appeals Board (BMZA) hearing on Dec. 10th, • a Board of Liquor License Commissioners (BLLC) hearing on the 12th, and • a Circuit Court for Baltimore City hearing on the 13th. The hearings were subsequently overcome by events. <p>Per the FHNA Bylaws, this meeting is limited to 3 items, found on the agenda. Eric stated that when he gets to item 3 he will explain why that item was overcome by events. Pages 2-4 with the agenda that Eric referred to are the Parliamentarian's report.</p> <p>Eric:</p> <ul style="list-style-type: none"> • In a November 25th letter to the Board, Board members Bob Merbler & Ginny Gerhart requested that a professional parliamentarian be commissioned to determine if President Eric Costello and the Board handled actions in relationship to the CrossBar issue in compliance with FHNA bylaws. • This meeting originally spun off a request by 21 other members. Citing Sect. 3 Art. 5 of the bylaws, the Group of 21, a group of FHNA members who oppose CrossBar, sent a 		



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letter “requesting a Special Meeting to discuss the CrossBar situation. Specifically ...how the FHNA President and Board of Directors have handled it, and whether their actions are in compliance with our FHNA Bylaws and the Open Meeting Laws of the State of Maryland.”

- The request hasn't been honored yet. Eric's had daily contact with the group's representative, Rufus Lusk, co-chair of the Liquor Advisory Committee. Rufus had 2 requests: that the Parliamentarian's report be distributed; he made another document request that's irrelevant to this meeting. The report was released via hard copy prior to the meeting. Eric hopes after this meeting the Group of 21 will make a determination whether or not to withdraw its request, if its questions have been answered. If they haven't been, Eric will meet with Rufus.

Eric discussed his reasons for not distributing the parliamentarian's report to the general membership: danger of leakage to the opposition, which would have put FHNA's opposition at severe risk. The Parliamentarian's report found material weaknesses in how the Board handled the CrossBar issue. If the opposition learned of the weaknesses FHNA would be exposed to a lawsuit, and all FHNA has done would have been at risk.

Item 1

- At an April 16 general membership meeting there was a heated discussion in which Brian McComas discussed his CrossBar proposal, followed by a Q&A session. Prior to that the Board had suspended rules; the Board made a mistake in good faith by extending the suspension of those rules. Till 2 weeks ago we didn't realize mistakes had been made.
- At the April 16 meeting no vote was taken on what public position we would take. We took a straw poll of whether to oppose XBar or not: membership was asked how many supported the proposal, how many wanted to negotiate, how many wanted to oppose. [From April 16 minutes, vote was 0, 10, 50, respectively.]
- At the May 15 general membership meeting we took 2 straw polls: 1) Out of 3 issues, food-alcohol percentage, capacity, and indoor-outdoor operations, choose the 2 of greatest concern. 2) Rank 6 different aspects of liquor operations. Purpose of straw polls: to take the temperature of membership and give FHNA a starting point for negotiations. (Keenan Dworak-Fisher provided the correct dates of the polls.)
- At an April 10 Board meeting the Board decided to hire an attorney and oppose the CrossBar proposal.
- At the June 27 Board of Liquor License Commissioners hearing we won in our opposition to transfer and expand the license and we lost on our contention the license wasn't valid.
- At a July 10 Board meeting the Board voted to pursue the validity issue in Circuit Ct.
- The topic was brought up at the following meetings:



- Oct. 10 Board meeting,
- Oct. 15 general membership meeting, and
- a special Board meeting on Oct. 21, during which an attempt was made to take a vote, which included voting via email. This action violated the bylaws and Robert's Rules of Order. During a teleconference Dec. 2 the Board declared the action null and void. Since then, the Parliamentarian report was commissioned, which clearly shows how the Board violated FHNA bylaws.

Item 2

Mr. Stackpole handled this item, at Eric's request; the membership voiced no objection. Mr. Stackpole stated there are 3 specific issues to deal with, all contained in his Parliamentarian report.

Issue 1 - He asked that someone make a motion to ratify the actions FHNA took June 27 before the Board of Liquor License Commissioners (BLLC). Ratification is granting forgiveness for misbehavior. Had the Board gotten the membership's permission, according to Art. 5 Sec. 7 of the bylaws, what the Board did would have been legal. Art. 5 Sect. 7 states: for FHNA to take a public position, the Board must first take it before the membership. Ratification makes it legal post-facto. John Rehmert made a motion to ratify the June 27 BLLC hearing to oppose Crossbar. There was no discussion. The members voted by raising of orange cards; the motion was adopted with one person opposing.

Issue 2 - To ratify the Board's position to fight the BLLC's denial of our motion to consider the license invalid. Diana Sugg made a motion to "ratify the Board's decision on July 26 to challenge the validity of the license in the Circuit Ct. of Baltimore city after unsuccessfully arguing so at the BLLC and pursuing that issue based on the vote of the FHNA Board of Directors on July 10, 2013. Motion was seconded. There was no discussion. Vote: the motion was adopted with one person opposing.

Item 3

Eric: This item was overcome by events. At a Dec. 6 Board meeting, the Board met, with FHNA attorney's Brook Lierman and Sharon Krevor-Weisbaum connected by phone, and voted (5 to 3) to postpone our case in Circuit Ct. until such time (tonight, Dec. 12) the general membership had the opportunity to ratify the Board's decision. On Monday, Dec. 9, Brooke Lierman argued in court in favor of a postponement. The BLLC's attorney argued against it. The FHNA Board's request was denied. The reason the Board decided to postpone the hearing was that the earliest we could postpone it with the membership's ratification was tomorrow morning, Dec. 13. Based on Circuit Ct. procedures, tomorrow morning would be too late. The only options available are to proceed with Circuit Ct. or dismiss it.

Mr. Stackpole: The position taken by the Board needs to be ratified. Bill Van Dyke so moved.



Jon Klapper: Point of order, stating that this paragraph (in the Parliamentarian's report) is new business for the Board re CrossBar and as such is tainted and can't be submitted except at a general membership meeting.

Mr. Stackpole responded: point not well taken. A special meeting is a meeting of the general membership and has in it the agenda that was sent out ahead of time. Substance in item 3 was sent out in timely manner.

Jon Klapper appealed the ruling of the Chair and proposed there be a new vote to postpone.

Bill Van Dyke made a motion to ratify the decision the Board made on Dec. 6 to attempt to postpone the hearing. Motion was seconded.

John Rehmert stated that ratification is a moot point.

Jessica Damen said to ratify is granting forgiveness. The Board should have consulted the membership. There was a tight timeframe.

Gayle McClure explained that the Board asked for a postponement, erring on the side of caution, in case the membership didn't ratify the Board's previous decisions and actions. The Board did not want to postpone the hearing otherwise.

Bill Van Dyke: Point of order, we're not giving the Board power to do anything in the future are we?

Mr. Stakepole: Correct. This is solely a ratification vote.

Albert Wu: Can we amend the motion by adding "to ratify the Board's decision on Dec. 6 to attempt to postpone the meeting on Dec. 12. As of the 13th, the issue is dead, so this vote can't be construed as suggesting that the Board was suggesting we postpone indefinitely."

Eric: "Point of order. On Dec. 6th the Board agreed to ask counsel to make the postponement for the Dec. 13 hearing on the 9th or 10th."

Keenan Dworak-Fisher: The worry is we requested a postponement but the BLLC attorney objected.

Eric: The BLLC attorney argued against postponement. The Circuit Ct. voted not to postpone.

Keenan: I'm concerned by ratifying we say we agree with this request. Then tomorrow morning, there are changes of minds. I don't want to leave this to chance. I'm uncomfortable with the authorization angle.

Mr. Stackpole: The motion to ratify is very limited in intent. It only means to ratify what was in the past. You can vote down the motion if you don't like what the Board did in the past.

Albert Wu: Point of order. He proposed an amendment not to occur after Dec. 12 to address Keenan's concern. "We don't want the complication of it being said FHNA still opposes tomorrow and still wants to postpone the hearing. Because now that we've expressed our will I'd like to see a decision made."

Will Runnenbaum: Can we amend the motion by inserting the word "not" before "postpone"?



Mr. Stackpole: That's for the next piece of business. To restate the motion: we move to ratify the Board's position on Dec. 6 to attempt to postpone the Circuit Ct. hearing at a time not to occur after Dec 12. The chair is unclear of intent. I think it is to make it clear that the motion to ratify in no way endorses further attempts to postpone.

Jon Klapper: If that's inserted in this motion, I withdraw my objections.

Mr. Stackpole: The motion is to ratify the position taken by the Board requesting postponement with the understanding that it in no way endorses a postponement issue in the future.

Sally Dworak-Fisher: Request a postponement any time up until Dec. 12.

Jessica Damen: What would be the consequences if the vote is not to ratify?

Mr. Stackpole: What the Board did Dec 6 was done improperly and should be null and void. It further implies the Board is under some obligation to advise the Circuit Ct. that the Board shouldn't have requested the postponement.

Sally Dworak-Fisher: We move to ratify the decision taken by the Board on Dec. 6 to move for a postponement of the appeal in Baltimore City Circuit Ct. on Dec. 9. Motion was seconded. Vote was unanimous to adopt. [Or was there one opposed?]

Mr. Stackpole: Issue 3 is whether the membership wishes to instruct the Board to seek further postponement tomorrow morning to give the membership the opportunity to coalesce its collective will.

Eric: Point of order, that's the piece that's overcome by events.

Mr. Stackpole: Yes and no. Tomorrow morning lawyers can say FHNA still wants to postpone.

Edward Wu: Point of order, I already thought we passed this in its amended form.

Mr. Stackpole: Ratification of the motion simply gave forgiveness for last week's effort to postpone. There is a meeting of the court tomorrow. It's unlikely a request to postpone would be honored but does somebody wish to make that motion?

Eric: Point of order, I move that the general membership direct the Board to proceed with the Circuit Ct. case, tomorrow, Dec. 13. Motion was seconded. There was no discussion. Vote: Motion instructing Board to proceed was adopted, with one vote against.

Minutes Approved On: January 21, 2014

Minutes Approved By: FHNA General Membership – Unanimous Vote