

OVCA Board of Directors Special Meeting
Thursday, Jan. 14, 2016, 7:00 p.m., 600 North Trail, Stratford, CT

The meeting was called to order by President Bob Grosso at 7:00 p.m.

Open Forum: No speakers

The Secretary, Karen Hahn, called the roll.

Present:

Officers:

President Bob Grosso
Vice President Cheryl Dwyer
Treasurer Bob Romatzick
Secretary Karen Hahn

District Representatives:

District 1	Larry Hartley
District 2	Connie Shaw
District 3	Herb Galvez
District 4	Jackie Freeman
District 5	Tom Torpey
District 6	Jerry Brown
District 7	Carol Plotnick, alternate
District 8	Judy Waldeyer
District 9	Dima Thompson
District 10	Dave Bingham
District 11	Barbara Minoff, alternate

Also present, Executive Manager John Staley

President's Comments

President Bob Grosso stated the format of the meeting would be to go over the articles of the bylaws that were marked for possible revision. After discussion by the board, a vote would be taken on each specific article before moving forward.

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Please note that each paragraph that is preceded by an asterisk (\*)  
contains a motion. The breakdown for the vote follows the motion.  
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Karen Hahn noted a number of comments submitted by board members before the meeting were related to allowing alternates to speak at committee meetings. This has already been covered and referred to in the Bylaws Revision Packet that all board members and alternates received which changes Article IV, Standing Committees, Sec. 1, by adding the language "In the event that these By-Laws require alternates as members of any standing committee, such alternate may be recognized by the Chairperson of such committee to speak during committee meetings, but such alternate member shall only vote in the absence of a regular member of the committee." The language related to this in Article II – Districts, Section 2. Subsections B, stating "... but cannot vote or engage in discussion when the Maintenance Representative is present." should be changed to "... but cannot vote when the Maintenance Representative is present." And in Subsection C stating "but cannot vote or engage in discussion when the Nominator is present." should be changed to "... but cannot vote when the Nominator is present."

Article I – No comments made. This article will stand as proposed

Article II Districts – Changes as noted in Karen Hahn's comments above. No motion necessary.

Article III, Board of Directors, Section 2 -- Upon motion made by Barbara Minoff, with discussion by the board, the motion was passed as follows:

* The OVCA Officers shall serve a maximum of two consecutive 2-year terms in their current elected position but this shall not affect their eligibility to run for a different office. The motion passed with 12 in favor and two opposed, District 1 and District 3.

This change, upon comment by Dave Bingham, revisited Article II, as follows:

Article II, Districts, Section 2A, District Reps: Upon motion made by Dave Bingham, and discussion including Jerry Brown who said that districts are autonomous and Karen Hahn who quoted the language from the By-Laws that they are autonomous within the framework of the bylaws. The vote being called for, the motion that:

*District Representatives be elected for a maximum of two consecutive 2-year terms except that, at the end of the four year period, if no one comes forth to fill the District Representative position, the then current District Representative may serve continuing one year terms until a new candidate comes forward to serve.

The motion was approved with 13 in favor and one opposed, OVCA Secretary

Article III, Section 6, Vacancies: Discussion ensued and included comment by Jerry Brown that to have the OVCA president make an appointment of a district officer would violate the provision for autonomy within districts. John Staley commented there needs to be a vote not an appointment to fill a vacancy within the districts. Discussion continued on how to fill district positions for which there are no candidates.

*The Board upon motion by Cheryl Dwyer moved that the Bylaws Revision Committee be instructed to determine a specific process to fill vacancies that would include requiring a letter be sent to district residents regarding the vacancy (or vacancies) and of the need to hold a special district election to fill a vacant position were addressed.

The motion passed unanimously

Article III - Board of Directors, Section 7(C), Executive Sessions. Discussion ensued as to whether it was appropriate to change the order of business in the Bylaws to allow an Executive Session to be held at the beginning of a board meeting which would enable residents to attend the board meeting without waiting while the Board was in Executive Session.

*A motion was made by Cheryl Dwyer that when it is necessary to have an Executive Session, the order of business be changed so that the Executive Session takes place after the roll call and before the Open Forum. The motion was amended to state that the president is given the authorization to change the order of business in an Executive Session.

The motion passed unanimously.

Article III - Board of Directors, Section 7(D), Notice. Cheryl Dwyer asked that electronic means of notice, including phone calls using our upcoming technology, be included to notify residents about meetings. She made a motion that the phrase replace the need to mail and hand deliver notices to a phone call that would implement a new phone system. Discussion ensued. Karen Hahn read a section of the Connecticut General Statutes related to proper notice to residents, which was not clear whether this type of notice is legal or not.

*The motion was made by Cheryl Dwyer that the Bylaws Revision Committee be instructed to pursue and include all legal means of providing notices to unit owners to be included in the Bylaws.

The motion was passed unanimously.

***Article IV – Standing Committees, Section 2(A)(3), Nominating Committee.**

Cheryl Dwyer made a motion that the requirement that a candidates' night be held no later than seven days prior to the annual meeting be changed "to at least 10 days before the annual meeting. Discussion ensued during which John Staley said that this did not create any timing problem with the nominating process and the annual meeting. The motion passed unanimously.

***Article IV – Standing Committees, Section 2(G), Social Activities Committee.**

Cheryl Dwyer asked that the sentence "In addition, it shall coordinate, arrange, and schedule with the Recreational Facilities Committee the use of community facilities for all social activities presented by any other social and cultural groups from time to time within Oronoque Village." be eliminated regarding the description of SAC's function, since it no longer has that responsibility. The motion passed unanimously.

Article IV – Standing Committees, Section 2(I), Human Resources

Committee. Jerry Brown said that committees should never make final decisions without coming before the OVCA Board. He feels that a committee should not set the compensation the Executive Manager. Discussion ensued. Karen Hahn said that state law forbids the dissemination of employee financial and medical information. If an employee's rights are violated, then the Village could be sued or have a CHRO action brought against it. Discussion ensued. Herb Galvez asked who is on the HR Committee and it was stated that it is comprised of the president, the vice president and two resident unit owners or spouses who are appointed by the president.

Jerry Brown made a motion that compensation for the Executive Manager be set by the OVCA Board and not by the HR Committee. The motion was seconded by Dima Thompson with the addition that this occurs in an Executive Session. Discussion ensued. Cheryl suggested that the motion be withdrawn and the matter looked at by legal counsel. The motion was withdrawn. Jerry Brown asked that it be noted that he has an outstanding request that information in that section of the Minutes be provided in writing by legal counsel.

Article IV – Standing Committees, Section 2(J), Recreational Facilities Committee. Tom Torpey wanted confirmation that the word “promulgated” was changed to “promoted.” It was acknowledged that agreement had been made to change this verbiage was changed.

Cheryl Dwyer suggested that instead of a Recreational Facilities Committee, there be three separate standing committees for (a) House, (b) Pool and (c) Racquet Sports. Discussion ensued.

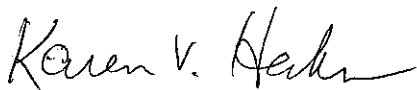
*Cheryl made a motion that (1) the “Racquet Sports Facility Committee shall be responsible for proposing rules and regulations for the use and enjoyment of racquet sports at Oronoque Village; reviewing and recommending, in cooperation with the Finance Committee, to the Board of Directors of all budgets related to Racquet Facilities, and supervision of the activities on or about the Racquet Sports Facilities in accordance with proposed rules and regulations; (2) the House Committee shall be responsible for proposing rules and regulations for the care, improvements, use and enjoyment of the two clubhouses, bocce courts, barbecuing outdoor areas and any future common areas. The House Committee shall be responsible for reviewing and approving applications for use of facilities by residents or clubs with the assistance of the office staff; and, (3) the Pool Committee shall be responsible for reviewing and proposing rules and regulations in the interest of water safety and enjoyment for our residents. The Pool Committee shall work in an advisory capacity in the training of pool staff.

The details of size, composition, etc. of these committees was not made clear

The motion passed with 11 in favor and 3 opposed—District 5, District 8 and the Secretary.

Bob Grosso noted that the meeting had gone on for two hours and suggested that the board adjourn and hold a second special meeting on this matter on Jan. 26 at 6 p.m.

The meeting was adjourned at 9:03 p.m.



Karen Hahn,
OVCA Secretary