

## Draft Minutes from the IHTA Meeting on the By-Laws

Church of the Good Shepherd

June 28, 2005; 7:00 p.m.

(The minutes have not yet been approved of by members; approval will take place at the next meeting of the members.)

The meeting was opened by Amrah Cardoso who chaired throughout the proceedings. In her opening remarks, Ms. Cardoso clarified that the by-laws to be voted upon would only be in effect until a conversion of the building to ownership was achieved.

Ms. Cardoso briefly discussed Robert's Rules of Order. She subsequently introduced Ron Schuppert who would oversee the parliamentary proceedings for the evening.

A motion was made by Frank Farance for a show of hands on amendments and a ballot vote for the passing of the by-laws. The motion was seconded by Mr./Mrs. XXXX. The motion was passed.

Ms. XXXX from RIRA explained how the proxy votes would be counted. She then asked for a show of hands from people who felt they would be deprived of a vote because of a registration dispute. It was determined that the maximum difference would be 8 votes.

Mr./Mrs. XXXX voice concern that it was unclear as to whether all leaseholders were entitled to a vote; he/she felt that many tenants were not aware of the issue.

A motion was made by Ahmad Kamal to consider the Kamal/Farance amendments to the by-laws. Mr. Farance seconded the motion.

Mr. Kamal made an opening statement in which he asked that the by-laws be titled *Sub-Committee to the Board By-Laws*.

Mr. Farance thanked Mr. Kamal and the tenancy. He subsequently discussed Robert's Rules of Order.

Ms. Jill Burke made a motion that the by-laws be considered paragraph-by-paragraph. Mr./Ms. XXXX seconded the motion. After discussion of the motion, a vote was passed: 143 Against, 70 For.

There followed a discussion of the articles of incorporation, including the fact that they included the Corporate objectives and have primacy over the by-laws.

A request was made from Mr. XXXX to keep questions on topic and to not use the time as a forum to demonize the current board. He asked for clarification of the one-vote per apartment amendment.

Mr. XXXX made a motion to change the vote of confidence to a vote of “no confidence” to be decided by a two-thirds majority. Before there was an opportunity for the motion to be seconded, Mr. XXXX asked that the no confidence clause be struck. Mr./Ms. XXXX seconded the motion.

Audrey Berman pointed out that Island House remains a Mitchell-Lama building and we should follow the voting guidelines as established by similar buildings.

Ms. XXXX voiced concern about giving up the right to vote should the one-vote per apartment amendment pass. Ms. Bednarsh felt that as a rent-paying tenant she had a right to express her opinion.

Mr. Farance moved to strike the first paragraph of the proposed by-laws as the corporate objectives were included in the articles of incorporation.

Mr./Ms. XXXX stated his/her concern that a paragraph-by-paragraph vote was happening regardless of the recent vote. Mr./Ms. XXXX felt there were many problems with the by-laws.

Mr./Ms. XXXX voiced confusion and ask for an immediate vote on the proposed by-laws.

Susan Waide requested a postponement of the voting due to flaws in the voting procedures. She also stated that there were many flaws within the proposed by-laws.

Mr./Ms. XXXX pointed to specific flaws within the proposed document.

Mr./Ms. XXXX moved to close the debate.

Mr. XXXX made a statement from the floor in support of the existing board.

Mr. Farance proposed that article one, section one, be stricken. Mr./Ms. XXXX seconded the motion and it was passed.

A vote was taken on the motion to strike the vote of confidence (Article 3, Section 2). 96 tenants voted to strike it from the by-laws, 80 voted to keep it in the by-laws and 14 abstained.

Mr./Ms. XXXX made a motion for a recount. The motion was seconded.

The results of the second vote were as follows: 99 tenants voted to strike, 92 voted to maintain and 5 abstentions.

Mr./Ms. XXXX made a request that the vote of confidence be re-constituted with the last sentence of the amendment stricken. Mr./Ms. XXXX seconded the motion.

The results of the third vote were as follows: 98 tenants voted to strike, 89 voted to maintain.

Ballots were posted for the vote on the by-laws amendments. They passed by a vote of 150 for and 53 against.