

ODWNA Association Meeting Minutes

Date: Wednesday, May 17, 2023

Place: Winchell Elementary School – main front entrance

Board Members:

Present: Peter Kushner, President; Chris Shook, Vice President; Christopher Bovid, Secretary; Kathy Shook, Treasurer; Eric Boersma; Diana Morton-Thompson, Paul Scott

In Attendance: Approximately 53 people (includes Board members)



- I. **Call to Order:** Pete Kushner; President, 6:34 PM
 - A. Welcome, introduction
 - B. Treasurer's Report – see printed ODWNA account statements.
 - C. Voting for Officers and Directors began on April 27, 2023. Voting is done electronically and per the Michigan Nonprofit Corporation Act will close at the adjournment of this meeting. The ODWNA Election Committee will then tabulate and cross-check all votes with the list of eligible voting members. Voting members will be notified by email of the results when that process is completed.
 1. Donna Keller asked who the members of the Election Committee are. Pete Kushner stated that the Election Committee is comprised of himself and Chris Bovid.
 - D. There are 87 eligible "Voting Member" households so for a quorum at least 44 Voting Member households need to timely submit ballots. Without a quorum for a successful election, under Michigan law the existing board would stay in office until they resign or until they are replaced at the next elections which should be in 2025 for Officers and 2026 for at-large Directors. Pete Kushner encourages people to vote if they have not yet done so.
 - E. As required by the Michigan Nonprofit Corporation Act the list of ODWNA Voting Members and their addresses is available for examination at this annual meeting. That list is posted on the display board located on the exterior wall of Winchell Elementary School, directly adjacent to where everyone is gathered here.
 - F. Pete Kushner makes an open invitation for parties who are interested in volunteering with the ODWNA to reach out to the ODWNA Board of Directors via email to ODWNAnews@winchellneighborhood.org or in person and discuss the projects on which they would like to work.
 - G. Pursuant to the ODWNA Constitution and the Michigan Nonprofit Corporation Act our board cannot unilaterally change the Constitution. It was written in 1973 and could definitely use reworking and the Board of Directors would like to move that conversation forward in a positive and productive matter. Any and all neighborhood residents are invited to be a part of that and if interested in volunteering, please email the Board of Directors at ODWNAnews@winchellneighborhood.org with your name and contact information. There have not been any volunteers to date.
- II. **Open Comment Period:**
 - A. John Hillgart stated he has volunteered with the ODWNA in the past. Pete Kushner clarified that many people, including John, have volunteered with the ODWNA in the past but Pete's statement was with respect to volunteering for the purpose of working on rewriting the ODWNA Constitution.
 - B. Donna Keller asked when the invitation to be on a committee to work on the Constitution was offered and says it would have been helpful to have in the eNews.
 - C. An attendee asked when the next ODWNA Board of Directors meeting is scheduled and whether it is open to the public. Pete Kushner stated that the association meetings are open to the public but that the Board of Directors usually meets at additional times each month, including in the summer, and those meetings have not been open to the public.
 - D. Bill Reed asked about whether the association's incorporation in the past was something that should have been put to a vote of membership. Pete Kushner asked Chris Bovid to respond. Chris Bovid said he does not have information at this meeting to be able to research that question and provide an answer.
 - E. David Brose states that in his opinion it is odd that the public is not able to attend meetings of the Board of Directors. He acknowledges it is not illegal but that in the interest of transparency to membership believes that anyone should be able to attend. Pete Kushner stated that the Board of Directors meetings are scheduled primarily for administrative and executive planning purposes rather than for spending additional time discussing issues with members as is done at general association meetings. The venues for the Board of Directors meetings are also typically Board members' homes and would not be conducive to having the public attend.
 - F. Donna Keller asked whether, if all new officers were nominated and elected, Pete Kushner would still be the 10th member of the board so as to preserve institutional memory. Pete Kushner stated that per the ODWNA Constitution, the past president serves as a voting member of the Board of Directors until the next president is elected. Pete Kushner stated he has been on the board in various roles for 13 years and while he has been dedicated to the welfare of the neighborhood and this association, despite the language of the ODWNA Constitution he would have no obligation to stay on as Past President.
 - G. Donna Keller stated that she is concerned about being dictated to about who runs the association and thinks anyone that applies to be nominated for the Board of Directors should be on the ballot rather than have the Nominating Committee select candidates. Pete Kushner stated that while some people don't like how it has been done, the procedures that were followed in this election for nominating and voting for the Board of Directors have been conducted in compliance with the requirements of the ODWNA Constitution and the MI Nonprofit Corporation Act. Pete Kushner stated that even so, the Board of Directors has certainly heard the complaints raised about the ODWNA Constitution's election procedures and does support spending time working on changes. He stated that the

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Board of Directors can form committees and offer open processes to look at how the association can change things so it all works better for everyone - not just for people that are mad or not just for members of the Board.

- H. Chris Chadderdon asked why the ODWNA Constitution and its election procedures have not been changed already. Pete Kushner stated that again, there have not been people volunteering for that work to date and the volunteers on the Board of Directors have had many other projects in the neighborhood on which they have focused in the last several years both before, during, and now after the COVID-19 pandemic and including multiple years of work on the Neighborhood Plan. Pete Kushner stated that the Board of Directors has also received copies of multiple emails sent and signed by neighborhood residents which suggested legal wrongdoing by the Board of Directors so in light of that, strict compliance with the requirements of the current ODWNA Constitution and Michigan Nonprofit Corporation Act concerning this election has been a priority.
- I. Donna Keller stated she would like to know how the ODWNA will communicate to all neighbors because not everyone is on the eNews list and asked that the ODWNA do more mailings.
- J. Rachel Bennett stated that she has not experienced any issues with lack of communication by the ODWNA. She became interested in working on neighborhood projects in the Hillcrest part of the neighborhood, sought information on who to contact, got connected to the ODWNA Board of Directors, and worked with them and the City toward desired changes. She also started attending regular association meetings and was shocked to see people making personal attacks on the Board of Directors and creating a highly toxic environment at both the regular association meetings and outside of them.
- K. Pete Kushner stated that he wants to end the meeting by saying at some point in the next couple days the Election Committee will cross-check votes to make sure that every household that submitted them is actually a Voting Member and only submitted a maximum of two votes per Voting Member household and timely submitted their votes by the close of this meeting. Results will be sent via e-mail and also posted on the ODWNA website. Beginning in June the Board of Directors will talk about how we can move forward in a positive and productive manner.
- L. Pete Kushner encourages everyone to stay and enjoy the ODWNA Neighborhood Car Show immediately following this meeting.

III. **Adjournment:** 7:01 pm

Respectfully Submitted,
Christopher Bovid, ODWNA Secretary