



HOLDEN TOWERS WORCESTER
TENNIS CLUB

November 22, 2021

Special Meeting of the Members
Minutes

7:00 PM Zoom video conference

Present: See the attached list of 75 attendees.

Opening remarks – The meeting started at 7:15 to allow members to join. Andrew gave his opening remarks. This was the second of two meetings on the proposed amendments to the bylaws. The agenda of this meeting is to vote on the proposals. The meeting procedures have been sent to the participants. Maureen Butler has been hired to facilitate the Zoom meeting and work with Randy Becker and Rich Mulhearn on tabulating the votes using the Zoom polling feature. Maureen gave a brief intro. Randy reviewed the polling process in detail. We received 133 proxy votes. Two-thirds is required to pass an amendment to the bylaws. To maintain confidentiality, after the polling results are downloaded, tabulated, and reconciled, the downloaded results will be destroyed for confidentiality purposes. If you have submitted a proxy you don't have to vote tonight. If you change your mind, you may vote, and your proxy vote will be invalidated on that item. The final outcome will be known tomorrow after Randy and Rich reconcile the votes. Per Robert's Rules (which govern our meetings, as noted in our bylaws) if someone makes an amendment to a proposal, it can not go beyond the scope of what was originally sent to all the members and used by proxy voters to make their decision. If an amendment is made that appears to go beyond the original scope, Randy and Richard will adjourn to a side room to determine the outcome.

Zoom chat questions were answered. The board changes are presented as one revision, since there are over 30 changes. Steve Gauthier noted that the court (Injunction hearing) agreed with this method of presenting:

Motion made and seconded: To approve the following:

By-Law Changes as Recommended by the HTWTC Board of Directors

Discussion

- The poll was left open longer than 45 seconds to allow members to vote.
- If anyone is having trouble voting they were asked to unmute and speak up.
- Members were reminded that if they completed a proxy, they were not required to vote live, but could vote if they changed their mind on their vote.
- The board's proposals are presented as a single vote as a revision to the bylaws. The board's changes contain over 30 separate items.
- It was agreed in the recent court hearing that the board's proposal would be voted in this fashion.
- Post vote questions:
 - How many live votes were cast? Answer 40.

Preliminary Count (pre-proxy) is 40% for and 60% against. After including the proxy votes, the totals are 79 (46%) for and 94 (54%) against. Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 78 for and 93 against.)

By-Law Changes as Recommended by the Steve Gauthier et al. Group

Proposal #1

Motion made and seconded: To approve the following:

Article IV, 4.1 (Directors) - Add paragraph to eliminate the Board's Authority to hire the Head Pro, giving the authority to the Members; prohibit restrictions on speaking freely

Motion to amend the Motion by Steve Gauthier:

To make this a temporary amendment for the years 2022 and 2023 and to remove a clause where the board is required to cancel any contract irrespective of any difficulty that may entail. It also added "a contracted worker" after the word "prohibit" in the first sentence.

Discussion:

- An amendment requires a simple majority of 50%. The main motion would then require a super majority of two-thirds.
- Mr. Gauthier shared his written amendment.

Point of order raised and seconded: The proposed amendment to the main motion materially changes the original motion and should not be allowed. Agreed to by Andrew Andrianopoulos.

Discussion:

- The purpose of the amendment is to automatically revert authority to hire/fire the pro to the board after two years
- What is the purpose of this amendment? The complexion of the board will change, and answerability of the board will change. Also – this gives the members the ability to hire Kevin for 2 years. This amendment is to protect Kevin.
- If the amendment is rejected, additional amendments could be made in the future. We don't want to churn through bylaws.
- Section 4.1 will evaporate and this section references Section 6.7 so it also evaporates.
- What was sent to the members originally was a permanent change to the bylaws.
- Proxy voting has taken place so the main motion can't be amended in this manner.
- Can we delay this vote so we can have a discussion on this amendment? Reply was "no" as the meeting notices were posted and proxies were sent.
- Members present who completed a proxy can vote on this amendment.

Randy and Richard consulted and then reported that because the amendment to the original proposal sent to the members creates too much ambiguity and materially changes what was sent, it is beyond the scope of the original proposal and proxy voting on the proposal has already taken place. Motion ruled out of order.

Motion to Move the question made and seconded.

Preliminary Count (pre-proxy) is 80% for and 20% against. After including the proxy votes, the totals are for 104 (61%) and 65 against (39%). Motion to move the question and vote on the original proposal passed.

Vote on the Main Motion

Preliminary Count on the original motion (pre-proxy) is 56% for and 44% against. After including the proxy votes, the totals are 91 (52%) for and 83 (48%) against. Motion

defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 90 for and 82 against.)

Note: 3 members experienced some difficulty casting votes on SG proposals #1 and #2. These were addressed and entered manually.

Proposal #2

Motion made and seconded: To approve the following:

Article III, 3.4 (Members) - Add language to define "Member in Good Standing"

Discussion:

- None
- Two voting issue resolved

Preliminary Count (pre-proxy) is 30 (88%) for and 4 (12%) against. After including the proxy votes, the totals are 105 for (61%) and 68 against (39%). Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 104 for and 67 against.)

Proposal #3

Motion made and seconded: To approve the following:

Article IV, 4.2 (Directors) - Allow any member in good standing to be elected a Director; limit the number of Directors to no more than 9; election of Director to a three year term by majority vote of the Members

Discussion:

- This will limit the term and number of the directors and require they be a member in good standing.
- The board has worked well at 13 members (now 12).
- Current board members have renewals at 3 years and can only serve two terms, followed by a one-year absence.
- The old bylaws don't limit the number of directors to 9 as stated – this number excludes officers which totaled 6, so the actual number was 15.
- On average, board members put in 20 hours per month over the past 2 years. Limiting them to 9 members would spread the work over fewer directors.
- The current directors volunteered to this knowing that the workload was not going to be easy. If you didn't want to help the club you should not have taken on the responsibility.
- The current board has not allowed non-board members to be on committees.

- There have been many members who are not board members on board committees (e.g., marketing, plaque, mission etc.). No one has complained about the work.
- In a 2017 board meeting, the number of board members was reduced from 15 to 13. Since that time the board has made no decision to reduce the number of board members.
- The board was 20 members after the merger and decided that post-merger we would reduce the number of members through attrition.

Move the question

No difficulties noted by voting members

Preliminary Count (pre-proxy) is 22 (54%) for and 19 (46%) against. After including the proxy votes, the totals are 91 for (52%) and 83 against (48%). Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 90 for and 82 against.)

Proposal #4

Motion made and seconded: To approve the following:

Article IV, 4.4 (Directors) - Eliminate Director removal for cause by majority vote of Directors and permit Director removal with or without cause by majority vote of the Members

Discussion:

- This amendment allows the members to recall a board member as found in public elected officials. Would allow members to do the same.
- Under current bylaws, directors could be removed for cause. This does not sit well. Under the board's proposed amendments, with cause removal is maintained and a process is laid out. Without cause could be because a member doesn't like a director or how they voted.
- It is not true that any elected official can be recalled. The town of Lancaster recently attempted to recall an elected official and had to go to the state to get a recall law on the books. They learned that it was so divisive that the scars remain. "With cause" is important. We don't need more divisiveness.
- If you look around the country, there are very, very different approaches to this in different places. Cause is a relative construct when not based on a legal definition. One person would not be able to remove a board member.
- Point is – a while back, there were 141 members who indicated they wanted to retain Kevin. That number has dwindled. Removing without cause is because

members are unhappy with the way a vote or action takes place. This makes directors sensitive to members. Unless you define cause, it's a rat hole. How do you know what cause is?

- Does the ability to remove someone without cause open up the club to lawsuits for slander, libel or defamation and is this in the best interest of the club?
- Directors would like to know what they are accused of and why they are being removed. There would be a process with a written complaint and a hearing to show cause and out of fairness the directors would be able to defend themselves.
- It appears to be the opposite. If trying to remove for cause, you would be required to state why and then be subject litigation.

(Note: The difficulties in voting appear to all be resolved.)

Preliminary Count (pre-proxy) is 19 (45%) for and 23 (55%) against. After including the proxy votes, the totals are 87 for (50%) and 88 against (50%). Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 86 for and 87 against.)

Proposal #5

Motion made and seconded: To approve the following:

Article V, 5.4 (Officers) - Change officer tenure, limiting to one (1) two year non-renewable term vs. current three (3) year renewable term and exemption from director term limits while serving as an officer

Discussion:

- The proposal is to elect a director they would only serve 2 years. Officers can stay longer. The turnover is too quick, and we would have no continuity. You don't want people on too long. We need healthy turnover with new blood. Two years is not enough time to accomplish things.
- Noted - this item is just for officers.
- This would limit the stability of officers – Treasurer and Secretary – officers with greater institutional memory and the club would benefit if they served longer.
- The need is to look within our ranks and how many members have the skill set to perform the treasurer function.
- There are plenty of people that know how to do bookkeeping. This is a \$750K organization and not hard to do.
- From the perspective of the bylaw review committee, the position of Secretary and Treasurer were very important, and the review committee recognized the

importance of these two officer positions. The board proposal gives these two officers longer terms.

- The board's proposal on this was a little more robust. Because the board's changes were bundled, I could not vote on this one item. Unbundling the board's recommendations would be helpful here.
- Worcester Tennis Club struggled to fill the treasurer position and ended up hiring an outside accounting firm at a cost of \$5,000/yr. Also, high turnover in this position leads to incompetence and the potential for defalcation. We are lucky to have a treasurer that is both competent and honest. Knowledge of the vendors and members is important. Turning this over will deplete the pool of candidates quickly.

Preliminary Count (pre-proxy) is 22 (58%) for and 16 (42%) against. After including the proxy votes, the totals are 85 for (50%) and 86 against (50%). Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 85 for and 85 against.)

Proposal #6

Motion made and seconded: To approve the following:

Article IV, 4.3 (Directors) - remove the clause "The immediate past President will serve one, three-year term as Director

Discussion:

- This proposal is targeted at the current President.
- The board's proposed amendment has a transition rule in consideration of the current President.

Preliminary Count (pre-proxy) is 23 (61%) for and 15 (39%) against. After including the proxy votes, the totals are 92 for (54%) and 79 against (46%). Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 91 for and 78 against.)

Proposal #7

Motion made and seconded: To approve the following:

Article IV, 4.2 (Directors) - adds paragraph providing that any member in good standing may be nominated and elected to the Board. Upon completing a Nomination Application, all nominees to be listed on the ballot with top vote getter(s) elected by Members

Discussion:

- Intent is that the current process is through the Nomination Committee. Members are pared down, acknowledged by the board and put on a slate. There is no practical ability to nominate from the floor nor for other members to be selected for the board.
- The bylaw committee learned a lot about Mass General Law (“MGL”). Our Bylaws never recognized nominations from the floor and there have never been attempts to make a nomination from the floor. The board’s proposed amendment addressed this.
- For a healthy organization it is essential to have votes from other members.
- Can we adopt a nominating policy rather than a bylaw amendment?
- We can put forth a policy to embrace the appropriate nominating process.
- How do you see the board’s proposal – are there major differences? The Nominating Committee remains in the board’s bylaw changes and the Group’s proposal eliminates the Nominating Committee. It’s an opportunity to vet candidates. Are there major differences between the two proposals other than that?
- The nomination process is unique. Proxies are an issue in the nominating process and the review committee took proxies into account in the process. In the board’s bylaw review committee proposed amendment, 2 members of the nominating committee are board members, and 3 members are non-board members.
- The Group’s proposal has its own process. What is the benefit of the proposed processes over the current process?
- The nominating committee plays a vital role in vetting the candidates. A review of other organizations’ bylaws shows most had a nominating committee.
- One of the values of the nominating committee is to assess the competency of the current board and to select for particular talents and expertise that we need. That was the reason to have guidance over a process that nevertheless included the ability to bring other points of view in and not have it be an anointing process only.
- Perhaps the reason no one was nominated from the floor was because no one knew they could. The law today is that anyone can be nominated from the floor without validation.
- The issue you end up with is getting people on the proxy ballot. It’s unfair to the person getting nominated from the floor because you have the proxy ballots that have already been voted. That’s why you want process.

Move the question. Go directly to the vote.

Preliminary Count (pre-proxy) is 32 (84%) for and 6 (16%) against. After including the proxy votes, the totals are 101 for (59%) and 70 against (41%). Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 100 for and 69 against.)

Proposal #8

Motion made to move to vote without discussion and seconded. To approve the following:

Article IV, 4.13 (Directors) - removes the entire paragraph that calls for a Nominating Committee thereby eliminating the Nominating Committee from the By-Laws

Preliminary Count (pre-proxy) is 23 (62%) for and 14 (38%) against. After including the proxy votes, the totals are 92 for (54%) and 78 against (46%). Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 91 for and 77 against.)

Proposal #9

New Article VI, 6.7 (Selection of Head Pro) and 6.7.1 (Election) - Adds several new paragraphs detailing how members would select the Head Pro; adopts the use of a Standard Contract for the Head Pro; authorizes termination of Head Pro by 2/3 vote of Members

This deals with the process by which the Tennis Pro would be selected by the members. This proposal is integrally linked with Proposal #1. Rich explained that since Proposal #1 did not pass, this proposal is moot. No action taken.

Proposal #10

Motion made and seconded: To approve the following:

New Article VI, 6.8 (Conflict of Interest) - Adds a Conflict-of-Interest policy in the By-Laws

Discussion:

- As discussed on the 15th, the board thought a COI policy was good for the club. The board didn't think it belonged as part of the bylaws – all the more reason to make it part of the bylaws.

- The bylaw review committee agrees that this makes sense but it is not typically seen as part of the bylaws.
- If this is not voted in tonight, the board will make sure we have this as a policy. We need to have this, but it does not belong as a bylaw. How does it become a policy and how can you assure me that it will become a policy?
- Andrew agreed to get this done by the annual meeting.

Preliminary Count (pre-proxy) is 26 (67%) for and 13 (33%) against. After including the proxy votes, the totals are 95 for (55%) and 77 against (45%). Motion defeated having failed to gain a 2/3's vote. (ADDENDUM: After the meeting, the reconciled vote count was 94 for and 76 against.)

Randy Becker thanked the members who served on the bylaw review committee. There are a number of areas that we need to work together on and start healing.

Andrew thanked Randy, Rich and Maureen and the members who attended.

Meeting adjourned

REGISTERED ATTENDEES

Alexandra Fleischman
 Andrea Paez
 Andrew Andrianopoulos (Board Member and Chair)
 Anne Abdella
 Anne Elliot (Ellie Bernhard)
 Anthony Brissette (Board Member)
 Ashley Edwards
 Brian Chandley (Board Member)
 Brian Martin
 Carol Cormier
 Carolyn Lee
 Cheryl Chase
 Chris Terpko
 Christine Briggs
 Colleen Daly
 Corinne Walker
 Donald Roseberry
 Donna Becker
 Dora Locke
 Ed Feeney

Elizabeth Rice
Giles Whalen (Board Member)
Helen Juckins
Ingrid Landers (Board Member)
Jacqueline Toupin-Mier (Steve Mier) (Board Member)
Jim Kane
Joan Didzbalis
John Carlson
John Chandley
John Morand
Karen Joor
Kathleen Breen
Kelton and Kathy Burbank (Kelton Burbank)
Kelton Burbank
Lisa Andrianopoulos
Lisa Harris (Board Member)
Lora Cotton
Lori Robinson
Lynne Silver
Marianne Felice
Marsha Silverman
Martie Abeles
Maryann Schelin
Matthew Epstein
Maureen Butler
Melvin Thompson
Michael Dubrule
Michael Meagher
Mike Bitter
Nick Petmezis (Board Member)
Nicole Bobadilla
Paul Posner
PENNY SHAIRMAN
Peter Gibbs
Phong Khuu
Randy Becker (Board Member)
Richard Collins
Richard Freije
Richard Mulhearn (Board Member)
Robert Lisauskas
Ros Fennessey
Sam Davenport
Scott Hayman

Sergio Páez (Board Member)
Sri Vellanki
Stephen Kocs
Steve Gauthier (Sue Gauthier)
Steve McCrohon
Steven Butkus
Suzanne Dame
The Allebach Family
Tina Forget
Tom Connolly
Valerie Ostrander (Board Member and Treasurer)
Weisong Liu