

## Special Meeting

February 5, 2023

**Location:** The meeting was held at the Bedford Regional Water Authority

**Board members present:** Eric Camplin, Gavin Hager, Karen Jeffrey, Mark Thompson, Joseph Arthur, Phil Pierce, Dave Horn and Bobbye Carroll. Approximately 50 or more community members were present.

Eric Camplin called the meeting to order at 1:02 pm

### Opening Remarks

President Camplin, in his opening remarks, stated the meeting was the result of a petition submitted by 19 members of the Village East POA. The petition called for members to vote on the removal of 3 board members and also a complete and independent audit of VEPOA financial records by a certified public accountant. Ballots were sent out to all VEPOA members at least 28 days prior to the meeting. President Camplin provided a timeline to allow for presentations, rebuttals, and comments and questions prior to the Teller giving instructions and the distribution of ballots.

### Petitioner Presentation

Wade Najjum addressed his request to view the financial records and the delayed response by the board before a meeting was scheduled. After his scheduled review of the financial records he wrote a letter stating they were neat and well organized. He stated he believes VEPOA rights are being taken away as the Board was told by the Association's lawyer VEPOA is no longer subject to the Virginia Property Owners' Association Act, but rather falls under the Nonstock Corporation Act. He also stated his opinion that the appointment of two board members by the Board after the Annual Meeting in June did not follow appropriate guidelines.

Phil Pierce addressed his complaints concerning the time he was first elected to the board on June 4, 2022. He was appointed as the President following the Annual Meeting. The Board held a special meeting on August 31 and removed him from the position of president by a vote of no confidence. He was not asked to resign, nor chose to resign, rather he remained a member of the board and agreed to take over as the vacant Pool Committee Chair, which he currently holds. Phil was interrupted by a community member that asked the president a question, and due to time constraints was not given the opportunity to complete his speech.

Patricia Points addressed her desire to remain under the Virginia Property Owners' Association Act as she feels it maintains the rights of Village East members. She stated her desire to be able to vote when rules and regulations are changed.

### Board Presentation

Board President Eric Camplin used a power point to address the removal of the 3 board members and the request for a financial audit as requested by the petition. Eric gave a snapshot of the work Gavin Hager has done for the board. He corrected the rumor that Gavin was the Compliance Officer, when in fact he serves as the Vice President. He also dispelled the rumor that Gavin wrote the insurance policy or in any way had a financial gain from the insurance the Board carries. Lastly, Eric addressed the video footage of the pool incident.

The other two Board members up for removal introduced themselves. Eric stated those Board members were appointed according to VEPOA By Laws. Only one person, Phil Pierce, was on the ballot

for election at the June 2022 Annual Meeting. No other candidates volunteered until after the ballot was sent out the required 28 days before the meeting.

In summary President Camplin stated there are only 4 months left until the next Annual Meeting, at which time 5 Board Members will be up for election. There are only 2 meetings left before that meeting. All Board members are volunteers who spend hours fulfilling their respective position. He acknowledged the Board does need to communicate better and stated the Board is in the process of updating emails and the software to send out Board communications. Lastly he reminded the members an internal audit is done every time a new Treasurer is appointed. He gave a ballpark figure of the cost of a three year audit and also stated, due to tax season, the earliest a CPA might commit to an audit would be May.

### **Petitioners Rebuttal**

Items brought up included:

- No confidence in the opinion from the Association's lawyer that we are no longer under the Virginia Property Owners' Association Act and a belief the issue had not been properly addressed.
- Distrust of the president's remark that the videotapes show false information on both sides and no way to validate the remark as the tapes were erased.
- Concern the financial records need an audit due to reading an article about a POA in Florida that had laundered funds.
- Opinion that the Board holds too much power which should be controlled by greater community involvement.

### **Board Rebuttal**

Items brought up included:

- Referenced the Articles of Incorporation which state we were originally governed by the Nonstock Corporation Act. Being under the Nonstock Corporation Act once again does not change our status as a POA. The same laws apply (Nonstock Corporation Act) and the Board must continue to adhere to the By Laws. One advantage is there is less red tape. The Board would gladly schedule a town hall meeting with the Association's lawyer to address concerns.
- The videotape footage was not erased and is available to view.
- The Board makes a real effort to keep Village East in good condition.

### **Comments and Questions from the membership**

- Comment made that any gathering of Board members that constitute a quorum requires taking and posting minutes.
- The VP will check his discussion notes with the Association's lawyer regarding our status under the Nonstock Corporation Act.
- How grievances are handled under the Nonstock Corporation Act and additionally the advantages of being under that act will be put on the agenda for the Town Hall meeting.
- Comment made that getting a second opinion on our status as a POA would be preferable to a Town Hall meeting.

**Teller instruction and distribution of ballots**

Bob Richards introduced himself and his history and roles with the Teller Committee. The Teller met with his committee members, Pat Anziulewicz, Mark Barillaro and Al Higgins at noon to process and count the proxy votes. After giving instructions for in person voting, Bob stated association members present could change their proxy. The new ballot would be stapled to the proxy. He reminded owners that each lot would be given 1 vote per lot.

**Discussion while waiting for tally**

After all members that wanted to vote in person had handed in their ballot, while waiting for the Teller Committee to tally the votes, President Camplin asked for nominations for vacancies that might arise from the vote. He reiterated these positions would only be temporary until the next annual meeting in June. The following Village East members were put on a list: Mark Brown, Wade Najjum, Jack Viergutz, Patricia Points, David Berger, Erica Martin, Ron Patrick and Al Higgins. A question was raised if there were qualifications for open positions. Additionally the board has the option to leave vacant positions unfilled.

Members were asked to send an email to the Board President if they would like to view the pool footage.

**Results**

The Teller Committee announced the following results:

	Remove	Retain
Gavin Hager	44	67
Bobbie Carroll	36	75
David Horn	38	72
	For	Against
Three Year Audit	34	54

The meeting was adjourned at 3:42 pm.

Respectively submitted,

Bobbie Carroll, VEPOA Secretary