

**Minutes of the**  
**SPECIAL**  
**CVE Master Management Board of Directors Meeting**  
**Thursday, May 3, 2007**

A special meeting of the CVE Master Management Board of Directors was held on Thursday, May 3, 2007 at 9:30 AM.

**Roll Call** – The following (12) members were in attendance: Donna Capobianco, Stanley Eig, Jules Kesselman, Connie Coccola, Sandy Knoller, Lou Spitz, Harry Chizeck, Luella Reaume, Eli Weisberg, Donna Dowling, William Morse and Ex-Officio COOCVE President Ira Grossman. Also present: Sergeant-at-Arms Joe D’Ambrosio. Absent: Dorothy Caplan and Charlie Parness.

**President’s Remarks:** Donna Capobianco announced the purpose of this special meeting was to hold elections to fill the positions recently vacated by board members. She went on to introduce and give the credentials of Fred Brown who will temporarily replace Anita Cruz and will work with COOCVE Controller Bill Morse and the Reporter on all aspects related to finance and accounting. After being welcomed by the Board, Fred thanked all and was excused from the meeting. Fred will not be handling any of the other administrative duties that Anita had been doing. Any questions or concerns that would usually have been directed to Anita, need to be directed to Fred, who will delegate to the new administrative assistant temp. Fred will be with us for the next three months.

Donna read to the Board a letter from Stu Zoberg of Becker and Poliakoff, in which he advised that according to existing documents, replacement of directors of the Master Management Board who resign may be elected by Master Management, not COOCVE, to serve out the remaining term of each. Therefore, she pointed out that all should be aware that this will be an interim replacement by election, until the end of the year when new elections will be required as appropriate for end-of-term for each.

The subject of ex-officio status was discussed, as to rights regarding voting, making motions, engaging in discussion, etc. Ira Grossman said he is in the process of researching this. Donna said she had asked Ira to provide her the related language from the COOCVE documents as to what these rights actually are. Bill Morse pointed out, however, that the documents clearly indicate that we operate under Roberts Rules of Order which say that an ex-officio has all the rights as actual members of the Board, including voting. Donna thanked Bill for that information and thanked Ira for his input. She pointed out that this information will be documented in our Minutes.

**Candidates:** Donna said that before inviting the candidates in to the meeting, she’s opening the floor for questions and discussion. Bill Morse informed all that three candidates have been nominated thus far: Ira Somerset, Gene Goldman and Reva Behr. Harry Chizeck then nominated Judith Olmstead; Bill Morse seconded this. Donna Dowling nominated Susan Koser; Bill Morse seconded this. Jules Kesselman nominated Norm Bloom; Bill Morse seconded this. The Board now had six candidates to fill the two openings.

Discussion followed regarding how to proceed. It was decided that a brief speech be permitted for each candidate to introduce himself/herself and state his/her qualifications. For those who had not had time to review the resumes which Donna had

sent out to all, she gave several minutes for them to review the extra copies provided at the meeting.

Donna said she needs all members working together for the Board to be effective. She asked those present to think about whether they are willing to take responsibility and can function at a participative level to make things happen and spend the time and energy necessary to get the Board's work done.

Discussion followed regarding whether these positions are to be filled by election or by appointment. Bill Morse confirmed that documents provide that positions are filled by election. Donna said that according to our attorney, interpretation is elect."

Donna reminded all who are interested in being on the Board, need to be willing to spend more time than appearing at monthly meetings. She said that those who are not comfortable with these expectations, should not feel that they must continue in their Board seats.

Luella Reaume then announced her desire to resign effective immediately, prior to elections. Stanley Eig made a motion to accept Luella Reaume's immediate resignation prior to elections. This was seconded by Lou Spitz and passed unanimously. Connie Coccola announced her desire to resign effective immediately, prior to elections. Donna Dowling made a motion to accept Connie Coccola's immediate resignation prior to elections. This was seconded by Sandy Knoller and passed unanimously. Both were thanked by all for their contributions to the Board and were excused.

Donna then confirmed a count of members still present and established that there is still a quorum and that time had been given to all Board members to review the candidates' resumes. She noted that as of the two immediate resignations, there were now a total of four openings on the Board and six candidates. It was agreed that each candidate will be invited into the room, in the order of their arrivals. Each will be told that he or she would have three minutes to speak and another three minutes for the Board to ask questions. After all this was established, the foregoing procedure was followed.

The following candidates were invited in, in the following order: Susan Koser, Reva Behr, Gene Goldman and Norm Bloom. In the absence of Judith Olmstead, Harry Chizeck represented and spoke for her. In the absence of Ira Somerset, Bill Morse represented and spoke for him.

As each candidate and/or representative was introduced, Donna presented a list of three expectations she has of Board members which need to be considered:

- 1) A strong vested interest in the outcome and operations of Master Management;
- 2) A very strong desire to participate in arriving at those outcomes;
- 2) Willingness to work beyond scheduled meetings and to be heavily involved to ensure that expected and necessary outcomes are reached.

After each candidate spoke for three minutes, the floor was opened for questions. Harry Chizeck asked each candidate if he/she resides here full time. Ira Grossman asked each candidate if he/she was prepared to work beyond monthly meetings. Donna asked each candidate if, based on these three expectations, he/she is still willing to continue as a candidate. Each responded positively and after the three minutes of questions and answers. Each was excused from the meeting.

Ballots were then distributed to Board members by Sergeant-at-Arms Joe D'Ambrosio. The collected ballots were then counted and re-counted by Joe D'Ambrosio and Recording Secretary Elly Rakowitz. By determining which candidates received the

most votes, **the newly elected four Board Members were: Gene Goldman and Ira Somerset who received nine votes each. Reva Behr and Judith Olmstead who received eight votes each.** Susan Koser and Norman Bloom received less votes than the others. Harry Chizek made a motion to accept the ballot results. This was seconded by Bill Morse and passed unanimously. All candidates will be notified of the results.

**Motion to Adjourn:**

Stanley Eig made a motion to adjourn the meeting. This was seconded by Donna Dowling and passed unanimously. The meeting was adjourned at 11:20 A.M.

Respectfully submitted,

Elly Rakowitz, Recording Secretary