

**Minutes of  
Oyster Harbor Citizens Association Special Call Meeting  
March 29, 2008**

OHCA Vice Chair Dan Craig called the Special Call Meeting to order at 9:10 am at the Eastport Yacht Club. There were 33 members present. Vice Chair Craig confirmed that all 33 present were OHCA members, and announced there was a quorum since the quorum requirement for a Special Call Meeting is 15. (Later another 6 members arrived, raising the attendance to 39.) Vice Chair Craig pointed out that a letter from OHCA's attorney Kurt Karsten and other handouts were available on a table near the door (see attachment).

Election of Presiding Officer

Vice Chair Craig explained that the Presiding Officer of a Special Call Meeting may not vote, debate, or make motions, and should be fair and impartial. Dan Craig was nominated as Presiding Officer and there were no other nominations. Dan Craig was elected as Presiding Officer with 25 affirmative votes. He expressed appreciation for the vote of confidence and said he would try to be as fair as possible.

Presiding Officer Craig explained that there was one item on the proposed agenda – whether to recall Danny Butler as a member of the OHCA Board. The agenda with that one topic was unanimously adopted. Presiding Officer Craig stated that a meeting notice with that agenda topic had been sent to OHCA members more than 30 days in advance of the meeting, as required by OHCA's Constitution.

Presiding Officer Craig explained that the OHCA Board at its March 24 meeting had voted 4 to 1 not to have today's meeting, but OHCA's attorney advised that the meeting should proceed as noticed to the membership.

Rules of Debate

Presiding Officer Craig noted that everyone should work together to keep the meeting civil. If someone wishes to speak, they should stand, but not speak until recognized by the Presiding Officer. Everyone should listen and try to understand the viewpoints being expressed. No one can speak more than twice at the meeting, with the exception of Danny Butler. Those speaking should do so in impersonal tones, and name-calling is not allowed. We are all neighbors and should act accordingly.

Danny Butler Opening Statement

Danny Butler noted that he has been in the community and owned property in the community for 40 years. Having this meeting was not initiated by the Board. "Slanderous" emails were sent out saying he had done something wrong, and letters were sent to the community which cost the community a lot for distribution.

No one in the government has said that he did not have the right to sign the variance application, and there is nowhere in the Country Code that says he did not have the right to sign. He signed the variance request when his attorney asked him to do so.

Mr. Butler said that bringing the recall motion against him was an unfortunate act on the part of a few people in the community. Others have gone along with it because they did not have the facts.

#### Comments from Community Members

Pat Cannon read a note from OHCA's attorney Kurt Karsten saying that Mr. Butler would appear to have an interest in the platted road, and the question is whether Mr. Butler has the right to sign the variance application as he did.

Presiding Officer Craig noted that OHCA has not taken a position yet on Mr. Butler's variance application.

Gerald Winegrad said that he has been an Oyster Harbor resident for over 10 years, and this is a sad day for the community. We are reasonable people privileged to live in a fine waterfront community with deep roots. What's going on started when people acquired land on a paper road that many considered undevelopable because it is wetlands. The key issue for today's meeting is that Mr. Butler signed a variance application on behalf of OHCA. In 2002 Mr. Butler acquired a lot of over an acre for \$7500 along the paper road. The reason it was so inexpensive was that it was virtually undevelopable. There is no question as to Mr. Butler's right to develop the property if he gets all the needed permits and variances. The question is whether he as an OHCA Board member had the right to sign the variance application on behalf of the community.

Mr. Winegrad continued that under Roberts Rules of Order, no person should vote on any issue when they have a conflict of interest. Mr. Butler had a clear conflict of interest when as an OHCA Board member he voted on building the road. Mr. Winegrad explained that he does not have any personal ill will toward Mr. Butler; rather he just wants fairness and justice. Mr. Butler should have recused himself from any Board votes or discussion on the road. In signing the variance application on behalf of OHCA, Mr. Butler violated trust with the community. He has the absolute right to apply for a variance and try to develop his property, but he did not have the right to sign the variance application on behalf of OHCA. Ethical standards have been violated. What we need is a Board without these conflicts of interest, or if members have a conflict of interest, they should recuse themselves on that matter.

Colonel Jim Wyatt explained that when he received the letter about this meeting, he approached members of the Board. He requested that the Board take action and let him use the OHCA mass distribution system to send out a communication. He has submitted a considerable amount of work to the Board

on this matter, but the community does not know about that. Col. Wyatt noted that we really don't know what the issues are, and he thinks the Board is dysfunctional. He has attended many Board meetings and members fight with each other but don't fight the issues. In October 2007 he recommended that OHCA hire a management organization. The Board is working hard but not working effectively.

Col. Wyatt said that he wrote a letter to the County Conflict Resolution Center explaining that he thought we needed professional help in resolving the conflict in the community. The Conflict Resolution Center agreed to facilitate OHCA conflict resolution at no cost to the community. All he has heard is acrimonious accusations back and forth. Col. Wyatt recommended that the OHCA Board be directed to get professional facilitation to help identify and resolve the issues. The immediate issue of the possible recall of Mr. Butler from the Board should be taken off the table and we should get professional help in conflict resolution.

OHCA President Brooke Doswell said the recall is about community leadership. Each board member has a responsibility to keep the trust of the community. Mr. Butler had the right to sign the variance application on his own behalf, but this is about his signature on OHCA's behalf. An executive committee was formed to discuss this issue and it was a very serious issue. By request of community members, this meeting was set up and a notice was sent out. Ms. Doswell read from a generic statement of responsibilities of board members (not specific to OHCA) that said board members should avoid perceived conflicts of interest to protect the credibility of the board.

Jeff Wagenmann noted that an email from the OHCA President had said "This is a case of malfeasance," and the OHCA President later corrected that. The President is making accusations rather than presenting the facts and letting the community make decisions. The Board twice approved the road being built. The issue here is a personal vendetta, not what someone did or didn't do as a Board member.

Winston Dunkley agreed with Col. Wyatt that we need outside help to come together as a community. Mr. Dunkley said that he has been in the community for many years, and doesn't want community conflict but wants to feel at ease in talking to neighbors along the street.

Pat Cannon said we are confusing recusal and signing a variance application. When she recused herself from Board discussion on the paper road, she disclosed to the Board that she and her husband owned lots along the road. Mr. Butler signed the variance application as a member of Oyster Harbor, as advised by his attorney. Mr. Butler's attorney sent President Doswell a letter asking for OHCA to sign the variance application, and President Doswell withheld that letter from the Board for some time. A lot of the information that has been disseminated to the community on this issue has been one-sided. Conflict of interest is totally different from malfeasance or misfeasance.

Col. Wyatt made a motion that OHCA refer this matter to conflict resolution and call in professional outside assistance to help in identifying and resolving the issues. Presiding Officer Craig ruled that the motion was out of order because OHCA's Constitution clearly states that the issue of recalling a Board member shall be put to the general OHCA membership, not an outside third party.

Gerald Winegrad said that a certain select group stands to profit from decisions of OHCA concerning the road, and when some try to stand up to that, they are attacked. Most OHCA leaders are trying to do their duty, but some people are disrupting the community for their own personal interests, and then making attacks when they don't get their way. As a result many OHCA Presidents have been run off in the past few years.

Norm MacLeod said that as a former President who found it very difficult to stay in office, he agreed with Col. Wyatt on the issue of conflict resolution and thinks we do need some professional help in conflict resolution. He added that this is the first recall action we've ever had in the community. We have some moral and property issues, but we mainly have governance issues. The OHCA President and Board have overlapping sets of responsibilities in the OHCA Constitution, and the past two OHCA attorneys have said we need a new constitution. We also need help in management and need paid management. The President's job is overwhelming because the President has to fight on every single aspect. We're asking our volunteer leaders to do too much. The Board should get management support for the community and should get professional conflict resolution. He stated that he was contemplating a motion to adjourn.

Bob Eyster made a motion to recall Danny Butler from the OHCA Board on the grounds that the Board passed a motion that no one can represent OHCA without its permission. Rhoads Whitehill seconded the motion.

Col. Wyatt asked if Roberts Rules of Order allow the general community at an open meeting to make an exception to the rule that a special call meeting can vote on only the matter for which it was called. Presiding Officer Craig said that this meeting adopted an agenda with only that one item, so a motion addressing another matter would be out of order.

Troy Juliar said that Mr. Butler acting in his own interest had abused his power as a Board member.

Mr. Butler noted that he had signed the variance application as a "member" of OHCA. That was clearly stated on the application.

There was a motion to call the question and vote on Mr. Eyster's motion. Presiding Officer Craig explained that a two-thirds vote was needed to pass the motion, and an affirmative vote would close debate. The motion to call the

question failed to pass with 21 yes and 17 no votes (did not achieve the necessary two-thirds vote to close debate).

Joe Butler asked that the Board motion referenced in Mr. Eyster's motion (that no one can represent OHCA without its permission) be read. Presiding Officer Craig said that we do not have a copy of the motion at this meeting, but he was present at that October 2007 Board meeting, and the motion was in essence that no one can hold themselves out to the County or State as representing OHCA without OHCA's permission.

Jeff Wagenmann asked if Mr. Butler was at the October 2007 Board meeting that passed that motion, and Mr. Butler said that he was present and voted on the motion.

Gerald Winegrad noted that on Mr. Butler's variance application, he signed on the left as the applicant, which is proper, but on the right he signed on behalf of OHCA. After the application was submitted to the County, the County told Mr. Butler he needed something on OHCA letterhead and that's when he requested a signature from OHCA.

Col. Wyatt said that he wants to resolve this in a way that supports harmony in the community. There did not seem to be malintent in what Mr. Butler did. We're going down a very dark road in continuing to pursue this, and OHCA funds are going to be spent on legal matters rather than on developing the community.

Someone noted that Mr. Butler both signed the variance application for OHCA and entered OHCA's mailing address on the application. Mr. Butler responded that he signed as a member of the association, and the County has not said he could not sign the application for OHCA.

Anne MacLeod said it is not correct that the County did not object to his signature on that part of the application because the County sent it back to Mr. Butler.

Pat Cannon noted that Mr. Butler's signing and putting OHCA's address on the application shows he was not trying to hide anything. He did not have the intent to do anything wrong.

Joe Butler asked what we have from the OHCA attorney on this matter, and Presiding Officer Craig noted that we have a 3/25/08 letter from the OHCA attorney that is a handout at the meeting (see attachment).

President Brooke Doswell noted that this is about a board member, a leader of the community, signing on behalf of the community. At the County hearing on the variance application, the hearing officer said the hearing would not have happened if the County had known that OHCA had not authorized OHCA's signature on the application. This is simply about a board member signing on behalf of the community without the community's authorization.

Steve Uthoff said that it is clear that Mr. Butler signed as a member of OHCA, and it is clear that he had a conflict of interest. As a board member, it is his responsibility to step back if he has a conflict of interest.

Mr. Butler said that this matter started off with the question of whether there was a conflict of interest, and the OHCA attorney sent an answer that said no. Mr. Butler disclosed what he was doing. As long as he disclosed it, there was no conflict of interest.

Bob Eyster noted that the OHCA attorney said that a board member should disclose any conflict, and also said that a member with a conflict can vote on the matter but that member's vote cannot determine the majority (determine the outcome of the vote). Mr. Eyster noted that he presented a motion at an association meeting in the fall on conflict of interest, but that motion was tabled. Mr. Eyster added that we definitely have an issue of conflict of interest at OHCA Board meetings.

Elvia Staller offered a motion to call the previous question, and there was no objection.

Nancy Plaxico raised the question of whether the 4 ballots that were turned in to her before those members left could be counted in the vote. Presiding Officer Craig had initially ruled that since the 4 people left without knowing what the final motion was, their ballots would not be counted. When a point of order was made that the motion had not changed, the Presiding Officer agreed and put the question of whether or not to count the 4 ballots to the general membership. The vote was 18 in favor and 14 against, so it was determined that the 4 ballots would be counted.

All those in attendance (with the exception of Presiding Officer Craig who did not vote) then submitted written ballots on the motion "To recall Danny Butler from the OHCA Board on the grounds that the Board passed a motion that no one can represent OHCA without its permission." The vote was 25 in favor and 13 against, so the motion passed. Presiding Officer Craig announced the results of the vote, and the fact that Mr. Butler's seat on the OHCA Board was now vacant.

Bob Eyster made a motion that the meeting be adjourned, and the motion was seconded and approved. The meeting was adjourned at 10:45 a.m.

*Respectfully submitted,  
Nancy Plaxico, OHCA Recording Secretary*