SPECIAL MEMBERSHIP MEETING 2025
25 SEPTEMBER 2025

Present for the Board of Directors: John Campanile (President), Alan Parker (Treasurer), Lisa Milani, Stephanie Rizk, Anthony Case.
Present for the Audit Committee: Rex Wingerter, Jennifer Norwood.

18.30 Meeting starts

John Campanile reads the agenda to the members:

Agenda:

- Presentation of the motion and rationale (15 minutes)
- Response from Ms. Norwood (15 minutes)
- Clarifications from board and/or proposed changes to the motion (5 minutes)
- Member questions and comments (10 minutes)
- Call for vote on motion as presented or amended
- Vote
- Announcement of results
- Adjournment

Then he introduces the meeting procedure and the proposed motion:

Motion:

We, the members of the board, motion to remove Ms. Norwood from her role as Chair and member of the Audit Committee as there is consensus among the board that it is in the best interest of the organization that she be removed for the following reasons:

I. Repeated disruptive behavior including verbal aggression,
II. Inappropriate sharing of, and stated intent to share, internal board discussions, breaching confidentiality and ethical standards, and disregard for established governance guidelines
III. Destructive interference in restaurant vendor relationship, and
IV. Stalking behavior

Bill Jones proposes an amendment to the agenda that Ms. Norwood be allowed 3 minutes to respond to each member in the Q&A section.

Tom LeaMond is opposed to this amendment because the board has 15 minutes for their presentation, Ms. Norwood has the same time for her presentation and the membership has time for their questions to either board or Ms. Norwood.

John motions to approve the agenda, Lisa Stand seconds. The vote is for the agenda as presented (Bill Jones' motion was not seconded). 26 in favor (out of 43 present at the moment of the vote). 2 opposed. No abstaining.

John specifies the role and expectations of Audit Committee.

Currently the board removed both Audit committee members from the communication channels for the restaurant vendor and music coordinator. This action is in accordance with our bylaws Article VII, Section I, Part 4. On the advice of counsel, the board ceased communication with Ms. Norwood on Sept 12.

Stephanie proceeds showing some examples as direct quotes from communications between the board and Ms. Norwood.

I. Repeated disruptive behavior and verbal aggression

Statements from secretary Lisa Milani and treasurer Alan Parker are also included in this topic.

II. Inappropriate sharing of, and stated intent to share, internal board discussions, thereby breaching confidentiality and ethical standards,

Beyond the examples included here, Ms. Norwood has shared sensitive information beyond the board on at least one other occasion. The board asserts that it is not appropriate to share the details of these incidences to protect the privacy of those

III. Destructive interference in restaurant vendor relationship with board and patrons

IV. Stalking behavior

On several occasions, Ms. Norwood has referenced tracking the movements and/or activity of the board members and used this "tracking" information to support her assumptions that board members are actively choosing to ignore her questions and responses.

Summary statement from the board:

We are a volunteer organization and most board members work full-time with limited spare time to allot to this obligation. The persistent ongoing disruption generated by Ms. Norwood has resulted in many of the board members wishing to drastically reduce our time or consider resigning from our positions. We are unable to continue the work of the organization in collaboration with Ms. Norwood. It is not in the best interests of the organization to lose its leadership team or staff to preserve the position of one member.

Ms. Norwood is given 23 minutes for her statements to match the time taken by the board.

Ms. Norwood gives some background about herself.
She rejects the accusations about stalking.
She states she has a list of 25 areas of serious concern.
She states the board took a week to make a decision about an incident happened at the cafe when according to Ms. Norwood the perpetrator should have been banned immediately.
She responds to the examples reported in the board statements.

Stephanie clarifies that it did not take a week for the board to respond to the incident that happened at the cafe.

Open discussion about the motion to be voted:

Lore Rosenthal moves that the last point about stalking be removed from the motion.

Bill Jones suggests that the motion is improperly stated and suggests to reword as “We move that the membership rescind its vote of June 1st 2025 to elect Ms. Norwood to the Audit Committee”.
Tom LeaMond moves to approve the motion as amended and Abby Crowley seconds.

Member Q&A:

Abby Crowley asks to Board and Ms. Norwood if there is any part of this relationship breakdown you are willing to take responsibility for and if they would be willing to go to mediation.
John says we all do the best we can but it comes a time that it becomes too much to

handle. We could go to mediation, but he would hate to lose members of the board in the interim. Stephanie would take responsibility on failing to see that the communication style that would work better in this situation was to over communicate and for not setting clear expectations from the beginning, but she would not be willing to go to mediation because of trust and threat to safety for some of our board members.
Ms. Norwood would be willing to work with a mediator but she doesn't take any responsibility.

Liz Springer gives a statement on her perspective of the situation, with Ms. Norwood having an obsessive way of communicating and seeing the distress that this has caused to the board.

Upon request, a description of the role and functions of the audit committee are given by current and former members of the audit committee.

Ray Zammuto moves to cut off the debate and Tom LeaMond seconds.
36 participants, 24 vote in favor, 4 opposed, the motion passes.

Vote on the motion as amended: 36 favor, 2 opposed, 4 abstained.
The motion passed as amended.

Stephanie moves to adjourn, seconded.

The meeting is adjourned at 8.20 pm.