

**ARLINGTON PARK NEIGHBORHOOD  
ASSOCIATION, INC. ("APNA, Inc.")**

**Joint Meeting  
BOARD OF DIRECTORS AND OFFICERS MEETING  
MINUTES**

**THURSDAY, MARCH 10, 2022 – 1:30 P.M. - LOCATION  
VIA ZOOM**

**Present:** Dan Clermont, Director & President, Mary Pryce, Director & Assistant Treasurer Barbara Justiz, Director & Assistant Secretary, Michael James, Director, Flo Entler, Director Dan Clermont left the meeting for another engagement after the election Virginia Hoffman as a new Director effective immediately, and after discussion of transition matters follow several recent Director resignations.

Also attending was Virginia Hoffman, past President of Arlington Park Neighborhood Association who was invited to attend.

**Notice:** The meeting was called to order approximately 1:30 P.M. Thursday, March 10, 2022 is the regularly scheduled meeting of the Board of Directors and Officers, with only a change from 7pm to 1:30pm to accommodate all. Notice as required was given as to the meeting by at least 4 of 5 directors pursuant to ARTICLE VI, Section 6.2.

**Vacancy In Board of Directors:**

Mary Pryce, Director, addressed the existing vacancies on the Board of Directors due to recent resignations, to wit: January 2022 Aimee Barnes and February 22, 2022 DeAnna Dowdle, Julia Clark, and Terry Langlois. Dan Clermont has also expressed a desire to resign, but he has agreed to participate in an orderly transition for APNA, Inc. Dan's resignation would leave only 4 Directors. The Bylaws require a minimum of 5 Directors, therefore immediate action is needed to appoint one or more directors for the minimum 5 directors required for a meeting. It was discussed that more directors are needed to fill vacancies for contingency absences.

Pursuant to ARTICLE XI, Section 11.2, "The Board of Directors shall have the power to fill any Office of the Board that occurs for the unexpired term including Officer or

**Member of the Board of Directors.”**

Virginia Hoffman, a past President for Arlington Park Neighborhood Association and Member who attends monthly meetings, has agreed, if elected, to serve as interim Director and President of APNA, Inc.

**Mary Pryce made a motion for the appointment of Virginia Hoffman to serve as a Director, effective immediately, which motion was seconded by Dan Clermont, and passed unanimously by all five (5) Directors.**

**Transition By Dan Clermont:**

**All Directors, including Dan Clermont and Virginia Hoffman, next discussed an orderly transition required for documentation, books and records, and outstanding matters necessary for APNA, Inc.’s operation. Following the discussion, Dan Clermont excused himself to attend another appointment across town. The remaining five (5) Directors, Mary Pryce, Barbara Justiz, Michael James, Flo Entler, and Virginia Hoffman, continued with the meeting.**

**Vacancy in Officers:**

1. A Mary Pryce, Director, next discussed the need for a new President as a result of Dan Clermont desire to resign. In addition, due to the recent resignation of DeeAnna Dowdle as Vice President, and Julia Clark, as Secretary, the Board discussed the filling of all Officer positions to be effective immediately. The Board discussed that due to a need for all positions to be filled immediately, the new appointments may be an interim solution until others can be recruited to become directors and/or officers. Again discussed was Virginia Hoffman’s past experience as past President for Arlington Park Neighborhood Association and ongoing commitment to the neighborhood. Virginia has expressed due to other family commitments, she sees her role as an interim solution to an immediate need by APNA, Inc. Discussion included all officer positions, together with representation at CCNA to ensure the orderly operation of APNA, Inc. All agreed Michael James shall represent APNA, Inc. at CCNA meetings. Mary Pryce made a motion that was seconded by Barbara Justiz, and unanimously passed, for the appointment of the following as Officers of APNA, Inc., effective immediately, March 10, 2022. It was also agreed Michael James would represent PNA, Inc. at CCNA:

**Officers:**

President:

Virginia Hoffman



Vice President: Flo Entler  
Secretary: Barbara Justiz  
Assistant Secretary: Mary Pryce  
Treasurer: Rob Grant  
Assistant Treasurer: Michael James.

1B. **Bank Account:** The newly elected President and Treasurer will need to be added, to the APNA, Inc. bank account. Flo Entler and/or Dan Clermont will accompany Virginia Hoffman and Rob Grant to the Bank regarding the transition.

2. **Tuttle-Bahia Vista Apartment.** The proposed apartments at Tuttle-Bahia Vista was discussed.

3. **Floyd Street Majestic Oak.**

4. Member Meeting Planning

5. **East Avenue Overgrowth and Trash Update**

6. **Special Board and Officer Meetings During Transition.**

Mary Pryce recommended weekly Board and Officer meetings during this transition. It was agreed a Special Board and Officer meeting would be held next Tuesday, March 15, 2022 at 1:30 pm. Via Zoom.

**Adjournment.** The meeting adjourned 2:\_\_\_\_\_p.m. The next Regularly scheduled Board/Officers meeting will be Thursday, April 14, 2022 (second Thursday of month) at 7:00 P.M.

Respectfully submitted

By: \_\_\_\_\_

Barbara Justiz, Secretary

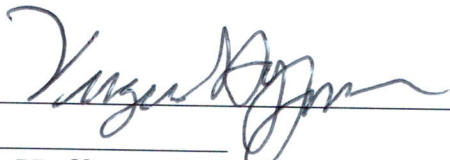
### **CERTIFICATE OF APPROVAL OF MINUTES**

We do certify that the above Minutes of Arlington Park Neighborhood Association, Inc., were approved by the Arlington Park Neighborhood Association, Inc.'s Board of Directors.

ARLINGTON PARK NEIGHBORHOOD ASSOCIATION,  
INC.

\_\_\_\_\_  
Barbara Justiz, Secretary

Date: 3/15/22

  
\_\_\_\_\_  
Virginia Hoffman, President

Date: 3/15/22