



# MONTGOMERY VILLAGE FOUNDATION, INC.

10120 APPLE RIDGE ROAD  
MONTGOMERY VILLAGE, MARYLAND 20886-1000

(301) 948-0110 FAX (301) 990-7071 [www.montgomeryvillage.com](http://www.montgomeryvillage.com)

January 5, 2018

## MEMORANDUM

TO: MVF Nominating Committee

FROM: Mike Conroy, Assistant Executive Vice President

SUBJECT: Meeting Announcement

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The next meeting of the MVF Nominating Committee is Wednesday, January 10, 2018 at the MVF office, 10120 Apple Ridge Road in the Training Room. The committee meeting begins at 7 p.m., and the informational meeting with applicants begins at 7:30 p.m. Please enter the building through the **front door**.

The deadline for applications was 5 p.m., today, Friday, Jan. 5. We received three applications enclosed in this packet for your review.

If you have any questions, or if you will be unable to attend, please call me prior to the meeting at 240-243-2331.



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## **Nominating Committee Meeting**

**January 10, 2018**

**7 p.m.**

**MVF Office**

### **Agenda**

1. Residents' Time
2. Chair's Remarks
3. Approve Minutes of September 13, 2017 meeting (Attachment 1)
4. Review applications (Attachment 2)



5. Conduct informational meeting with applicants – (ask each candidate to introduce himself/herself, make a brief statement and be prepared to answer questions of the committee members).
6. Establish slate of candidates

**MINUTES OF MEETING**  
**MONTGOMERY VILLAGE FOUNDATION**

**MVF Nominating Committee**

**September 13, 2017**

A regular meeting for the Montgomery Village Foundation Nominating Committee was held at 7:00 p.m. on Thursday, September 13, 2017 at the MVF Administrative Center, Montgomery Village, Maryland.

**Members Present**

Ben Davis  
Susan Dunton  
Jeff McCloskey  
Mohammad Siddique

**Members Absent**

Jim Marsh, Chairperson

**Others Present**

Mike Conroy, Director of Communications  
Roslyn Price, Recording Secretary

**Residents' Time**

There were no residents present.

**1. Call to Order**

Mr. Conroy called the meeting to order at 7:13 p.m.

**2. Chair's Remarks**

**3. Approve Minutes of Previous Meeting**

**Mr. McCloskey moved to approve the minutes of the January 11, 2017 meeting as presented. The motion was seconded and passed unanimously.**

**4. Note Nominating Committee Guidelines**

Mr. Conroy explained the suggested revisions to the Guidelines. A third committee meeting has been added to review the applications for the new MVF Board Student

Representative position and make a recommendation to the MVF Board of no more than three candidates for final selection.

The definition of “good standing” for Board applicants deletes reference to violations of “Condominium Association and Homes Corporation covenants.” MVF has data on all assessment and architectural violations in the Village, but has no way of checking covenant violations for associations we do not manage. Therefore, the revision is to remove language referring to covenant violations.

Mr. McCloskey noted that he personally does not like the idea of the Student Representative initiative. Mr. Conroy explained that the idea came out of the Board Retreat, intended to encourage more youth involvement and input into Montgomery Village activities, in hopes of bringing new ideas and programs to the community. In addition, this initiative can help build on the MVF Board’s Strategic Goal of continuing partnership opportunities with Village schools.

Mr. Siddique noted that the Board of Education also has a non-voting student member.

**Mr. Siddique moved to approve the revised Nominating Committee Guidelines as presented. The motion was seconded and passed unanimously.**

## **5. Review Guidelines for Applicants**

Mr. Conroy noted that the only suggested changes to the Guidelines for Applicants are the new dates and removal of reference to covenants in the Definition of Good Standing and Sustained Violation.

**Mr. McCloskey moved to approve the Guidelines for Applicants as presented. The motion was seconded and passed unanimously.**

## **6. Review application packet including: application, candidacy statement section and questions for the *Village News*.**

Mr. Conroy discussed the contents of the application packet, noting there are no changes other than the dates.

**Mr. Davis moved to approve the application packet as presented. The motion was seconded and passed unanimously.**

## **7. Review Call for Candidates**

The call for candidates was reviewed by the committee. Mr. Conroy noted again the removal of reference to covenants.

**Ms. Dunton moved to approve the Call for Candidates as presented. The motion was seconded and passed unanimously.**

## **8. Note Draft 2017-2018 Election Calendar**

The 2017-2018 Election Calendar was reviewed and noted. Mr. Conroy noted that no committee action is necessary, as the Election Committee had already reviewed and approved it, with one additional amendment. Committee members suggested that the additional third meeting of the Nominating Committee, to review applications for the Student Representative should probably be added to the calendar. Mr. Conroy noted that it is really a separate matter, not part of the annual Board election process. However, he will make note of their suggestion and discuss it with the EVP.

## **9. Discuss Format for January informational meeting with applicants**

Mr. Conroy explained that the purpose of the meeting is to review the applicants in terms of the required criteria for candidates. The Nominating committee has the opportunity to review and discuss the candidates prior to meeting with the candidates. There are no changes suggested for the process of this meeting.

## **10. Review Letter to Applicants**

Mr. Conroy noted that he sends this letter by e-mail to those applicants who submit their applications prior to the deadline for applications and then sends a hard copy of the

letter to all of the candidates following the deadline. The letter is to make the candidates aware of all of the event dates in the election process, including the Nominating Committee meeting, the Candidates' Forum, meet and greet appearances at January and February Board meetings, etc. The only change is in the dates.

**Ms. Dunton moved to approve the Letter to Applicants as presented. The motion was seconded and passed unanimously.**

### **11. Review application materials for MVF Board Student Representative position**

Mr. McCloskey asked whether a student would be disqualified if he or she could not attend the annual Board Retreat. Mr. Conroy stated that he didn't think this would be a disqualification, but obviously the Board would like to have someone who demonstrates commitment to the position.

Mr. Conroy explained that the summer internship would provide the student with the opportunity to see how the association operates and understand the various functions of the departments. He noted that this is the program's first year, and if it is not successful, the Board could decide not to continue it in the future.

Mr. Davis suggested the addition of a requirement for the student to make at least four or five recommendations to the Board before completing the internship. Mr. Conroy stated that in the limited number of committee meetings the student will be attending, there may not be enough time to develop a recommendation. However, Mr. Davis thinks that they should be able to come up with at least one good idea, to express their perspective on what they would like to see the Montgomery Village Foundation do. He also noted that the student would have an incentive to take this seriously, as it could be a significant factor in their college application process. The committee agreed to add a responsibility in the Guidelines for Applicants for the student to develop at least one actionable item for the Board to work on.

There was some discussion of whether it is fair to hold the student responsible for whether their "household" (parents, rental property owners, etc.) is current in their assessments and has no architectural violations. Mr. McCloskey believes that the student should not be penalized for

the actions of the property owners. The committee agreed to suggest removal of that eligibility requirement from both the guidelines and the introductory letter to the student.

Mr. Conroy noted the application questions. It was noted that the signed authorization should be from a parent or guardian.

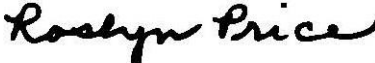
**Mr. Davis moved to approve the application materials for the MVF Board Student Representative as amended by the committee. The motion was seconded and passed unanimously.**

### **12. Confirm January 10, 2018 as next meeting date**

The committee agreed on the proposed January 10, 2018 next meeting date. They also agreed on a tentative date of Thursday, Feb. 8 for the meeting to review the applications for the Student Representative position.

### **13. Adjournment**

**Ms. Dunton moved to adjourn the meeting at 8:15 p.m. The motion was seconded and passed unanimously.**

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Roslyn Price  
Recording Secretary

## **NOMINATING COMMITTEE**

### **Motion List**

**September 13, 2017**

1. Mr. McCloskey moved to approve the minutes of the January 11, 2017 meeting as presented. The motion was seconded and passed unanimously.
2. Mr. Siddique moved to approve the revised Nominating Committee Guidelines as presented. The motion was seconded and passed unanimously.
3. Mr. McCloskey moved to approve the Guidelines for Applicants as presented. The motion was seconded and passes unanimously.
4. Mr. Davis moved to approve the application packet as presented. The motion was seconded and passed unanimously.
5. Ms. Dunton moved to approve the Call for Candidates as presented. The motion was seconded and passed unanimously.
6. Ms. Dunton moved to approve the Letter to Applicants as presented. The motion was seconded and passed unanimously.
7. Mr. Davis moved to approve the application materials for the MVF Board Student Representative as amended by the committee. The motion was seconded and passed unanimously.
8. Mr. Dunton moved to adjourn the meeting at 8:15 p.m. The motion was seconded and passed unanimously.





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January 5, 2018

TO: MVF Nominating Committee

FROM: Mike Conroy, Assistant Executive Vice President

SUBJECT: 2018 MVF BOD Election applications

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Per the Election Calendar, solicitations for the 2017 MVF Board of Directors Election were printed in the *Village News* and posted online at [www.montgomeryvillage.com](http://www.montgomeryvillage.com). Candidates were given a deadline of 5 p.m. on Friday, Jan. 5, 2018 to submit their application, giving staff time to review and verify resident status, word count and eligibility, as well as contact the candidates for revisions or supporting documentation.

As of 5 p.m. on Friday, Jan. 5, 2018, 3 applications for the election were received from the following individuals (in alphabetical order):

- Pamela Bort (incumbent)
- Glenn Gargan (incumbent)
- Jerome Leonard

All submissions were verified and necessary revisions from the candidates were made and resubmitted prior to the deadline. Three completed, revised applications are attached to this memo, with signatures and other personal information redacted for security.

MC/  
Attachments

## 2018 MVF Board of Directors Election Application for Candidacy

To be considered for appointment, please complete and sign this application and return it no later than **5 p.m., Friday, January 5, 2018** to the MVF office at 10120 Apple Ridge Road. Applications may be FAXed to (301) 990-7071 or e-mailed to [mconroy@mvf.org](mailto:mconroy@mvf.org). For complete details on FAXing and e-mailing, refer to the *Guidelines for Applicants*. This application is the main source of information that will be reviewed by the Nominating Committee.

Sections A and B will be used for the Informational Matrix published in the *Village News* prior to the election. Sections A, B and C will comprise the Ballot Summary Statement that is mailed to all Members along with the MVF ballot. Section D will be published in the Election Edition of the *Village News*. MVF reserves the right to limit information published in the matrix based on the space available.

### Prioritize and present information in bullet form

#### **Section A – Biographical Information**

Name: Glenn Gargan

Current Address: 8244 Collingdale Way

Village Community: East Village

Occupation: President, The Viaggio Corporation

Check one:  Resident Homeowner     Absentee Homeowner     Renter

Length of residency or absentee ownership: 4 ½ \_\_\_\_\_ years

## **Section B – Community Service**

Responses to all three questions should be a total of 100 words or less. Please include dates of service. Note: Dates are considered part of the word count.

Example: 2000-2001 equals one (1) word.

1. Participation in Village affairs: Board Member (and current Vice President) – Montgomery Village Foundation – since 2015; Board Member - East Village Home Corporation 2014-2017; Montgomery Village Master Plan 2014-2016; Whetstone, Montgomery Village Middle, and Watkins Mill High PTA member 1992-2003
2. Participation in community affairs: Advisory Board Member – Jewish Council for the Aging - Heyman Interages Center 2010-2016; GSA Federal Accounting Standards Task Force Advisory Board Member (2011-2016) and Public Private Partnerships (2016-current); Former President Norbeck Hills HOA (800 residents Single Family and Multi-unit) 1983-1986; Native Montgomery County resident (> 50 years) and Business Owner (16 years); Board Member – U of Maryland Smith School of Business – 2005 - 2016
3. Other, including educational background, awards, etc.: MBA, 2 separate BS's from the Robert H. Smith School of Business, University of Maryland; Awards: HOA (performance); U of Maryland (Mentorship); Interages (volunteerism)

## **Section C – Candidate's Summary Statement**

Please provide a statement of 100 words or less about your candidacy:

As the current Vice President of the Foundation Board, I was actively involved with the Montgomery Village Master Plan, bringing passion for maintaining our solid financial status and good civic relationships, and co-leading the successful effort to add a non-voting Student Member to the MVF Board. I believe the priority issues for Montgomery Village are the ongoing development of the former golf course; the renovation of the Village Shopping Center and revitalization of other the stagnation of commercial areas, the current solid financial and reserve status, and the relationships we have with state and local legislators and law enforcement.

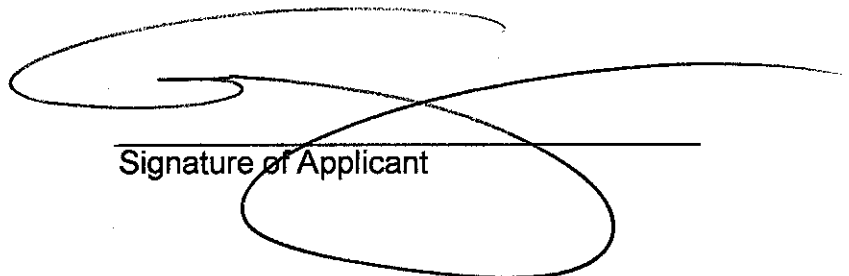
### **Section D – Questions for the *Village News***

**Cumulative** responses to all three questions must be kept to a total of 450 words. The answers in Section D will be published in the Election Edition of the *Village News*.

1. In your civic, professional or personal background, what experience do you feel qualifies you for a position on the Montgomery Village Foundation Board of Directors? 3 years ago, I recited many of the accomplishments in my Bio. In addition to those, I have added the experience these past 3 years of hundreds of hours of MVF-specific Board and committee meetings, and hundreds of meetings with residents, state and local politicians, and law enforcement, addressing very specific issues of Montgomery Village (past, current, and future).
2. What do you consider as priority items to be addressed by the Montgomery Village Foundation Board of Directors? They would certainly include the continued development of the former MVF golf course; the renovation of the Village shopping center, as well as the revitalization of other commercial areas; ongoing Village transportation issues; the continuation of the strengthening of MVF's financial and reserve status; maintaining strong elected official relationships (and accountability) during this year of expected personnel changes in those offices; and out teamwork with local law enforcement on gang-related issues.
3. What proposals do you have to assist in implementing your priority concerns? The same ones which we all utilize daily: ongoing communication; relationship building and maintaining; accountability; community involvement; pragmatism; teamwork with Residents, the Board, MVF staff, and state/local resources. These approaches include ensuring elected representatives understand MVF concerns, and how various legislative actions would affect the Village.

I acknowledge that I am not in violation of any homes corporation or condominium association covenants.

I do hereby attest that the information contained in this application is truthful to the best of my knowledge.

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke.

\_\_\_\_\_  
Signature of Applicant

12/29/17

\_\_\_\_\_  
Date

REC'D  
DEC 29 2017  
12/29/17



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## **Nominating Committee Meeting Informational Meeting with Applicants**

**January 10, 2018**

**7:30 p.m.**

**Training Room**

### **Agenda**

1. Welcome  
Jim Marsh, Chair of Nominating Committee and MVF Board Member
2. Overview of the Montgomery Village Foundation
3. Role of a Board Member
4. Standards of Conduct
5. Review of Election Procedures
6. Questions and Answers
7. Adjourn

## **Montgomery Village Foundation Organizational Overview**

Montgomery Village Foundation is...

...a 501(c) 4 non-profit tax-exempt corporation;

...the "master" or "umbrella" association for the planned community of Montgomery Village, consisting of 10 homes corporations, 11 condominium associations and four multi-family rental properties

...the owners of residential property who are automatically Members of Montgomery Village Foundation. Most, but not all, residential property owners are also Members of a second community association, either a homes corporation or a condominium association.

...a corporation whose purposes, powers and duties are defined by the community association's documents; specifically, the Articles of Incorporation, the By-Laws and the Declaration of Covenants and governed by state and local statutes.

...governed by a nine-member volunteer Board of Directors who appoint advisory committees and set the policies which are implemented by the MVF staff.

...managed by employees who work directly for the community, rather than for a management company contracted by the community association.

## Who is responsible for What?

Every owner of a residential property in Montgomery Village is automatically a member of Montgomery Village Foundation (MVF). There are 10 homes corporations, 11 condominium associations and four multi-family rental apartment complexes within Montgomery Village. Each of these is a separate entity that provides maintenance and services that are different from those provided by the MVF and apply only to the property within that particular community. All property owners are members of one of these associations in addition to the Foundation and pay fees and have voting rights in **both** entities to support the services provided to them by each. See [www.montgomeryvillage.com](http://www.montgomeryvillage.com) for Residents Guide, Recreation Guide and more.

<b>Montgomery Village Foundation</b>	<b>Homes Corporation/Condominium</b>
Owns and maintains MVF <i>common</i> property and facilities, including lakes, parks, ball fields, pools and community centers; Contracts for landscaping, trash collection, leaf pickup, snow removal and Foundation security for MVF common property.	Owns and maintains <i>Community</i> property, including streets, green space, parking lots and some tot lots; Contracts for landscaping trash collection leaf pickup, snow removal and homes corps security, if applicable.
Charges assessments for the operation and maintenance of MVF and the common properties.	Charges assessments for the operation and maintenance of the homes corps and community properties.
<b>Administers Architectural Standards, both residential and commercial. Approval of all exterior additions or changes to the original design on an individual's property must be received prior to being done. All properties are subject to routine inspection and must adhere to standards set by the Architectural Review Board, supported by MVF staff, in order to avoid penalties.</b>	<b>Administers covenants (parking, trash, property maintenance, etc.). All exterior property condition is subject to routine inspection and must be kept to standards set by the homes corporation in order to avoid penalties.</b>
Approves policies and procedures relating to Foundation property and activities.	Approves policies and procedures relating to HOA property and activities.
Administers elections to the MVF Board of Directors; appoints advisory committees to the Board.	Administers elections to homes corporation/condo board. Appoints advisory committees.
Administers budget and manages finances for Foundation assets.	Administers budget and manages finances for homes corporation assets.
Monitors legislation at federal, state and county levels and provides Board positions on issues with potential Village impact; works with government agencies on transportation / roadway issues and with developers and other groups on projects that affect the Village.	
Provides Village-wide events such as the annual July 4 <sup>th</sup> celebration, summer Lawn Theater performances, Flea Markets, after-school programs, holiday programs, etc. All types of year round fee programs are also offered under the direction of the Recreation Department.	
Provides MVF Activity cards, enabling all members of MVF to enjoy many recreational amenities including access to pools, gymnasium basketball and volleyball drop-in programs and more.	



# **MONTGOMERY VILLAGE FOUNDATION BOARD OF DIRECTORS JOB DESCRIPTION**

## **Purpose:**

The Board of Directors of the Montgomery Village Foundation is legally and ethically responsible for all activities of the Foundation.

## **The Board is responsible for:**

- Determining how the organization carries out its mission through long and short range planning and review;
- Adopting an annual budget and providing fiscal oversight;
- Recruiting using the Nominating Committee, orienting and developing board members;
- Hiring and evaluating the performance of the executive vice president;
- Evaluating its performance and the overall performance of the organization in achieving its mission;
- Establishing policies for the effective management of the organization.

## **Responsibilities of Directors:**

- Understand and promote MVF's mission;
- Be familiar with MVF's programs and operations;
- Be a working member of at least one board committee;
- Advocacy for the interests of MVF;
- Community education about MVF;
- Review Board meeting materials before the meeting;
- Identify any potential conflicts of interest.
- Complete CCOC Board Member Training program within 90 days of start of term

## **Time Demands (approximate):**

- Attend and actively participate in board meetings (11 monthly meetings, 4<sup>th</sup> Thursday of month except December);
- Committee work -- 1-3 hrs. per meeting, usually 6 per year;
- Annual planning retreat – 1 day, usually a Saturday in April;
- Annual meeting – 1 evening annually;
- Budget worksession – 1 evening annually;
- Attendance at Village-wide events (time/dates vary)
- CCOC Training – 1-3 hrs.

## **Role and Responsibilities of MVF Board Member**

Role of the board is to set policy for the operation of Montgomery Village Foundation, Inc., per the guidelines and authority prescribed by the governing documents of Montgomery Village Foundation and in accordance with any county, state or federal laws governing homeowner associations.

- a. Become familiar with MVF policies and organizational structure.
- b. Keep in mind that the board sets policy; staff carries it out.
- c. Become familiar with the division of authority and responsibility between the county, MVF, homes corporations and individual property owners.

Responsibilities:

1. Attend monthly board meeting on fourth Thursday of the month approximately 3-5 hours
  - a. Prepare for meeting by reading board packet and calling staff to ask questions before the meeting.
  - b. Keep issues discussed in closed session confidential.
  - c. Conflict of interest.
  - d. Learn parliamentary procedure and how to forward specific issues for action.
  - e. Learn the budget process and how the organization functions.
  - f. Disagree and debate, but support the board's position once a decision has been made.
2. Attend assigned committee meeting(s) - depending on the committee, between 4 and 12 meetings per year/2-4 hours a meeting.
  - a. Prepare for committee meeting by reading committee packet and calling staff to ask questions before meeting.
  - b. Report significant committee recommendations to board during committee reports portion of board meeting.
  - c. Function as chair of committee if regular chair cannot attend and there is no "vice-chair".
  - d. Participate in committee discussions and work projects; however, board liaisons may not vote in committee unless, prior to their appointment as board liaison, they were already a committee member.
3. Complete the Montgomery County Commission on Common Ownership Communities' Board Member Training (online program) within 90 days of start of term of service (MVF Annual Meeting).

## INFORMATION SHEET ON CAMPAIGNING FOR MVF BOARD POSITIONS

The MVF Board of Directors welcomes and encourages residents to share their skills, views and energies by participating in Village governance particularly Foundation board and committee positions. The Board firmly believes that all candidates for the Board of Directors should be given an equal and fair opportunity to serve their community in the position of their choice.

With regard to candidates for MVF Board positions, these are elective positions on a Village-wide basis and involve prospective representatives for the entire Village community on various important issues. Consequently, the Board believes that candidates should have maximum opportunity to inform residents of their respective qualifications, experience, views and opinions, and that residents in turn have the right to be so informed. To serve this purpose, the MVF has provided candidates a number of effective and appropriate ways to publicly convey their qualifications and positions, including:

1. publication of candidates' statements and photographs in the *Village News* and on the MVF website. These statements are in the form of answers to three questions posed to each candidate by the *Montgomery Village News*. There is a word limit, to keep responses uniform in length;
2. an interview with candidates a summary of which is published in the *Village News*;
3. publication of letters from candidates, in the Letters to the Editor section of the *Village News* in accordance with the approved *Village News* Letters Policy. Letters from supporters are also freely published;
4. a ballot summary statement which accompanies the official MVF ballot and will be posted on the MVF website; and
5. access to the public records of the Foundation for the purpose of providing information on budget, policy or other documents on which candidates may formulate their campaign positions. Foundation staff are also made available to further explain these materials.

Approved, MVF Board of Directors - January 26, 1995.

Revised and Approved, MVF Board of Directors - November 20, 1997 Revised to conform with Board motion passed April 30, 1998.

Revised and approved January 26, 2016

# Montgomery Village Foundation, Inc. Board of Directors and Officers

## Standards of Conduct

- a. **General.** Each member of the Board of Directors, as a duly elected representative of the Members of Montgomery Village Foundation, Inc., and each Board officer owes a fiduciary obligation to the Foundation and its Members to carry out his/her respective duties and responsibilities in a diligent, fair and honest manner. Each Board member or officer recognizes that he/she owes a duty of care and a duty of loyalty to the Foundation and its Members in connection with all aspects of his/her Board position, thereby requiring each Board member or officer to act in the best interests of the Foundation and its Members in his/her official capacity and not to act in a manner that may undermine the integrity or well-being of the Foundation and its Members. This general standard of conduct indicates, but is not limited to, the following specific situations and types of conduct.
- b. **Specific Rules and Standards.**
  1. **Employment.** Each Board member or officer shall publicly disclose the general nature of current employment or other principal business activities.
  2. **Due Care.** Each Board member or officer shall discharge his/her duties in good faith, with the care of an ordinarily prudent person in a like position under similar circumstances. Furthermore, each Board member or officer shall take whatever action is reasonably necessary to become adequately informed with respect to their duties.
  3. **Personal Advantage.** Board members or officers shall not use their position for personal or financial advantage.
  4. **Conflict of Interest.** Board members or officers shall not participate in any MVF matter that directly affects a financial or other substantial personal, property, or business interest of the Board member or officer, his/her spouse, a relative, close friend, client, employee, business partner or associate in a manner distinct from its effect on the Members generally. In such a case, the Board member or officer must promptly disclose the possible conflict of interest to the Board of Directors and abstain from participation in any discussion, vote or other action, if, as expressed through a majority vote of disinterested Board members, such a conflict is determined to exist. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
    - For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having a relative who holds such an interest in any concern.
    - For purposes of this provision, the term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Montgomery Village Foundation, Inc.
    - For purposes of this provision, "relative" is defined as a Board member's or officer's children or grandchildren, brother or sister, parents or grandparents, as well as the spouse's such relatives.

5. **Transactions.** Board members or officers shall not enter into a contract or other transaction with the Foundation for goods or services, either personally or through a corporation, partnership or other business that he/she owns an interest, unless he/she discloses the information to the Board of Directors and the board determines that the contract/transaction has a clear substantial benefit to the MVF and approves the transaction through the vote of a majority of disinterested Board members.
6. **Objectivity.** Each Board member or officer shall act impartially and not give preferential treatment to any one group, organization, business or individual. Each Board member or officer must disclose to the Board of Directors any agreement, understanding, or special arrangement which he/she has with any person, business or organization regarding any particular matter that concerns a Foundation activity or item that the Board is considering.
7. **Gifts.** Board members or officers shall not solicit or accept anything of value from any individual, group, organization or business as a result of his/her current position on the MVF Board of Directors.
8. **Confidentiality.** Each Board member or officer shall maintain the confidentiality of any Foundation documents, materials or other information that are designated as such for the purposes of protecting the Foundation's best interests or the privacy of a Member, resident, Foundation employee or others with whom the Foundation has dealings. No Board member or officer may publicly disclose any confidential Foundation documents, materials, or information unless the Board of Directors authorizes such disclosure.
9. **Use of Foundation Property.** Board members or officers shall not use any Foundation property or facility for personal use unless such use is generally available to residents.
10. **Good standing.** As a Member of the Montgomery Village Foundation or a resident of Montgomery Village, each Board member (or officer, if a Member) shall be in good standing, including but not limited to, all financial obligations, covenants and regulations as contained in the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation, By-laws, rules and policies of the Montgomery Village Foundation.
11. **Conduct.** Board members or officers shall not engage in, incident to carrying out their Board business; any illegal activity; harassment or threats toward any individual or group; discrimination on the basis of age, race, color, sex, sexual orientation, religion, national origin or disability.
12. **Responsibilities.** Each Board member or officer shall listen carefully to and respect the opinions of fellow Board members; participate actively in Board meetings or other board-assigned committees or functions; keep well informed of developments relevant to issues that may come before the Board; and respect and uphold the majority decisions of the Board.

## **Montgomery Village Foundation Election & Voting Procedures 2018**

1. In December, the Executive Vice President shall advise owners of multi-family units of requirements which must be satisfied by January 10, 2018, in order to receive a ballot for the 2018 MVF Board of Directors Election:
  - a. to verify the actual number of units owned as of December 31, 2017;
  - b. where applicable, to have on file with MVF a certification of a designation of agent who will cast the vote of the multi-family owner(s).
2. In December, the Executive Vice President shall request from the condominiums not managed by MVF a list of the owners of record and their addresses as of December 31, 2017, and that information be received at the MVF Office by January 5, 2018.
3. All elections to the Board of Directors shall be made by secret written ballot. Ballots are to be mailed on February 3, 2018. Owners of record as of December 31, 2017 will be mailed ballots. Members who settle property between January 1, 2018 and March 2, 2018 may request a ballot in person at the MVF office with proof of ownership. Members in communities not managed by MVF will receive ballots provided that their management agent provides MVF with the list of eligible property owners and their addresses. These lists, all designation of agents for multi-family properties and any proxy forms must be received in the MVF Office as of January 10, 2018, in order to receive a ballot. Ballots will be mailed prior to the publication of the *Village News*.
4. The ballot mailing shall include instructions on voting, a ballot, a postage paid return envelope, a summary of candidates' qualifications and notice of the annual meeting.
5. The Election Committee shall be responsible for maintaining the safekeeping of the written ballots once collected by the Secretary or such other officer of the Foundation deemed responsible thereof. As ballots are returned to the MVF office, the following procedures will be enacted:
  - a. Ballot envelopes will be stamped with the date of receipt.
  - b. Ballot envelopes will be given to a designated staff person unopened for safekeeping.
6. Designated staff shall verify ballot envelopes prior to the Election Committee meeting on March 2, 2018, circumstances permitting.

To be valid, a ballot envelope:

- a. Must be received at the MVF Office by 5 p.m., Friday, March 2, 2018.
- b. Must be signed by owner of record or designated agent who is registered with the MVF.
- c. Must have the address of a Village property for which there is not any architectural violation.
- d. Must not be a duplicate from same address. If duplicate ballots are received, the first ballot received by the MVF, as determined by the postmark or receipt stamp, if hand delivered, will be considered valid, unless it is personally withdrawn by the voter and another ballot is re-submitted.

- e. Must be sealed.
  - f. For your ballot to be valid, assessments (including administrative costs and Capital Contribution Fee) must be current through December 31, 2017 (paid by February 28, 2018) and must be identified for a unit for which there is not a sustained violation of any covenant, architectural standard or rule.
  - g. Where the condominium assessment as a whole is not current by December 31, 2017 and paid by February 28, 2018, ballots from individual owners will be considered invalid.
  - h. In the case of a unit for which assessments are current, but were paid late, administrative fees, including interest, must total \$30 or less in order for the ballot to be considered valid. In the case of private dwelling units, an assessment represents one quarterly payment; in the case of a condominium association or multi-family apartment complex, it represents one month's payment.
7. If a ballot envelope is in jeopardy of being invalidated due to a name of record concern, staff will attempt to contact the member who submitted the ballot envelope to clarify the name information. Prior to the Election Committee meeting at which questionable ballot envelopes are validated, staff will make every attempt to contact the owner of record of any property whose ballot is not signed, improperly signed, or for which there is an outstanding administrative fee and/or interest above \$30.
  8. Returned ballot envelopes marked "addresses unknown" shall be checked with Assessment Administrator for possible forwarding address. If no address is available, the returned mail shall be held on file until the election has been certified.
  9. The Executive Vice President or his/her designee shall present all ballot envelopes and the verification report to the Election Committee who has the responsibility for the official validation of the ballots. At that time, the Committee may make random sample verifications as they wish. Acceptance of the staff report and information shall constitute official validation of the ballots.
  10. All candidates for election shall be invited to be present during the validation procedures. By the completion of the Election Committee's official validation of the ballots, challenges, if any, must be made known to the committee.
  11. Ballots will be counted on March 3, 2018, beginning at 9 a.m. at the MVF Office, 10120 Apple Ridge Road, providing that the validation process was completed.
  12. Ballot counting shall be conducted in the following manner:
    - a. The Election Committee is responsible for administering the ballot counting process.
    - b. Candidates and other interested parties are invited to observe the ballot counting process but will be required to remain in an area designated by the Election Committee so as not to interfere with the process.
    - c. Approved ballot counters shall open the envelope and remove the ballot in such a manner as to ensure the secrecy of the ballot and then proceed with the counting.
    - d. The identifying portion of the empty envelopes will be placed in a secure location to be determined by the Election Committee.

13. Ballots will not be counted if:
  - a. There is more than one (1) vote per candidate or more than three (3) votes total.
  - b. Votes are not indicated.
14. When the vote count has been completed, the results will be recorded on an Election Committee report and signed by all members of the committee present at the counting.
15. Following the counting of the ballots, the results will be announced. The chairman of the Election Committee will notify candidates of results following the counting.
16. A candidate may contest the election results by notifying the President of the Montgomery Village Foundation Board of Directors in writing no later than 5 p.m. of the third business day following the date of the ballot counting and announcement of results. The notice shall describe the basis for contesting the results. The Foundation Board shall meet within ten (10) days after receipt of such notice to consider all questions arising therefrom.
17. Members may view the ballots by completing a Request for Information Form. Ballots will be available from the business day after the final date for challenges until the business day following the Annual Meeting, after which they will be destroyed.
18. The staff liaison to the Election Committee shall prepare a report of the election results for the Board of Directors that shall include the names of all residents who receive write-in votes and the total number of votes received by ineligible or fictional characters.

Updated for the 1989 Election – 11/2/88

Revised and adopted by the MVF Board of Directors – 5/12/89

Adopted by the MVF Board of Directors – 1989 and 1990

Revised and adopted by the MVF Board of Directors – 12/5/91

Reaffirmed by MVF Board of Directors – 11/19/92

Revised and Adopted by MVF Board of Directors – 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017