

FIELDING

COVENANT

COMMITTEE

RICHARD WIKLE DEWITT VANARSDALE MICHAEL WALSH
HAL NORMAN JOHN STINSON NOLA ADLER
SCOTT JEFFREY WILLIAM CARROLL MICHAEL RAMM
KEN HENSLEY PAT HENSLEY MICHAEL McCALEB
PHILLIP BECK TOM & ANNE KREUTZER

Merifield Acres

September 19, 2009

Clarksville, Virginia

Dear Neighbors,

This is an open letter to *all* members of the Merifield Acres Landowners' Association (MALA). For more information about us, please see the enclosed insert that explains the history, purpose, and objectives of the Fielding Covenant Committee.

The annual membership meeting and elections take place this year on Saturday, October 10, at Oak Park at 1:00 PM. Historically, a *very* low percentage of the membership attends in person; this very small group can raise issues and make decisions on matters affecting us all. Your presence at this meeting is all the more important for this reason. It is vitally important that you have a voice and play a part in these decisions!

MALA Volunteers: We all benefit from the efforts of a sizeable group of our neighbors who volunteer as directors, officers, and as members on the committees that attend to the many functions of the Association. They expend a great deal of their personal time and energy for the common good. The rest of us can go about our lives with fewer concerns because these folks attend to the seemingly mundane yet important tasks of such matters as architectural reviews, road maintenance, welcoming activities, collecting dues, paying bills, maintaining a website, keeping minutes, and publishing a newsletter. We owe them our gratitude and appreciation. Membership apathy is always disappointing to those who do volunteer; what better way is there to demonstrate our thanks than to recognize their efforts in person!

Problems we face

Recent actions by some Officers on the Board indicate that the membership should be paying closer attention to governance activities. The dividing line between actions taken on our behalf and those that should be referred to the membership is not always clear, but our bylaws *require* that "major decisions" be presented to the membership for our approval. Regrettably, such major decisions and actions have been taken *without the consent of the membership*, or in some matters, even without the consent of the full board. Here are some recent such actions:

- **Road maintenance.** Everyone, no doubt, will have noticed the newly-paved asphalt roads coming into Merifield Acres and may have noted some other sections that were likewise paved. The cost was more than \$102,000.00, well above this year's budgetary target of \$60,000 to \$80,000. As a result more than half of MALA's road reserve funds were depleted. The action was taken as part of a new road maintenance plan: to apply asphalt paving to all roads at a higher cost. The Roads Committee's procedural, financial, and technical concerns about this policy change were ignored. Subsequently, the entire Roads Committee resigned.
- **Changes to our Bylaws.** Over the past year, officers of our Association sought to implement divisive accounting and exclusionary membership changes that would have divided our community into groups by covenants and marginalized those of us not subject to mandatory assessments. These proposed Bylaw changes, being inarguably contrary to the MALA Articles of Incorporation, were "enacted" by proclamation before the membership could even vote on

them – as evidenced by the proposed ballot for the fall annual meeting. *This ballot precluded voluntary members in good standing from voting either on the Bylaw changes or for candidates for the Board, contrary to Virginia law that governs nonstock corporations.* More recently, after MALA received a legal opinion on these and other matters, it was determined that the Virginia Property Owners' Association Act (VPOAA) did not apply to MALA or any Merifield Acres property. Again, our Bylaws were "changed" to reflect this opinion. We agree that these changes are indeed needed, *but according to law the membership must ratify all changes to the Bylaws.* We are unaware of any plans to have the membership to vote on these changes. To allow this to go unchallenged could establish a very dangerous precedent of rule by proclamation, and it also leaves our Bylaws in an unresolved legal status.

- **The Airport.** While only a small minority of the membership owns aircraft and uses the airstrip, it is an important feature for those who do, and *it enhances the value of all of our properties.* These members are seeking some accommodation that will permit hangers for aircraft. Their request for a general discussion and possible action were sidetracked and even ridiculed at the August Board meeting; the published minutes oversimplify that discussion. The general membership needs to become involved in the discussion.

Keeping the membership informed: Most of MALA's actions have been undertaken without any real effort to keep the community informed. Board meeting minutes were posted, but these minutes typically underplayed the activities in question, and represent an ex post facto notification to the membership.

Long term funding for the roads: The larger dilemma we all face in the long term is how to afford the adequate maintenance of the 12-plus miles of roads in our community. It's a complex problem that has frustrated all who have tried to unravel the matter so far. We advocate a discussion to find a way to maintain a united, fair community, and we strongly encourage those in the voluntary areas to fully participate! For those in the voluntary areas who have not yet contributed, please consider joining MALA by including your contribution with your ballot (it's not too late!), and join us in the election of the Board of Directors.

What we can do

We urge everyone to please contact and keep in touch with our board members, and to regularly discuss with them the important issues that affect Merifield Acres. We feel that some of this discussion should reinforce the notion of open governance - including the prime importance of an informed membership. Ask that the membership be kept informed of new projects, even in the beginning phases. Learn what *they* think is important, and freely offer your input.

The annual meeting also provides a good opportunity to meet the candidates who are volunteering to serve us for the next three years. We ask that you learn about the candidates in order to vote for the ones who will best provide positive leadership for our community. One of the best places to do this is at the annual meeting. Please make every effort to attend, if only to assure yourself that your interests are being fully and fairly addressed. We hope to see you there!

Sincerely,



Handwritten signatures in blue ink, including names such as Hal Varnum, Ann Buckley, Mike Brown, John Storm, Michael J. Stahl, David Valuable, D. Q. W. Clark, William Paul, Sr. H. P. J. H., Annett. Kneibler, Michael McCall, Philip W. Brock, and Pat Handberg.