

**Minutes**  
**Montavilla Neighborhood Association Board Meeting**

Monday, September 14<sup>th</sup> 2015,  
Montavilla United Methodist Church, 232 SE 80<sup>th</sup> St

Board Members Present: Lew Scholl, Fritz Hirsch, Michael Sonnleitner  
Three is now a quorum because there are now only 5 board members.

Others present:  
Kelly Feddersen - Southeast Uplift, John Whitney - guest, Benjamin Kerenza - guest

Meeting called to order at 6:35 PM, Fritz Hirsch presiding

**Agenda Review:** Fritz added the issue of need for a temporary secretary. Michael moved to accept the amended agenda. Lew seconded. Vote was unanimous in favor.

Fritz asked if there were objections to being recorded. Only Fritz objected.

**Temporary Secretary**

Fritz pointed out that to renew MNA's status with the Oregon Corporation Division we need a secretary. Michael moved to appoint Lew as temporary secretary for this purpose. Lew seconded. Vote was unanimous in favor.

**Proposed MNA Decision Making Procedures (Rules of Order)**

Copies of this document were handed out. Kelly outlined the essential elements of this document that she prepared for us back in August. The intent of the document was to formalize how we already typically conduct business and make decisions in the absence of any rules of order in the recently adopted bylaws.

All present reviewed the document and Michael made a particular point of saying that he believed it was excellent. He only questioned if something about "calling a question" similar to Roberts Rules of Order should be added in case the discussion continues too long. This issue was discussed and there was general agreement that it could be added later if necessary. Lew proposed that we shorten the title and it was agreed to call it "Deliberation and Decision Making Procedures". Michael moved that we adopt it with only that one change. Lew seconded. Vote was unanimous. Approved document attached.

**Proposed MNA Steering Committee Charter**

Copies of the proposed steering committee charter document were handed out. Kelly had prepared the steering committee charter. While the new bylaws stated some of the duties of the steering committee, there was nothing in the bylaws that described the makeup of that committee or what specific authority it had. This document was intended to fill that gap. All present reviewed the document. The discussion centered on the exact wording of Section IV (a.) on membership of the committee. This discussion was about how to make it completely clear that the committee requires three board members and may have an additional two general members. It was also noted that a section needed to be added defining how the committee operated. There was agreement that the section would state that the Steering Committee would have a chair/primary contact person appointed by the board and that the committee would establish, either formally or informally, its own procedures for calling meetings, delegating responsibilities among committee members, and setting agendas.

Michael moved that the board adopt the document with the above changes. Lew seconded. Vote was unanimous. Approved document attached.

Additionally, Michael moved that the previous steering committee be dissolved. Lew seconded and it passed unanimously.

**Approval of past board minutes**

The following five sets of minutes from past meetings had yet to be approved and were not yet posted publically as of this meeting. All five sets were approved with changes as described below. Michael asked to add a note in the minutes thanking all who worked to put together these minutes so that they could be approved at this meeting. He also stated a special thanks to Benjamin for bringing this unintended oversight to the board's attention.

Michael made a motion to approve all five minutes as edited. Lew seconded. Vote was unanimous.

**December 18, 2014 Special Meeting**

Location to be added: *"Montavilla Methodist Church"*

**June 3, 2015 Emergency Meeting**

Location to be added: *"Fred Meyer 6615 NE Glisan in the deli area"*

Also need to add the reason for having this as a special meeting. *"Because this meeting was to approve funds for the Madison High graduation "safe party" and the funds were needed before the next regular meeting."*

**June 8, 2015 Regular Meeting**

Location to be added: *"Montavilla Methodist Church"*

Also Lew noted that the second paragraph should read *"Tabling at the Jade District Night Market"*

**June 24, 2015 Emergency Meeting – Jazz Fest Budget**

Need to add the reason for having this as an emergency meeting: *"Because the board only recently found out that it was necessary to approve the Jazz Festival Budget, and it had to be approved before the next regular meeting so that festival planning could proceed."*

**July 13, 2015 Regular Meeting**

Location to be added: *"Montavilla Methodist Church"*

**Financial Reports**

Kelly went over the complete financial reports that she had put together for us. She commented that it was complicated and that she understood why it was confusing and difficult for Mai to do.

Actions needed:

- Transfer \$28.75 from the Fred Meyer Rewards fund to the Fiscal Sponsorship account – Fritz will do this.
- Locate the MNA Fred Meyer payment card and associated receipts. Lew says that he believes that Jennie Shaver still has it. She promised by phone to get it back to us soon. It still has some funds on it. Lew will follow-up.
- Kelly will work with Mai to transfer all the financial documents as Mai plans to resign.

Next Fiscal Sponsorship account updates will be available in Mid-October.

Current bank balances are: Checking = \$4337.32; and Savings = \$2,694.59

**October Board Elections**

Two documents regarding the elections were presented; one with details describing the election and the positions available; and another more general one to be used as a flier. These were created originally by Joanna Beatty and modified sequentially by Michael, Lew and Kelly. The intent was to circulate them during the general meeting.

Michael moved that the board use the election procedures (outlined below) for the October meeting. Lew seconded. Vote was unanimous.

- # of positions & terms: 11 open positions (Michael technically has a year left in his term but has agreed to re-run for the board to keep the new staggered terms as simple as possible). 6 of those positions will have 2 year terms and 5 will have one-year terms.

- Verifying membership: Have everyone sign in with their qualifying address and check the “member” box. Have a map and two people at tables signing people in. Prior to vote, members will be reminded who can vote. Addresses to be checked if there is reason to suspect that someone elected may not qualify for membership.
- Nominations: Everyone who requests to be on the ballot and meets the criteria for membership will be nominated, and self-nominations will be taken from the floor. All nominations from the floor will be written for all to see and add to their ballots. No other write-ins will be accepted.
- Ballots: Pre-printed ballots with additional blanks for floor nominations will be used.
- Election facilitation: Joanna and/or Kelly will facilitate
- Selecting officers for positions: The newly elected board will meet at the end of the October meeting to elect officers from among themselves.

Adjourned at 7:36 PM

Submitted by: Lew Scholl, serving as temporary secretary

# **Montavilla Neighborhood Association Deliberation and Decision Making Procedures**

## **I. Introduction & Contents**

These Procedural Rules supplement the Bylaws of the Montavilla Neighborhood Association Board ("Board") and are to be construed consistent with those Bylaws. In the event of any conflict between these Rules and the Bylaws, the Bylaws, and ultimately the Office of Neighborhood Involvement Standards, shall prevail.

## **II. Motions, Debate & Voting**

A. Purpose. The purpose of these rules is to facilitate orderly and thorough discussion and debate of Board business. These rules shall not be applied or used to create strategic advantage or unjust results.

B. Presiding Officer. The Chair shall preside at all board and membership meetings. In the absence of the Chair, the Vice-Chair shall preside at the meeting. If there is a quorum present, and both the Chair and the Vice-Chair are absent, the Board Members present may agree upon a Board Member to preside and serve as temporary Chair.

1. Participation. The presiding officer may make motions and vote. Unless they are providing relevant, brief information, the presiding officer shall limit their participation in discussion until all other Board Members have had the opportunity to speak. If the presiding officer wishes to participate more actively in a discussion, arrangements may be made for another member to preside over the meeting during the discussion and voting on the topic.

C. Powers. Only Board Members may make motions and vote, except at general meetings, where the General Membership may make motions and vote for election of board directors, bylaw amendments, and dissolution or merger. In those instances, 'General Member' shall be substituted for 'Board Member' in Section II.D and II.E.

D. Motions. A motion is a formal proposal asking that the Board take a specified action. A motion must not conflict with any higher law and must receive a second before it can be considered for a vote.

### 1. Procedure.

a) State the Motion. A motion is made by a Board Member stating his or her proposal.

b) Second Required. Any other Board Member who supports the proposal (or who simply wishes it to be considered) may second the motion.

c) Motion Restated. The presiding officer should restate the motion for the record or ask the motion maker to.

d) Lack of a Second. If there is no second stated immediately, the presiding officer should ask whether there is a second. If no Board Member seconds the motion the matter will not be considered.

e) Discussion. The motion is discussed by Board Members.

f) Secondary Motions. Secondary motions may be made by Board Members.

g) Action. After discussion is complete, or when the presiding officer determines time limitations require the board to move on, Board Members will vote on the motion under consideration.

h) Declaration of the Vote. Following a vote, the presiding officer should provide a summary of the vote.

## 2. Secondary Motions.

### a) Amendments.

i. Friendly Amendment. In the discussion on a pending motion, a board member may offer modifying suggestions to the maker of the motion. If the maker and the person who seconded the motion pending on the floor accept the friendly amendment, the amended motion becomes the motion on the floor.

ii. Amendment (non-friendly). If a friendly amendment is not accepted, it requires a second and a majority vote to become the motion on the floor.

b) Withdrawal of Motion. If no one objects, a motion can be withdrawn by the maker prior to a vote.

## E. Debate & Voting

1. Discussion. The presiding officer will attempt to facilitate the discussion in a manner that allows for fairness, respect, and efficiency. The presiding officer shall determine the extent of public (non-Board Member) participation at board and committee meetings.

## 2. Voting on a Motion.

a) Method. Based on the situation, the presiding officer can conduct voting by voice, show of hands, or by written ballot that contains the name of the Board Member voting and the vote of that member. Voting at the annual election shall be by secret paper ballot, unless a member makes a motion from the floor – subsequently approved by a vote of members present – to dispense with paper ballots and instead to vote by a show of hands or by voice. If none of the open seats are contested, a member may make a motion from the floor to adopt the full slate of candidates by acclamation.

b) Vote. Board Members present may vote in favor, against, or abstain. Abstentions are considered to be acquiescence to the vote of the majority. For a motion to pass, a quorum must be present and more than half the votes cast must be affirmative.

## III. **Amendment of Procedures**

These rules may be amended by a majority vote of the Board at any regularly scheduled or special meeting at which there is a quorum in attendance. Amendments to these rules will not take effect until the next meeting.

**Adopted by a vote of the MNA board on September 14, 2015.**

**Montavilla Neighborhood Association  
Steering Committee Charter**

- I. The Steering Committee is authorized by the Montavilla Neighborhood Association and will serve at the pleasure of the Montavilla Neighborhood Association. The Montavilla Neighborhood Association may decide to discuss items at the full board level rather than waiting for recommendations by the Steering Committee.
- II. Purpose: The Steering Committee's purpose is to provide for the Montavilla Neighborhood Association's effectiveness and continuing development.
- III. Responsibilities:
  - a. Recommending to the board policies and processes designed to provide for effective and efficient governance
  - b. Assisting the Chair in setting the agenda for board and membership meetings
  - c. Making purchasing decisions under \$100 for administrative items
  - d. Serving as election committee (as defined in Article IX of bylaws) and/or ensuring tasks assigned to election committee are delegated to other board members.
- IV. Membership
  - a. Composition: The Steering Committee shall consist of three board members, including the chair if required by the Bylaws, and may have up-to two additional general members.
  - b. Term: The term of membership shall be one year.
  - c. Appointment: Members shall be selected and appointed by the Board. Members can be removed by a board vote at any time. Members are also automatically removed from the committee if they no longer qualify for the position for which they were originally appointed.
- V. Procedural Rules
  - a. Meetings & Records: The Steering Committee is not required to comply with open meeting rules. However, whenever possible, the Steering Committee shall conduct business at open, public meetings and shall keep records including agendas and minutes.
  - b. Decision Making: Decisions of the Steering Committee shall be made by a majority vote.
  - c. Recommendations and Reports: All decisions and recommendations of the Steering Committee must be brought to the full board for ratification.
  - d. Chair: The committee shall have a chair appointed by the Board. The chair shall serve as the primary contact for the Committee.
  - e. Additional Procedures: The Committee shall establish, either formally or informally, its own procedures for calling meetings, delegating responsibilities among committee members, and setting agendas.

**Adopted by a vote of the Montavilla Neighborhood Association board on September 14, 2015.**