

## **Mt. Tabor Neighborhood Association**

### **Meeting Minutes**

**June 17, 2020**

**Board Members Present:** Cliff Cox, Nadine Fiedler, John Laursen, Brian Mitchell, Sam Noble, Nancy Norby, Cassandra Rosenthal, Stephanie Stewart, Bing Wong

**Board Members Absent:** Barb Gamelgard

**Others Present:** Sharon Nobbe, Leah Fisher, Lisa Kirby, Midge Pierce, Johna Rossetto

**Introductions:** Stephanie Stewart hosted the meeting via Zoom. The minutes from the February 2020 meeting were approved on a motion by Bing Wong, seconded by John Laursen passed with an oral vote (10 in favor, none opposed). The minutes from the May 2020 meeting were approved on a motion by Nadine Fiedler, seconded by Bing Wong (10 in favor, none opposed).

**Treasurer's Report:** No treasurer's report was presented at the meeting. One is available in the written update: <https://www.mttaborpdx.org/meeting-minutes>

**Bylaw amendments:** No changes to the proposal since February. Group observes that we will need to make more changes to bylaws based on our COVID-19 experience.

On a motion by John Laursen and seconded by Bing Wong, MTNA approved the bylaw amendments (as attached "ByLaws Update 2020 - Package 1) with an oral vote (10 in favor, 0 opposed, 0 abstentions).

**Election:** The MTNA membership elected all candidates to the board of directors. The elected volunteer Board for 2020/21 is: Cliff Cox, Nadine Fiedler, Barb Gamelgarde, Sharon Nobbe, John Laursen, Brian Mitchell, Sam Noble, Nancy Norby, Cassandra Rosenthal, Stephanie Stewart, and Bing Wong.

**Announcements:** Midge Pierce asks for the MTNA to make a statement on protests. Midge Pierce asks for the MTNA or individual members to make statements on RIP asking Council to pause the legislation. Sharon Nobbe announced that MTNA has received \$250 from Southeast Uplift's COVID funds. COVID grant request was \$700 for a \$250 ZOOM license (1 year with recording) **and** \$450 for durable yard signs. SEUL award amount of \$250 will be used to fund ZOOM (monthly vs year subscription).

Stephanie Stewart will make the purchase of Zoom. Nadine Fiedler moved to authorize the purchase, for a period possibly less than a year due to the uncertainty around the pandemic.

John Laursen seconds. The motion passes with an oral vote (11 in favor, none opposed, Leah Fisher abstains)

Sharon Nobbe announced that Southeast Uplift is soliciting applications for at-large membership. Southeast Uplift offers its parking lot for socially distant meetings if we're interested.

**Officer selection:** The board decided that the positions of secretary, agenda builder, and facilitator will rotate among MTNA board members this year and other officer positions from 2019-2020 will carry over to the current year on a motion from Stephanie Stewart seconded by Bing Wong. (10 in favor, 0 opposed, Midge Pierce and Leah Fisher abstain)

The meeting adjourned based on a motion by Sam Noble and seconded by Stephanie Stewart which passed with an oral vote. Everyone was in favor.

The next meeting will be Wednesday, July 15 at 7 PM, to be held electronically via Zoom.

For more information, please visit [www.mttaborpdx.org](http://www.mttaborpdx.org).

## ByLaws Update 2020 - Package 1

The following four sets of changes make up a package that was approved at the Dec 2019 Board retreat, and was presented to a General Membership meeting in February 2020. This was to be voted on at the meeting in April 2020, which was cancelled due to the pandemic. This package will be voted on during the Zoom meeting June 17, 2020. Current bylaws available under the "About > Who we are" page on our website:

[www.mttaborpdx.org](http://www.mttaborpdx.org)

**Change 1** – Article 3, Section 2: **Add a definition for "Active Member"** and set this as a qualification for running for the board. Explicate sign-in requirement. Add provision for a case in which there has not been 2 meetings in the last 6 months. Proposed text:

"SECTION 2. MEMBERSHIP QUALIFICATIONS. "Members" are defined as individuals eligible for membership in the MTNA who have indicated that they want to be members. "Active Members" are defined as individuals eligible for membership who have attended and signed-in at, at least two (2) general, special, committee, or emergency meetings of the membership in the last six (6) months. An individual must be an Active Member to be elected as a Board member and or officer of the MTNA. In the event there has not been at least two (2) meetings in the last six (6) months prior to an election, the Active Member qualification for Board candidates will be temporarily waived."

Additional language adjustment needed, in Article 6 – Elections:

"SECTION 2. VOTING FOR BOARD MEMBERS AND OFFICERS: The names of all candidates for the Board shall be placed in nomination by a nominating committee appointed by the President. If an Active Member (see Article III for "Active Member" definition) of the MTNA is interested in serving on the Board, he/she must contact the nominating committee..."

Additional language adjustment needed, in Article 7 – Meetings:

"SECTION 6. PARTICIPATION: All meetings are open to any person, however, only those eligible for membership and who are Members are entitled to vote. All formal actions or recommendations of the general, special, committee, emergency, or Board meetings shall be communicated to all affected parties, including minority reports."

**Change 2** – Article 7, Section 10.A: **Revise the definition of quorum to align** with the definition of quorum in other parts of the document. Proposed text:

"a. GENERAL MEMBERSHIP MEETINGS: A quorum for any general, special, or emergency meetings of the general membership shall be a majority of the Board. Unless otherwise specified in these Bylaws, decisions of the MTNA shall be made by majority vote."

**Change 3** – **Add dissolution instructions** currently stated in Articles of Incorporation, into Bylaws Article 8, Section 3. Proposed text:

"SECTION 3. DISSOLUTION: Upon dissolution, MTNA's assets after liabilities shall be distributed to one or more 501(c)3 organizations in the Mt. Tabor neighborhood."

**Change 4** – **Housekeeping adjustments to errors** in the document. As follows:

Article 3, SECTION 3. DUES: -- in the last sentence correct "fund raising" to "fundraising"

Article 6, "SECTION 5. COMMITTEES:" *should be* "SECTION 6. COMMITTEES:"

Article 4, Section 4: capitalize "board"

Article 6, Section 2: capitalize "board", last word in paragraph

Article 6, Section 5 soon to be section 6: capitalize "board" in last sentence

Article 7, Section 2: capitalize "board" in last sentence

Article 7, Section 11 b: capitalize "board" in first sentence