

Facilitator's Summary Report (also serving as meeting minutes)

FWNA Facilitated Board Meeting ~ Oct. 20, 2019, 1:00 p.m. – 3:00 p.m.

Location: Sundowner Apts. 6101 Central Ave NE, 87108 – Conference Room

Facilitated by: CABQ Contract Facilitator: Kathleen Oweegon; Co-facilitator: Jocelyn M. Torres

Board members present: Kathy Turner, Phyllis Kissinger, Mary Ryland, Shawna Araiza, Colton Dean, Eric Sutton (prospective Board member), Paul Sanchez, Sharon Lawson,

Community members present: Rick Huff, Anita Shenkman, Betty Hurley

Absent: Patty Keane, Tim Newell, Miguel Avitia, James Farmin, Neta Dominguez (prospective Board member)

Goals of this meeting

- ◆ Develop a plan to update the bylaws
- ◆ Develop a process for expenditure reimbursement
- ◆ Approve budget for the Scary Supper
- ◆ Approve of Neta Dominguez, Manager of Kaps Coffee House & Diner and Eric Sutton to the Board
- ◆ Begin to develop a Board communication paradigm

Action Items from this Meeting:

By When	What	By Whom
10/21/19	Send Board email with link to online current email protocol information.	Paul
10/25/19	Send Board information from ONC on Board & NA operations	K. Oweegon, Facilitator
10/25/19	Review email protocol. (within online information provided by Paul Sanchez, <i>see action item #1 above</i>)	Board
1/05/20	Send proposed revisions to Executive Committee for review, copying K. Oweegon.	Bylaws Committee: Paul Sanchez – Chair, Eric Sutton, Colton Dean
1/12/20	Send proposed revised bylaws to K. Oweegon, who will then forward to the Board for pre-Jan. 19, meeting review.	Paul & K. Oweegon
1/19/20 Board meeting	Bylaws and Executive Committees report to Board on status of revisions.	Paul, Kathy and K. Oweegon, Facilitator
1/19/20 Board meeting	Communication and Executive Committees report to membership.	Eric, Kathy and K. Oweegon, Facilitator
Not specified	Talk to SCORE regarding NA's tax responsibilities if FWNA is a 501(c)(3), and if it isn't	Kathy
Not specified	Develop budget.	Sharon Lawson and Executive Committee
Not specified	Talk to Vicente regarding ONC Board Development instructional meetings.	Kathy

1. Meeting Introduction

a. Introduction - Kathy Turner – New Board President.

a. Kathy doesn't have Board experience but has passion for this neighborhood. Has been here 16 years.

Facilitator's Summary Report (also serving as meeting minutes)

2. **Approval of Aug. 4 minutes**

- a. Approved - Kathy moved to approve Aug. 4 minutes and Phyllis seconded. Friendly amendment to accurately reflect participants.
- b. All in favor and none opposed.

3. **Agenda review/approval**

- a. Informal vote - approved unanimously.

4. **Bylaws Review/Q & A/Suggestions for revisions** (See Also: Appendix A: Written comments on bylaws)

a. Pg 1, Article I – NAME, Line 6

- i. no modifications.

b. Pg. 1, Article II – PURPOSE, lines 10-20

i. Line 19 [regarding 501(c)(3) reference]

1. Kathy said she is not aware of whether we are a 501(c)(3), and asked group if anyone else knew.
 - a. Nobody did.
2. In the days prior to this meeting, Kathy emailed Vicente with the question, but hasn't heard back. Phyllis said she doesn't think Board is nonprofit.
3. Eric pointed out the language of the Bylaws, "consistent with 501(c)(3)", which may only be a reference, but doesn't state FWNA is a 501(c)(3).
4. K. Oweegon, noted that there are no references in the bylaws to IRS-required filings, and who is responsible for them, which normally are included in bylaws for 501(c)(3) organizations. This further implies that FWNA may not be one.
5. Mary said ONC should have that information.
6. After clarifying that she is not a CPA or an expert in these matters in any way, K. Oweegon suggested that once the legal status of the NA is known, someone should research what the tax implications are, since if the NA is not a NPO, any dues or other funds collected by the NA, are considered taxable income.

c. Pg. 1, Article III – OFFICE, Lines 24-25

- i. Eric asked whether this wording needs to change if it is a 501(c)(3).

1. K. Oweegon said reports of any change in the "Office", Executive Committee (perhaps entire Board), legal status, etc. need to be filed with whatever government bodies oversee their work (e.g. ONC, State, IRS, etc, as applicable)
2. Kathy said ONC requires a report and announcement to membership.

d. Pg. 1, Article IV – MEMBERSHIP, Lines 29-44

i. Sections 2-4

1. Are vague and should be clarified

ii. Sections 2-4 seem related, so might be put in consecutive order

iii. Section 4

1. Eric asked what this means.
2. K. Oweegon said this is an area to be reviewed and possibly amended, at least for clarity.

iv. Section 5

1. Refer to dues, which haven't been collected for a while.
2. Membership dues should be reinstated and collected.
3. Kathy said PayPal should be included as an optional way to pay dues.

Facilitator's Summary Report *(also serving as meeting minutes)*

- e. Pg. 2, Article V – OFFICERS AND THEIR ELECTION, Lines 3-34
 - i. Section 1
 - 1. Staggered terms should be reviewed and clarified, per Eric.
 - 2. Kathy says we need opportunity for more Board members.
 - ii. Section 2
 - 1. Kathy says Board is out of compliance because neither Kathy nor Paul were previously on the Board before becoming President and Secretary, respectively, since no existing Board members were willing/able to accept those roles
 - a. Need clarification on the specific implications of this.
 - 2. May want to add language that specifies what to do if no current Board member is willing to step into an Officer's role.
 - 3. Paul noted that his roles on the boards of both FWNA and the District 6 coalition may also be out of compliance, due to possible conflict of interest.
 - 4. Needs to be reconciled with language in Sections 4 & 5
 - iii. Section 4, Lines 16-17
 - 1. Needs to be reconciled with Section 2 above, and Section 5 below
 - iv. Section 5, Lines 19-20
 - 1. Eric says this is not being complied with right now.
 - 2. Sections 2, 4 and 5 need to be reconciled.
- f. Pg. 2, Article VI – DUTIES OF THE OFFICERS, Lines 38-49 & Pg. 3 Lines 1-13
 - i. Section 4
 - 1. Kathy asked about Treasurer reports
- g. Pg. 3, Article VII – COMMITTEES, Lines 17-22
 - i. Section 1
 - 1. Kathy asked the question of how committees can be formed.
- h. Pg. 3, Article VIII – EXECUTIVE COMMITTEE, Lines 26-27
 - i. LINE 26 – Eric: We need to define what is meant by “act for the group”.
- i. Pg. 3, Article IX – MEETINGS, Lines 31-49, Pg. 4, Lines 2-5
 - i. Section 1
 - 1. Kathy noted that the regular meetings of the general membership have never been in April and have instead been in July.
 - ii. Section 2
 - 1. Notice of Meetings - What is meant by “reasonable attempt”? Should that be specified?
 - 2. Should the amount of notification time in advance of a meeting be specified?
 - iii. Quorum – It was noted that there is no definition of a quorum in this document; that should be corrected.
- j. Pg. 4, Article X – MONETARY MATTERS, Lines 9-18
 - i. Section 1
 - 1. Phyllis asked who does this?”
 - ii. Section 2
 - 1. Paul says that Bylaws don't allow for the Board to pay vendors.
- k. Pg. 4, Article XI – PARLIAMENTARY AUTHORITY, Lines 22-23
 - i. Kathy prefers modified Parliamentary procedures.
- l. Pg. 4, Article XII, Lines 35-37 – No modifications

Facilitator's Summary Report (also serving as meeting minutes)

5. **Form bylaws committee to propose revisions/updates**

- a. Eric, Paul & Colton – Kathy appointed all Committee Members and designated Paul as Chair.
- b. Paul asked whether the Executive Committee can review and approve Bylaws before the next meeting.

6. **Timeline for bylaws revisions**

- a. By Jan 5, 2020, the Bylaws Committee will send proposed Bylaws to the Executive Committee. [See Action Items – page 1]
- b. By Jan. 12, 2020, the Executive Committee will review and vote on acceptance of the revised bylaws, and forward them to K. Oweegon, who will include them in her 1/12/20 meeting reminder, along with the agenda. [See Action Items – page 1].

7. **Process developed for expenditure reimbursement.**

- a. Kathy requires reimbursement. Everyone needs to know what is being spent.
- b. Discussion:
 - i. Is it possible that an email non-response can be taken as agreement with the reimbursement?
 - ii. Executive Committee members can request reimbursement before expense via email, with “Request for Expenditure” in the subject line, and request approval within two business days.
 - iii. Reimbursement requests should be sent to President first then, per Sharon Lawson, the President will sent to Executive Committee.
 - iv. Paul - Google provides an electronic vote option, which will be reviewed by the Bylaws Committee.
 - v. Sharon Lawson - Don't we need to set a budget regarding year's expenditures? [See Action Item].
- c. Reimbursement process tabled pending Communication Committee report.

8. **Fund-raising**

- a. Paul how do Boards raise money if they are not 501(c)(3)?
- b. There are documents for Board Development provided by ONC, which may help clarify this and other questions.
 - i. K. Oweegon will email these documents to the Board [See Action Item].
- c. K. Oweegon – There may be a fiscal agent (a non-profit organization) through which a for-profit organization can channel grant money.
 - i. NPOs serving as fiscal agents usually charge a fee for this, because they are the ones then responsible for assuring the grant is fulfilled.
- d. Paul - If you move to nonprofit that will complicate things regarding the coalition.
 - i. District 6 just became nonprofit. One intention behind that is to be able to serve as a fiscal agent.

9. **Board Development**

- a. ONC regularly provides training workshops for Board Development
 - i. K. Oweegon will follow up with more details. [See Action Item].

10. **Review & vote on budget for the Scary Supper**

- a. Need for proposed budget for Scary Supper.
 - i. Kathy said that per Miguel \$200.00 was spent last year.
- b. Some young neighbors volunteered to purchase decorations and decorate.
- c. Kathy proposed a budget of \$220.00.
 - i. \$20.00 is reimbursement for decorations.
- d. Phyllis asked where money would come from.

Facilitator's Summary Report *(also serving as meeting minutes)*

- e. Kathy noted that FWNA currently has approximately \$1,010.00 in the bank.
 - i. Kathy has been receiving money from neighbors.
 - ii. K. Oweegon asked whether these donations are taxable. If you are nonprofit, donations are not taxed. If for profit, Fair West may need to declare as income to IRS.
 - iii. K. Oweegon mentioned that SCORE (Service Core of Retired Executives) may be helpful in answering nonprofit questions.
 - iv. Kathy will check with SCORE on this issue.
 - f. Kathy moved for a \$220.00 budget for Scary Supper, with a second from Sharon.
 - i. Regarding donations, the NA needs receipt, even if no reimbursement.
 - g. All voted in favor of the \$220.00 budget for Scary Supper; none opposed.
11. **Vote on new Board members:** Neta Dominguez, Manager of Kaps Coffee House & Diner and Eric Sutton
- a. The Board unanimously approved both new members.
 - b. Eric suggested that both be provisional, with no voting rights, to stay in compliance with existing Bylaws, which limit Board members to 11, which was the number of members on the Board before Neta & Eric were voted on.
 - i. They would be made permanent once Bylaws are amended or clarified regarding number of Board members.
 - ii. All agreed with this approach
 - c. Kathy suggests that Eric be in charge of membership, which was tabled.
 - a. The decisions noted above will be communicated to Neta.
12. **Board communication paradigms Part 1** – Brainstorm e-mail best practices
- a. **Result (to be used for now, pending refinement) – Board to Board E-mail Communications:**
 - i. Concise, topic-specific subject line (to facilitate timely reply and ease of reference at a later date)
 - 1. If your response to an email contains a different topic, create a new email with a topic-specific subject line
 - ii. In the 1st line of the email, state the priority of the email (low, medium, high), and the timeline for response, and consequence for no response (Ex: “High-priority, response needed by 5pm Saturday, no response will be considered to mean agreement”).
 - 1. If an email concerns expenditure or reimbursement of funds:
 - a. “No response will be considered to mean agreement” should not be used.
 - b. Responses should be sent within 2 business days
 - iii. Body of email concise and to the point for clear, easy review and response
 - 1. Bulleted lists are helpful
 - b. Discussion
 - i. Paul wants to be able to determine priority on email communication.
 - 1. Color code or timeline.
 - 2. Response by date.
 - 3. Consequence for no response.
 - ii. Newsletter services should be a salaried position [parking lot item].
 - iii. Colton: Emails require language regarding communication responsibility.
 - iv. Eric says it’s helpful to itemize topics in emails.
 - 1. Subject line pertinent to content and email organization.

Facilitator's Summary Report (also serving as meeting minutes)

- c. Paul will send email with link to email protocol as of 10/21/19 and Board will review as of 10/25/19. [See Action Items].
 - d. Priority of topic needs to be communicated in first line of email as High, Medium or Low.
 - e. Sharon says subject titles should say priority.
 - f. "General" will mean not important.
 - i. Otherwise, subject line should be very specific; time-sensitive, action inspiring phrases.
 - g. Timeline can be indicated in body of email per Shawna – first line. Consequence for no response per Paul – if no response as of deadline, then it is a yes (i.e. 2 business days).
 - h. Eric - This needs to be fleshed out in determining on importance of the email topic.
 - i. What is the response percentage?
 - i. Kathy, ask for reimbursement, high priority, 24 hours, consequences, purpose.
 - j. K. Oweegon concern regarding "silence is assent": It's dangerous to use this policy when the email is about expenditures or reimbursement.
 - i. Sharon said once there is a budget there will be preapproval for certain expenditures.
 - k. Mass communication platform discussion:
 - i. Sharon wants a central receiving hub where one person sends emails out.
 - 1. We don't want email overload.
 - 2. Need a process regarding categories that go into hub.
 - ii. Colton suggests incorporating a blog or link to their website for broader NA or for Board communication.
 - 1. This will reflect comments like NextDoor.
 - 2. Board communication remains private.
 - iii. Paul says we need the right tool for website communication – Slack is used in the Democratic Party. Communication Committee should propose Website platform to Board.
 - iv. Shawna - Board and membership communication are different topics. Website platform would have to be built.
 - l. Outcome of discussion:
 - i. Kathy appointed Eric as Communication Committee Chair and also appointed members Sharon, Shawna and Colton to the committee.
 - 1. Sharon is primarily interested in Board communication.
 - ii. The Communication Committee is tasked with:
 - 1. Reviewing the above discussion and creating proposed communication protocols and paradigms for the Board to review and vote on in the Jan. 19, 2020 meeting.
 - 2. Researching communication platforms to propose to the Board for use in mass communications within the Board, and with the NA.
 - iii. The Communication Committee will report to K. Oweegon on Jan. 12, 2020, who will then forward to Executive Committee, and include them in her 1/12/20 meeting reminder, along with the agenda.. [See Action Items Pg. 1].
 - iv. Communication Committee and Executive Committees will report to membership Jan. 19, 2020. [See Action Items Pg. 1].
13. **Neighbors' input** (time divided equally between those who wish to speak)
- a. No comments.

Facilitator's Summary Report *(also serving as meeting minutes)*

14. After this meeting....

- a. Report – K. Oweegon will provide to Executive Committee as of 10/25/19.
- b. Next steps – *See also* Action Items and Board Discussion Items.
 - i. Meetings should be announced 30 days in advance.
 - ii. Posting Minutes:
 - a. Kathy would like to post minutes on the website once they are approved.
 - b. Can post last meeting's minutes (August 4, 2019), because they have been approved in today's meeting.
 - c. Motion to put draft minutes from this meeting on website. Kathy moved and Paul seconded.
 - i. Unanimous vote in favor of motion.
 - iii. K. Oweegon has put draft watermark on document, which she will send to Board in PDF form for posting.
- c. Next meeting – Jan. 19, 2020 1:00 – 3:00p.m. Location: TBD

Meeting Adjourned.

Parking Lot Items

1. Newsletter services should be a salaried position [Sharon's suggestion]. (10/20/19 meeting)

[Post-meeting suggestion from Facilitator: Parking Lot Items should be a continuing list at the end of all meeting Minutes until they are addressed in a meeting agenda. They should include the date they were initially brought up, to remind the Board to give them timely attention.]

Facilitator's Summary Report (also serving as meeting minutes)

Appendix A: Written comments on bylaws (not included on body of meeting minutes, because they were not spoken or discussed in meeting)

1. Pg. 1, Article IV – MEMBERSHIP

- a. Lines 29-37, Sections 1-4
 - i. Please consider VHNA membership description in the revised bylaws. – Katherine Turner (505) 818-8859; abqfairwestpresident@gmail.com
- b. Lines 38-39, Section 5
 - i. Q: Will residential members have to pay \$5.00? Last year the Board decided it should be free, as we recognized that many people in the neighborhood could not afford the \$5.00. – Anita Shenkman (505) 265-1659; ashenkman125@comcast.net
- c. Lines 40-42, Section 6
 - i. Q: How will enrollments be counted?
 - ii. Q: Should contributing members be posted on the website?
 - iii. Should we change the membership expiration to the end of the year?
 1. July is a more active time for the association. – Shawna Araiza

2. Pg. 3, Article VII – COMMITTEES

- a. Lines 20-22, Section 2 (and possibly elsewhere in the bylaws)
 - i. Say “annual meeting”, not “general membership meetings”?
- b. Lines 35-37, Section 4
 - i. Can be merged into Section 2?

3. Pg. 3-4, Article IX – MEETINGS

- a. Lines 31-49, Add provisions for quorum of Board members at meetings
- b. Pg. 4, Line 5, Section 9
 - i. Add provisions for proxy voting

4. Pg. 4, Article X – MONETARY MATTERS

- a. Lines, 12-15, Section 2
 - i. Any member of the association may vote by proxy. (doesn't follow an anti-oppression model for those working, or disabled, and homebound) [*Facilitator's post-meeting note: I noted this as written in the comment form, but I think it's really intended for Article IX, Pg. 4, Line 5, Section 9*]
 - ii. Overlooks a business doing work for Association to be paid. – (this comment and the one above) Paul Sanchez (505) 977-9598; paulsanchez7771@gmail.com

5. Pg. 4, Article XI – PARLIAMENTARY AUTHORITY

- a. Line 22
 - i. Can this say “modified Robert's Rues of Order”? – Kathy Turner