

Harrison Neighborhood Association Meeting Minutes
Special Meeting – Monday, March 28, 2022

Members Present: Ben Ptacek, Kari Anderson, Monica Arons, Tim Davis, Don Ostenson, Richard Panzeroni, Colin Merrigan, Melanie Gatewood, Aster Nebro

Staff Present: Nicole Buehler, Mitchel Hanson

ByLaw Committee Reps: Eric Elgin and Laura Dickenson

I. Discussion of Recommended ByLaw Changes:

1. Article Two Purpose—changed to be more general.
2. Article Four Membership—Revised to define resident per state statute.
3. Article Five Board of Directors—Financial Reporting. Discussion of need for an annual audit. Clarification that an annual audit, internal or external, shall be conducted prior to the Annual General Membership meeting.
4. Article Five Board of Directors—Added language to require diversity of race and gender on the Board and removed diversity language from Article VIII Officers.
5. Article Six Neighborhood Representatives—Bylaw Committee recommended changing Board Reps from two per area to one per area plus an alternate to decrease the size of the Board to facilitate more functionality. Also recommended the Board appoint the area alternate to neighborhood rep if a seat is vacated; if no alternate, allow seat to remain vacant until the General Election. Discussion from members about this topic. Comments to be submitted to ByLaw Committee by Friday, April 1.
6. Article VII At Large Members—ByLaw Committee recommends election by the General Membership vs the Board of Directors. Members to submit comments to ByLaw Committee by April 1.
7. Article VIII Officers—Recommend change to President/VP vs Co-Chairs, election by the General Membership vs from existing Board Members. Board Members to submit comments to ByLaw Committee by April 1,

II. Discussion of authorizing money for ByLaw review by Birken Law. Initially decided to table until April. Further discussion about need for legal assistance to blend old bylaws with the new for a successful transition. Subsequently Ptacek motioned to authorize up to \$1500 for ByLaw Review; seconded by Ostenson. Motion carried with two opposed (Davis and Nebro).

III. Determine date of Annual Membership Meeting—Davis motioned to set date for May 19; seconded by Ostenson. Motion carried with no oppositions. Communication/Outreach Committee Meeting to be held 2nd week of April to plan annual meeting and recruit representatives.

IV. Presentation of Whistle Blower policy by Buehler. Ostenson motion to adapt as presented; Gatewood seconded. Arons recommended following changes: Article I,IV, V.

“The Compliance Officer will advise the ~~Executive Director and/or~~ the Board of Directors of all complaints and their resolution. They will also report at least annually to the Board on compliance activity relating to accounting or alleged financial improprieties.”

Article V: Delete “Executive Director.”

Article I: “Therefore, the Organization will investigate complaints of suspected fraudulent or dishonest use or misuse of its resources or property by staff, board members, consultants, volunteers, or members ~~and any violation of the Organization’s By-Laws.~~ To maintain the highest standards of service, the Organization will also investigate complaints concerning its programs and services.”

Ostenson amends his motion to accept the changes; Gatewood 2nds the motion with the changes. Motion passed with no objections.

V. Language Access Policy presented by Buehler. Decision to table discussion until requirements are clarified.

VI. Davis motion to dismiss; Nebro seconds. Motion passed.

