



Minutes
Save Our Trails Meeting
Monday, January 3 2011
Willow Glen Baptist Church

Attendance

Directors in Attendance

Joan Bohnett, Martin Delson, Roland LeBrun, Jack Nadeau, Mary Ellen Petrich, Bill Rankin, Shirley Rogers, Richard Silva, and Bruce Tichinin (making a quorum).

Directors Absent

Gina America, Rick Hernandez, Taisia McMahon,

Members in Attendance

Larry Ames

Visitors in Attendance

none

In Taisia's absence, Bill acted as chairman of the meeting.

Introductions

The organization congratulated Shirley on her marriage, and recognized the name change from Nakamiyo to Rogers.

Minutes

Joan questioned the category of "Directors on approved leave" as it appeared in the draft minutes. Martin explained the intention was to distinguish those members who had called or written in advance of a meeting to say they would not be present from those who simply didn't show up. Joan suggested that the term be "Directors with pre-announced Absence", and the change was accepted.

The Governance Committee was asked to develop a specific policy for "approved leaves".

The minutes of the meeting of December 6, 2010 were then approved as amended by a vote of 8-0 with one abstention.

Directors' Reports

Secretary:

Martin reported that he received a notification from the FTB about procedures that we needed to follow to maintain our non-profit status with the state. He said he would take care of this paperwork. In response to a question, Martin reminded the group that we had not yet applied for non-profit status, i.e. 501(c)(4) status, with the IRS, and that he would do so in February. (Board members earlier voted to contribute \$20 each to defray the costs of the application.)

Treasurer:

Last month we had a balance of \$397.66 in the bank, with an outstanding check for \$105 for room rental not yet cashed, and another \$105 check soon due to be issued.

Excessive Unexcused Absences

Attention was brought to Article V Section 4 of the By-Laws:

The Board reserves the right to suspend any Director for just cause upon written notification. Just cause shall include a noticeable disinterest in the welfare of the Association, excessive unexcused absences, failure to perform the duties of the office, and/or violation of the provisions of these Bylaws. A two-thirds majority vote of the entire Board shall necessary for removal from the Board.

Martin was asked to identify those Members of the Board who had the worst attendance records. Several members felt that the language of the By-Laws on the subject was not specific enough to justify suspending a Member for “*excessive unexcused absences*” without a more specific definition.

The Governance Committee was tasked with recommending a policy for removing a member.

Larry Ames pointed out that some members' terms would expire in just one month, and that the issue might be moot.

Mailing list

Right now, only a Director (i.e. a member of the Board) may send an email message to the entire Board. The issue was raised that a situation might arise where a member (not a Director) might want to address the full Board. Mary Ellen said that one way to accomplish this is to have a moderated e-List. In that case, if someone who is not on the Board posts to the Board, the message would go to her as the “moderator” and she will review it and pass it on if she deems it appropriate.

Mary Ellen moved that we change the Board list to a moderated list and that she be designated the moderator. **The motion was seconded and approved by a vote of 7-0-2.**

Report of the Nominating Committee

Membership of the Nominating Committee

Larry Ames noted that the Bi-Laws state that there should be between 3 and 5 members on the Nominating Committee, but currently there were only two. He suggested that Eric Carruthers and Annable Garnetta be invited to join. A motion was made and seconded to that effect, and was approved unanimously. Larry said he would get in touch with both individuals and invite them to participate.

The Committee voted unanimously that Virginia Holt and/or Leslie Hamilton be invited to participate on the Nominating Committee if neither of the above persons chooses to join it.

Term of office of initial set of Directors

The Nominating Committee was tasked with selecting a methodology for selecting which Directors would serve a one-year term and which would serve a two-year term. It chose to select the Directors by random, and Larry developed a spreadsheet that would use a random number generator to make a choice. After executing the procedure, the Directors were divided at random into the following two groups:

One year term

Jack Nadeau, Gina America, Shirley Rogers, Joan Bohnett, Richard Silva, Bruce Tichinin

Two year term

Roland LeBrun, Bill Rankin, Mary-Ellen Petrich, Taisia McMahon, Rick Hernandez, Martin Delson

After this first year, all Directors will serve a two-year term.

No official "slate" of candidates

Larry raised the question of whether the Nominating Committee should identify their set of recommended candidates for the board when the election is held. A motion was made that the Nominating Committee not identify a slate of candidates, and that all candidates be listed alphabetically, starting at a randomly-chosen letter of the alphabet. **The motion passed unanimously.**

Possible misalignment of terms of office of officers and Directors

Larry pointed out that according to the By-Laws, officers and Directors are elected to two-year terms, but the terms may not be concurrent. This can lead to one of two paradoxical situations: (a) an officer's term of office may expire while the officer is still serving a term as Director; and, more troubling, an officer's term as Director may expire while the officer is still serving a term in his or her office. Larry suggested that the Board determine how to fill the vacancy if that situation arises.

The Board charged the Governance Committee with considering the situation and recommending a resolution.

Next steps for Nominating Committee

At the February meeting, the Nominating Committee is to report to the Board a list of candidates for the Board of Directors, candidates for the offices of Vice-President and of Treasurer, and proposed members future members for the Nominating Committee itself. The Committee will accept additional nominations at any time up until the adjournment of that meeting. The Committee will then prepare a set of secret ballots for use at the election to be held at the General Meeting to be held in March.

Approval of report

A motion was made and seconded to approve the report of the Nominating Committee. **The motion passed unanimously.**

Adjournment

The meeting was adjourned. The next meeting will be Monday evening, February 7th, at 7:00 pm.

Appendix: Abbreviations

CSJ = The City of San Jose
LGCT = Los Gatos Creek Trail
OSA = Open Space Authority
ROW = right-of-way
SCVWD = Santa Clara Valley Water District
SVBC = Silicon Valley Bicycle Coalition
SOT = SAVE OUR TRAILS
WGNA = Willow Glen Neighborhood Association
3CT = The Three Creeks Trail