



Sullivan's Gulch Neighborhood Association, c/o Holladay Park Plaza, 1300 NE 16th Ave., Portland, Oregon 97232
<http://www.sgnablog.blogspot.com>

Minutes: Regular Monthly Meeting of the Board of Directors

Publication Date: May 12, 2015

Meeting Day, Date & Time: March 10, 2015, 7:00PM-8:30 PM

Attendance of Members of the Board of Directors - Quorum of 8 out of 13

Present: A. Alvis (AA), B. Brewer (BB), St. Chase (StC), C. Gossett (CG), K. LaForge (KLF), D. Lerch-Walters (DLW), M. Mutschler (MM), C. Nyschens (CN)

Excused: M. Cannon (MC), A. Capage (AC), J. Frewing (JF), B. Lopez (BL)

Not Excused: Sa. Chase (SaC)

Note: Written ballots were not used at this meeting.

1. Welcome, identification of SGNA Board of Directors and introductions of neighbors and visitors. Meeting called to order at 7:00 PM.
2. A report from the Portland Police representative, if present. Representative not present.
3. NECN Announcements/Notices - no report.
4. Speaker - Our neighbor, Ms. Judith Perry - She is to speak about the Oregon Climate Declaration, and what the organization she works with, 350pdx, hopes to do with it (<http://campaigns.350.org/petitions/oregon-climate-declaration-3>). In the Fall of 2014, 350pdx (<http://www.350pdx.org>) presented the idea to the NECN Sustainability and Livability Committee and they sent it to the NECN Board for possible endorsement.
5. Approval of the meeting's minutes from the October, 2014 Regular Monthly Meeting, the December, 2014 General Meeting & the January 2015 Regular Monthly Meeting. Approval of all were postponed from February's Regular Monthly meeting due to numerous, but unwritten and unclear objections from DLW. At that last meeting, DLW was invited by the Chair (BB) to submit his comments in writing for the Board to consider. No written comments were received. The Chair called for a vote for each of the sets of minutes individually. All minutes passed, in each vote with seven (7) votes to approve, and one (1) vote in abstention by DLW. **Motion:** (StC), A requirement that all comments and/or corrections to meeting minutes be in writing. **Second:** C. Gossett (CG) Discussion: DLW complained that all Board business was to be conducted in public and emailing of comments was not public. The Chair countered that the final comments and/or corrections would have to be read in a public Regular Meeting where the Board would then vote to accept or not accept, approve or not approve. **Vote:** Seven (7) in favor, one (1) against (DLW). Motion passed. A revised copy of the Principles, Practices and Procedures is attached to these minutes.
6. Land Use & Transportation Committee (LUTC) - A report on general Committee activities, and the preparations for the upcoming Charrette on April 25th. The Broadway Weidler Alliance - a report on organization efforts. The Board unanimously approved a budget of five hundred dollars (\$500.00) for the Charrette. The Memorandum of Understanding creating the Broadway Weidler Alliance was read allowed to the Board. The LUTCV along with the Board Chair will continue to pursue organization and participation of this group to attend to the interests of the business of the neighborhood. Once formed, the LUTC will report on ongoing efforts of the group and seek the Board's guidance when a decision is required.



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7. Finance Committee Report - Treasurer & Secretary - Report - Six thousand six-hundred dollars in the bank account. No activity - no checks written, no money deposited. A review and approval of the expense report submission for NECN to secure the next Communications grant - to be submitted in April.
 DLW stated that as a Board member it was his right to have the bank records from the Bank of America checking account closed when the Board transferred business to the Umpqua Bank in the Summer of 2013. The Chair noted that DLW is again again changing his request from a personal request for public records. The Chair further clarified that a single Board member's opinion that that Board member should have the records, does not trump the collective right of the Board. Further - DLW has a right to request the information under a request for public records, but not the right to have the Board do what he says as a Board member. As a Board member, the rest of the Board must agree with him. The discussion continued. MM, CN and CG all asked DLW to explain why the Board should agree with him. DLW's responses were primarily personal in nature. and that he feels it is his duty. Note was made that the entire handwritten checkbook register is in our possession and that some of the Bank statements are in our possession, just not all of them. DLW replied that some is not all. **Motion:** BB, Is there a reason for the Board to reconsider previous votes against going to get the records from the closed checking account with the Bank of America? **Second:** CN **Discussion:** No further discussion. **Vote:** One (1) in favor of reconsidering the votes (DLW). Seven (7) not in favor of reconsidering the votes.
 Post meeting note from the Chair: Following the meeting recorded in these minutes DLW renewed his appeal for a public records request by email. The Chair responded with an email that the request be made formally by written letter according to the form and directions sent and suggested by Mr. Paul Leistner of ONI in November of 2014. This was suggested to clarify the response for as over time DLW's request and the information requested have varied, and, in November of 2014, Mr. Leistner had agreed that this provided the clearest approach. The email exchanges were copied to Mr. Leistner who then intervened with a somewhat confusing statement contrary to his November correspondence and conversations, that no formal written letter was required. Confusing matters further, Mr. Leistner's correspondence, in one interpretation, puts forth the position that one Board member has the right to pursue the information alone, without agreement of the majority of the Board, and as distinct from a personal public records request. With that statement, the Chair concluded that a letter to the Bank, requesting the Bank to give DLW access to the records should be sufficient to give him access to the records, and, hopefully, end the issue. DLW is a member of the Board, and may have to show that to the Bank. The letter does not make note of that fact, but does acknowledge that the letter is the response to a "formal" request for public records as per Mr. Leistner's interpretation. A copy of that letter is attached to these minutes.
8. Events Committee - A brief report. Spring Clean-up preparations underway. To be held Saturday, May 9th.
9. Gulch Tree Team (GuTT) - A report. JF could not be in attendance. His report to the Board was read for him - "Six new street trees added in Sullivan's Gulch. On February 28, 150 volunteers met at the Assembly of God church (21st and Tillamook) and planted 168 new street trees in 12 Northeast Neighborhoods. The event, sponsored by Friends of Trees and supported by New Season Market included six new trees in Sullivan's Gulch. The 168 trees were of 59 different species, adding to the diversity of trees in our neighborhoods; the Sullivan's Gulch trees included tupelo and scarlet oak. With the 17 street trees added by the Grant Park complex, this brings to 23 the number of new street trees planted in Sullivan's Gulch this season."
10. Safety & Livability Committee - DLW - a report - Attended NECN Safety & Livability Team meeting where concerns for the homeless and rail safety were discussed. An initiative is being launched to encourage neighbors to keep their porch lights on at night.
11. Communications Committee - BB - progress and planning update - the former Chair of the Committee is preparing the website information for turnover. She will continue posting until turnover is complete.
12. 2015 Spring General Meeting - discussion postponed due to time constraints.
13. Concluding Remarks - thank you to all. Meeting concluded at 8:45 PM.



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Principles, Practices and Procedures

As adopted at the Regular Board Meeting, March 10, 2014

Preamble, Adopted at the Regular Board meeting August 12, 2014

Principles Practices and Procedures (PPP's) are hereby defined as those by which the elected members of the Board of Directors of the Sullivan's Gulch Neighborhood Association (SGNA) agree to conduct their Board business with each other and the community at large while conducting the Business of the Neighborhood in accordance with the By-Laws. The PPP's represent those items agreed to by majority vote of the Board members representing a quorum at a Regular, Special or Emergency Meeting of the Board of Directors and may be amended or modified by majority vote of the Board members representing a quorum at a Regular, Special or Emergency Meeting of the Board of Directors.

A. Finance Committee, Adopted February 23, 2013

A Finance Committee will be formed to develop and guide the financial concerns of the SGNA. The Committee will meet as necessary, monthly if appropriate. The Committee is to be chaired by the Treasurer, and is to consist of the Executive Committee Members, along with the Chairs of the Standing Committees, and any Board member who wishes to participate.

B. Financial Practices, Adopted February 23, 2013

The Board adopts the financial practices as defined and described by Cynthia Cumfer, Oregon attorney and one of the authors of the Non-Profit Handbook of Oregon.

C. Annual Financial Audit, Adopted July 09, 2013

The Board will have a financial audit of Neighborhood Finances conducted on an annual basis by a qualified independent bookkeeper or accountant. This audit will be prepared by and presented to the Board by the Executive and Financial Committee's at the fall Board Retreat. Should the cost of the audit exceeds ten percent (10%) of the annual Budget the Board reserves to re-consider conducting the audit due to the expense of the effort.

D. Partial Attendance at Board Meetings, Adopted July 09, 2013

Partial attendance at Board meetings by Board members may be considered as an unexcused absence unless a reasonable attempt to give notice (in writing, or by telephone, voicemail or text communication) of a late arrival or early departure from a regularly or specially requested meeting and subject to the same disciplinary measures allowed for unexcused absences from Board meetings accorded in the By-Laws. (There needs to be a total number of partial attendances allowed before the Board may take action to remove the Board member) The only exception being a medical or family emergency.

Sullivan's Gulch Neighborhood Association
Principles, Practices and Procedures
As adopted at the Regular Board Meeting, March 10, 2014
Page 2 of 2

E. Consideration and Appointment of Two (2) Representatives to the NECN Board, Adopted July 09, 2013

Representatives to NECN Board positions are to be considered and reassigned on a yearly basis to coincide with the beginning of NECN's fiscal year ending June 30 each year. At each May Board Meeting, the SGNA Board will open the floor to Board members interested in representing SGNA on the Board of NECN in order for members to explain their interest and to be voted on by the SGNA Board. Representative candidates must be members of the SGNA Board and must reside within the boundaries of SGNA. Existing representatives will be allowed to "step down" or to be re-considered by the SGNA Board. The Board will then vote on representatives for the next NECN fiscal year, effective immediately. The SGNA Board will write a letter to the NECN Board and staff identifying the members voted to represent SGNA interests on the NECN Board. The letter will include the signatures of the representatives accepting the assignment along with their mailing addresses, email addresses, and phone numbers.

F. The Significance and Understanding of Voting on Executive Officers and Directors-at-Large, Pursuant to Article IV, Section 1 of the By-Laws, Adopted, August 12, 2014

When voting for Board Members to serve in Executive Board positions and/or to be voted to the position of Director-At-Large, the voting constitutes an agreement to the following: that all are here legitimately, by definition of eligibility in the By-Laws and election by the neighbors at a General Meeting, that we are all here to work according to the By-Laws, to conduct ourselves and treat our fellow Board members and the Board as a whole with respect by acting and speaking honestly and with mindfulness of the time and efforts of all involved.

G. Voting by Written Ballot, Proposed for consideration by the Board of Directors at the Regular Board, August 12, 2014

The Board of Directors will conduct the voting process at all Regular, Special, Emergency and General Meetings of SGNA by written Ballot. Generic copies of the ballots are attached to these Principles, Practices and Procedures and are hereby made a part of the PPP's. Vote tallies will be read aloud in the meeting, and will be reported in the minutes of the meeting. Ballots will be kept by the Secretary of the Board for examination by any party for a minimum of six months after a vote on Motions, Actions or Proposals at any Regular, Special or Emergency Meeting of the Board of Directors and/or by the neighbors/members and/or members of the Board of Directors at a General Meeting.

H. Continuance of the Principles Practices and Procedures, Adopted August 12, 2014

In the interest of maintaining the Principles Practices and Procedures, the Board of Directors agrees that at each election of Board Executive Officers and Directors at Large as per the instructions of the By-Laws, these Principles, Practices and Procedures are hereby voted into continuing effect, pending a proposal or motion by any Board member to amend or modify the PPP's.

I. Comments and/or Corrections to Meeting Minutes, Adopted March 10, 2015

Comments and/or Corrections to Meeting Minutes by a member of the Board of Directors are to be in writing.

MEMORANDUM OF UNDERSTANDING

NE Broadway/Weidler Alliance

WHEREAS, Eliot Neighborhood Association, Go Lloyd, Grant Park Neighborhood Association, Hollywood Boosters, Hollywood Neighborhood Association, Irvington Community Association, Lloyd District Community Association, Lloyd EcoDistrict, Lloyd Center, Northeast Broadway Business Association, Rose Quarter/Portland Trail Blazers, and Sullivan's Gulch Neighborhood Association have come together to collaborate and to focus on the NE Broadway/Weidler Commercial Corridor; and

WHEREAS, the partners listed below have agreed to enter into a collaboration specifically focused on speaking with one voice about economic vitality, land use, infrastructure, transportation, and any other current or future plans and concerns related to or impacting the NE Broadway/Weidler Commercial Corridor; and

WHEREAS, the collaboration focus area includes the NE Broadway/Weidler Commercial Corridor from the Willamette River to 39th Ave. and the Hollywood Transit Center; and

WHEREAS, the partners herein desire to enter into a Memorandum of Understanding (MOU) setting forth the partnership of the collaborators in the NE Broadway/Weidler Alliance;

I) List of Partner Organizations

- **Eliot Neighborhood Association**
- **Go Lloyd**
- **Grant Park Neighborhood Association**
- **Hollywood Boosters**
- **Hollywood Neighborhood Association**
- **Irvington Community Association**
- **Lloyd Center**
- **Lloyd District Community Association**
- **Lloyd EcoDistrict**
- **Northeast Broadway Business Association**
- **Rose Quarter/Portland Trail Blazers**
- **Sullivan's Gulch Neighborhood Association**

II) Roles and Responsibilities

NOW, THEREFORE, it is hereby agreed by and between the partners as follows:

- **Membership.** Eligible members shall be business and neighborhood associations, plus business-related organizations or regional entertainment and shopping destinations that occupy or represent an area that is physically located in or directly bordering the NE Broadway/Weidler Corridor. Each member can send a maximum of two official representatives to meetings. Members may vote to invite another group or groups with a special interest or expertise in the subject matter described in paragraph two (2) of this MOU to attend meetings of the group, but any such group shall not have a binding vote on issues considered.
- **Time Commitment.** Members should plan for up to five hours of time in a typical month for meetings, preparation and discussions within their individual groups. Special opportunities may arise from time to time that may require a more rapid response and hence more time may need to be committed to deal with projects or opportunities related to the Corridor.
- **Resources.** Time and minimal cash as needed envisioned at this time.

- **Decision-making.** The goal is to reach consensus as a group, while respecting the unique nature of individual members' groups or areas, and generally deferring to the group with the clearest representation of an area under discussion. Each partner organization shall have one (1) vote for any item requiring one, with a simple majority determining the outcome. Minority views and the organizations expressing them shall be recorded upon request. A summary of the meetings shall be made and retained.
- **Neighborhood Representatives.** Individuals representing neighborhood associations shall be empowered to speak for and vote on behalf of their neighborhoods, and their participation in this collaborative partnership shall constitute participation by their respective neighborhood associations.

III) Timeline

The roles and responsibilities described above in this Memorandum of Understanding shall commence upon the completion of this Agreement ongoing until a vote of the Members makes any changes or addendums or dissolves the group.

IV) Commitment to Partnership

The parties agree that this agreement can be signed in any number of counterparts, all of which shall constitute one and the same agreement. Each party may rely upon the signature of each other party that is transmitted by fax or email as duly authorized, irrevocable, actual and current delivery of this agreement.

We, the undersigned have read and agree with this MOU:

- Eliot Neighborhood Association
- Go Lloyd
- Grant Park Neighborhood Association
- Hollywood Boosters
- Hollywood Neighborhood Association
- Irvington Community Association
- Lloyd District Community Association
- Lloyd EcoDistrict
- Lloyd Center
- Northeast Broadway Business Association
- Rose Quarter/Portland Trail Blazers
- Sullivan's Gulch Neighborhood Association

[Signature] 1/14/2015
 ELIOT LAND USE CHAIR

[Signature] 2/19/15 FOR OWEN RONCHELLI
 GO LLOYD EXEC. DIRECTOR

[Signature], U.P. and land use
 @BNA 1/14/2015

[Signature]

[Signature]

[Signature] (co-chair)

[Signature] president

[Signature], Board Chair
 L. Brittain A. Bremer 01/14/15

Date of Completion of Memorandum of Understanding _____



Sullivan's Gulch Neighborhood Association, c/o Holladay Park Plaza, 1300 NE 16th Ave., Portland, Oregon 97232
www.sullivansgulch.org
Chair, Board of Directors, Brittain Brewer

March 16, 2015

Mr. Dan Lerch-Walters
2174 NE Multnomah St.
Portland OR 97232

Re: Sullivan's Gulch Neighborhood Association
Closed account with Bank of America
Request for Public Records

Mr. Lerch-Walters:

You have made a formal public records request for copies of the bank records of the Sullivan's Gulch Neighborhood Association (SGNA) from the Bank of America account the Board of Directors closed in the Summer of 2013.

This letter authorizes you to request and receive copies of those records from the Bank of America.

As the pursuit of these records is for your own personal use as part of a public records request any expense you incur in the effort - for time spent, copies made, bank fees, etc. - are your own.

Sullivan's Gulch Neighborhood Association
Board Chair

L. Brittain A. Brewer,
(503) 309-1675; bbrewer@me.com

cc: file, Board of Directors, City of Portland Office of Neighborhood Involvement