

CNA Steering Committee Regular Meeting

11 March 2015

Fannie Mae Stewart Community Conservatory, 1902 E. 22nd St.

Meeting called to order at 6:45 PM

Members present

Meaghan Bludau, Terry Dyke, Justin Irving, Girard Kinney, Jules Kniolek, Ryan Ofsthun, Jennifer Potter-Miller, Mark Schiff, Emily Schwartz, Erin Tassoulas, Wiccit

Members absent

Rebecca Kohout

Guests

Stephanie Modlin, Don Jon Vonavitch

Approval of minutes

Motion: To approve minutes from 11 February 2015

Vote: Motion carried

Resolved: Minutes approved as corrected

Reading of Agenda

Motion: To adopt agenda for 12 March 2015

Vote: Motion carried

Resolved: Agenda adopted as read

Reports

Treasurer: No report given.

Secretary: Issue concerning two new SC members from the same household, and its resolution, attached below.

Motion from Ms. Schwartz to confirm A.J. Unger's resignation and that it satisfies CNA bylaws limiting number of candidates from the same household; furthermore, to suggest consideration of this issue to the Bylaws Committee.

Vote: 11 in favor, 0 opposed

Resolved: Motion carried

LUT Committee: No report given. Mr. Kinney reported that the last LUT Committee meeting did not make quorum, so there were no results to report. Mr. Kinney also reports that he has resigned as chair of the LUT Committee.

Communications Committee: Meeting notes March 4, 2015, attached below

Incorporation Committee: Report attached below, with recommendations

Main motion from Mr. Schiff to adopt recommendations of the Incorporation Committee report.

Subsidiary motion from Mr. Ofsthun to amend the third recommendation by adding the following: “furthermore, that the progress report include pros and cons of incorporation as CNA and/or parallel entities and as 501(c)3 and/or 501(c)4”

Subsidiary vote: 11 in favor, 0 opposed

Resolved: Motion carried

Main vote: 11 in favor, 0 opposed

Resolved: Motion carried as amended

Business

Land Use and Transportation Committee Staffing:

Ms. Potter-Miller reported actively seeking recruits for the LUT; Mr. Wiccit volunteered to do the same.

Motion from Mr. Irving to refer all land use and transportation matters currently before the Association to the Land Use and Transportation Committee, a committee of no less than three, with the first member to be Mr. Kinney, the remaining members to be appointed by the Steering Committee Chair, and to instruct the committee to continue to deliberate land use and transportation matters as these come before the Association and to recommend actions to the Steering Committee.

Vote: 10 in favor, 0 opposed, 1 abstention

Resolved: Motion carried as amended

(Note: “first member’s” duty is to chair the meeting that elects a permanent chair.)

I-35 exit ramp referendum:

Motion from Mr. Dyke that the Steering Committee shall include in the May 2015 General Meeting agenda an action item to vote on a position regarding the exit ramp; and further resolved that if the result is in favor of the ramp, the Steering Committee will send a follow-up letter to TxDOT to that effect.

Vote: 11 in favor, 0 opposed

Resolved: Motion carried as amended

Hazardous waste collection program:

Motion from Mr. Dyke that the CNA institute a program of collecting hazardous waste from neighborhood residents and delivering it to the City of Austin hazardous waste disposal facility on a regular basis; and further, that the matter of initiating a hazardous waste collection program be referred to a committee to consist of four members, with the first member to be Mr. Wiccit, the remaining members to be appointed by the Steering Committee Chair; and to instruct the committee to identify and assess available means for implementing the program, to identify and

contact likely volunteers, and to develop an implementation plan and to deliver an interim report at the July 2015 Steering Committee meeting.

Vote: 11 in favor, 0 opposed

Resolved: Motion carried

Cherrywood Plant & Book Swap donation:

Motion from Mr. Kniolek that the CNA donate \$100 to the Cherrywood Plant & Book Swap.

Vote: 11 in favor, 0 opposed

Resolved: Motion carried

Meeting adjourned at 9:20 PM

Minutes submitted by Terry Dyke, Secretary

Attachments:

1. Secretary's report 11 February 2015
2. Communications Committee report: meeting notes, 4 March 2015
3. Incorporation Committee report, with amended recommendations, 11 February 2015

Secretary's Report
March 11, 2015

At the recent Steering Committee elections (Feb. 18, 2015), CNA officers conducting the election failed to note that two of the newly-elected members are members of the same household, which is prohibited by the CNA bylaws.

CNA Secretary Terry Dyke approached them informally and requested that they confer and decide if one of them might be willing to step down voluntarily. The two members, Ryan Ofsthun and A.J. Unger, did so and reported back that it will be Mr. Ofsthun who remains on the Steering Committee and Mr. Unger will instead become involved in other CNA projects and events.

The Secretary's opinion is that Mr. Unger's resignation puts the Steering Committee in compliance with the bylaws provision in question, and if the Steering Committee agrees, it may want to confirm this for the record.

CNA Communications Committee meeting
March 4, 2015, 8:30 – 10:00 PM
Cherrywood Coffeehouse

Present: Jaime Diaz, Terry Dyke, Marilyn Fenn, Maya Heegel, Girard Kinney, Jennifer Potter-Miller, Dan Procter, Shane Tafares

Assignment of responsibilities:

- Maya: Facebook admin editing, writing, events, Facebook
- Jaime: writing, editing, ad sales
- Marilyn: webmaster, photography
- Dan: distribute and collect yard signs, conduct interviews, write stories, ad sales
- Shane: design event yard signs, media kit for cherrywood.org, wordpress posts
- Bianca Tafares: photography

Action items:

- Marilyn to put call out for nominations for
"Who is the most interesting person in the neighborhood?"
- Maya & Jaime to write profile of Treehouse (photographs by Marilyn)
- Dan to interview Girard on "shared streets"
- Jennifer to send Terry the list of blog authors and their posts, 1st year
- Terry to complete a list of blog authors and their posts
- Marilyn to create authors page for site
- Shane to create media kit for use in selling ads for Cherrywood media
- Dan & Jaime to talk to brick & mortar and home based businesses re advertising

Next meeting:

March 11 to develop plan for ad sales (8:30 @ Cherrywood Coffeehouse)

At its March 7 meeting, the Incorporation Committee reviewed the procedure for incorporating as a Texas non-profit corporation, which will give the Cherrywood Neighborhood Association legal standing to do business and own property in service of the neighborhood, as well as provide CNA leadership with protection from personal liability.

Gaining IRS classification as a 501(c) corporation is a second step that is independent of State incorporation, and can be done in its own time after incorporating. It appears that 501(c)4 classification would be most appropriate for a neighborhood association.

In general, our existing bylaws will become the bylaws of the corporation, with only a few adjustments necessary to become incorporated. The main impact will be on the Purpose section of the bylaws, but the committee is examining other sections for any specific impacts.

Formation of the corporation consists of filing Form 202 with the Texas Secretary of State, together with a \$25 filing fee. We provide the following information on the form:

- Name of the entity. "Cherrywood Neighborhood Association" has been confirmed as an available name.
- Registered agent. This is the person who acts as "single point of contact" with the State on behalf of the Association.
- Organizer. The person who submits the form and affirms that the registered agent named consents to it.
- Registered address. Physical address where any service of process may be served on registered agent during business hours.
- Board of directors. This would be the Steering Committee, those individuals who are on it at the time of filing -- turnover doesn't matter
- Purpose. Should include language that shows not-for-profit intent.

Obligations:

- Obtain Employee Identification Number
- File tax forms and any taxes that may be due
- Maintain information for public inspection: records, books and annual reports of the corporation's financial activity
- Provide a periodic report to Secretary of State every four years
- Prepare a list of the names of all of its voting members. Unless otherwise provided for in the bylaws, members holding 1/10th of the vote constitute a quorum and a majority of the quorum is an act of the members.

So far, the committee has found the incorporation process to be very feasible, potentially valuable, and well within the Association's abilities, should it decide to proceed.

Recommendations:

- That the Incorporation Committee continue to identify points of impact on CNA bylaws and develop an impact statement to guide any amendments that might be indicated

- That a Bylaws Task Force be tasked with creating language for specific amendments, in coordination with the Incorporation Committee and the impact statement.
- That the Incorporation Committee report on the progress of these efforts at the May 2015 Steering Committee meeting, including a current draft of the impact statement; [furthermore, that the progress report include pros and cons of incorporation as CNA and/or parallel entities and as 501(c)3 and/or 501(c)4.]
- That a brief informational item on incorporation be presented at the May 2015 General Membership meeting
- That the Incorporation Committee present a final report at the August 2015 Steering Committee meeting that will include suggested language for a GM resolution to incorporate, as well as language for proposed amendments, ready for Steering Committee review and presentation to the August 2015 General Membership meeting

(Timeline:)

- Mar SC mtg. This report presented, Bylaws TF engaged
- Apr
- May SC mtg. Progress report, including bylaws impact statement
- May GM mtg. Information item at general meeting
- Jun
- Jul
- Aug GM mtg. Action: 1) authorize incorporation 2) ratify bylaws changes