

**Tremont West Development Corporation Board of Trustees Meeting**  
**Thursday, October 8, 2009, 6 p.m.**  
**TWDC Offices**

Present: Christopher Alvarado, Katherine Bulava, Tom Cook, Sue Coy, Aaron LeMieux, Deane Malaker, Lynn Murray, Karen Moss, David Purpera, Renee Richardson, Eric Russ, Henry Senyak

Absent: Herb Crowther, David Mehring, Sandy Yambor

Ex-Officio: Tim Jenkins

Staff: Chris Garland, Stephen Bloom

Guests: Larry Cornett, Robert Pinkerton, Carole Heyward, Jerleen Justus, Deirdre Lauer, Elizabeth Schiros

6:03p: T. Cook called the meeting to order. Quorum was met

6:06p: ACTION ITEM – Approval of Minutes – September 17, 2009

*L. Murray motioned to approve. H. Senyak seconded the motion. The Board unanimously approved with the accompanying changes: list Katherine Bulava as present, fix two minor typographical errors.*

6:08p: Discussion Item – Draft Code of Regulations

A. Review of Final Draft: *Tim Jenkins*

- a. Review of Bylaw Committee process including overview of public participation. Bylaw Committee has a proposal ready to be presented to the TWDC Membership for voting.
- b. Major differences between existing bylaws and the final draft of proposed bylaws
  - i. Clarification regarding who is eligible for membership.
  - ii. Clarification regarding Membership Area.
  - iii. Annual meeting would occur in May.
  - iv. Notice of meetings extended to 45 days prior to meeting so that TWDC Membership may more easily add items to the agenda.
  - v. Quorum rules changed to lesser of 125 members or 20% of membership
  - vi. Term of service for Directors extended to 3 years
  - vii. Board Meetings
    1. Minimum of 8 meetings per year
    2. Extension of notice of board meetings to 8 days
    3. Addition of regulations for taking action without meetings
      - a. Actions must be unanimous
  - viii. Removal of Board Members
    1. Membership can now remove a board member
    2. Board can now remove board members for reasons other than non-attendance.
  - ix. Addition of term limits for ex-officio members in order to encourage ex-officio members to eventually run as a director.

- x. Board vacancies can only now be filled until the next annual meeting instead of the full term of the vacated board seat.
- xi. Changes to the structure of the Permanent Committees
  - 1. Addition of Nominating and Governance Committee as a permanent committee.
  - 2. Planning Committee
    - a. A representative of each Standing Committee will be on this committee in order to provide coordination and fidelity to the organization's long-term goals.
  - 3. Development Committee
    - a. Made more active.
  - 4. Housing and Economic Development
    - a. New merger of committees.
  - 5. All committees must now keep minutes.
  - 6. Definition of a "voting member" of a committee to encourage more membership participation in the committee.
    - a. Clarification that members can attend any committee meeting and apply to become a member of the committee.
    - b. Proposed TWDC Bylaws are more liberal than other CDCs in that committee members can be ratified by the TWDC Board, not just the Board President.
  - 7. Added sections on the functioning of the committees
- xii. Executive Director position now defined
- xiii. Conflict of Interest section is shorter since Ohio law now covers everything that was described in the current bylaws.
- c. Changes made to the Final Draft of the proposed bylaws as a result of membership feedback
  - i. President will continue to be elected by the membership.
  - ii. Minimum quorum for membership meetings extended to 125 members.

B. Q&A on draft

- a. Art VI, Sec 1.
  - i. Why is it necessary, if the Board ratifies who is on the committees, that the Finance, Planning, and Housing/Economic Development committees will be appointed by the Board of Directors?
    - 1. These are committees of the TWDC and for fiduciary reasons, the board will need to ratify who serves on the committees. TWDC members are eligible to serve on these and other committees.
  - ii. Who chooses members of the Safety Committee?
    - 1. This committee (like other committees) would be made up of members who ask to be a member of said committee. Any TWDC member can ask to serve on the committee.
  - iii. Why is there a clause to allow the Executive Committee to act between meetings of the Board when there is also a clause to allow the Board to take Action Without Meeting?
    - 1. The circumstances in which the Executive Committee would act between meetings of the Board have to be very strict and would cover situations such as the need to temporarily fill an Executive

Director vacancy. The circumstances for the board to take action without meeting would be likewise narrow (such as the need to sign off on the purchase of property) and would require unanimous consent.

- iv. Will there be transparency in all committees regarding minutes?
  - 1. Yes. All committees must have posted minutes and all TWDC members can attend committee meetings.
- b. Was it previously requested (back in 2006) that both agendas and minutes be publically posted?
  - i. There was an understanding that agendas are not already written ahead of time and that, where possible, agendas can be posted.
- c. A concern was raised that the final draft of the bylaws was just received by board members this morning

7:00p: D. Purpera left the meeting

7:15p: *E. Russ made the motion to request that the Board and bylaw committee members enter into Executive Session to pose questions to C. Heyward regarding the final draft of the bylaws. R. Richardson seconded the motion. The Board unanimously approved.*

8:42p: The Board returned from Executive Session.

8:43p: ACTION ITEM – Approval of the Draft Code of Regulations for Vote by Membership  
*L. Murray moved to approve the Code of Regulations as amended (to strike the sentence in Art VI, Sec 1 that reads “Voting members of TWDC may request appointment to committees of TWDC” since it is a redundant and confusing sentence and to add a comma to “Members of the Finance, Planning, and Housing/Economic Development Committees shall be appointed by the board of directors.”) E. Russ seconded the motion. The Board approved with abstentions from K. Moss and D. Malaker.*

8:46p: ACTION ITEM – Approval of the Draft Articles of Incorporation  
*L. Murray moved to approve the Draft Articles of Incorporation as written. E. Russ seconded the motion. Discussion took place regarding the definition of “blight”. A comment was made that because, as a CDC, TWDC does not have the power eminent domain. A question was also raised about the provision of social services under the present Articles of Incorporation and whether, with the draft Articles of Incorporation, the existing level of services would be provided. The answer was that the current level of services would be provided. The Board unanimously voted to approve the Draft Articles of Incorporation.*

*L. Murray moved to amend the agenda in order to give the Finance Committee Report at this time. E. Russ seconded the motion. The Board unanimously approved.*

8:53p: Program Committee Reports

A. *Finance: Lynn Murray*

*E. Russ moved to approve the statement of financial position. R. Richardson seconded the motion. The Board unanimously approved.*

8:55p: Director’s Report: Chris Garland

A. C. Garland provided the September 2009 report, which includes a summary of the current TWDC work.

- B. Tremont Farmer's Market- Every Tuesday (through October 20)
- C. Tremont ArtWalk- Every 2<sup>nd</sup> Tuesday
- D. Community Forum (Council, Judicial, Mayoral Candidates)- October 29, 2009
- E. Special Membership Meeting- November 11, 2009, *Zion Church (2716 W. 14<sup>th</sup> St.)*

8:58p: Discussion Item- Summary of Special Membership Meeting

- A. T. Jenkins reported on the subcommittee. T. Cook will provide opening remarks. There will be a brief presentation of the bylaws. The Cleveland Mediation Center will manage the process. The agenda will also include discussion of member-submitted bylaws, if any. Members will receive a ticket at the time of the meeting to be returned at the time of the vote for a ballot. There will be separate votes for the draft Articles of Incorporation and the draft Bylaws as well as member-submitted Bylaw amendments. The question was raised whether the secretary will call and verify quorum at the time of the vote. This question will be addressed by the Special Membership Meeting subcommittee. H. Senyak's opinion was that the quorum call should be the first agenda item.

*H. Senyak moved that the first agenda item of the Special Membership Meeting will be for the secretary to call quorum. D. Malaker seconded the motion. The Board discussed the issue. Three ayes, five nays, one abstention. The motion does not pass.*

*E. Russ moved that C. Garland consult legal opinion when to call quorum for the Special Membership Meeting and this will be adhered to in the agenda. K. Bulava seconded. The Board unanimously approved.*

*H. Senyak moved that amendments from the membership be allowed per our bylaws if they are received by the membership 14 days in advance and that there is information posted on the website or in writing that provides specific information on how to make an amendment and that the delivery process is at the amendment maker's own expense. K. Bulava seconded the motion. The Board unanimously approved.*

9:15p: Comments and questions from guests

- A. A question was raised whether competing amendments to the bylaws may be presented to the membership and how this would take place. It was answered that amendments would have to be delivered separately from the mailing of the draft Bylaws as ratified by the Bylaw Committee.
- B. A question was raised about the draft Articles of Incorporation and why they were not passed out to the block clubs. The draft Articles of Incorporation were not distributed at every presentation by error. The draft Articles of Incorporation will be posted on the website and they will be mailed to the membership.
- C. A comment was made that there isn't anything illegal (according to IRS requirements) about the existing Articles of Incorporation and that this was verified at the last Bylaw Committee meeting and the concern was raised that the draft Articles was drafted to satisfy funders.
- D. A comment was made that if the draft Articles of Incorporation and Bylaws weren't passed that TWDC would be able to continue to legally function as an organization.
- E. The question was raised as to why quorum is 125 members or 20% of the membership, whatever is the lesser and that a vote can be made later in a meeting without quorum *at the moment of the vote*. The answer was given that the Bylaw Committee judged that it would be unfair to the membership to be disenfranchised of their vote due to a minority of members leaving the meeting (either intentionally or unintentionally). Also, if the number of

members drops below an unacceptable level, it would behoove the presiding officer to adjourn the meeting.

9:32p: Adjournment

*H. Senyak made the motion to adjourn. E. Russ seconded the motion. The Board unanimously approved.*

**Next Meeting:** Thursday, November 19, 2009 at 6pm (TWDC Office)

*Respectfully submitted: C. Alvarado, Secretary*