SMILE Board Meeting Minutes

February 15, 2023 at SMILE Station in Sellwood

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OFFICERS PRESENT: Elaine O'Keefe, President; Elizabeth Milner, Vice President; Pat Hainley, Treasurer; Eric Norberg, Secretary BOARD MEMBERS PRESENT: Jim Friscia, Bob Burkholder, David Dugan, Sarah Bunger, MacKenzie Torres GUESTS: David Schoellhamer, Kris Heiberg, Brenda Ray Scott

SMILE President Elaine O'Keefe called to order the February Board Meeting of SMILE at 7:03 p.m. [Tonight's meeting's start time was 7 p.m. which the Board had previously voted to try at the request of two Board Members – for Board Meetings only – in December through February; the idea being to test what the two initiating Board Members considered to be a more convenient time.]

First to appear was Kris Heiberg, who has Chaired the annual SMILE Neighborhood Cleanup since its inception as the first "community cleanup" in the state, many years ago. She has expressed the desire to retire from that longtime role, but so far nobody has stepped up to take her place (she is willing to share her notes and expertise in putting on the cleanup). As a result, she suggested to the Board that we skip 2023, and see how we stand then. It is no longer the moneymaker that it was in the past; reimbursements are disappearing, and costs are rising, so it's hard even to break even on it now. (She said that if document-shredding is available at the cleanup, that could be a moneymaker.) But it appears that to avoid losing any money, and to actually make some on it, we would have to substantially raise the cost to those bringing the things to dump. Anyway, she concluded, it's now a little late to put together a May cleanup from scratch at this point. Elaine O'Keefe assured her that the Board would be discussing the matter later in the meeting.

At this point Elaine asked the Board for a review of the minutes of the January 18th Board Meeting; after the review, Pat Hainley made a motion that the minutes be accepted as presented, MacKenzie Torres seconded; the motion passed unanimously.

The next agenda item concerned two letters which David Schoellhamer and his Land Use Committee have prepared for the SMILE Board to adopt and send to the city and the state, on the matter of the need to recognize the Oaks Bottom bluff in Westmoreland and Sellwood as a landslide risk. The city in particular seems to be overlooking that there have been major slides in the past there, and is not taking this into consideration in granting residential building permits at the bluff. (All of the bluff edge is IS the state landslide zone, but the city does not recognize that state designation there.) Eric Norberg made a motion that SMILE accept and send the letters; Sarah Bunger seconded the motion; and the subsequent vote in favor of the motion was unanimous.

Schoellhamer added that the only other current business of his committee is a "contact meeting" with a developer – the first such, in a year – who wants to construct a small apartment building on the vacant land just west of the Sellwood Les Schwab Tires store.

Then President Elaine O'Keefe reported on the progress of the upcoming renovation of the SMILE Station basement into a second full-featured meeting room. The basement has been cleaned out to prepare for the next steps, courtesy of volunteer labor, especially from members of the Board. Permits for the work are currently under review at City Hall; the city wants an open shelter over our garbage cans, and wants our sewer line upgraded to the standards for a commercial kitchen. We have a commercial-grade kitchen, but it is not used as such – in fact it is not used often for any purpose; we are hoping to mitigate that request.

O'Keefe said SMILE and Sellwood Community House are in discussions of how we can better collaborate to our mutual benefit. We are particularly interested in better collaboration on neighborhood events and activities, especially in the summer. Jim Friscia said he would like SMILE to take a step back and discuss the details of such collaboration. The Boards of both organizations, it was suggested by Elizabeth Milner, should begin meetings to discuss and advance cooperation, with the first such meeting suggested for the next week. Jim would like to be a participant; Sarah and Jim volunteered to move forward on this for SMILE.

The next item of discussion was the experiment of starting the Board Meeting at 7 p.m. for the last three months; some like it more than others, but the fact that our Board and General Meetings have been starting at different times during this period has caused issues — particularly for those who can't remember which meeting is which! Since the start time for both these meetings is 7:30 p.m. as stated in our ByLaws, which Brenda Ray Scott will be helping us with revising, MacKenzie Torres moved that the Board Meetings move back to a 7:30 p.m. start, pending reconsideration in our ByLaws update talks, and Eric Norberg seconded the motion, which passed with five yes votes, three no votes, and one abstention.

President O'Keefe asked for a formal Board decision on our holding our "neighborhood cleanup" this year. Most especially, she does not want SMILE to lose money on it this year. However, some Board Members had not yet arrived when Kris was speaking, and the latearrivers said they still want to meet with Kris, and learn the numbers and the current cost/revenue situation, before a decision – so no formal decision was made at this time.

Brenda Ray Scott, a former SMILE Board Member who volunteered to Chair the upcoming revision and updating of our ByLaws, was next to speak. She said he had prepared for tonight's meeting by reviewing our current ByLaws, reviewing the current "best practices" for ByLaws by 501c3 nonprofits like ourselves, and she would like to start a discussion with the Board. She said she finds our current ByLaws unusually and unnecessarily detailed, and that would put us on a path to their simplification. She sees some obvious additions and many simplifications needed, and she wants to remove the reference to "Robert's Rules of Order". She suggests more term limits for Board Members. But, she is worried about making our Annual (General) Meeting in May at this late date for adopting new ByLaws. She was assured that they can be updated by member vote at **any** General Meeting, and it is best to take our time with this and aim for the fall. President O'Keefe went over a list of things she would like to see updated; she will recap this discussion and keep us all advised as the process advances.

* * * EXECUTIVE SESSION * * *

 $Discussion\ of\ terms\ of\ a\ lease;\ legal\ advice\ included;\ room\ cleared\ for\ discussion$

* * * END EXECUTIVE SESSION * * *

With the end of the Executive Session, MacKenzie Torres moved that the Board approve having Elaine O'Keefe and Pat Hainley authorized to sign the lease under discussion. David Dugan seconded the motion. The motion carried unanimously. There being no other business on the agenda or from the floor, Elaine O'Keefe adjourned the meeting at 8:51 p.m.