

## KPNA Board Meeting Minutes

December 6, 2016 / 8:00 pm / 1124 2<sup>nd</sup> Street, NW

### Attendees

Board members: Jesse Welsh (JW), Tim Hawkins (TH), Kellie Mueller (KM), Glenn Faith (GF), Andy Masterpole (AM), Susan Goettsch (SG)

1. Given the City Council's approval of Javon Bea's Miracle Market project on November 21, 2016, the board discussed the idea that advocating under the auspices of Imagine Kutzky (IK) may no longer be in the neighborhood's best interest. It was noted that the only 2016 project KPNA and IK opposed was the Miracle Market project. KM moved that IK be disbanded. This was seconded by AM, and the motion passed 6-0.
2. JW presented preliminary results of the KPNA survey. Responses were 80% positive. The survey will be kept open for another week. Results will be shared at the January meeting if not ready by next week for the December meeting. Six survey respondents indicated they would be willing to serve the neighborhood association in some capacity. A "not applicable" response option for rating KPNA activities in future surveys was suggested by SG.
3. JW presented her initial attempt to revise the KPNA bylaws with the goals of simplifying them, shortening advance notice requirements, and writing the development process into the bylaws. She hopes to present the proposed bylaws to the membership at the January 10, 2017 meeting. Some of the main proposals for changes are as follows:
  - a. Any member at a KPNA meeting could bring up items of interest under New Business or Old Business.
  - b. Rather than a minimum of 8 directors, the association would have a maximum of 13 directors.
  - c. References to "Articles of Incorporation" would be removed. With regard to this, GF thinks we should strongly consider registering as a 401c (3).
  - d. Elected officers of the executive committee would change from 5 to 3, with the elimination of the chair and treasurer positions, unless someone wishes to run for treasurer. If not, JW proposes that the president be in charge of our small amount of money and that the secretary keep accounting records (a suggestion to which SG raised a strong objection). The president, rather than a chairperson, would preside at all meetings.
  - e. Standing committees would change from Imagine Kutzky, Neighborhood Watch, Communications, Social, Redevelopment, and Fundraising – to Communications, Social, Development, and Philanthropy.
  - f. Article VIII Conflict of Interest, Section 1. Definition, would read: "Because many members of KPNA will own homes in the neighborhood, and the KPNA desires to maximize the participation of these key stakeholders, it will not be a conflict of interest if the value of a person's home may be affected by the action or inaction of the KPNA. Examples of personal financial interest would include the following: employment by a corporation bringing business before the KPNA membership or plans to purchase property the use or control of which is under discussion by the KPNA. Potential conflicts of interest or concerns related to conflict of interest should be brought to the immediate attention of the Board of Directors."
  - g. Section 5. Development Projects was added to Article X Proposals as follows: "\* Proposed development projects requesting the consideration of the KPNA shall request a meeting through any member of the Board of Directors. \* An initial meeting will be held with all available Board members and the requestor to review the proposal. At this time, no recommendations can be made on behalf of the Association by any member of the Board of Directors. \* The proposal will then need to be presented to the Association at a regular or special meeting. \* The KPNA shall utilize the recorded minutes of the meeting to submit

recommendations and dissenting views, as recorded from the meeting to the proponent and other appropriate parties. \* A member of the Board of Directors will present this recommendation in person at any public meeting on the project. \* Any elected or non-elected member of the Association is free to express personal opinions publicly, regardless of consistency with the recommendation of the Association.”

- h. Article V, Sections 17 and 18 on Indemnification by the Association of Directors and Officers and on Insurance for Corporate Agents, respectively, would be removed in the proposed bylaws.
4. Discussion of proposed Bylaws changes
- a. AM suggested making some reference to the land use plan
  - b. Require meeting attendance within 3 months in order to vote? No conclusion.
  - c. Can both spouses serve on the board? No conclusion reached.
5. Announcements
- a. AM announced that he will be moving to a farm near Viola, MN in January.
  - b. SG announced that she will not serve a second term as secretary.