

Phillips West Neighborhood Organization
Community Meeting
December 2, 2021 6:00 - 7:30 PM
[Virtual Meeting](#)

6:00 PM Welcome and introductions
[Meeting sign in form here](#) - including a short survey about participation in 2022!

Presentation & Discussion

6:15 PM [Bylaws Presentation](#) - Alex and Mira

Why are we doing this?

- Foundational document of the organization and help hold us accountable to our commitments and contain the parameters of what we are doing
- They tend to be long, full of legalese, and confusing language
- This is happening at a community meeting because according to our current bylaws, all changes have to happen by community vote, + this is aligned with how we want to operate as an organization
- This is happening now because our bylaws have not been updated since 2016 and they're pretty outdated in a lot of ways
- We have to make changes to our bylaws in order to be able to receive funding from the city in 2022
- Process of coming up with these proposals started in the spring, between Mira, Alex, and our former chair Danette
- Spent some time going over bylaws with 2 experts - the attorney we contract with through the city, and with Bob Cooper, a long time neighborhoods staff member; board has also looked at these changes

What are the proposed changes?

- **Board size and quorum: Increase size of board from 7 to 9 member limit; set quorum at $\frac{1}{3} + 1$ for taking votes.** This is a question of having more capacity to be a working board, to have more board members who are not holding chair positions. Currently our quorum is set to an absolute number of members (3), no matter how many members are on the board, so we want to set a proportionate quorum. The $\frac{1}{3} + 1$ is from prior experience Alex has with bylaws
- **Membership eligibility: currently, in order to be a member you have to be 18 or older (we want to lower to 16), and the qualifications are currently you have to own property, work, or live in the neighborhood; we want to add people who attend an educational institution in the neighborhood.** This would allow people who spend a large amount of time in the neighborhood to participate. Why lower the age? Mira says it's a better way to engage younger people in the org, and there's several high schools

who serve people under the age of 18. Julka mentions the work they've done with 16-17 year olds and how blown away they were by them! Michael also mentions that with 10 years of working with high schoolers: if you set the bar high, they will rise to it! Membership would entail running for board, voting in annual meeting, and voting in things like this. Steve agrees with what's been said. Could be an issue if a younger person would want to take on a leadership role within the board if they wanted to be on the board, or if it was a majority high school student board, but that's a matter for an election. Luz agrees, thinks there should be a stipulation around treasury/money if high schoolers were on the board. Michael mentions they are minors, so there would have to be permission/guardian issues to sort through. Verge agrees with Michael! Having them vote generally sounds good, but not sure if they are ready to be board members or executives. Steve is wondering if we limit involvement to committee members until 18. Michael agrees with Steve there, and it's about making a distinction between encouraging their participation and any responsibility that would be an issue. Luz asking about the exact text - Mira replies this is pretty word for word. Sean mentions "The reason I mentioned leadership is because we have seen in another neighborhood some of the perils of having a 19 year old chair. But while limiting the organizations liability for their actions, I'd argue that it's important to not limit volunteer energy." Mira indicates there seem to be several proposals on the table. Steve wondering if we actually have any capacity to change language. Mira can make changes into the proposed bylaws document, but can't change the election software. If we come to consensus in here, we can edit the document. Mira is saying we could designate a non-officer, youth board seat that could address some of these concerns. Michael wondering if we're saying we could deal with this after the vote? Mira says once the voting period is over, she is thinking she could make some changes to the language while voting is open. Brenda is maybe finding a loophole in the bylaws that could resolve this issue and/or could have been a mistake on Mira's part.

- We are taking a little vote on **1) 16-18 can't be board or officer, 2) can be board but not officer, or 3) could be both. 5 votes for option 3 (one vote for non-financial roles only), 5 votes for option 1 (one with a special youth seat), 1 vote for option 2. Steve also says "I think an ex officio position (non-voting, but able to offer comments) for a person under 18 (19?) on the board would be a good approach."**
- **Expand access to member voting: increase participation with electronic options, drop-boxes, and multi-day voting windows.** We love it!
- **Language: Removing gendered/citizenship language from the bylaws, and remove unnecessary legal language while still maintaining necessary legal language for the integrity of the document.**
- **Board member removal: Currently our process is pretty cut and dry, so offering opportunities for conflict mediation and restorative processes. There can be steps before vote for removal, like an option for that member to take things to mediation.** Luz wants to know if we have written stipulations of why you can ask someone to leave the board. Mira: 3 or more unexcused absences in a board term, beyond that there doesn't seem to be a list (although we do have the anti discrimination and bias laws). Part of the reason is that the bylaws used to say "members can be removed with or

without cause.” The lawyers said that having that is useful to not be in a precarious position, and having the “with or without” portion. Steve would hope that personality issues within the board could be managed by the board. Concerned about the legal things, but hope for mediation to be a good step. Michael would find it peculiar that the other members are able to kick board members off when the community is who elects them. Mira hearing a desire for there to be more explicit language around when a board member can petition to remove another board member, which feels like it’s less about this proposal and more about the concept of removing a board member. The things about bylaws that feels confusing to Mira is that not everything actually needs to be explicitly said in the bylaws, and since they are a binding document, we don’t want things that we might change often to actually be in this document! Greg is in favor of this as written, is not in favor of lists of reasons of why people are removed from the board. It’s only happened twice in their memory, and it’s usually by consensus, and favors the conflict mediation process.

- 2 options: could write in more language around what would be a viable reason to remove someone (also realizing there isn’t language around consensus being needed for removal). Brenda says it requires an affirmative vote with a $\frac{2}{3}$ majority. Edric asks how you can reconcile removal if the board is acting unethically? Does not indicate in this section of the bylaws if there’s a process. The conflict mediation would act in that manner. Alex mentions there is a grievance policy attached as well, and thinks that the wording of this change would allow this to continue. Often, mediation processes are voluntary and solutions-driven by participants.
- **More specificity about removal or no? 10 no, 0 yes**
- **Board terms: currently, we don’t have any term limits or terms at all! Set one year terms, and set term limits of 3 years consecutively.** Steve says 2 year terms could lead to continuity, but appreciates the term limits at all. Defining how long you have to be off the board before you get back on the board? Could also be addressed in a future bylaws vote. Alex responds that 3 years was chosen since it would work with our strategic planning cycles. Julka is also wondering about how 3 years can be a little short for big transformation, and is there historical data on an average term for this board? Alex says no. Verge says they prefer a 2 year term, but can accept a 1 year term. Greg I would favor 2 year terms with staggered terms. Steve doesn’t have a problem with this language, but feels like a first step, and tweaking can occur later on. Genna would prefer longer term limits, but is fine with this for now. Mira says we revisit this at our January or later community meeting and it would be an easy tweak.
- Voting is open on election runner, and will be open until Saturday at midnight. Everyone with an email on file should have received this info and how to vote. You can also vote over the phone, and Becky and Mira are figuring out in person voting on Saturday. If you’re having trouble, email Mira at mira@phillipswest.org. If people want to vote but aren’t connected yet, they should connect with Mira by phone, (612) 642-1487.

- Some discussion of the community garden, might be hot chocolate in January!
- PWNO is having a staff expansion and restructuring next year and we are going to be having some shared staff with Stevens Square, and next week there will be some info sessions about those new positions, and if you want to offer some feedback Mira will be sending out some info about those sessions!

Closing