



## MINUTES

DNA BOARD of DIRECTORS MEETING 12/03/2018

### Members present

- Denis Beganovic
- Bob Ray
- Dan Pistor
- Brenton Brown
- Jonathon Andrus
- Dana K Goddard
- James Page
- Mike Willis

Called to Order by Jonathon at 6:00pm.

#### A) BOD Election

- I. Jonathon – opens the floor for discussion. Dennis- I would like the board to have at least a week to 10 days to verify. Just enough time to verify. I think we should leave the current process in place. It is not broken. Bob- We have historically allowed people to sign up without verifying them. None of the current members are verified. No ID has ever been checked. Jonathon-we verify them via e-mail. Dennis is in the process of e-mailing all members now. Bob- A sign-up form and a possible returned e-mail is not a verification of residency. What are we truly doing to verify people as residents and how do we reconcile a new standard for new members? What are we going to leave as a process for future boards? Discussion of proxies- Jonathon- we should have an election committee comprised of members of the board not up for election. Discussion. Dana- I have never read our bylaws. You say that you want same day elections just like some states. Perhaps there is a way to do elections digitally online. Discussion cross talk. Dana- I am looking to make it as easy as possible to participate in our elections. Discussion of google docs and survey monkey as a platform. Jonathon - we would need a bylaw amendment. Discussion of proxies, candidate information. Dan- we should have all the candidate information public at least 7 days before the election. Can be done on Survey Monkey. Jonathon – concerned this may violate our bylaws. If this is legal, I'm for it. If not, we need to amend the bylaws. Dan- this option is not presented in the bylaws therefore we cannot do it. Bob- not necessarily true. There is section allowing the election authority to conduct elections but it does not say how. There is authority. James- If we allow early voting or absentee, same thing, we will have a lot of people that will not meet the full slate of candidates. Bob- we'll never have a perfect system but our goal should be to have the highest participation possible. We should do a candidate forum if possible. We should get candidate statements out as soon as possible and on the



## DOWNTOWN NEIGHBORHOOD ASSOCIATION

online voting platform if possible. Dana- we could even live stream it for people that couldn't come to the forum. Dan- everybody knows who they are going to vote for anyway. Dana- I disagree. Bob- Mary did not get elected because everyone knew her before hand. Dan- In the past we kept it pretty simple. We posted everyone's bio. I don't think we need to add all these outside things. We are just a neighborhood association. We are not running for president here. Cross talk. Dana- boosting via Facebook is successful for higher participation. Jonathon- our bylaws currently say board candidates must be voted for by the members present at the meeting or/and by proxy. Discussion of amendments at the next meeting. Possible they would allow for some of the processes discussed. Board Disagreement about what the amendments would allow or not allow and whether the board can legally eliminate proxies as an option. Jonathon- Let's go back to the questions of who is going to manage the election? Dan- I suggest 30 days. Mike- 30 days. Dennis – 30 days. Brenton- some cutoff point for our own sanity maybe 14? Dana- needs to be something. Either one. After last election sitting in the library counting and arguing. James- comfortable with either. Bob-Why are we creating a cutoff? What does the cutoff solve? What was the real problem last time? Was it that you couldn't identify if the votes were really residents? Why not just ask for an ID for same day signups? Wouldn't that just fix it? How does a cut off verify anything? James- I was approached by a multiple people concerned that the ballot box was being stuffed. They saw people dropping off ballots and leaving. Dana- what if several years ago when we were having the Larry Rice issue, he had sent 200 people over to vote? I'm not saying those people don't deserve a vote, I'm just saying we need to avoid the unexpected. Jonathon- The 2 issues we had with the last election were that we didn't have a clear definition of what a small business was and that we had people coming to us concerned about the validity of our residential election. We were not doing a good job with elections. We need to be prepared and do better this time. There needs to be no question about the election. Bob- was there any fraud in the residential election last time? Jonathon- we don't know? Certainly not with you. Although there were people who thought you did. Bob- So.. that is what the real issue is. Perception. This issue is that the membership was not aware of what the rules were. They were not communicated with. Someone should have said, those were proxy ballots and explained how the proxies worked. The only issue with the residential vote last time occurred right here with the board when you threw away peoples votes because they were new members.

- II. Motion- Jonathon- I'm move that we close the membership prior to the election. By show of hands, everyone but Bob. Passes
- III. Bob moves the cutoff be 1 day. No 2<sup>nd</sup>.
- IV. Brenton Moves for 7 days- Bob 2<sup>nds</sup>- Fails.  
Bob- I don't understand you guys and issues some profanity.  
Dan Moves for 14 days as the cutoff. There is a 2<sup>nd</sup>. Passes 5-3 January 1 is the official cutoff date.
- V. Election Committee - Jonathan- discussion about the formation of an election committee. Jonathon suggest the appointment of the members not running for election. Pros and cons. As of now, that is Bob, Dennis and Mike. Discussion.



- VI. Jonathon moves to form and election committee from Bob, Dennis and Mike plus any board member not running re-election may serve as an alternate. 2<sup>nd</sup> by Brenton(?) motion passes.
- VII. Discussion Election logistics- candidate statements, speeches, options for candidates to address the membership. Discussion of small business. Dennis- what is the definition a small business. Jonathon- we need to vote on that today. Jonathon- Reminder of the definitions of small businesses DNA used in the past. Matrix- Open to the public, business license. Discussion of the current list of businesses. E-mail was sent out to the current list and got no response. In the past property owners signed up, parking lot owners. How do we define? We need to take a position on the definition of a small business. James- we would be best served by creating metrics. Number of employees, open to the public. Dana- why would a business owner join DNA? Believe they want to participate and keep informed. I think we should allow for every business we can. I think we should consider franchise as a small business. Discussion about metrics. Jonathon- The metrics we considered in the past were street level? DO they have a business license? Do they have a store front or business office? Do they have a registered agent? if not at street level, are they open to the public? Are they owner operated? Do they provide business services? Do they have a business license? Discussion- Issues with the online business sign up. Not sure where the data is going. All the restaurants from Taste are members. Here are the questions we've faced. Does someone who owns property downtown qualify? If so, which property? We have a person sign up that owned multiple properties and didn't qualify which one. We had a Farmers insurance agent that leases a small space sign up. We have had parking lot owners sign up. Building owners sign their building up as small business? This is all confusing and we need to define what a small business is and list it's qualifications. We had a person in the last election registered a whole bunch of buildings as small businesses members at the last minute that could have swung the whole election. James- we need to come up with something. We have a lot of different businesses downtown. We might want to put a couple of simple qualifiers. Number of employees. Occupancy permit. Number of locations. Business license. We just need to sit down and come up with a simple 1,2,3 metric. Dana- Discussion about why a business would join DNA. Discussion of franchise and whether or not they should be allowed. Bob- In the restaurant association multiple restaurants had to pay individually but only go one vote. Jonathon - Repeats past matrix. Dans- regarding multiple locations. Owners should be given one vote but if someone opens a second location of say... Bootleggin BBQ on the landing. He should be given a vote. LLC's don't vote but owners. Jonathon- Yay or nay- Owner operated? (majority nay) Discussion- Bob - should be tailored toward the types of small businesses that we are trying to get involved and help. Retail. Services. Jonathon- are we comfortable with on person one vote (Majority YAY). Are we comfortable with a business having a business license? ( YAY ) Comfortable with registered with the MO sec of State ( YAY ) Open to the public ( YAY ) Dana (NAY switch to YAY)- discussion. Pro and cons of open to public and participations. Occupancy permit (YAY). Physical address in the boundary (YAY)



Motion – Moved by James 2<sup>nd</sup> Mike. All agree but Dan. Passes. James reflects that we didn't address size. Discussion- Small business less than 100 employees? Discussion of allowing bigger corporate membership pay the higher price and giving them a vote.

Proxy will be posted on the website. Discussion-

Last meeting will be before the election.

Taste- Bob – I will put together a punch list for Taste and send it to Brenton. We'll review and I'll send it to the board. Discussion. Bob agrees to do a site survey of other locations.

Dennis- Update on the mall project- talked to Jared about how far along the project had moved. The plans are laid out and a funder needs to be secured. There is a possibility of a community benefits agreement with the soccer stadium. Bob- asks where they are in the process and if the tax credits have already been allocated? Dennis- no they haven't voted yet. Need to set up a meeting with HO ?????? construction?

Discussion of putting this project under our Urban spaces committee.

Dan - Excise hearing whiskey on Washington. Old Hyde Manning(?) at the old Edmonds space on Locust. Discussion

James draws raffle tickets. They will be posted online.

Meeting Adjourned.