

Barbary Coast Neighborhood Association

Minutes of the Board of Directors Meeting

July 23, 2009

5A5 Steak Lounge, 244 Jackson Street, San Francisco, CA 94111

2nd DRAFT

The meeting began at 6:00 pm and was called to order by President Bill Sauro.

Board members in attendance in addition to President Sauro: Fred Allardyce, Bill Benkavitch, Mary Lou Licwinko, Jonathan Middlebrook, Carol Parlette, Felix Rodriguez, Diana Taylor.

Board member who was absent: Morton Beebe, Linda Schwartz, Joe Wyman.

1. Quorum Call. When the meeting was called to order, there were eight Board members in attendance.
2. Approval of Minutes. The minutes of the June 25, 2009 meeting were approved as amended, unanimously. These minutes had previously been sent to Board members for comment.
3. Treasurer's Report. Carol Parlette distributed the Balance Sheet, Income Statement and Budget Summary Report as of 7/23/2009. The current balance is \$4,913.92, which is \$129.77 less than May. She advised that the Income Statement is cleaner – format has been updated. The Board adopted the Treasurer's Report unanimously.
4. Bylaws Revision Committee Report – Jonathan Middlebrook, Mary Lou Licwinko. Jonathan Middlebrook stated that the Committee aim is to clarify some grey areas in the current Bylaws. Diana Taylor and Carol Parlette also participated in the revisions. The Board thanked Jonathan, Mary Lou and Diana for their fine effort. Following is a brief summary of the discussion.

A new draft will be submitted by the Committee for review by the entire Board.

ARTICLE I – NAME AND NEIGHBORHOOD AREA

The Board discussed what would be the best boundaries for the Association.

President Bill Sauro agreed to prepare a map showing possible boundaries.

Jonathan Middlebrook agreed to define the Association boundaries in writing after the map has been submitted.

The suggestion of future modifications of the Association boundaries by a two-thirds Board vote was put on hold.

ARTICLE II – PURPOSES

The Board accepted the revised draft presented, with minor modifications.

ARTICLE III – MEMBERSHIP

A new Membership Category – Associate Membership – is proposed in the Bylaws revision. This category has no voting rights, but can serve on Committees.

Section 4, Expulsion of Member was deleted.

ARTICLE IV – MEETINGS

Several revisions were proposed. These revisions were agreed to with some minor modifications, which will be included in the next draft.

The discussion of Section 2 – Voting – was framed by what occurred at the June 2009 Annual Meeting. The Board agreed that all Active Members should receive a written ballot prior to the Annual Meeting. Active Members would have to turn in their ballots no later than seven days after the Annual Meeting. Ballots could be turned in at the Annual Meeting.

In Section 6.7 – Conduct of Meetings – Robert’s Rules of Order (Revised) were replaced by Sturgis Standard Code of Parliamentary Procedure.

ARTICLE V – BOARD OF DIRECTORS, QUALIFICATIONS, POWERS AND DUTIES

Several revisions were proposed. In Section 2 - Composition, The ‘Corresponding Secretary’ position was eliminated. And the ‘Recording Secretary’ position was changed to ‘Secretary’. In Section 6 – Name was changed from ‘Removal of Officer’ to ‘Removal of Member of Board’. In Section 8 – ‘Officer’s Duties’ Item D, the maintaining of the book of minutes can be done electronically. Also, the President will maintain the register of members.

ARTICLE VI – COMMITTEES

There was a minor change submitted for the Committee Bylaws. The work eligible was deleted.

ARTICLE VII – AMENDMENTS

The existing word ‘email’ in the Bylaws was changed to ‘electronic means’.

ARTICLE VIII – FINANCIAL MATTERS

Several minor administrative changes were proposed by the Bylaws Committee. The Board had very short discussions with regard to these changes.

ARTICLE XI – LIMITATION ON LIABILITY

There was significant discussion concerning liability of Board members.

Mary Lou Licwinco agreed to look into the cost of Directors and Officers (D & O) Insurance.

President Sauro also agreed to look into the cost of D & O Insurance.

Several Board members expressed great interest in hearing what exactly their liabilities are as a Board member, and would liked to be briefed on the subject.

As part of this discussion, a statement was made that a Board member, speaking as an individual, has a legal fiduciary responsibility to maintain a public position officially endorsed by any Board he or she is on. This discussion was based on the Board's position concerning the proposed 8 Washington Street development. Further, there was disagreement as to what the Board's position is on the project.

At this point, Fred Allardyce resigned from the Board.

Subsequent to his departure, a motion was made to vote on taking No Position on the 8 Washington project, so that individual Board members would be free to their own opinions at public forums.

After a lengthy discussion and two votes, six Board members voted 'Yes' to take No Position on the project. One Board member 'Abstained' to taking No Position on the project.

ARTICLE X – BCNA POLICIES AND RECORDS

Minor administrative changes were proposed by the Committee.

ARTICLE XI – DISSOLUTION OF ASSETS

No changes were proposed.

ARTICLE XII – ADOPTION OF BYLAWS

Minor administrative changes were proposed by the Committee for updating the new adoption date of the revised Bylaws.

5. Waterfront Action Committee – Future Status, Restructuring. Committee Chair Diana Taylor stated that the current WAC is being dissolved. She will convene a group to determine how to restructure this Committee.

6. Membership Update. President Sauro reported on membership earlier in the Board meeting. There are 129 dues paying members, 29 e-members, 27 members who have not currently renewed but are still on the list. Total is 185 on the mailing list. Of these, 152 have email. There were 20 new members – all e-members from the recent Jackson Square party.

7. Third Planning Department Embarcadero Community Workshop – Wednesday, August 5, 2009 at KGO-TV. President Sauro stated that help is needed on-site for this Workshop. Carol Parlette, Diana Taylor, Jonathan Middlebrook and Joe Wyman have offered to help with the event. President Sauro will be out of town.

8. New Business – Monthly vs. Bimonthly Meetings. The Board discussed the merits of changing the Board meeting schedule from monthly to bimonthly. It was agreed that a meeting would be held in August, September, and November. There will be no October meeting. And, has been the custom, there will be no December meeting. Further changes to the Board meeting schedule will be discussed subsequently. It was suggested that one of the next meetings be a social meeting with the membership.

President Sauro stated that the next BCNA Newsletter is done. He has scheduled a Newsletter ‘folding and stamping’ get together of Wednesday, July 29 at his home beginning at 4pm. Board members were encouraged to attend.

9. Next Meetings. The next BCNA Board meetings are scheduled for Thursday, August 20, 2009 and Thursday, September 24, 2009. Meeting location and starting time is to be determined.

10. Adjournment. The meeting adjourned at 7:55 p.m.

Respectfully submitted,

Bill Benkavitch

Secretary

