

**Old West Austin Neighborhood Association Special General Membership Meeting  
Tuesday, May 4, 2004  
Mathews Elementary School  
Minutes**

**\*Next Meeting Tuesday, June 1, 7:00 p.m.\***

This special GM meeting was called by a group of OWANA members (Margaret Bruch, Billy Pope, Katy O'Neill, Michael Mullen, Dick Ryan, Alison Ryan, Marjorie Moore, Steven Moore, Barbara Stroud, Tere O'Connell, Nancy Toelle, and David Smith) and by non-member Francis Barton to determine the will of the OWANA membership related to topics deemed to be of importance to the membership at large, and involved five motions.

**1) Welcome and Introductions**

The meeting began with an invitation from the Mathews Elementary Principal for volunteers to join the Mathews CAC.

The GM meeting was taped and called to order by Linda MacNeilage at 7:05.

Professional Registered Parliamentarian Lou Russell was invited by the Chair to act as Parliamentarian over the special GM meeting because Red Wassenich, who was asked by the Chair to serve as our parliamentarian, had made clear from the outset of his appointment that he did not have expertise in parliamentary procedure. In light of the fact that the motions related to appropriate procedure according to the Bylaws and Robert's Rules of Order it was felt that professional assistance was paramount. Red Wassenich had agreed, and he and Chris Schorre had agreed to serve as vote tellers as any main motions would be voted on by written ballot. It was discussed that the Parliamentarian was not being paid out of OWANA funds. Michael Mullen asked the Parliamentarian to leave. The Parliamentarian did not leave.

The Chair suggested that if there were no objections, each speaker be limited to speaking for three minutes concerning each motion.

**2) Special GM Motions One and Two**

The Chair ruled that Motions One (to move that the contract with Preservation Central for NRHD application be signed by the chair of the SC) and Two (to move that a letter verifying the work accomplished be signed and forwarded with invoices from Preservation Central for completed NRHD application phases) were no longer relevant. Approval for contract signature occurred at the April 5<sup>th</sup> SC meeting, and subsequently the first invoice to the City for payment out of Neighborhood Plan Implementation funds has been submitted.

**3) Special GM Motion Three**

On March 22<sup>nd</sup> the SC passed a motion that named special committees. The calendar fundraising project was included within the Fundraising and Membership Committee, rather than being identified as a separate fundraising committee. MOTION: A move that the calendar committee be reinstated. Discussion ensued as to whether the calendar committee was ever formally designated, whether it existed as a de facto committee, or whether it operated as a part of the fundraising committee.

In an Overview of OWANA duties prepared by Mark Stine in January of 2002 a Fundraising Coordinator position was listed, which referred to work on a calendar sales project as one identified task. In an Overview of OWANA duties prepared by Margaret Bruch in 2003 Fundraising was changed from a Coordinator position to Committee status, and it referenced work on a calendar as "a potential annual fundraising project." The Chair ruled that Motion 3, as worded, is not in order as the Overviews for OWANA structure for 2002, 2003 and 2004 do not reflect the establishment of a calendar committee, nor do the minutes available reflect the establishment of a calendar committee as required by our bylaws, and so a committee never formed cannot be reinstated.

Discussion addressed the importance of all committees and projects, particularly those relating to fundraising, having records, and being transparent and accountable. Marjorie Moore said that there had been very detailed records of all fundraising relating to the calendar sales and silent auction. The Treasurer, Sarah Uribe, indicated that she had requested records about the calendar fundraising but has not received them. The formation of an Audit Committee by the Steering Committee on May 3<sup>rd</sup> was announced as a step toward enabling the Treasurer to fulfill the fiduciary responsibilities of her office.

Because no record exists of the formation of a calendar committee Daniel Traverso and Hector Uribe proposed a motion to establish a Calendar Committee separate from the Fundraising and Membership Committee. After discussion, a motion was made to table consideration of the creation of a calendar committee. This motion was approved unanimously. Several people proposed that if the recommendation of motion #5 (to move that formal changes to the scope of the existing informal practice of standing and special committees be developed in a workshop hosted by the SC and attended by all interested parties) occurred, then motion #3 would be irrelevant.

Barbara Stroud requested that we pass over Motion 4. (Motion 4 related to the Steering Committee appointing committee chairs annually, following the directive of OWANA bylaws, rather than the practice of having committee chairs continue to serve for as long as that chair wished to serve.) The members who called for the special meeting indicated that they had included this motion to provide input from the general membership regarding reappointing those committee chairs who wished to continue to serve. (The chairs of committees for 2004 had already been determined by vote by the steering committee.)

It was determined to move to Motion 5.

#### **4) Special GM Motion Five**

MOTION: "Move that formal changes to the scope of the existing informal practice of standing and special committees be developed in a workshop hosted by the SC and attended by all interested parties. The workshop's product shall be published in the newsletter and on the e-group, and voted on at the next regularly scheduled general membership meeting."

The Chair indicated that our Bylaws provide that the formation of a Bylaws special committee is the procedure for making changes to the Association's Bylaws. The 2004 Steering Committee has authorized a Bylaws committee to currently undertake another Bylaws review. All members of the Association are welcome to become members of the Bylaws committee and to thereby participate in evaluating committee structure and changes to committee structure. If the members of the Bylaws committee desire, it may decide that holding a workshop is the optimal forum to consider a Bylaws review, including an evaluation of committee structure. She pointed out that while a workshop may well be a good idea, that to have a workshop outside the purview of the bylaws committee is not allowable as the Bylaws clearly provides a procedure to address Bylaws changes, including committee structure. She pointed out that because Robert's Rules states "No main motion is in order that conflicts with the bylaws" (page 106) she ruled that this motion is out of order.

DISCUSSION: Some people said that no document regarding committee structure had been provided in writing for the SC to review, to which Steve Colburn responded that changes have been proposed each year, and that the changes he had proposed were not far-reaching or major, and were dedicated to improving communication both within and between committees. Several people said that the point of the motion related to the GM having input into committee re-structuring, not whether restructuring was allowable. It was noted that there was some conflict within and between committees and that some form of mediation might be valuable to address discord. Daniel Traverso said that this whole issue seemed to relate to some people having hurt feelings about not being reappointed as committee chairs and that the Bylaws state a clear procedure for the appointment of committee chairs. Several questions arose from the floor as to whether motion #5 was still on the table or whether it had been pulled. The Chair allowed that the motion was still on the table. Discussion continued until a motion was made to table Motion Five and to adjourn. That Motion was seconded and passed unanimously. The Chair ruled the meeting adjourned.

Meeting adjourned at 8:35.

Draft of Condensed Minutes Submitted by Kammi Siemens, Secretary.  
Approved at the General Membership Meeting of 6/1/04