

January 3rd, 2022

BOARD Meeting

7:30pm – 9:32pm

Hosted on Zoom



Meeting Attendees:

Board Chair: David Vogel

Board Co-Chair: Diane Emerson

Board Member: Camille Reeves

Board Member: Gavin Kovite

Board Member: Kyle Britz

Board Member: C. Hunter Davis

Board Member: Nicholas Simmons

Board Member: Michaela Olavarri

Board Member: John Affolter

Community: Bill Lyell

Community: Rachel Rome

Community: Armen Yousoufian

Community: Kevin Jones

Community: MJ Witt

Community: Morgan Brown

1. **Approved Agenda** for the Board meeting.
2. **Approved minutes** December's Board meeting minutes, with recognition of King County Fish and Wildlife still being a topic.
 - *David Vogel* will follow-up with Fish and Wildlife along with the Firearms group.
3. **Review of General Meeting process:** sometimes we have to lend extra time to certain things in order to save time in the long run and not fight over things. People may second a motion so that it can be discussed further later or voted down, even if they don't believe in it, and to encourage the flow of the meeting. As a reminder of the Democratic rules of order, "point of order" is a shorthand way for any of "us" to immediately stop what is going on in the meeting, and to make sure that the meeting rules of order are according to the democratic rules of order – if a member believes the rules are breached they may voice their concerns about the order being breached, and we will explain over time how this works.
 - The Board should not micromanage committees, such that a committee should not have to exist if the membership is not interested in participating and doing the work. The Committee structures are under the purview of the participating group in that committee.
 - We should focus on the merits of a motion rather than decide if something *is* symbolic or not.
 - We should only address things that directly affect the island.

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- Whether a motion is partisan or not is a judgment call and should not be the direction that we are aiming to decide.
 - The Time of the meeting is very precious because it is short, and the board needs to help decide what is important to discuss within that timeframe.
 - Many side conversations were had regarding “What is it that the Community Council is going to do or meant to do..” and hearing that shapes the importance of the board’s need to help frame that.
4. 501c3 status, is it appropriate with the new Nonprofit laws? We have discussed this at the past few board meetings and at among the general council meetings. Some thoughts have been towards 501c4, as we voted as a board to pursue, and others have mentioned being a Community Association or club, which appear to be unincorporated and may or may not be bound to certain rules.
- Bill Lyell and Diane Emerson have been meeting and reviewing all the content and many avenues of the values of having a 501c4 status, and the protections shield “us” if ever there be any liabilities.
 - ○ We cannot simply change the wording of our Articles of Incorporation and file for 501c4 status with the IRS. They require a nonprofit to file for 501c4 within 60 days of incorporating, or pay fines of \$20 a day, up to a max of \$5000. Because we incorporated in June of 2020, our late 501c4 filing fees are now up to the max. It is much cheaper to start over with a new organization, and file for 501c4 status quickly after incorporation.
 - Provided the analogy of Rebooting a system, the 501c4 status is an upgrade in the direction that this council membership has been growing and aligns neatly.
 - We will have to change our name, as we had previously filed this name VMICC for those articles of incorporation, so we must consider new names that can be similar, but not too similar. Likewise, we will need to modify our Logo a percentage difference so that we can hopefully continue to use it after all the work was put towards it and the general council appreciates it.
 - Discussion on the process of dissolving the VMICC and filing new articles of incorporation. David Vogel was the only name listed with the previous articles of incorporation filed.

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- Wordsmithing a motion to present to the General Assembly of the VMICC, such as “ we approve voluntary dissolution..” ...”Motion to request as a community that the current board members continue to work on the new name structure, bylaws and articles of incorporation...” We may ask to use the existing mailing list during this time of transition.
- The motion can be made and seconded at the January General meeting; the motion can be voted upon at the February meeting, which would begin the dissolution process thereafter; at the same time the new interim group will be formed and start working on the structure and format. March meeting could hold both an interim council meeting, move to approve bylaws, standing rules, articles of incorporation and a new name.
- We need to stay on as a board until the whole dissolution process is wrapped up, and we hope that the members of this board can stay on until the end of term in October.
- We may need to alternate months for meetings to address this work, and to have the time and space to have a fresh mind and a fresh outlook for the reboot.
- As the current bylaws state that “all residents of Vashon Island are a member”, it will need to be re-written so that members acknowledge their participation, which can be done by signing up for the new email list. Much word smithing will be needed to ensure the statement is legal.
 - Discussion on the merits of the process, the steps involved, and the great efforts put forth to investigate these issues, for the work ahead and for honoring the work that has been done. We do not want to dissolve anything before we address these matters with the general council.
- It is recommended that we ask the general council if there are any Volunteers able to assist who are practicing Corporate Law Attorneys and practicing Nonprofit Accountants to assist with this process.
 - Diane Emerson will draft up the motion to present to the General Council meeting so that we can discuss this as a whole.

5. Committee updates:

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- **Communications:** Appreciation and gratitude to the volunteers writing articles for the Beachcomber. It is still an effort to learn the new publication dates. Social media is working, people are getting involved.
 - **Ways and Means:** will put the fundraising on hold while the organization is in flux. Will keep the fundraising suggestions in mind.
 - **Affordable Housing:** Intent to be a liaison to the government, something that is badly needed. Tasked with addressing local research, possible solutions, surveys and recommendations. A core group of interested and contributing islanders, including organizations such as Vashon Household and Vashon Land Trust. The Committee hopes to be a vehicle for specific projects, such as the old VCC or K2, and doing more outreach to underrepresented groups to address more issues. CoCo and Tanya are writing articles for the Beachcomber. Focusing on issues relating to groundwater and septic for upcoming meetings.
 - **Ferry Advisory Committee:** While not a VMICC committee, a regular speaker on issues that we want to be involved with. An advisory committee directly to the WSF
 - *Hunter C Davis* will reach out to those who voiced interest to apply for the open seat on the FAC, to get their resumes and present them to the general community for our January Meeting vote.
 - *Camille Reeves* will contact Lizzie to inquire if she still wants VMICC to make a statement, and will inquire further with Justin Hirsch.
6. Straw poll the general Community Council if they would be interested in having the KCDPA present on Hate Crimes, rather than just placing them on the agenda, as is the Board's prerogative to set the agenda.
 7. Regarding the Reboot of the "VMICC", we will table the "symbolic statements" motion, as it will weave into the new bylaws, policies, and rules. Gavin Kovite offers to withdraw his motion.
 8. Ask the general Council members if anyone practices Nonprofit Law, or is a CPA, and can provide their services ProBono for the good of the organization.
 9. We can set a future poll of our mailing list for everyone to get a vote on future names, and to request the respond to opt in to be considered a member of the organization.

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10. The Bylaws should be in control of the board, though a separate working group of the board can be organized to work on the new bylaws and policies.

11. Next board meeting February 7th.

12. A Productive meeting adjourned 9:32pm



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