



FRIENDS OF TUALATIN RIVER NATIONAL WILDLIFE REFUGE COMPLEX

August 24, 2021 DRAFT Board Meeting Minutes

The meeting was held via Zoom.

Present: Bonnie Anderson, Dawn Carovano, Alan Christensen, Cheryl Hart, Tom Hartz, Phyllis Millan, Michelle Miller, Sharon Miller, Keith Palevsky, Tom Stibolt, Willem Stoeller, Irene Vlach.

Staff: Natalie Balkam, Larry Klimek, Eva Kristofik

I. Quorum

We have a quorum (7 directors required).

II. Excused Absences: No excused absences

Unexcused: Keith Mays

III. Call to Order (6:32pm)

IV. Welcome, Roll Call and Introduction

V. Approval of Agenda

VI. Approval of last meeting's minutes

Motion to approve the minutes:

1. Tom H.
2. Tom S.

Passed.

VII. Committee Reports Consent Agenda

A. Financial Reports
Reports were submitted electronically.

B. Restoration Report
No Report.

C. Photo Society Report

No report.

D. Governance Report

Report was submitted electronically.

E. IT Report

Report was submitted electronically.

F. Membership Committee Report

Report was submitted electronically.

G. Store Report

Report was submitted electronically.

H. Visitor Services Report

Report was submitted electronically.

I. Advocacy Report

No report.

J. Tualatin River Bird Festival Report

No report.

K. Community Asset Funds

No report.

L. Any additions/supplements to reports.

- Nominating Committee
Report was submitted electronically
- Executive Board Review Committee.
Report was submitted electronically

Motion to approve the Consent Agenda and the Reports:

1. Tom S.

2. Phyllis

Passed.

Willem Informed us that in the next fiscal year restricted and unrestricted funds will be accounted for in two separate activity reports.

While membership is declining, we are seeing an increase in internet traffic which hopefully will lead to a more diverse membership.

Tom set up a Google file into which, going forward, all monthly reports need to be uploaded. He provided a quick tutorial on how to do it. The file is on the Board Only tab on our website.

Upload your documents as pdf. Do not provide your monthly report in the body of an email, as it will be difficult to archive it as such.

VIII. Reports

a. President:

Because of the surge in Covid cases, the Friends will not have a presence at the Gaston Showdown and Larry's retirement party has been postponed until further notice. The Annual Meeting will be virtual. The Waterfowl Festival is still tentatively scheduled for September 18-19.

b. Project Leader Larry Klimek and Acting Refuge Project Leader Eva Kristofik:
Larry's last meeting.

Larry reported many first-time visitors on the Refuge. They present an opportunity to reach new people. He encouraged the Friends to do so when it's safe and we are once again allowed to have volunteers on the trails. Eva will discuss this with Todd.

This was Larry's last board meeting, as he is retiring at the end of the month.

Eva reported that bridge work has started on Chicken Creek. The contract runs through mid-November. The seasonal trail is closed for safety. The EA to open Wapato Lake NWR to the public is being reviewed at the Regional Office. The hope is to have the Grand Opening on October 14. Interviews of applicants for Larry's position are currently in process. We might have a decision by the end of September.

We might also have a public event in November, when water will be released into the newly restored channel of Chicken Creek.

c. Refuge Staff introductions and Update: Natalie Balkam

Natalie is a Park Ranger. She is an accomplished botanist. She works on the Greenway ES project with Bonnie, Phyllis and Tom H.

IX. Old Business

a. Action Items from previous meetings:

Items that were not dealt with electronically:

- Do board members need to sign the Harassment Policy? No, we just need to be aware of it. It was signed by the Friends as part of the Agreement.
- Set up of a fundraising, marketing and outreach committee. Michelle volunteered to contact members who expressed interest in this field. Outstanding.

- Are we asking members to again indicate their interests in volunteering when they renew their membership? Phyllis and Dawn are currently reviewing the forms.
- Alan volunteered to revisit Chad Brown's proposal. Alan will follow up with Chad to find out more about the cost of his program and the required capacity.
- Send nominations for volunteers of the year to Bonnie and Michelle.
- Outreach to Keith Mays: Michelle suggested to Keith that another person working for the City of Sherwood volunteer to represent the City on our board. She has had no further communication from Keith. The issue will be taken up at the next meeting of the Executive Committee.
- DEI training with Derron Cole: no news.

b. Approval to add Alans' mentoring/orientation proposal as a Guideline – see motion

Motion: that the Board of Directors for Friends of the Tualatin River NWR Complex adopt and place in the Board handbook the "Board of Directors Recruitment, Training, and Mentoring Guidelines" as drafted and reviewed by Board members in July 2021.

1. Alan
2. Willem

Passed.

We will address the implementation of these guidelines at the October meeting.

c. Update on Bylaw changes – Tom H – see motion

Motion: to bring a motion to the TRNWRC Membership at the upcoming September Annual Membership Meeting to change the By-Laws of the Friends of the Tualatin River National Wildlife Refuge Complex as per the recommendations of the ad hoc Committee to modify the composition and tenure of the Officers of the Corporation with the changes listed below:

- eliminate "Section 3.05. Staggered Term. A director's terms will be assigned to the initial Directors such that no more than one third plus one of the Directors' terms will end in any given year." This succession should be addressed in a procedure and not a by-law.
- modify Section 4.01. Officers.; 4.03. Terms of Office.; Sections 4.05 through 4.09 which describe the Duties of the Officers of the Corporation. These changes eliminate the existing roles of President-Elect and Past-President and add the roles of Vice-President and Parliamentarian. The Terms of Office for all Officers are one year, with annual election or reelection of Officers. There is no limitation on the number of successive terms for the President or Vice-President. Terms of other Officers remain as described in Section 3.02.: Section 4.05 also was modified to clarify that the authority of the President to bind the Corporation for transactions for up to a total of \$1,000 in a fiscal year without prior approval of the Board.

1. Tom H.
2. Willem

See Appendix for proposed amended By-Laws.

Discussion: Concerns were expressed that the lack of term limits might negatively impact opportunities for a more inclusive board. It was pointed out that the goal of the changes to the bylaws is to simplify them for maximum flexibility. Term limits can be dealt with in specific policies.

The motion passed.

Tom S. will post the changes on our website tomorrow. Tom H. will discuss the changes at the Annual Meeting.

d. Any other old business

X. New Business

a. Approval of Annual budget (Willem)

The treasurer made the conservative assumptions that membership fees as well that unrestricted donations for FY 21-22 equal those of the current FY. Gross Sales from the store are estimated at \$16,650 – but will depend on when or whether the store will be allowed to open.

There is no expected expense for Refuge Assist, nor for Restoration, with the exception of Carly's salary.

The estimated disposable unrestricted funds at the end of FT 21-22 amount to \$47,606, i.e. the organization would still be financially health.

Motion: to approve the proposed budget for FY 21-22 as presented by the Treasurer:

1. Willem
2. Tom S.

Passed.

Willem and Keith abstained.

Bonnie recused herself.

b. Any other New Business

Michelle announced that she is not running for re-election.

XI. Announcements

XI. Adjourn (7:58)

Motion to adjourn:

1. Tom H.
2. Alan

Passed.

APPENDIX

DRAFT CHANGES AND CONSIDERATIONS TO ARTICLES III AND IV OF THE BYLAWS of the Friends of the Tualatin River National Wildlife Refuge

Section 3.05. Staggered Term. ~~A Director's terms will be assigned to the initial Directors such that no more than one third plus one of the Directors' terms will end in any given year.~~

Section 4.01. Officers. The officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, and Parliamentarian. Officers must be members in good standing at all times during their tenure, and must already be a member to stand for election to the Board of Directors.

Section 4.03. Terms of Office. Terms of office for all officers of the Corporation shall be for one year, and officers may be reelected to subsequent terms as long as they remain eligible for membership on the Board of Directors, as defined in Section 3.02. When serving as President or Vice-President, limitations on successive terms as a member of the Board do not apply.

Section 4.05. Duties of the President. The President is the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors, Executive Committee, and at the Annual Meeting as Chair. The President may sign contracts, or other instruments which the Directors have authorized to be executed, except in cases where the execution thereof is delegated to some other officer or agent of the Corporation by the Directors, these bylaws, or law. The President shall perform such other duties as may be prescribed by the Directors from time to time. The President shall have authority to bind the Corporation for transactions up to a total of \$1,000 in a fiscal year without prior approval of the Board of Directors.

The President shall, in a timely manner provide to the Board the status of the Corporation, and obtain documentation as required by the Board which may include financial expenditures, performance data, and accomplishments, and arrange for written accountability of expenditures of corporate funds as necessary.

The President shall be the Registered Agent of the Corporation unless another officer is so designated in writing by a vote of the board, and notwithstanding Section 4.02, the office of President will serve at the will of the Board, be a voting member of the Board and of the Executive Committee, and will be an ex officio and non-voting member of all committees not appointed to.

Section 4.06. Duties of Vice-President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the Directors. The Vice-President shall be a member of the Executive Committee.

Section 4.07. Duties of Parliamentarian. The Parliamentarian supports the President and other officers during Executive Committee and Board meetings to assist in the conduct of business according to Rules of Order. The Parliamentarian shall also perform such other duties as from time to time may be assigned by the President or the Directors. The Parliamentarian shall be a member of the Executive Committee.

Section 4.08. Duties of Secretary. The Secretary shall be responsible to keep the minutes of all meetings of the Board and shall keep minutes of the proceedings of its members, Board and committees having any of the authority of the Board; and shall maintain a register of the names and addresses of its members entitled to vote. The Secretary shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the affairs of the Corporation.

The Secretary shall be responsible for insuring the production and preservation of the records, correspondence, and administration of the Corporation and will be a member of the Executive Committee, ensure that the Board is notified of all meetings in accordance with these Bylaws and that a Recording Secretary is present at the meetings. The Secretary shall send a copy of the Minutes to all Directors and perform other duties delegated to the Secretary by the Board and the President.

Section 4.09. Duties of the Treasurer. The Treasurer shall have charge and custody, subject to the control of the Directors, of all the funds of the Corporation and be a member of the Executive Committee, ensure that an up-to-date fiscal report is given at each regular Board meeting in a format approved by the Directors, ensure that reports (such as the 990 and CT-12 Forms or other federal or state law financial documents) are filed in a timely manner, and perform any other duties delegated to the Treasurer by the Board or the President such as managing the budget process and providing input for the annual report. The Treasurer shall work closely with any paid executive staff or member of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation.