

## **Newcomers Club of Greater Park City Special Governing Board Meeting Minutes**

**Date:** November 7, 2022  
**Location:** Home of Beano Solomon  
**Quorum Present:** Yes (7 present / minimum of 4 required)

### **Governing Board Members Present:**

Kathie Beckman*	Ariela Shani*	Beano Solomon*
Mary Lynne Hulme*	Carole Smillie*	Heather Tourkin*
Sue Niblock*		

*\*Board Members who count toward a quorum*

### **Others Present:**

Carol Haselton

**Call to Order:** 9:57 a.m.      **By:** Sue Niblock, President

### **Establish Quorum:**

A quorum is present.

### **New Business:**

#### **Policy for Email Voting**

Sue provided the background and purpose of the proposed email voting policy. She clarified that although there is a provision in the Bylaws allowing email voting it does not provide the procedure to use. The proposed policy will provide a standardized procedure for taking an action by email when necessary and since it is several pages long would be too lengthy and detailed to add to the Bylaws.

Motion made by **Beano** to adopt the email voting policy as proposed.

✓ Motion seconded and passed unanimously.

#### **Records Retention**

Sue wanted to discuss and come to an agreement on how far back the Treasurer and other records should be kept and passed on to the next officer.

#### **Treasurer/Financial Records:**

Motion made by **Kathie** to ask in the Newsletter if there is a Newcomers member who is a tax attorney or accountant who could advise us on how long we should retain our financial records and that if no one volunteers to advise us that we retain the Treasurer's records for seven years.

✓ Motion seconded and passed unanimously.

☞ Action Item: **Sue** to put item in Newsletter for a tax attorney or accountant to advise us.

Sue proposed that all the records related to paying the yearly Utah Secretary of State registration fees be kept in the Treasurer's file permanently.

Carol also suggested that the records related to the Covid years be annotated to indicate that the income and expenses during those years was abnormal due to reduced activity levels and the rollover of the 2020-2021 dues to the next year.

#### Other Records:

Beano suggested that it should be the policy that whatever records there are should be kept.

Ariela suggested that one of the things that should be included in the records for the 1<sup>st</sup> VP events (and maybe the 2<sup>nd</sup> VP speakers) is how popular were the events and how many attended. She proposed that the data for each event be put into an XL spreadsheet to be passed on to the next 1<sup>st</sup> VP. She also volunteered to set up a template for this data.

Passing records on to the next officer has gotten more complicated as more records are digital rather than kept in notebooks. Sue suggested that we could have a Board section on the website that is password protected that just the Board sees to hold historical records, etc.

Sue volunteered to write a retention policy and have the sections reviewed by the applicable officers before being approved by members of the Board. It could then be put on the website for the next officers to see.

It was pointed out that traditionally 1<sup>st</sup> VP events and 2<sup>nd</sup> VP speakers for the Coffees were not repeated for three years. This "rule" has not been passed down to new officers recently and is not in the Bylaws so it is a concept that can be followed or not based on the circumstances. But this is the kind of information that could be put online for the next officers to be aware of.

#### Newsletters:

The Newsletters are currently online as far back as June 2018. The intention is to continue to leave all the old ones online for historical purposes and reference as we continue adding the new ones each month. There was a question as to whether the older ones (before June 2018) should be scanned and added to the ones currently online or whether June 2018 was far enough back. It was agreed that it is not necessary to go back and scan any older ones. Older ones back to 2015 are available in hardcopy format in the President's files if they are ever needed for reference.

#### Membership Retention

The question is what can or should we be doing, if anything, to try to retain members who did not renew their memberships.

Ariela wanted to discuss this because she felt like there is a large number of members who do not participate in Newcomers activities and wondered if there was something that could be done to encourage people to pay more attention to Newcomers so that they would want to renew. Her concern was raised during the summer when there were large numbers of members who hadn't renewed. It does not appear to be such a large concern now because many people have subsequently renewed.

Mary Lynne pointed out that according to the Bylaws the objective of Newcomers is to promote friendships and share interest among newcomers in the greater Park City area and to develop interest in the greater Park City area by providing information that will help members adjust to their new community. It was felt that maybe they are not renewing because we have fulfilled these objectives and they no longer need us and have moved on. So maybe we should not be concerned especially since Araby's analysis shows we are at our highest membership levels ever.

It was suggested that our membership form include questions such as what activities are you interested in and what are you interested in helping with. Sue suggested that we have Araby revise the membership form to include this. But then we will then need to make sure that the information is acted upon, possibly by the Friendship Committee since they are already calling each new member to greet them right after they join. Perhaps the description for the Friendship Committee could be revised to cover this function better the next time the Bylaws are revised.

Motion made by **Ariela** that we set a time to meet to discuss changes to the Bylaws specifically including changes to the defined Friendship Committee responsibilities to include the role of the Friendship Committee in helping with retention.

✓ Motion seconded and passed unanimously.

☞ Action Item: **Sue** will put updating Bylaws on Board agenda.

☞ Action Item: **Sue** will meet with the Friendship Committee and have Ariela join her to discuss this new retention function with them and create wording for a Bylaws change to expand and clarify their responsibilities.

Carol suggested that one thing we could do to get people more involved is connect people that come to the Coffees with people involved in the activities they are interested in or connect people who live near each other. This was supposed to be the function of the Greeting Committee but that committee isn't operational right now even though it is in the Bylaws.

☞ Action Item: **Sue** will remind the Board members again to reach out to the new members at the Coffees.

☞ Action Item: **Sue** will see about getting from Araby the number/% of members who did not renew this year.

Carol pointed out that it will be difficult to get a lot of value from this statistic because of the anomaly created by Covid: not having many activities for a long period of time and rolling the dues over for a year.

### **Greeter Committee / New Member Mixer**

It was brought up that one of the functions of the Greeter Committee listed in the Bylaws is to plan and execute the New Member Mixer each year. The timing of the Mixer was moved to late winter in order to help fill standing committee and activity chair positions. The planning of the upcoming New Member Mixer needs to be started soon, probably at the next Board Meeting. Also, the Greeter Committee needs to be considered as we review the Bylaws.

☞ Action Item: **Sue** will put upcoming New Member Mixer on Board agenda.

### **Board Tenure / Timeline and Process for Nominations**

Mary Lynne wants to discuss Board terms because she wants to propose that the term of the President be two years instead of one year as the Bylaws currently provide. She believes that Sue is just beginning to hit her stride and her term is almost over. Kathie pointed out that Covid messed up the traditional sequence of having a "President in training" and that the Bylaws currently provide for having a President and a President-Elect who is essentially a "President in training." Heather pointed out that if the President has a two-year term then the President-Elect will essentially be taking on a four-year commitment which may make it even harder to find candidates for the position.

Beano suggested a separate meeting where the Past Presidents, Sue and Heather discuss alternatives to what is currently in the Bylaws, possibly providing for a two-year term for the President. However, nothing can be done about changing the Bylaws for the upcoming election because the Nominating Committee will be formed at the December Board Meeting and they will prepare a slate of nominees to be presented at the February Board meeting. The ballot with the nominees along with any proposed Bylaws changes then goes in the March Newsletter, which is prepared in the middle of February, to be voted on by the middle of March.

Sue pointed out that the structure is already in the Bylaws for a two-year commitment on the part of the President so maybe we don't need a Bylaws change. But she will meet with the Past Presidents (Carol, Araby and Anna Lea) and Heather to get their insight.

Heather suggested that if Sue is willing to continue for another year as President she is willing to let that happen and she will become President a year later. Sue is willing to do this only if Heather does not mind waiting a year to be President. Heather said she is fine with that plan.

Motion made by **Mary Lynne** that the Governing Board ask the Nominating Committee to put forward Heather to be re-elected as President-Elect and Sue to be re-elected as President in spite of the Bylaws for this time only to get us out of the disruption caused by Covid and back to a normal pattern and will go back to following the Bylaws for the next election by electing only a new President-Elect and Heather automatically becoming President.

✓ Motion seconded and passed unanimously.

Carol volunteered to be on the Nominating Committee. Normally the outgoing President chairs the Nominating Committee but this situation is different because Sue will be up for re-election. It was agreed that Sue should still be on the Nominating Committee even though she will be one of the positions being nominated.

### **Unfinished Business:**

#### **Yoga Update**

The Board previously decided that we could no longer consider Yoga a Newcomers activity because since the Activity Chair was an employee of Basin Rec and was getting paid to teach the class and attendance at the class was not exclusive to Newcomers members, it was considered against the Bylaws.

Sue informed Patti Bittel of the Board's decision and Patti responded to Sue expressing her disappointment about the Board's decision and providing the background of the Yoga activity and how the current arrangement came to be. Sue is now asking for the Governing Board's input on her response to Patti.

There was discussion about how this was different from using Mindful Cuisine (owned by a Newcomers member) for the 1<sup>st</sup> VP dinner event or the Girl's Gone Wild cookie decorating event. It was determined that in those cases the event organizer (1<sup>st</sup> VP or Activity Chair) was contracting with Mindful Cuisine for a one-off event just like it does for the Snowed Inn dinners, etc., while in the case of Yoga it is an ongoing Activity Group being run by the person that is benefitting (being paid by Basin Rec to teach the class). The situation was also compared to the Newcomers Pickleball Activity that existed a few years ago where it was announced in the Newsletter each month that Newcomers would be meeting for Pickleball at Basin Rec each week on a specific day and time. That situation was considered different because the Pickleball Activity Chair was not connected to Basin Rec or benefitting or getting paid in any way.

It was agreed that if Patti found someone else to be the Activity Chair, Yoga could continue to be a Newcomers activity. Sue will respond to her with this information and will offer to discuss with her.

**Motion** made by **Beano** to adjourn the meeting.

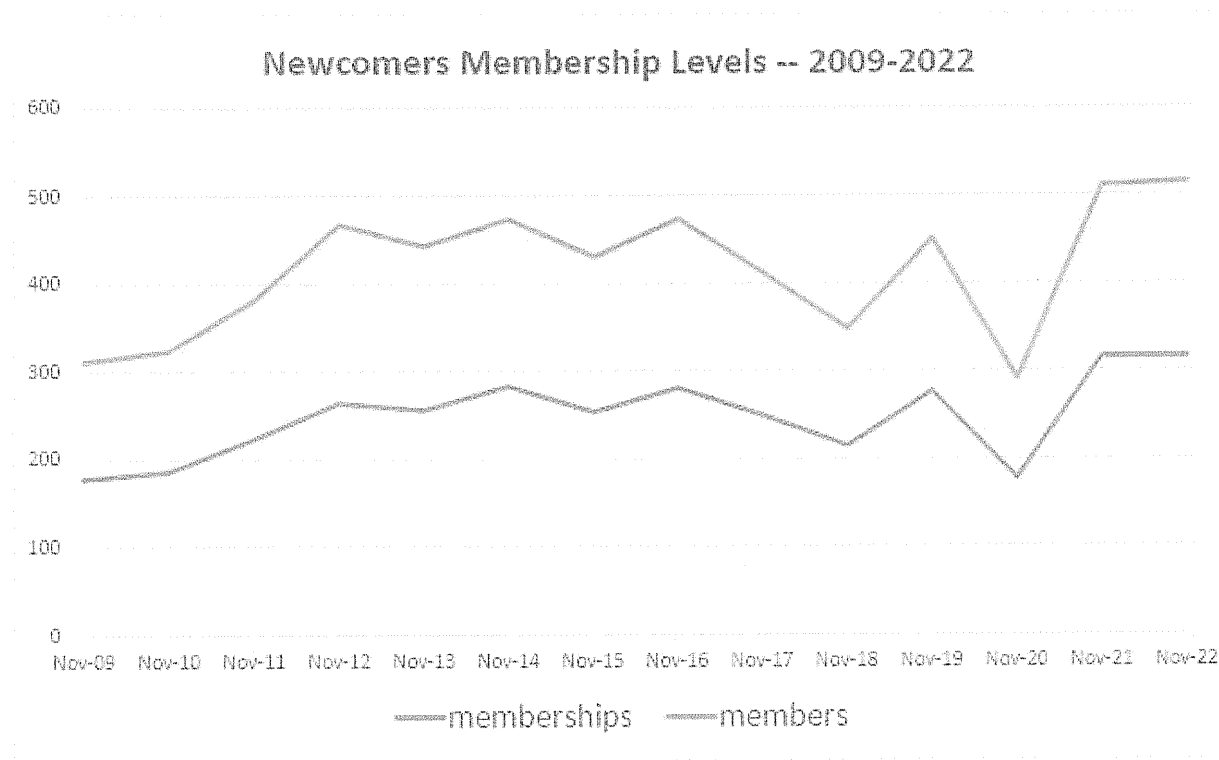
✓ Motion seconded and passed without dissent.

**Meeting Adjourned:** 11.55 a.m.     **By:** Sue Niblock

## Newcomers Membership Trends -- 14 years

11/7/2022

Date	Memberships	Members
Nov-22	316	515
Nov-21	315	512
Nov-20	177	291
Nov-19	277	451
Nov-18	214	348
Nov-17	249	413
Nov-16	280	474
Nov-15	254	430
Nov-14	283	473
Nov-13	255	443
Nov-12	264	468
Nov-11	223	382
Nov-10	185	324
Nov-09	178	312



Membership Trend Data Provided by Araby Leary (Source: Membership Directories)

**Minutes submitted by:**

Kathie Beckman, Secretary

Adopted by the Board during the meeting on:

February 1, 2023

Kathie Beckman

Secretary's Signature

**Newcomers Club of the Greater Park City Area**  
**Policy Number 1**  
**EMAIL VOTING**

Approved by Newcomers Board of Directors: \_\_\_\_\_, 2022

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The Board, by vote on \_\_\_\_\_, 2022, has approved the following policy:

Whereas the Bylaws of Newcomers Club of the Greater Park City Area as revised in April of 2022 provide for action without a meeting by voting via email as follows:

**Section 7.04      Action Without a Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting by voting via email if each and every member of the Governing Board either (1) votes for the action or (2) votes against or abstains from voting for the action and waives the right to demand that action not be taken without a meeting. Such action may be taken without a meeting only if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to wait until the next Board Meeting. Action shall be taken without a meeting only if the action is approved by at least a majority of the required quorum for a Board meeting. If action is taken on such a basis, the motion and the results of the vote shall be read into the minutes at the next scheduled Board meeting. Any action so approved shall have the same effect as though taken at a Board meeting.

Whereas the Board desires to conduct itself according to Robert's Rules of Order as provided in the Bylaws;

Whereas *Robert's Rules of Order Newly Revised*, 12<sup>th</sup> Edition, published in 2020, does not include detailed rules for conducting email votes but does approve them if there are rules in place to govern their conduct; and

Whereas the Board desires a standard process for conducting voting via email, this policy to provide a procedure to hold an email vote is hereby established.

**Email Voting Procedure**

Such action may be taken without a meeting only if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to wait until the next Board Meeting.

Email approval is only suitable for straightforward motions. Email is not suited for the conduct of a deliberative process. Email doesn't provide the opportunity for discussion or amendment of the motion that would be available in a face-to-face meeting.



## **Rules**

1. Only Governing Board Members shall participate in an e-vote.
2. A majority of affirmative votes is required to approve an email motion. The member who proposed the motion is automatically counted as an affirmative vote if they are a member of the Governing Board.
3. Any Governing Board Member has the right to demand that action not be taken without a meeting.
4. Email motions cannot be amended. They must be voted on as presented. Other secondary and incidental motions are also not in order.
5. The President shall develop the time frame and deadline for the e-vote. A minimum of 48 hours shall be provided to all participants to respond to the request for an e-vote.
6. Each motion must be made in a separate, new e-mail message with no other message thread included.
7. New unrelated motions may be introduced in a new message thread while there is another motion currently being considered.
8. All participants must have access to the necessary equipment for participation in the e-vote. If any participants do not have some form of access, an e-vote cannot be taken. Governing Board Members shall inform the President if they will be completely out of reach via email, text and phone for any extended period of time so that an e-vote is not attempted. The President will be responsible for soliciting the vote via text or phone of any Governing Board Member without email and informing the rest of the Governing Board by email about that vote.
9. Votes should be circulated to all Governing Board Members. If a member fails to CC: other Governing Board Members on her/his vote, the President should forward the email to the others.
10. If the motion doesn't receive votes or abstentions from all Governing Board Members by the deadline the motion fails.
11. The President is responsible for tallying the votes and informing the Governing Board of the outcome.

## **Presenting a Question for Consideration**

12. Any Board Member may make a motion via email. However, for record keeping purposes, email motions shall be made through the President, who will email the motion to the Governing Board Members utilizing the following guidelines:
  - The subject line shall include the word "Motion."
  - The first line of the body of the email should include identification of the Board Member making the motion and the words "I move that the Board approve/authorize/recommend ..."
  - Explanatory background regarding the motion maybe be provided following the motion if needed. Supporting documentation may also be attached to the email.
  - The time frame/deadline for the vote shall be provided.

- The email shall close with the following instructions:  
When voting use “Reply All” and include one of the following phrases in the first line of your response:
    - I vote Yes
    - I vote No and waive the right to demand that action not be taken without a meeting
    - I abstain and waive the right to demand that action not be taken without a meeting
    - I vote No because I think we should discuss it at a meeting
13. A second is not necessary for the motion to be considered.

#### **Voting**

14. All Governing Board Members, including the President, shall vote.
15. Board members shall use “Reply All” and include one of the following phrases in the first line of their response:
- I vote Yes
  - I vote No and waive the right to demand that action not be taken without a meeting
  - I abstain and waive the right to demand that action not be taken without a meeting
  - I vote No because I think we should discuss it at a meeting
16. The member who proposed the motion may withdraw it at any time prior to approval.
17. If the motion doesn’t receive votes or abstentions from all Governing Board Members by the deadline the motion fails.
18. The President shall tally the votes and report the result of the vote to the Governing Board, including the number of votes cast for and against the motion.

#### **Secretary’s Records and Minutes**

19. The Secretary shall compile and maintain with the minutes the complete thread of the motion and its disposition.
20. The Secretary shall ensure the motion and vote are recorded in the minutes of the next formal Board meeting.
21. A sample entry of an e-vote for the minutes is as follows:

##### **Documentation of Email Vote**

Due to the urgency of the situation on July 18, 2020, at 2:45 p.m., Sue Niblock e-mailed to all Newcomers Governing Board Members a motion made by Ariela to authorize Ariela to purchase 10 more tickets for the Aretha Tribute Deer Valley concert on August 5 at a cost of \$43.00 each. This motion was voted on by every member of the Governing Board via email and was approved unanimously. (OR by a vote of 6 in favor and 1 opposed, the motion was approved.)