

WARD PARKWAY HOMES ASSOCIATION BOARD MEETING MINUTES

February 4, 2020

Waldo Area Business Association
7222 Wornall Rd., Kansas City, MO 64114

Board members present: President Nancy Bader, Vice President Richard Murray, Treasurer Gaye Tillotson, Secretary Amanda Rhodes, Jim Anderson, B. Michael McFarland, Alison Baker

Board members absent: Maureen Hardy

Other attendees: none

Meeting was called to order at 6:57 pm by President Nancy Bader. A quorum was present.

Guest Introductions: none

Minutes from the January 7, 2020 Ward Parkway Homes Association (“WPHA”) Board meeting were reviewed. President Nancy Bader moved to approve the minutes and Vice President Richard Murray seconded. The January 7, 2020 minutes were unanimously approved.

Treasurer Gaye Tillotson reported on financials, which were provided to the Board via email prior to the meeting. Member dues paid to date are \$8,406.89 (229 homes) and Security Patrol dues paid to date are \$9,960.00 (167 homes). Total income over expenses for Fiscal Year 2019-2020 currently stands at \$8,510.82.

Bader inquired as to whether Tillotson has made any determination regarding accounting software. Tillotson said has not made any determination to date and will notify the Board once a decision is made.

Tillotson noted that this week two Platinum memberships were received via PayPal. Murray and Jim Anderson will confirm whether these homes have received welcome kits and deliver if they have not.

Bader noted that the Security Committee did not have a report for this month.

Next, Murray reported on Membership Committee activity. First, Murray discussed the 2020 Strategic Plan Timeline. He will provide preliminary timelines against the strategic plan in the coming week and committed to providing the timelines via email by next Friday, February 14th. Board members were directed to dialogue directly with Richard via email or bring comments, questions, or suggestions to the March meeting. Murray then discussed the 2020 Mid-Year Membership Drive. He noted that it will kick-off in March if the Board approves the proposal. He instructed Board members to check their email regarding additional information on the proposal in the coming weeks. Murray noted that the March start date will give B. Michael McFarland time to address the necessary PayPal changes on the website. The \$110 Platinum membership will not be available on the website during the Mid-Year Membership Drive, however the monthly option will remain available.

Anderson stated that he has begun comparing the multiple listing service (“MLS”) home purchases by street against the current roster. As the weather improves, Anderson and Murray will begin knocking on doors of new residents to encourage membership and answer any questions.

Bader reported on Beautification Committee activity. She stated that she will continue to examine costs by providers. Anderson noted that he is still waiting on a bid from a provider and will follow-up and provide additional information to Bader.

Next, McFarland reported on Communications Committee activity. He noted that an email with a draft newsletter was sent to Board members today and requested any revisions by this Thursday, February 6th. The newsletter will be emailed to residents on Friday, February 7th. McFarland also noted that he posted on Nextdoor and Facebook regarding the information provided by Sergeant Sebastien Hanriot about extra patrol provided over Super Bowl weekend. Finally, McFarland noted that he is working on a publications calendar and will coordinate with event and committee chairs on details.

Murray then provided an update on the Polar Bear Pub Crawl. He noted that there will be an article in the February newsletter and the event will be highlighted on Nextdoor and Facebook after the newsletter is distributed. Murray will request an updated roster at the end of February and assign Board members to facilitate check-in of members. With respect to on-site signups, Murray stated that he will have manual forms available to accept checks the day-of and will also take credit card information via the website.

Bader then provided an update on the Harvesters Food Drive. She noted that the next planning meeting for interested volunteers is Monday, February 10th. The committee will discuss methods of evaluation, such as pounds of donations and number of bags. She also noted they will discuss block accountability and how to highlight successful blocks. Bader anticipates having more to report at the March meeting.

New Business

Secretary Amanda Rhodes discussed the proposed revisions to the By-Laws, which were circulated via email prior to the meeting. She stated that most revisions were clarifying or organizational, but some were substantive. She then proceeded to discuss the proposed changes.

Rhodes notes that the changes in Articles II, III, and IV were structural or grammatical and not substantive.

She then discussed the revisions to Article V. The revision in Section 1 provides “Act of God” language in the event the Annual Meeting would need to be quickly rescheduled due to weather or another unforeseeable event. Otherwise, the Board is still required to provide ten days prior notice of the Annual Meeting. Section 6 was deleted and clarifying language was added to Section 3 to provide for monthly meetings except as otherwise determined by the Board. Subsequent sections were re-numbered. Other revisions to Article V were structural and not substantive.

Rhodes then discussed the changes to Article VI. The revision in Section 1 provides that the Board shall consist of no more than nine Directors, an increase from eight Directors. The rationale for this change is that there is currently no mechanism for breaking ties. An odd number of Directors provides for less of a chance of a tie vote. Section 7 was revised to remove the presentation of a slate of Directors and provide that membership shall vote for each proposed Director individually by closed paper ballot. Rhodes noted that a slate is unusual for a small Board with relatively simple eligibility requirements and places a lot of authority in the creators of the slate. Tillotson inquired as to whether the closed paper ballot was necessary or whether a voice vote would be sufficient. Bader noted that a closed paper ballot seems more amenable to those voting, as people may be uncomfortable with a voice vote. Rhodes noted that a closed paper ballot would likely not be an administrative issue unless the number of proposed Directors greatly exceeds nine. She then noted that Section 8 was revised to remove the "leadership role" requirement. The rationale is that the Board is placing a greater emphasis on volunteers and there may not be leadership opportunities available for interested Directors. Section 8 was also revised to include an exception clause. She explained that individualized voting on Directors can address any concerns that people may have regarding the commitment of an interested Director. Section 12 was revised to provide for mandatory removal of a Director if s/he misses three consecutive meetings without a prior excuse to the President. Other revisions to Article VI were structural and not substantive.

Next, Rhodes discussed the changes to Article VII. The revision to Section 1 clarifies the term of officers. Section 2 was revised to provide that a Director shall serve no more than three consecutive terms as President. Rhodes explained that this would mean that a Director could serve as President for three years, serve as another officer or remain a Director for one year, and then return as President after the one year break. Sections 3, 4, and 5 were amended to provide that the Vice President, Secretary, and Treasurer shall perform such other duties as may be conferred on the Board. Section 4 was also revised to remove responsibilities performed by committees. McFarland inquired as to whether officer terms should be for more than one year to encourage continuity. Murray noted that he believed it would be difficult to get people to commit to more than one year. Rhodes also noted that an officer may be more likely to move in the middle of his/her term if the term is for more than one year. Section 5 was revised to reflect the current process with respect to check signatures and credit card purchases. Language was also added to provide that a WPHA cardholder may relinquish the card at any time. Section 6 was revised to reflect the current inspection process. McFarland noted that Section 7 as currently written seems an inefficient method to address expenditures and recommended approval by a majority of the officers with the removal of the submitting officer, if applicable. As revised, Section 7 now reads:

Any expenditure that is not a current budget item or exceeds an existing budget item must be submitted in writing or in person and be approved by a majority of the officers. Any officer submitting an expenditure in accordance with this procedure shall be prohibited from voting on said expenditure.

McFarland also noted that Section 8 does not adequately address the reality of email correspondence. After discussion, Section 8 was revised to read as follows:

Service of legal process upon the Association shall be addressed to the President at his/her personal residence.

Other revisions to Article VII were structural and not substantive.

Rhodes then discussed the revisions to Article VIII. Section 1 was amended to remove the committees no longer in use, add the Security Committee, and clarify the responsibilities of each committee. McFarland noted that the Communication Committee subsection should include the monitoring of the Association email account and the maintenance of the Association website. Other revisions to Article VIII were structural and not substantive.

Alison Baker arrived at approximately 8:00 pm.

Next, Rhodes discussed the changes to Article IX. Section 1 was revised to provide for voting by email and remove confusing language. Baker stated that the purpose of the \$1,000 limit was to ensure that large expenditures were not approved outside of a meeting. Rhodes noted that the purpose of email voting between meetings is to take timely action on a pressing item, and if a Director believes that an item is not actionable by email that can be addressed in the discussion. Email voting recognizes the difficulty in obtaining a quorum for a special meeting. Section 3 was amended to remove redundant language and clarify that there is no voting by proxy at any Annual Meeting. A new Section 6 was added to provide for attendance by Directors via telephone. Any Director who attends via telephone (or similar equipment) is considered present at the meeting. Other revisions to Article IX were structural and not substantive.

Finally, Rhodes discussed the changes to Article X, which were structural and not substantive.

Bader moved to approve the By-Laws as revised and McFarland seconded. Bader, Murray, Tillotson, Rhodes, and Anderson voted in favor of the motion to approve the By-Laws as revised. Baker opposed the motion. The motion passed.

Baker inquired as to whether a determination had been made in regards to using the Waldo Area Business Association ("WABA") speakerphone for future meetings. Bader responded that she will follow-up with WABA regarding whether the Board may use the speakerphone at future meetings.

Meeting adjourned at 8:12 pm.

Minutes submitted by Amanda Rhodes.