

02/25/21 ExCom

- Administrative – 6:05pm
 - Attendance – Bob Messina, Devin McComb, Christine Vaughan, Skip Knox, Colleen Bowman, David Ghodoussi, Gordon McIntyre, Russell Monroe, Jerry Baroh, Joan Paulson, Mark Brady, Lisa Connolley, Nick Setten, Zack Gebrkidan, Rachel Powell (6:25pm)
 - Approval of Agenda
 - Joan says that if it would be nice if the attendance is also listed for the recording
 - **Approved by acclimation**
 - Approval of Jan 28 ExCom Minutes –
 - Additions or corrections: none
 - **Approved by acclimation**
- Announcements/community comments
 - Devin McComb – comments in regards to the recent GA meeting. He can't remember if he nominated someone or made a motion, and has realized that he did not understand the status of the discussion at that point. He apologizes for any confusion caused and says he was not trying to control the meeting. He states that he is present here because he just wants to know what's going on. He encourages the public to join PDA and Constituency meetings, and is eager to help contribute to a tone of transparency and accuracy.
 - Mark states that public comment gets two minutes
 - Christine Vaughan comments on her presence at the recent ad hoc committee. She is concerned because the recent motion called for a report sent to the General Membership and says it is important that the recommendations made at that committee go to the general membership per that resolution.
 - Colleen Bowman asks when the meeting minutes will be posted and available to the public. Jerry says he will look into this, since Laurie is usually in attendance and also posts these minutes. Jerry says he will look into this.
 - Zack Gebrkidan says that he has been listening to the meetings and nominees, he says he would think it important in reviewing nominees for this opening has a good heart for the market community, and encourages the group to abide by PDA charter and Constituency bylaws, and consider the market's history while moving into the future
- Constituency Chair Report
 - Jerry addresses that we are all here to work for the same goal – we are trying to make the pike place public market progress to the future while maintaining the color of the place. All aspects of the market have to work together, all the various groups and all our constituents. This push and pull and unwelcome feelings that have been present over the last few years has got to stop. We are all here for the same purpose, even though we have different views. As Constituency Boardmembers we have to lead by example and be open to and cordial with new ideas. These kinds of reports have been rare, but he feels strongly that we have to stop the push and pull and band together and hopes that all can understand so we can pull together and make the organization the best its ever been.
- Committee Chair's Report

- By-Law Committee – Gordie says that he still has not gotten any input other than the things previously put forth. He says there is a document that occurs across our meetings over the years that is more like operating procedures, and he believes need to work with this document. EG, when elections are held in July are they ratified at the following ExCom or at the following GA? He says this doesn't need to be in bylaws but needs to be clarified. This is an example of things that could be added to the operational agenda, so we wouldn't need to wait 30 days and put forth to the entire membership. He says he will try to sort through action items that could go on this operational agenda. He encourages the ExCom to consider the article in the bylaws that relates to elections, and requests a discussion about this article that calls for elections from the floor.
 - Jerry says that Gordie and he had had a conversation about the typographical errors in our current bylaws. Gordie says that Nick drafted a list of typographical corrections a year ago, and he sent them out again today for review. Gordie requests the Committee review these edits and pass them, since there are no substantive changes, he does not believe this would require a vote of the General Membership. He also states that if there are any substantive edits to be made to the bylaws, these get decided upon by June so we can fold them into the summer election in July
- Nick asks for a point of order, and asks recent arrivals to identify themselves. Skip Knox points out that according to Open Meetings Act, nobody is required to sign in for a public meeting. Nick requests that anybody who speaks at the meeting identify themselves.
- General Election Committee
 - Committee chair is absent
 - Skip Knox requests a review of the conversation about the bylaws
 - Gordie – Point of Order – asks for clarification that at a committee meeting that members of the public confine their comment to the Public Comment Section. Devin M clarifies that according to Robert's Rules, committee members can weigh in on agenda items, but other issues as addressed by the public can be addressed by the chair.
 - Russell Monroe states that as the chair of the ad hoc vacancy committee is willing to read a report from the recent ad hoc committee meeting.
- Ad-Hoc Committee
 - Lisa Connolley clarifies that at the last meeting or meeting before she had volunteered to serve on the ad hoc election committee.
 - Russell delivers chair report, saying they met on Tuesday at 6pm. They passed two motions (listed below). At the conclusion of the meeting, he forwarded the motions passed to other committee members for changes to verbiage. He mentions that Skip Knox had expressed a desire that these motions be passed on to the General Membership, and it is now up to the Executive Committee to pass these along to the General Membership.
 - **A motion to recommend to the Constituency ExCom to include an additional voting system in order accommodate constituency members unable to vote in person. Recommendations include voting**

by mail or a 3rd party online voting system such as electionrunner.com. Additionally the committee recommends that the ExCom conduct a poll of the Membership to gauge support of such alternatives for future elections

- **Motion to recommend that In-person voting take place on the 23rd and 26th, 2021.**
- Clarification that no motions passed regarding potential nominees, since the committee was unable to find out whether or not additional nominees had come thru via contact@pikeplacemarketconstituency.org
 - Mark – Point of Clarification – states that Betty Halfon refused her nomination.
 - Russell states that Nick Setten has submitted a candidate packet, but nothing from Joan Paulson confirming or denying her interest in the nomination.
- Jerry states that we have a newsletter which can be used to disseminate the motions to the public
- Lisa states that there is no indication that the newsletter won't go out, and that the idea of an outside voting system was against the bylaws as opined by some members of the committee, hence a vote at the ad-hoc to keep in-line with the bylaws.
- Gordie states that he thinks we should move and second both motions because if we wait to pass them at the next GA (3/16) with a vote soon thereafter we will have very little time to implement an online voting system. It may be against the ExCom to decide this but he thinks we should try.
- Nick makes a suggestion about a compromise and a request to extend the 60-day period. He reiterated the recent comments by Mary Baccarella at 2/16 GA that things can be changed, and suggests requesting an extension from the PDA for the deadline, and suggests a hybrid in-person and mail-in voting system.
 - Jerry asks colleen for her input, and she demurs as she is here as a Constituency member, recommending instead that the Constituency send a formal request.
- Nick makes a suggestion about getting information out quickly. He suggests that in addition to sending out the newsletter, this election be announced on the website, social media, mailing campaign and phone tree.
- Joan speaks to the first motion – voting in person is listed in the PDA charter, which has a higher level of authority than the bylaws. It is also mentioned in the Bylaws. She says she understands why there was concern expressed at the recent ad-hoc committee meeting about going against these two documents. She says these two documents would need to be altered in order to do anything else but vote in person.
- Skip asks if we are still in the reporting portion for this committee, Jerry affirms this. Skip says that in the course of the Ad Hoc committee meeting he pointed out the 'law of necessity' – namely, a law can be broken to prevent a worse occurrence. He states that nobody had any idea about covid, texting, email or cellphones when the legislation was written, and we have been handed an impossible task given the time constraints. He believes that it is reasonable to move forward with alternate voting techniques given these unforeseen circumstances.

- Colleen notes that at the federal, state and local level there have been exceptions made during the pandemic. The Governor has extended live meeting prohibitions during the Stay Home, Stay Healthy order.
- Russell states that the argument about voting to be only done in person is one that has been superseded by the state.
- Joan comments that Russell, Skip and Colleen are not Constituency Board members, to be appointed for the Special Election Committee, as decided at the Feb 16 General Meeting. This meeting, did not have a quorum. Therefore, all actions are null and void. Several meeting actions were against the Constituency Bylaws, PDA Charter and other legislation, for the Constituency. If board members believe that a motion and subsequent actions supporting the motion violates the Constituency Bylaws, then the board has a fiduciary duty to carry out and uphold the Bylaws. The board cannot ethically and legally go along with these actions, because they violate our Bylaws. The board members could be taken to court, if the board violates the Constituency Bylaws. *(edited for clarity due to poor connection 3/2/21 – NS)*
- David states his desire to reiterate that with Russell Monroe as chair of the election process last year the vote was successful and went as smoothly as could be expected. He says “live meeting” does not equate to “live voting” over email and would like to see the document the governor has issued enabling organizations to waive their bylaws regarding community elections. He reiterates that the last election was held during the pandemic and his belief that the pandemic was worse at that time. He reiterates his excitement at holding in-person voting.
- Nick states that the PDA has conducted votes via Zoom as confirmed by their lawyer, and asks committee members to have empathy for people who do not feel comfortable leaving their homes, and that as a grassroots-level organ for public participation it is important to prioritize enabling as much of the General Membership to vote as possible.
- Rachel says that she recognizes the importance of accommodating people who are unable to get to the market to vote in person. She recalls her experience voting at the recent election. She requests that the ExCom consider, if making changes to the rules to allow broader voting allowance, that there is a temporal limit, such as the duration of the pandemic. She states that given the market draws so many people, it is important to continue to allow direct contribution from more direct community members. She states that in-person voting keeps it real local.
- Jerry asks how best to communicate these motions
 - Gordie says he thinks it behoove us to move and second these motions one by one since we have a quorum.
 - Mark – Point of Clarification – states that the only ones who can move, vote on or second a motion is Executive Committee Members only not General Membership.
- Russell says that the point of this debate is to allow as many members to vote as possible, as these bylaws were written before a pandemic happened. He states the importance that those who paid their dues deserve to safely cast a ballot, and that this argument is ultimately about being able to cast your vote. He says that if the committee votes against an alternative system this will disenfranchise due-paying members. He

reminds the Committee that he made this argument last year as well as Elections Committee chair. He comments that while we did surpass the required quorum to vote, it is important to bear in mind that this is about allowing all due-paying members to cast their ballot.

- David says he wants everybody to have the ability to participate, and says that he has never seen 100% of our members come and vote, with 50% being the average. He thinks this idea should be considered and discussed but that we are rushing into this. He mentions the policing and management of the electioneering process, signatures, id, etc. and thinks we had a fine turnout last election in spite of the pandemic and there needs to be checks and balances and time restraints about when the pandemic is over. He requests more discussion of the idea, and says he doesn't want to see anyone disenfranchised and asks that we make a decision on this.
 - Jerry asks David if he sees exception to somebody driving to the market and calling an electioneer from their car
 - Mark says that in the last election we took ballots out to people who couldn't get out of their vehicle or were in wheelchairs. He says that people can pull up and we can run a ballot out to them, he also points out that he has face shields and masks. He also states that this will be a 2-day process so that people have an option to vote.
 - He says we need to find out if the PDA will extend the date past the 29th and find out what needs to be done to do that, and until that happens says we are in violation of the charter and the bylaws. He says we need to find out questions from the PDA board, so we need to put together a formal letter to the PDA to be brought up at the next meeting. He says we are in violation of what the document says currently.
- Christine says there has been much discussion of being consistent with bylaws, and says it could be argued that we already are, in accordance with Article 4 Sec 8. She states that the last regular meeting had ample people to be able to make the necessary appointment, and if this org was interested in acting in accordance with the bylaws, this seat would have been filled at that meeting. She also says that the motion made on 2/16 was that the committee make its report to the General Membership for the General Membership to make its decision. Given time constraints, this information could go in the next newsletter to let people know what's happening and to watch what happens at that Mar 16 meeting. She says the preparations could be made so that whatever the General Membership moves, it could go forward in a timely manner.
- Joan – Point of Information – seeks to clarify that at Feb 16 GA there was not a quorum of attendance. She states notice was not provided at the meeting, so the motion that was made to create a temporary election committee should be considered null and void. She states that other stated concerns are in conflict with PDA charter and Bylaws. She says ExCom could be taken to court if we violate Constituency bylaws.
- Colleen – Point of Order – Reiterates that the ad hoc committee asked the ExCom to notice the meeting, and when this didn't happen they chose to continue with their work. Clarifies that the bottleneck was not the request to circulate a notification.

- Christine reiterates the vote at the last meeting was 14 and 11, so 25. She reads the Bylaw article iv, sec 8 and reiterates that we are already out of our bylaws.
 - David states that the vote at the last meeting was 14-10, and that one of the members was not in fact valid. He suggests Gordie McIntyre can verify that.
 - Gordie says that he cannot establish that, as there was one member who voted who had been a member in the past and was not current in their dues, and therefore one of the aye votes was negated. Jerry asks if the abstention was counted, Gordie says no.
- Joan points to draft 2/16 meeting minutes in reference to the conversation about the quorum. She points out that Nick incorrectly clarified a quorum from improper sources, and that Laurie correctly clarified from our Bylaws. She says we did not have a quorum that night.
- Jerry brings meeting to order, asking that the group examine the motions on the table.
- Motions
 - **Motion 022521-1**
 - **A motion to recommend to the Constituency ExCom to include an additional voting system in order accommodate constituency members unable to vote in person. Recommendation included voting by mail or a 3rd party online voting system such as electionrunner.com. Additionally, the committee recommends that the ExCom conduct a poll of the Membership to gauge support of such alternatives for future elections.**
 - Gordie moves, David seconds
 - Discussion –
 - Colleen states that the recommendation to poll the Membership is the best way to gauge the will of the General Assembly. She also says that she tried a test run of ElectionRunner.com with success.
 - Jerry clarifies motion is to review these options, not that we have to use this. It is a recommendation for the Executive Committee to make to the General Membership.
 - Gordie says we can make a separate motion for the polling question
 - Nick asks to clarify the one sentence Gordie mentioned. Gordie reiterates the sentence about polling the membership, says that once we have finished voting on these two motions we can create a third motion that will redo that last sentence.
 - Nick states that if this committee do anything beyond in-person voting, it will require a lot of hands, and he hopes that the ExCom see past their differences to make sure that the voices of the General Membership can be heard
 - Joan asks to verify the one sentence that will be part of the vote. Gordie explains that we are currently voting on the motion as it sits, but suggests making a third motion to redo the sentence about polling the Membership
 - **Nay- David, Mark, Gordie, Lisa, Zack, Joan, Laurie**
 - **Aye – Nick**

- **Motion 022521 - 2**
 - **A motion to recommend to Const ExCom that in-person voting take place on Tuesday Mar 23 and Friday Mar 26 2021 for the filling of the PDA council seat vacancy.**
 - Gordie moves, Nick seconds
 - Discussion –
 - David seeks to clarify that this resolution is ‘in person’
 - Gordie says that we have not set a time for these votes, but suggests mid-afternoon when most members of the constituency who work in the market are there. He suggests that at some point we decide it, and suggests it be between 1 – 4pm
 - David says that the time for the votes will be determined by whoever is in charge of the election
 - Nick clarifies that this is not the same process as the standard election
 - Gordie suggests Russel as the chair of this special election committee and suggests that is in within his purview to choose times
 - **Nay – Laurie**
 - **Aye – David, Mark, Gordie, Lisa, Zack, Joan, Nick**
 - Laurie votes and discusses her reasoning, but is interrupted by point of order.
- Discussion Items
 - Jerry asks about Christi’s membership
 - Gordie says that Christi has been a member in good standing for many years but she neglected to reup her membership last year. She has re-upped her membership since then, but for the recent vote in favor of creating an ad-hoc election committee is void.
 - Nick mentions the payment made by the Foundation, and asks if the Constituency would have to repay the Foundation.
 - Gordie says this payment was disallowed and that Christi forgot to individually renew.
 - Lisa says that other committee members are having issue with not understanding that the pda charter says that our job is to be oversight for the PDA. She says she is hearing that we just want to be friendly with everyone, and she agrees and hopes that the PDA understand that we are honoring the National Historic District, guidelines, charter, and bylaws. She says this commission seems to be Debbie downers, and if everyone on PDA staff and council would hold to guidelines and charter, we wouldn’t have to be Debbie downers. She says this has been difficult and painful for many people and she hopes that we will come together in unity, and that this issue of the vote, and regarding who is certified as a member and who is not, is just another thing that would be mitigated if we all played the game by the rules.
 - Mark – Speaks to Foundation membership. Mary handed him a check from the Foundation and cards for 57 members, none of which signed by those members. He refused them since they were not signed. He states he has a copy of the

check from the Foundation and thinks it a violation against 501c3 rules about voting.

- Jerry asks to clarify if this is an IRS law, clarifying that it pertains to the Foundation, not what the Constituency might refuse. He says that if the Foundation is making a payment, it's a payment to the Constituency
 - Nick asks for clarification around the check and whether it's been voided.
 - David says that the Foundation utilized the nonprofit's check to sign up for 50 members, none of whom had signed cards. He says he hasn't seen the check. David also clarifies that Mark doesn't have the check, but a photograph of it
 - Nick states that this was the first summer of trying to renew memberships during a pandemic, and recalls the SOPs that were created around membership renewal, commenting that they were murky. He says that all memberships renewals that were taken this year were taken under unique circumstances.
 - Rachel points out the longevity of her membership. She says that she is accustomed to a couple of market volunteers coming through to solicit membership renewals, and recalls when she discovered that she could pay more than the \$1 base due. She expresses concern that she did not get any outreach about renewal. She states that due to the tie with the foundation and oversight role, states that is it concerning to have one part of the community have an influx of memberships, but not all. She supports the use of a phone tree to connect with membership and for an updated mailing list and a way to send more updates to community members through alternate routes.
 - Gordie commends Rachel for her comments, and explains why we did not call Rachel Powell, since she was a member for many years into the future, and that this phone tree was to contact people who were nearing expiration. He explains that the people who were contacted was because their membership had expired.
- New items for the General Membership Meeting
 - **Timing of the vote on Tues/Fri 23rd/26th of March**
 - Russell says that he thinks it fair to hold it during the same hours as last year, 4 hours on Tues, 9 hours on Fri and asks Gordie for any clarification. Gordie clarifies that he was merely seeking to add this to the agenda
 - **Nick suggests a review of typographically edited Bylaws** (*edit – originally he said minutes by mistake*) and gives a short history of this project. He also asks that the ExCom review the documents that he sent out for review – a copy of the current bylaws and a table of suggested typographical edits
 - Mark says that if election is on 3/26, we will not be able to ratify until April. He says we have until 3/29 to make the decision, or the PDA won't honor the choice. Jerry clarifies that this is correct unless we get an extension, or set a

special meeting. Mark says it takes about an hour to tabulate votes. He suggests adding this to the agenda

- **Discussion of having a special meeting to ratify vote in advance of April (Mar 27,28)**
 - Lisa states that one solution regarding the creation of the minutes to is that since we have transcription software. Nick asks for clarification, and Lisa clarifies that a direct transcription would be the simplest and most direct means of creating minutes. Nick offers to send out the recording. Lisa suggests that sending out a recording may be the simplest method. Nick requests group feedback about transcription software.
 - Jerry speaks to privacy and suggests passing the numbers of seekers along. He says that he hopes people have learned this lesson by now.
 - Nick asks for clarification about the motions and agenda for upcoming meeting suggested tonight. He asks if notification of the decisions made tonight will be made to the membership.
- **Discussion of whether to include in the next newsletter the poll to explore alternative voting method**
- **Christine requests that an official report from the Ad Hoc Committee be part of the discussion about the election.**
- Community Comment
 - Devin states that the idea that the Constituency does ‘public oversight’ is in the Constituency Bylaws, but is not mentioned ever in the PDA charter. He states that stewardship of the Market and its activities is vested in the PDA council, and Section 7 refers specifically to Constituency powers in relation to safeguards for the Market, but it doesn’t say there is Oversight of the market in a broad context. He also seconds Christine’s point – our bylaws say that when there is a vacancy, we fill it at the next regularly scheduled meeting. Given the expressed concerns about contravention of bylaws, he asks how are we squaring this elections decision with our bylaws. He comments on the hypocrisy of leaning on the bylaws to vote in person while also acting outside of the bylaws that pertain to this current situation. He doesn’t have a solution, but states that the risk of not filling a vacancy, or doing it counter to how it is spelled out, is a difficult path.
 - Joan clarifies that the PDA charter specifically says under the Constituency section that voting must be in person. She says the issue of the bylaws is oversight.
 - Bob Messina says that Joan’s phone is very faint and he is nervous about losing her valuable comments and suggests she get to a phone or headset so her comments can be heard.
 - He also comments that when he attends ExCom meetings, he doesn’t know what’s on the agenda since it wasn’t sent to the general membership. He requests that when newsletter is published, or on the website, that this agenda be updated and included to keep membership informed.
 - Skip Knox commends Jerry on well-run meeting and says

- Habitually, this or that person refers to the ExCOM as a board, this is inaccurate. A board connotes Boeing, Paccar, etc. ExCom has very limited powers and it should not be given additional psychological powers.
 - He noted later in the meeting that the Chair referred to Russel as heading up the election. He states that neither ExCom or GM has appointed Russell as such, and questions the basis by which any person will run this, and encourages that we put a motion up to put this on record
 - States his belief that it is incumbent on this Executive Committee to put out notice asap and not wait for a newsletter, says there is no reason not to send an up-to-the-minute email to the GM so that they have as much notice as possible.
 - Last years's election was referred to as a 'resounding' success, but it was about 53 people or 23% voting rate. He says that is not a robust vote, and on behalf of members who we don't see every day, they deserve to have a chance to vote.
 - Jerry asks for a motion commensurate with Skip's comments about selecting an election monitor for this ad hoc election
 - Russell recalls the motion made at last meeting, creating an ad hoc committee to undertake the work of this special election, and the initial assignment of Laurie to this committee, her declining and subsequent request of Russell. He says that it was his understanding that it was the chair's power to appoint a chair of this subcommittee
 - Skip makes a reminder that that motion was clear and limited to 1) drawing up a process, and 2) reporting that process to the GM, so selecting an electioneer is outside the power of that committee.
 - Jerry says he felt the same way that Russell did, and agrees to making a motion about this.
 - Skip suggests that the Committee make a motion to have a clear record.
 - Joan says that bylaws and the guidelines for the election state that in odd years the vice chair is in charge of the election process, and since the ad hoc committee has delivered its review, it now goes to the elections process as per bylaws and guidelines back to the Vice Chair. Jerry states that this is not the same process, since it is not a General Election.
 - **Motion 022521 - 3**
 - **The Executive Committee of the Constituency hereby appoints the following member, Russell Monroe, as a 'special election monitor' to conduct a fair and open election to fill the recently vacated PDA rep seat.**
 - Russell- Point of Clarification- asks if Laurie is still present. She is not.
 - David – Point of Clarification – says that we were in public comment at the ending and if it is normal for resolutions to come out of Public Comment. Jerry clarifies that there is one last order of business
 - **Jerry Moves, Nick Seconds**
 - Discussion –
 - Mark – given the election requirements in the bylaws, he thinks its important that we talk to Laurie before having a vote on it.

He states that she felt intimidated or threatened. He doesn't think the motion as written is fair and plans to vote no.

- David concurs with Mark. He understands that the previous chair of the ad hoc committee resigned under distress and plans to vote no.
 - Russell expresses agreement with David and Mark, he agreed to assist because Laurie was unwilling to do so, and it should be up to the ExCom to handle our election. He doesn't think bringing himself into it is necessary given the resistance to it, and what needs to happen is ExCom and Laurie need to figure out what the role is.
 - Skip points out that the elections committee that conducted elections last year expired with the last election. And the committee who does the next one gets defined in May.
 - Russell confirms that his job ended with the conclusion of the last election.
 - **Jerry withdraws the motion, says we need to get ahold of Laurie to see if she wants to do it and to go from there.**
- Colleen emphasizes that she wants to see the minutes from the last several weeks and years posted publicly
 - Christine says that if we are following the bylaws, there isn't a committee called for this, it is simply filled by the membership. She also asks who needs to be contacted to ensure membership. Jerry explains Gordie and Laurie. Gordie says this can be done in person in our office and is happy to meet otherwise. Christine asks how Gordie can be contacted.
 - David asks point of clarification – states office hours are Fri and Sun Noon-3
 - Gordie says he has Christine's information, asks whether he can call or email, Christine asks by phone
 - Russell states that every member of the Seattle City Council have contact information prominently posted, and encourages this organization to have means of communication prominently and publicly posted on our website – he says there is no point of contact for any member of the ExCom on the site and there should be.
 - David says that having been on the council, members have often wanted to communicate. He states that personal phone numbers of PDA councilors are not publicly available, and there was a designated email for councilors. He says that if we did have the technology to do this it would be good to set up a special email account for individual Committee Members
 - Mark says that there are not special-designated PDA Council emails.
 - Christine says there is a contact@pikeplacemarketconstituency.org email on our site, she has used it and never received a response.

- Russell says that to his understanding, Laurie is the only person with access to this email.
- Adjournment – 8:23