

**Pike Place Public Market
Constituency General Membership Meeting
Minutes - DRAFT
November 16, 2021, 6-8PM**
Held via phone and Zoom

Call to Order

The Pike Place Public Market General Assembly meeting for November 16, 2021, was called to order by Chair Adora Lopez at around 6:09 pm, delayed to address reported difficulties logging in to Zoom.

Attendance

Those attending included:

Constituency Board Members Adora Lopez (Chair), Jerry Baroh (Vice Chair), Bruce Rutledge (Secretary/Treasurer), PDA Reps Nick Setten, Gordie McIntyre and Russell Monroe (joining ~6:44), At-Large Constituency representatives Joan Paulson (six present, three absent, one vacancy)

Constituency Non-board Members Jessica Baker, Ruth Danner, Karl Andersson, Paul Neal (PDA CM), Mark Brady, Bill Downs, Skip Knox, Leanne Clarke, Ali Mowry, Bob Messina, Haley Land, Christine Vaughn, Colleen Bowman, Liz Hughes (~6:17).

Members of the Public Cari Moon.

PDA Rep David Ghoddousi has excused from participation for personal family reasons.

Constituency Board Members' attendance to-date is noted for the record and tracked for compliance with Bylaws Article 4, Section 6 requiring attendance at a minimum of eight (8) GA and eight (8) ExCom meeting per year.

A quorum of ten (10) members has been established as required per Constituency Bylaws Article 10, Section 4

PDA Council met the requirement to provide a minimum of four (4) Council members in attendance are required by SMC 3.110.270 (D) which states that the Council may attend and report at Constituency meetings:

“... , so long as the number of the council's representatives attending and making the report to the constituency equal or exceed two voting members when the voting membership of the council is five (5) or less, or the nearest integer to thirty (30) percent of the council's voting membership”

Approval of the agenda (2 minutes)

The Chair expressed concern for the tight agenda today. After discussion, the agenda was approved by acclamation with one addition from Haley Land to add consideration of the “Statement of Correction” Letter dated September 24, 2021, in response to an earlier email from the Election Committee Chair dated September 17, 2021.

Approval of minutes (8 minutes)

Bruce announced that the website was down because we're in the midst of transferring the PikePlaceMarketConstituency.org URL into the ownership of the constituency which has been an issue in the past. Minutes for June and July should be posted in DRAFT online in 24 to 48 hours with more minutes will follow. He hopes to get all minutes up in draft by the end of the year.

Much discussion followed. Some related to minutes. Some related to what meetings would be held in December. Skip Knox referenced Robert's Rules to argued for high-level reporting of business in minutes to avoid any temptation to use them as a bully pulpit.

Public comment (15 minutes)

Haley Land asked to read excerpts from a letter that Adora sent out that he thinks is important for people to hear. He asked that the full letter be posted to the website.

Dear Constituency Board Members,

I'm honored to be a part of the committee and serve as your chair. I'm committed to holding future meetings with a fair and open mind that our meetings will be productive, efficient and inclusive, inclusive.

I wanted to give you a bit of my background for those of you that may not know me, I moved here from Southern California close to three years ago. I manage the Pike Place Bar and Grill and have the luxury of being in the market almost every day. My passion has always been towards civil and social work. I ran the Los Angeles office for a nonprofit called Peace Action, formerly known as SANE Freeze movement. We worked on non-proliferation, getting rid of our nuclear weapons in a safe way. We advocated for a smarter, more peaceful foreign policy. I work for the Democratic Party here in Washington's eighth congressional district for Dr. Kim Schrier's campaign and volunteered for Equality California in the 2016 election.

We all have the history and background that leads us here. I am hopeful and looking forward to the future we can make for the Market. We have a lot of work to do. I already see progress, and that makes me extremely excited. I can't wait to work on more membership involvement. I look forward to working with all of you and representing the Market with the utmost integrity.

Haley congratulated Adora on her new position as Chair of the Constituency. Adora thanked him.

Colleen also congratulated Adora, wishing her a happy birthday. Adora said she wouldn't have it any other way.

Christine said I received both the paper and email notice for today's meeting in advance of the meeting instead of having it arrive 24 or 48 hours after the meeting so we can probably drop the mailed copy, but that's a great step forward. Adora responded with praise for the progress.

Bob reported on the Market's new Pike Place website and pointed out two interesting changes in terminology. What we have come to refer to as the PDA Council is not referred to as the Pike Place Market Council and also, there is also reference to Pike Place *Public* Market. Adora thanked Bob for sharing that and pointed out there is a sign that says "Public Market."

Ruth wished Adora a happy birthday, congratulated her on becoming Chair, then read the following prepared statement into the record:

On the 50th anniversary, it's fitting to note that Pike Place Market Historic District and PDA exist because this Constituency of farmers, merchants, crafters, residents, and Seattleites took up the battle against well-funded interests to create a system that allows the PDA to collect and distribute millions in federal and other funds to spend with very few limits within our 9.2 acre footprint.

We have heard increasing claims that expanding Constituency membership increases inclusivity and visibility for the Market. But is the true purpose of increasing membership by special interest groups who have a financial interest in encouraging the PDA to extend its involvements outside the 9.2 acres or shift its priorities away from serving farmers, small businesses, affordable housing, or social services. Increasing membership was a tactic employed by the East Coast investors who tried to take control in the 1990s.

The \$1 membership fee does not cover the cost of process a membership registration form. Add to that the costs of keeping members informed, and receiving and channeling their input. increasing membership overwhelms the volunteers who have been elected and tasked with the work to maintain the Constituency.

When PDA council members recruit memberships from special interest groups that double membership and the Executive Director cuts the constituency budget in half, a reasonable person might see this as a violation of the prohibition against interference under SMC 3.110.560

Anyone who thinks I might be talking about them might be right. If you are a PDA official or staff member or Commissioner hiding under the veil of Constituency Membership, the gig is up. It's time to head for the door.

That's all I have, Madam Chair.

Ali Mowry reintroduced herself to those in attendance as having served on the PDA Council through the Constituency up until this past year. She offered herself up for nomination for the at-large position and said she wanted to try and get back engaged with the Constituency. "It's a little difficult for me not being physically in the market anymore. However, the Market community is still something I care a lot about, and I think is really, really crucial. It's called "the Soul of Seattle" for a reason." She concluded by asking the membership to consider her for the at-large position and encouraging people to feel free to ask if they have any questions.

Skip said: "I have to be careful with my phrasing, but I raise objection to the previous speaker's, what would you call it? -- soft condemnation of things that may or may not be on the minds of people who have nefarious plans in the market. There is a prohibition in our parliamentary procedure against impugning other people's intentions. The speaker has done this before, and I've cautioned the speaker to refrain from this. Thank you.

Christine wanted to direct her comment to Ali. She said, "Anybody who shops at the market ever is part of the market community, so welcome. Come see us."

Adora agreed and said, "I think all of us have that in common is, you know, the markets our home. Sometimes we leave home for a little bit, right, but we're always welcome back."

Joan said she did not receive the email Haley reported had been sent to the officers, and that email meeting notices are still going into her junk mail. She said she wanted the leadership to be aware that notifications are "still kind of hit and miss from the email side. I'm wondering if people have gotten the notice for this meeting, tonight, in the mail service, because I got the email on the 12th, and that doesn't give enough time for notification by mail."

Bruce said the 110 printed notices were mailed on the 12th, the same day as the email notices, which he acknowledged is later than we wanted.

Discussion of what is timely continued.

Christine said this is a regularly scheduled meeting, so there is not requirement for written notice.

Colleen said, in practice, the PDA sends reminders of meetings 24 or 48 hours before its meetings. Adora that we are making progress. So unless Ms. Paulson has some information from the bylaws or one of our governing documents that requires more than that. I think you're probably well within the parameters.

Joan said her concern was for timely notice for the 110 members who do not have emails given that we will be voting to fill a vacant seat. She said it was offered as a point of information.

Adora acknowledged Joan's point and said we would continue to work on timely notification and that she would try to do some research into the spam mail problem.

Appointment of Officer (7 minutes)

On Adora's request, Bruce took the floor to facilitate the election to fill an at-large vacancy. Bruce explained the process for making nominations. After some discussion, only one candidate was nominated, Ali Mowry. After a second was secured, a roll call vote confirmed her nomination with a vote of 14 ayes, 0 nays, and 2 abstentions.

Bylaws Review and Revision Committee Update (23 minutes plus 4 for member response)

Christine Vaughan, Chair of the Bylaws Review and Revisions Committee reported on progress made thus far.

1. The Bylaws Committee as created per resolution (GA 10-19-21 Knox-1), is comprised of five people.
2. They meet on Wednesdays at 10 am, in person at the Pike Place Bar and Grill. They have met twice to date.
3. Bruce has been able to set up zoom on an iPad, so all are welcome to attend remotely and the recordings will be available.
4. The committee intends to give reports at each meeting to let folks know how far we've come, and what the decision is, to get feedback from people as we go along.
5. There is a meeting, tomorrow at the regular time and place. There are no more meetings planned before Thanksgiving. But they expect to meet once or twice during December, but the committee will decide that.
6. They talked about the possibility of hiring a parliamentarian and the committee asked if Christine would explore, with the Executive Director, whether there would be money in the budget for that. So Christine addressed PDA E.D. Mary Bacarella. and proposed a \$1,000 ballpark estimate, figuring four hours of consultation with the parliamentarian at about \$250 an hour.
7. The initial thought was that we would have somebody come and talk to us at the beginning.
8. Skip Knox had felt it was important enough to have this kind of information that he contacted the parliamentarian that he knows and got some preliminary information.
9. The committee decided that that preliminary information was sufficient to get started.
10. The committee intends to pose specific questions to a parliamentarian as they arise. Two questions have arisen so far.
 - a. In Article 1, Section 1 of our Bylaws, The Constituency's full name is given as "the Constituency of the Pike Place Public Market PDA." The PDA's official name does not include the word "Public." So one question to the parliamentarian is, is that going to be confusing? Is that going to be problematic? We acknowledged that the word

"public" is very important to some Constituency. There wasn't a feeling on the part of the Bylaws Committee that it was problematic unless it creates confusion. And that's kind of above our pay grade. So we would pose that question to a parliamentarian and then make a decision based on what comes back.

- b. The other question was in Section 3, it talks about the Constituency -- I want to be sure that I do this right. Christine said she would come back to that when she reported on what they have done so far.
11. Christine expects that the committee will report to the General Assembly each month that they meet, just to look what we've done so far, get feedback in so much as possible, as we go along. And then consider the feedback and decide what we want to do. When They've gone through all 12 Articles, then Christine anticipates that, either at a special meeting or at a general assembly meeting when there isn't too much other business, we would do a final review with the General Assembly, with all of the changes and a printout copy so that people can read along, and see it in advance.
 12. With this feedback from the General Assembly, Christine anticipates that the committee would then take any comments. Then if everybody agrees with what's been done, wonderful. If not, the bylaws committee would then take it back, take it under advisement, make the committee's best judgment as to what should be done, and then present a product to the full Constituency to decide.
 13. Once the committee has given this second draft back to the membership, then Christine see the committee's as done.
 14. What the membership decides they want to do with the product that's been delivered is up to the General Membership. The Bylaws belong to the membership, it doesn't belong to the committee. So the committee will exercise their best efforts, take in information as we go along, make our cumulative best judgment with that, and then deliver to the whole body.
 15. The body can accept it as presented, which would be wonderful, or make whatever revisions the whole body feels are necessary, or start all over again. The committee will have done their job, and then it will belong to the Constituency.
 16. Christine said there are one or two changes that she would like to tell us about, but first asked if Bruce would talk about the possibility of having the work, in progress, made available on our website along with the Zoom recordings.
 17. Bruce confirmed that he will continue to set up Zoom recordings and asked Nick about the sound quality. Having attended one Zoom call, Nick said while the sound was a little muffled, it was perfectly acceptable.
 18. Bruce said, "Tomorrow morning at 10 o'clock, we will have a live stream. The link is at the top of the agenda. And I'll be there making sure that people can get online if they'd like to and again, we'll be recording it and saving them for posterity, in case anyone wants to watch it later.
 19. As far as posting revisions as the committee goes along, posting them on the website, we need to until the website is back online. Bruce was not exactly sure when, but fully intends to have some form of bylaw committee work online so members can peruse it at their leisure.
 20. Christine provided the committee's thinking regarding specific questions:
 - a. First, again, is the use of "Public" in the name of the document when it doesn't appear in the PDA Charter, the PDA Rules and Regs. Is that a confusion or is that not problematic? And if it is not problematic, then the body simply has to decide whether they want it or not. And if it is problematic then we need information from the parliamentarian or from some higher source as to why it's problematic.
 - b. The other change that we made is in Article 2, Section 3. "The Constituency shall also engage in all other activities permitted under the municipal code which are deemed by the Constituency to be beneficial to the interests of the public." One of the things that we are trying to do with this is to clarify the ambiguity of what does one mean by "Constituency." Where does Constituency mean the Membership as a whole? Where does the Constituency mean the Executive Committee? So we

changed that second word from Constituency to Membership, because it is the Membership that sets the agenda.

- c. And then we also in the in the "Purposes," Article II -- and this is hard to follow without actually having the document in front of you -- we took out the word "oversight" because that does not appear in any of the other superior documents and to changed it to say "the Constituency shall provide a forum for public participation and determination of the policies of the PDA which affects the interests of the public and also users of the public market. This forum shall include both the reporting to the consistency of proposals, discussions, and actions of the PDA and also communication from constituents to the PDA."
 - d. The remainder of that Section 1 is being discusses the duties of the officers and will be moved to Article 4. The purpose of the constituency is not to give to the constituency officers something to do. The purpose is to provide a forum for public participation and determination of policy and those words come from the from the Seattle Municipal Code, itself. So the attempt is to bring it closer into alignment with municipal code. Because if the Constituency says its purpose is to do beyond what the Municipal Code says its purpose is, it undermines the what the actual purpose is.
 - e. When Bruce gets this up on the on the website, so that one can go on the computer and actually read it, it will include the typical strikethroughs and underlying to clearly show what is being taken out of added.
 - f. The other question the committee had relates to Article 8, "Special Interest Groups." Christine requested input from the members present as to where the whole concept of special interest groups came from. At what point did that get added into the bylaws? The committee sees this as an area that is going to have to be addressed.
 - i. Nick thanked Christine and the other committee members by name: Bob, Ernie, Rachel, and Karen Kane. He gave the question about the use of the word "Public" credit for having stymied past bylaws revision efforts and expressed eager anticipation for the work of the committee as they exceed and surpass that hurdle.
 - ii. Nick continued as far as SIOs, "Special Interest Organizations," as it relates to Article 4, Section 4. I feel like at some point I saw a definition for SIOs in some of our governing documents. I can't remember where it's at now. I've never seen any historic precedence for that or rationale for that. To the nearest I can, grasp at straws, would point a finger to the efforts in the early 90s of the Urban Group and that whole fiasco. But that's pure conjecture. So I'm going to take a look and see if I can find out more.
21. Christine credited Gordie with providing the committee with earlier versions of the bylaws from 1993 and 2001. This allows one to reconstruct the historical timeframe to see when changes came in, which might shed some light on why it came in. Christine will try to make those documents available to the committee and welcome research efforts by others.
22. Christine asked Bob, as the only other committee member present, if he had anything to add.
- a. Bob acknowledged and thanked the members who have already submitted emails and other input, and while the committee hasn't incorporated those into their work yet, they will come up for discussion, and whether or not there are sticking points, or as Christine has said, those will go to a higher authority. So thank you for those. That's all I have to say.
 - b. Christine listed inputs received: an email from Ruth containing recommendations from Robert's Rules about electronic meetings; Jerry suggested the possibility of term limits; and Skip recommended attention to what happens if someone goes beyond their authority.
23. Christine provided more detail on the composition of the committee.
- a. Bob is Constituency Member and well known to us by his presence in the meetings.

- b. Rachel is an agent on crafts line, currently, but has a long history with the Market in other capacities and, I believe, as a salesperson for other people. On request, Haley added, both farmer and crafts person.
- c. Karen Kane is a past Chair of the Market Historical Commission, Chair of the Allied Arts, which is one of the founding organizations that worked on the “Keep the Market” campaigns 50 years ago.
- d. Ernie Dornfeld is a member of the Friends of the Market and the committee’s scribe par excellence. He does the minutes from the meeting very quickly and maintains updates to the committee’s recommended changes to the bylaws. If Ernie says he's going to do it, it's done immediately and done well. He is working currently as an archivist with the Kubota Garden.
- e. I have been on PDA Council and the Historical Commission, and I've been a crafts person on the day stalls for 30 years.
- f. So, the committee members have a broad range of experience with the Market. coming from different perspectives. We're hoping that the work done will reflect the breadth of the Constituency, as well.

Thinking the report had reached its conclusion, Joan requested the floor. Adora asked that Christine describe the process through which adoption of bylaws changes must pass before taking public comments.

- 24. Christine said, usually, bylaws or other documents of this importance are presented to the membership in a written form with 30 days’ notice and then it is voted on.
- 25. 30 days’ notice allows everybody a chance to really look at it and see if this if this meets the needs.
- 26. Christine’s thought is that we do that twice -- that is –
 - a. Bringing it to the to the membership in its completed form as the as the committee feels that it should be for review and comments.
 - b. Then the committee would take that feedback back into committee, to weigh the comments, consider the pros and the cons, try to agree on what kind of tweaking could be done.
 - c. In an ideal world there would be a consensus with the various viewpoints of the constituency members so that everybody can get behind the bylaws as they're written.
 - d. Once had completed its second draft, made whatever changes, and provided rationale for not making changes, the second draft would go back to the Constituency, hopefully by the February meeting.
 - e. The Constituency will have another 30 days to examine and consider it.
 - f. Then it's up to the Constituency membership to decide whether they agree with our rationale or not, and what changes they might want to make. At this point, the committee have done its best any further amendments will come from the members through normal parliamentary procedures.

Adora said, “Absolutely. And y'all are doing your best. I think it's great.”

Ruth signaled that she also wished to have the floor, but was not acknowledged.

Christine repeated, “The timeline would be, ideally would be for us to have a finished product by the end of February.”

Adora said, “I have a meeting with Mary so if you have any numbers or whatever, it'll cost. you can send it to me and then I'll send it over to Mary. That's going to come up soon.” Then she opened the floor for discussion, first from Joan and then from Ruth.

- Joan said, “I wanted to provide a little history. In 1990, the Constituency got a legal opinion from Gerry Johnson about concurrency and also other issues pertaining to the Constituency. And that was the basis of the 1992 changes that happen in the bylaws. And the word "Public" was added back in one of the documents concerning our election process, which we still have the copy of, and have occasionally, selectively used in elections. So that's an issue of history that needs to be understood. The word "Public" as talked about, then and now, is a trademark issue for the Market PDA to control the word "Public." That is part of the discussion that Mary Bacarella has talked about, in regard to the trademarking process that PDA is evolving in order to control more and also charge for the use of "Public." So that's part of what and why the word "Public" is being kicked around and brought up again. There is a difference of opinion on whether the “Public” should be trademarked, and monetized for trademarking. For further discussion down the road, in time. Thank you.
- Ruth said, “I have a suggestion that the committee may or may not choose to implement but on the first vote for approval of the bylaws changes, if we split the question into two separate votes, where first the membership consider changes that represent the unanimous recommendation of the committee. Obviously, the typos should be easy to pass and implement without delay. Then a second group of changes could be taken up of changes that the committee does not unanimously endorse. This approach would provide a greater possibility of approving the non-controversial changes right away and get those into place more quickly. That's all I have, Madam Chair. Thank you.”

Election Audit Committee Final Report (20 minutes)

As Chair of the Election Audit Committee, Haley presented the Election Audit Committee Report which is attached in its entirety by reference (Attachment #1).

1. Haley started by praising and thanking both Colleen and Cari for their hard work, collaborative efforts, and tight focus on the committee's charge. He said, “it really makes a difference when you're working with a group that way. When we had issues to discuss, the tone of everything was collaborative and helpful. I'm very grateful for all of that. And I wanted, before I make my presentation, to see if Cari or Colleen, either one of them, or both of them wanted to offer some comment, too.”
2. Cari declined but said she was available to answer questions.
3. Colleen said, “I just want to make note that this has been a dream team to work on, and I wanted to point out that Haley has put together two very good teams, if you count this and the bylaws committee, which is doing fantastic work. You build really good teams, Haley, so thank you.”
4. Haley agreed with Colleen that the Bylaws Committee is doing very exciting work and working well together.
5. Haley said he had 10 minutes, so he wasn't going to read the whole report.
6. The report was sent out to the officers and Haley hoped they had all had a chance to look at it. And Bruce will be providing a link for the membership so they can look at the entire report too.
7. The Elections Audit Committee was charged to look at three different things:
 - a. To audit at the existing membership list and assure its accuracy,
 - b. To observe and monitor both the election and the voting tally, and
 - c. To make recommendations for future improvements, should there be any.
8. In Phase I, before the election, the committee:
 - a. Worked with Bruce Rutledge to assure that the missing 17 members that Paul Neal brought up in a PDA Council meeting were added to the official voting roster,
 - b. Confirmed that the information from those new members were entered into the voting roster,

- c. Reached 26 of the 28 members who were on the email bounce-back list and corrected those email addresses,
 - d. Reached 6 or 7 of the 16 members for whom US mail is returned as undeliverable and made corrections on September 16, two days before the election began.
 - e. All in all, the committee's efforts resulted in 49 corrections (8% of membership).
9. In Phase II, election observations the committee:
- a. Created an election schedule to assure that at least one member of the audit committee would be present for each hour of the election, including the post-election vote count. Many times there were two auditors present.
 - b. Regarding ballot box and online voting Platform Security:
 - i. Following the end of the voting on Tuesday, physical ballots were kept secure by storing the lock ballot box at a secure location and that secure location was Cari Moon's house and so it was off the property and not in the constituency office.
 - ii. For ElectionRunner, the online ballots were kept secure by Haley in his role as the election administrator. After the Tuesday vote, he changed the ElectionRunner password so only he would know the password. The password was not shared with anyone. On Friday, Haley entered the password into election workers' laptops as their duties required. They did not enter it themselves.
 - c. The post-election vote count was conducted in the Constituency office and present for that vote count Haley, Gordon McIntyre and George Poulos (two official vote counters), and Joe Read (official election count monitor). Nick Setten and Skip Knox were present to observe, and Colleen Bowman was observed remotely via Zoom
 - d. The count officials all signing the election results once they were completed to confirm the accuracy of the count and the official results (see appendix).
 - e. The official results were posted on the Constituency Office door and announced to the membership per the election guidelines.
10. In Phase III, after the election was completed, audit committee members met to review their observations of the voting process. The committee:
- a. Agreed, unanimously, that the election was run faithfully and according to plan,
 - b. Determined that no problems occurred that would negate the results of the election, that this was a fair process for ballot accessing and voting, a fair accounting of eligible voters, and an accurate count of qualified votes,
 - c. Affirmed the validity of the results of the 2021 Constituency election,
 - d. Identified and agreed that several recommendations could be made to the membership regarding process improvements that might increase inclusiveness, accessibility, transparency, and perceived fairness of future elections.
11. Haley read the Recommendations from the report verbatim and they are copied and pasted from that source for ease and clarity:

Recommendations

Recommendation #1- Improvements to Constituency Office, File Administration and Security

The Audit Committee has noted a need for increased security and accountability of Constituency Election Files including Membership Cards, Membership Lists, and Membership Fee Transactions.

More specifically, we recommend the following:

a. The Chair in consult with the Officers of the Constituency should review the physical security of the Constituency office and internal controls of the membership files. Currently, there is no known system in place to track who has access to the Constituency office and Membership files. At present, it is possible there are former officers who have had and may still possess keys to the Constituency office and files. The Chair and Officers should consider (1) asking the PDA to assist with funding to rekey the office and file cabinets, (2) instituting a more formal process for determining which officers should be held responsible for office access and membership files, and (3) formalizing a key sign out for those officers.

b. After a system is established, all outgoing officers or officers who may or may not be reelected should be required to turn in their keys to the Chair prior to the results of any election to avoid an annual need (and expense) to rekey and secure the office.

c. Limiting access to the Membership cards themselves is paramount for file security. Especially if the Constituency office is accessible to multiple officers, administrators, members and/or volunteers, the membership cards, list and administrative documents should be locked in a separate file within the office, accessible only by one of two key holders: the Secretary/Treasurer and/or contracted Administrator.

d. The Chair of the Constituency in consult with the Officers should discuss with PDA leadership how to incorporate a more secure system for the submission of new membership cards and renewals. Currently, membership cards can be received both at the Constituency office and the PDA office. Ideally, the responsibility of accepting and processing new memberships, renewals and associated fees should rest entirely with the Constituency. All associated cards, files and funds should be managed at the Constituency office and accessible only by the Secretary/Treasurer and/or contracted Administrator.

e. New Membership Cards, renewals and fees should only be received by the Secretary/Treasurer and/or the contracted Constituency Administrator. The Secretary/Treasurer and/or Administrator should be the only two representatives accepting, recording and filing membership cards, and should decide between themselves a secure method for tracking changes. Clear delineation of administrative duties and a record for tracking changes to files should be agreed upon, codified and instituted.

f. It is highly recommended that a general ledger be incorporated into the administrative process to track all monies in (from new memberships and renewals) and all monies out (expenses) of the Constituency's fund. This is a duty typically assigned to the Secretary/Treasurer of an organization but could also be assigned to a contracted administrator.

g. It is recommended that the membership list be updated and reviewed regularly by the Secretary/Treasurer and/or contracted Administrator to resolve issues related to legibility of written Membership Cards or updates to member contact information. Email bounce backs and returned mail should be consistently researched to correct

inaccuracies that could contribute to the exclusion of members from receiving membership communications. Additionally, it is recommended that the Constituency officers consider an online sign-up option through the website, to improve accuracy of new member information.

h. It is highly recommended that all physical files should be backed up digitally.

Recommendation #2- Membership Communication

Due to several recent incidents where it was unclear who had written, approved or published information sent to the Membership of the Constituency, it is highly recommended that the Membership should codify or formalize a communication review process regarding all messages and content sent out from the Constituency via the email marketing account (currently Get Response), email, U.S. Mail, phone communications and or community signage and handouts.

More specifically, recommendations include:

a. Formalize a review process that requires approval of the Chair and/or a majority of the Executive Committee prior to any communications going out to the Membership. Any communication sent to the Membership should be approved in advance according to a newly defined process.

b. Password and access credentials for the Constituency Email Marketing Account, which contains trademarked images and names of the Pike Place Market PDA, should only be accessible to the Chair, Secretary/Treasurer and/or contracted Administrator.

c. Digital or physical access to Constituency letterhead, which contains trademarked images and names of the Pike Place Market PDA, should only be shared with the Chair, Secretary/Treasurer and/or contracted Administrator.

d. Communications from candidates to the entire membership via the Constituency's email address or email marketing platform should be submitted to the Chair (in odd numbered years) or to the Secretary/Treasurer (in even numbered years) for approval and should only be permitted if each candidate has been afforded an equal opportunity to submit such a communication. All candidate information should be sent out simultaneously, requiring each candidate the same deadline to submit and allowing the same maximum number of written words to communicate with the Membership. This does not prevent candidates from public request of the membership list, a public document, for their own communication purposes.

Recommendation #3- Incorporation of a Remote/Online Component

2021 marks the first year in the history of the Constituency that a remote, online component was included in the annual elections process. The online component was incorporated following a vote of the membership at the March 16th General Assembly meeting (See Appendix A). The inclusion of a remote option as a best practice for public health and safety during a global pandemic provided a safe and secure method of voting

for members who may not have otherwise been able to vote in the 2021 Constituency Election.

While the Audit Committee members agree that a live, physical election should be always be a standard feature, barring any health and safety prohibitions on such activities, we also note the significantly larger voter turnout than years prior as evidence that expanding ways for members to vote will likely increase participation, voter turnout and inclusivity in future Constituency Elections.

Though the pandemic created a necessary case for a remote option in the 2021 Election, this pilot year required a significant amount of volunteer time and effort to design and operate a fair and secure hybrid election, with both on-line and in-person voting.

The Officers of the Constituency should discuss and consider if associated goals of inclusivity and increased participation in 2021 should warrant the consideration of expanded voting options (online, mail in, extended in-person voting hours, weekend voting) in future Constituency Elections, regardless of the prevalence of a pandemic and despite the need for additional volunteer hours and technical expertise.

More specifically, the Audit Committee recommends that the Executive Committee issue a survey to the entire Membership to gain insight into members' voting method experience and preferences to capture the broadest possible input. As a communication from Constituency to the Membership, the survey language should be free of bias and approved by the Constituency Chair and/or a majority of officers before distribution.

Recommendation #4- Electioneering Practices

The Audit Committee noted several concerns around electioneering practices that have been raised by community members this year, as summarized below. We recommend that the next Election Administrator consult with the 2021 Election Administrator and current Officers to determine if additional guidelines for electioneering practices should be incorporated in future elections.

More specifically, the Audit Committee is noting concerns around:

a. Pre-marked ballots being distributed throughout the community, which is particularly concerning when one or more incumbent officers of the Constituency have exclusive access to the official ballot for copying, while other candidates do not. We recommend that NO candidate should have access to the official ballot prior to an election, and that that official ballot shall be formatted and kept confidential by the Election Administrator.

b. Endorsements from Market businesses. The Elections Committee should consider establishing endorsement guidelines, including whether individual names instead of business names should be specified.

Recommendation #5- Signage and Membership Voting Information

The Audit Committee notes that they heard from new members that locating the physical voting booth was a slight challenge. Given the number of new members, we are more specifically recommending:

a. Future Elections Administrators should consider adding signage at the election table, visible from a distance, noting the voting location.

b. Consider incorporating a voting location map into Election Guidelines and Membership Communication.

12. Haley said the committee unanimously agreed the election was run faithfully according to plan. They determined that no problems occurred that would negate the results of the election, declaring it a fair process for ballot access and for voting and a fair count of eligible votes. He said, "We affirm the validity of the results of the 2021 Constituency elections."
13. That was the heart of the report.
14. Haley called attention to a disclaimer of sorts on page 5 where the committee said none of its members were, technically, auditors. They are volunteers and in some ways even the term "audit" may be of a misnomer, but that was the term used in the resolution.
15. There is an appendix of source and supporting documents, including:
 - a. The history of what led to the audit,
 - b. Election guidelines that were set up and approved for the September election,
 - c. The list of the 17 names that were missing from the membership list and ultimately added to the voter roster,
 - d. The 26 or 28 email addresses that were corrected from bounce backs,
 - e. The US email addresses that were corrected,
 - f. A photocopy of the written-out election results that were tabulated on Friday and signed by the election chair the election count monitor and the other officers who were there.

Adora asked if she could receive a physical copy of the Report. Haley said yes.

Adora praised and thanked the Cari, Colleen, and Haley acknowledging that this was not an easy task.

Colleen asked for an opportunity to speak and when granted the floor said, "Much like Christine's Bylaws Committee, the Audit Committee feels like we've completed our work and that this document now belongs to the body. We do believe it'll be posted on the PDAs board Docs. So there will be a link online. I think Bruce is also intending to put it on the website. So, the next step is to figure out how it will be shared with the membership and then where to go from there. So you don't have to figure that out tonight, but maybe at a Thursday meeting or future meeting we can figure out exactly how we're going to share it with membership.

Adora said agreed and was about to move on to the next agenda item.

Ruth asked if the Chair would take questions?

Adora said there are four more things to go through and not a lot of time, so hold off on the comments until later in the meeting. Ruth agreed and Adora asked Jerry for an update on the Constituency Budget proposal to Mary.

Budget update (1 minute)

Jerry said there was not much to report. It appears that Mary has made her decision about the budget but that she has said she will consider specific requests for funding if and as requests are made and justification provided. He cited funding for the parliamentarian requested by Christine on behalf of the Bylaws Committee of an example.

PDA committee reports (FAM, Market) (12 minutes)

Nick offered to defer to Gordie for the Market Programs report. Unfortunately, I was unable to make it to that meeting, due to a conflict involving a Mayoral and King County proclamation celebrating the efforts of Allied Arts and Friends of the Market, a few years ago.

- In the Finance and Asset Management Committee earlier this month,
 - it was further conversation around the budget,
 - a quick review of the capital projects budget,
 - kind of filling in and wrapping up a lot of the discussion that had been held over the last month or so getting ready for this.
 - next steps are the budget will go before the full Council and the Council will vote whether to adopt or not.
 - There was some conversation around the monumental hard work that's been done by the PDA in, making sure that the Market is ready to weather the storm, particularly, when you look at the success of the Pike Place Market community as proof-positive of all the hard work that was done.
 - They are very, very cautiously projecting a return to normalcy in 2022. Again, very, very cautious. But that is about that.
 - the biggest news for 2021 is that the Market is not the red!
 - Mary touched on the conversations that she's been having with Jerry and Adora, about Constituency budget needs and requests and that whole conversation. And I think you both did a great job of wrapping up the nuts and bolts of that. And then the last sort of dangler on the whole budget conversation, but it's still being discussed,
 - I hope we'll be discussing funding that the PDA provides to the Market Foundation, traditionally and historically that \$250,000 funding is typically not restricted, allowing the foundation to use those funds as they think best. In 2021, the PDA Council voted to restrict those funds to just the Five Families, which are the social services in the Market: the food bank, medical clinic, heritage house, the preschool, and wash.
 - stay tuned for full council on Thursday when that conversation will be hopefully wrapped up. And a final decision made on that.
 - The FAM committee moved to adopt the budget as it stands, which was great news.
 - Review of key financial statements and capital projects report.
 - A security key locker for storing all the commercial keys has been installed.
 - They're working on Livingston Baker elevator door replacement.
 - Old Stone has a window broken window waiting for repair.
 - The Market is navigating significant supply chain issues, a global problem, windows, glass, a lot of fun stuff like that,
 - In the property management and energy management report, it was reported as well that we're still at about a 10% vacancy rate in the market. So if you want to move into Pike Place, now's the time you got friends who are looking into the market now some time I think I know somebody who used to live down there. I hear the news. Pretty good.

- They're working on turning the units pretty quickly. They're working pretty hard.
 - They did recently have a HUD inspection, which I believe they said they passed with flying colors.
- As far as Market Programs meeting:
 - I think a really huge, stupendous news is that Pike Place Market has a website befitting the 21st century. So it's beautiful. If you haven't looked at it, I highly recommend it. There's a great if you scroll all the way to the very, very bottom of it. It's really optimized for a mobile phone. There's cool little ways to plan out your marketing and whatnot. But if you go all the way to the very bottom, there's sections on good governance in the market as Bob pointed out earlier tonight. There's even a page about the specific trademarking, clarifications, and things like that. It's real cool. I'm stoked about it. And it's got links to the book, too. So those are the big things.
 - As far as programs go, Magic in the Market is the next big wintertime festival. Adora offered that It's coming up on December 4th and The Night Market is on the 16th.

Adora asked Gordie if he had anything to add.

Gordie said Nick wrap things up beautifully for the program committee. Gordie expressed his ongoing admiration for the work of the Marketing team. He said, what he calls “our resident geniuses, who are my favorites, have done a beautiful job of working up the advertising for the for the holiday season. And they have all kinds of special events going on that you can access via the website.”

Regarding the Finance Committee update, Gordie said:

- The budget, as it stands, is defunding the Constituency by 50%. For the last few years, we've always had a budget of \$12,000 which is like 0.003% of the total budget. And they seem to have a problem with that and so they have just defunded us to half of that.
- There were inaccurate representations of what we had spent in 2021.
- We always come in somewhere between \$6,000 and \$12,000, but this year, we had already spent \$9,000 And we had \$2,000 sitting out there in bills not yet paid. So were about to spend our entire \$12,000 in 2021.
- I should mention that what we don't spend goes back into the general fund, so our budget is actually just a contingent budget on what we're authorized to spend. So I'm thinking that we will probably have a little discussion about that.
- The budget has not been put into the consent agenda, because so there was going to be more discussion on that in Council on Thursday.
- Gordie recommend that Constituents who are concerned about funding for the Constituency should be speaking up to raise our budget at least up to where we used to have it, if not more, because we have a lot of little additional expenditures this year, including things like the parliamentarian that we didn't have before. We've had people suggest that we double our budget from \$12,000 to \$24,000 and even that is a minuscule amount compared to the total budget, but I think that will come up in the committee.
- And the only other thing that I have to report about that meeting was, at the end of that meeting, I gave a little presentation on how I think that the garage, which is responsible for us having \$20 million in the bank, the garage is our one big way that we can change the income of the market without changing rents. And right now, there's a lot of people who want to up the rent on people at the market and I think that's inappropriate. But there's a bunch of ways that we can increase the income from the garage, as well as helping to change the downtown core to be back into the 24-hour situation like it was 20 years ago. Anyway, so I

gave a little presentation about that. And they actually brought that up in the executive committee meeting the next day.

Adora thanked Gordie.

Report of the Chair

Jessica was with us earlier but left. Adora wanted to report back about her earlier request for help getting PDA approval for a Job Fair to help Market merchants who need to attract workers particularly during the holiday season. Bruce and Adora both did follow up with her. Adora said, "We understand that people are struggling right now to find employees. But I think we came to the conclusion that it gets so dark very fast. And it's really cold outside and a job fair might not be something that will be as successful as posting it on social medias.

I brought up to Mary about having signs at all of the apartments in the Market to raise interest of people that live in the market who might like a seasonal job. Also, with winter coming it'll be easy for market residents to get to work.

Adora will write Jessica another note, since she isn't here for this update. Hopefully, maybe I can meet up with her and let her know some suggestions that we have.

Adora also thanked Bruce for send out a card to David to express our solidarity with him as he takes time off from Constituency and PDA meetings to focus on family health issues.

New business (14 minutes)

- Haley raised consideration what to do about the Statement of Correction and after some discussion it was agreed to table the discussion until the November 18 Executive Committee meeting to firm up a recommendation for how to proceed. (7 minutes)
- Ruth attempted to present 14 concerns she had about information that was not included in the Election Audit Report which she reported having examined in detail in advance of the meeting. Her response was cut short due to time. All 14 points were provided in writing to the Secretary and have been presented in their entirety to the PDA Council on 11/18/21 for the public record. They are included by reference in these minutes and follow as Attachment #2. (7 minutes)

Public comments (3 minutes)

Joan raised two points of concern: (1) that the PDA budget is projecting \$1,000 in membership revenues (1000 new members?) in 2022 but only \$6,000 in expenses, and (2) that the Elections Audit Report does not mention or address the concerns she raised in her report on the 2019 and 2020 election review letter of January 18, 2021 emailed from to Constituency Board included by reference as Attachment #3).

Skip Knox commented the group regarding the improvement in decorum during today's meeting, with noted exceptions, over meetings of one year ago.

Adora expressed her thanks to everyone and her optimism for what the future holds.

There being no further public comments, Adora adjourned the meeting at 8:02 pm.

Note: PPPM Constituency meetings routinely scheduled with the same Zoom meeting link and meeting ID, and dial-in option. Please feel free to add this information to your Contacts.

Join Zoom Meeting

<https://us02web.zoom.us/j/82963087048>

Meeting ID: 829 6308 7048

One tap mobile

+12532158782,,82963087048# US (Tacoma)

#6 will is the command to toggle callers between muted and unmuted.

ATTENDANCE LOG

Unexcused from x of y (x/y) GA or ExCom meetings since the new board was seated on 11/16/2021

David Ott (1/1 GA absence)

Zack Gebrekidan (1/1 GA absence)

ATTACHMENTS:

Attachment #1: Election Audit Committee Report prepared by Haley Land, Colleen Bowman, and Cari Moon.

Attachment #2: Response to Election Audit Report prepared by Ruth Danner

Attachment #3: Email from Joan Paulson to Constituency Board members regarding election concerns in 2019 and 2020 elections

Attachment #1:

Election Audit Committee Report

Prepared by Haley Land, Colleen Bowman, and Cari Moon.

Can be downloaded here:

<https://www.pikeplacemarketconstituency.org/post/election-committee-s-audit-report-ready-for-review>

Attachment #2:

Response to Election Audit Report

Prepared by Ruth Danner

After reviewing the Election Audit Committee Report prepared by Haley Land, Colleen Bowman, and Cari Moon I identified the follow list of 14 concerns that should inspire follow up questions.

I highlight one in my 2-minute public comment to the PDA Council and emailed the full list to them for further consideration. Here are my spoken comments, with the full list after that:

If you attended the July Market Programs meeting you may recall when one Council member reported that he had submitted 72 Constituency registration forms of which 17 were missing, raising concerns over the state of the Constituency membership list.

The above referenced *Election Audit Committee Report* does not examine the registration dates of the 17 missing members listed on page 19 of the report, or disclose the dates when the

Council member in question delivered the forms to the Executive Director or when she delivered them to the Constituency officer.

I had assumed they were all delivered in one batch, but of the 17 missing members:

- 8 registered over four different days in the last week of April
- 3 registered in the first week of May
- 1 registered on May 10th
- 2 registered in the last week of May, and
- 3 registered in the first week of June

If Membership forms and fees were delivered in one batch, that means they were withheld for up to 39 days, this is a violation of SMC 3.110.360 requiring immediate deposit of all public funds. It also violates the prohibition against interfering with Constituency business (SMC 3.110.560) by manufacturing an artificially oversized workload for Constituency elected volunteers so close to the start of the election.

If forms and funds were delivered and deposited immediately, and the forms were delivered in multiple, timely batches, why are they all from one Council member? This list of 17 missing registration forms raises far more questions that remain unanswered.

Then-Council Chair and 10 Constituency Members (six of whom are subject to SMC 3.110 and one who is currently serving as Constituency Chair) called for a Special Meeting which ultimately postponed the July election that was to have begun the next day.

An Constituency amendment to Motion 07-19-21 to freeze Membership qualifications as they would have been on July 20th would have removed any motive for gamesmanship, but it was not honored. Delay of the election until September allowed some to argue that the Constituency Chair met the one-year membership qualification requirement to fill that position.

In any case, a reasonable person might find it difficult to see this report as anything but white-wash and this audit and election as a demonstration of bad faith by PDA officials and staff that is prohibited under 3.110.560.

Response to Election Audit Committee Report

Eight of the 14 Questions from Ruth Danner raised under New Business at the PPPMC General Assembly meeting dated 11/16/21.

Page 5 says the election committee “considered feedback from community members.”

- Where is the justification for lack of signature to verify that no member has given their proxy to another?
- Where is the response to charges that 23 members were granted voting status who joined after July 20th?
- Where is Gerry Johnson's written legal opinion in defense of Adora Lopez's qualifications to serve as Chair, which the PDA Council says the Constituency always receives and for which the Executive Director says the Constituency must pay?

Page 8, Recommendation 1 Constituency office, files, security: Good ideas, that increase the workload for elected Constituency volunteers with budget cut in half and membership doubled.

In the past, the Executive Director's office was responsible for everything: minutes, membership updates, mailings. They failed miserably and the burden was shifted to the Constituency, which was managed pretty well until the PDA brought in their assault team to run off the people who were making it work.

Page 10, Recommendation #3 – Remote/Online Voting

Seattle Civil Services Commission was identified as one that uses online voting. Inspection of this case reveals that they run an election of employees only, a group that is easy to identify, manage, and verify. They could not provide a name of any Seattle division that conducts of members at large.

To recommend a poll of members to see if they favor mail-in or online voting, without first making sure that the controlling documents allow it, would be like asking if members want any other features that violate laws or controlling documents?

Page 10 Recommendation #4 – Electioneering

I object to reference to charges of distribution of a prefilled ballot, that were investigated and dismissed as unfounded. To continue to perpetuate unfounded charges as a legitimate matter is unacceptable.

All members have equal access to the published slate of candidates and the membership list. All are free to share their recommendations as clearly was done in the write-in campaigns in September for both candidates for Chair.

Page 11 b. regarding Endorsements from Market businesses:

The elections Committee should consider establishing endorsement guidelines including whether individual names **AND (not instead of)** business names should be specified.

Page 12 Excerpt from PDA Council's July 13th Programs meeting.

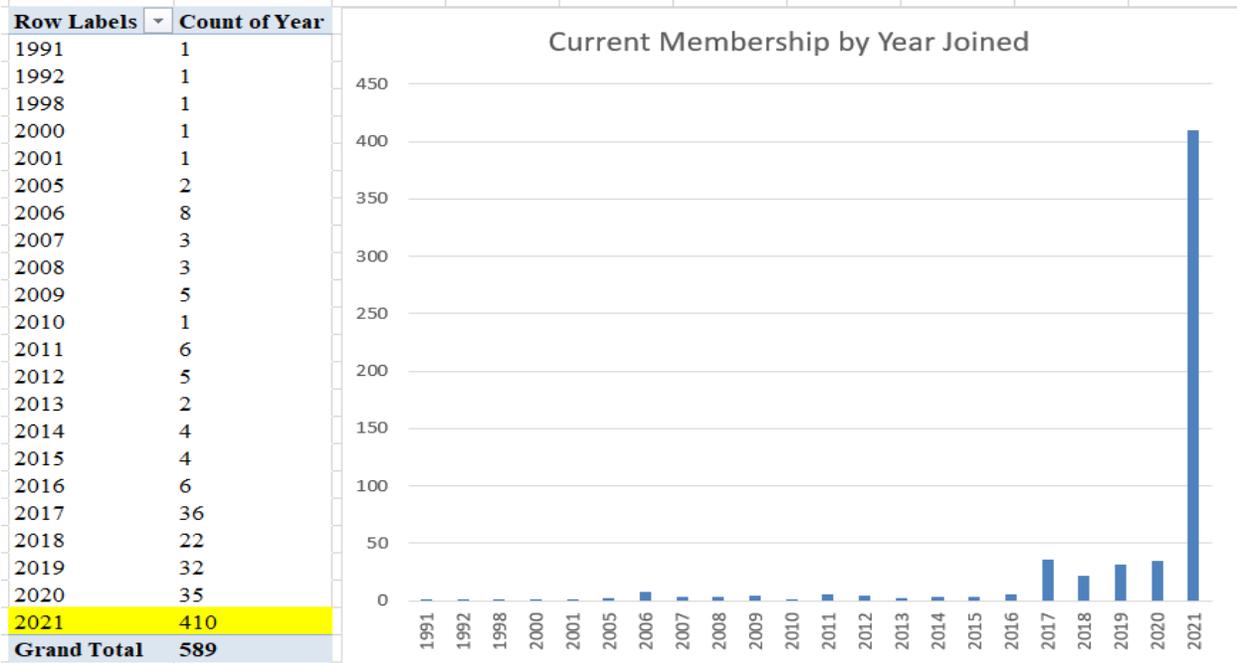
Paul Neal and Christine Vaughn have both cited past experiences of being refused a provisional ballot, but this problem was already addressed, and procedures require that anyone who wants a provisional ballot can have one.

The meeting snippet says, "He (Paul Neal) voiced his concern that other names are missing as well or there are names on the list that shouldn't be. Paul is concerned the inaccuracies limit the ability of the constituency to run a fair election but expressed no concern for the Mary's office regarding irresponsible lack of controls for handling the same documents, or his own culpability. Did the Audit Committee investigate whether he and then Mary delivering all 72 registration forms that spanned dates from April 25th through June 3rd in one batch. If the forms were distributed over multiple batches, it is troubling that only memberships from CM Neal were missing. If Membership forms and fees were withheld for 39 days, why were they withheld? (see page 19 of Election Audit report).

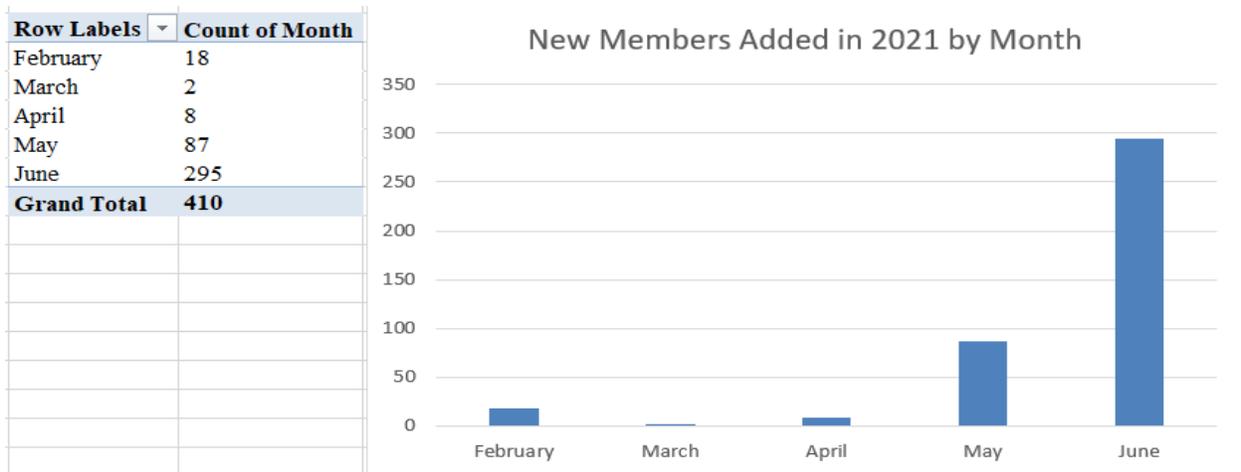
Members of the Election Audit Committee received evidence of these by email as early as October 7th.

More Insights from Audited Membership List

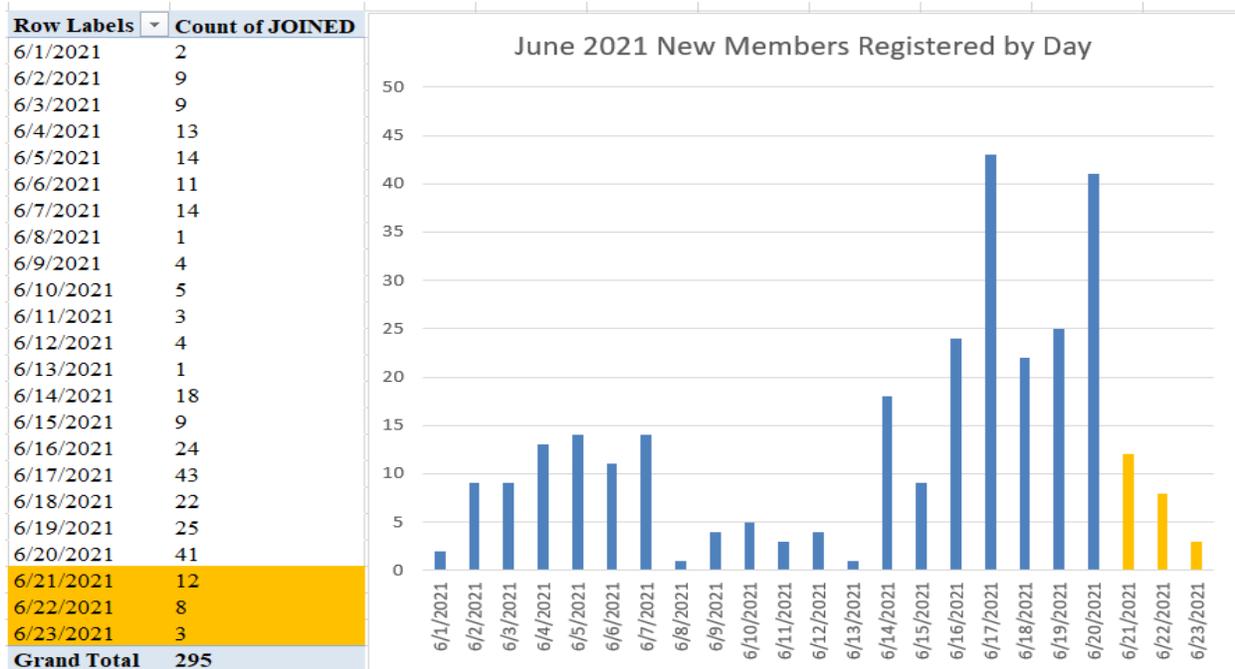
Constituency membership is usually around 270 members, but in 2021 membership nearly doubled to 589 total members as reported on the list declared final by the Audit Committee.



Look how many new handwritten membership registration forms had to be processed and input in May (87) and June (295). The effort to get them input must have been Herculean. And the only way to test newly input emails is to send an email and wait for it to bounce back.



But 23 new members were granted voting rights when in the Amendment to Motion 071921 at the July 19th Constituency Special Meeting specified that the rolls would be frozen as of July 20th. If the Election Committee made the decision to admit more members based on the ending date, as opposed to the starting date, of the election, it was in opposition to Motion 071921. It is beyond the authority of any committee to take actions contrary to a vote of the members.



Attachment #3:

Email Reporting Election Concerns in 2019 and 2021 Elections
 Prepared by Joan Paulson

From: Joan Paulson

Sent: Monday, January 18, 2021 6:25 PM

To: 'Jerry Baroh' <baroh12345@gmail.com>; laurie@regalassociates.net; 'Nick Setten' <nsetten@gmail.com>; 'Mark Brady' <marksb1954@gmail.com>; David Ghoddousi <lionheart3370@msn.com>; Gordon McIntyre <caerwydr@gmail.com>; 'Alessandra Mowry' <mowryalessandra@gmail.com>; 'lisa connolley' <pikeinthesky@gmail.com>; 'Shari Curiel' <shecuriel@yahoo.com>; 'zekaryas gebrkidan' <zekarytg@gmail.com>

Subject: FW: My files from 2019 election

This is information that Nick Setten provided for the 2019 Election process, with the results of the Updated April 2020 election. I am using this information for the Constituency Board Review of the election process, for 2020- 2021. Notice that this list for the April 2020 results, needs to be updated again. The items that I find most helpful and needs to be followed are: Pike Place Public Market PDA Constituency Elections Guidelines (Each Board member should have a copy), Review of the Governing Documents – Key Provisions by Paul McClinton, PRP dated December, 2007, the Candidate Questionnaire, the election Procedure Worksheet, a Ballot that needs to have two ballots on one sheet (To save paper.), the Tally Sheet and Election Results sheet, that needs to be posted after each election.

All of this information needs to be part of the Handbook that is used for the Constituency for the election ahead and selected items, to be posted on the website.

In 2019, I put forward a written concern about how this 2019 election process was run, without any review response from the Board. The Constituency Board needs to have a formal review process if concerns are put forward. This review of 2020 should also be reviewed to make this process work better. Here are some suggestions that need to be addressed, from 2020:

1. Two members of the Board make up the Election Committee, not just one. This stated in the Election Guidelines and needs to be followed.
2. Due to COVID, the date of the 2020 election was moved to August, instead of July, as stated in the Bylaws. An operational procedure could allow this date change by the Board, as even more pandemics are expected, in the future. The vote in 2020 process to change the voting date, was a unanimous vote, by the Board. I recommend that the date change be an operational change, if by unanimous vote of the Board.
3. The seeking members for an open position, needs to be transparent and a fair process needs to happen. In the 2020 process, the name of Laurie Johnson was voted by the board, to be placed on the Ballot for the Vice Chair. This update was not addressed by the Election Chair, Russell Monroe. For the 2020 election year, Russell had the sole decision authority for the election, on the day- to- day efforts. Thus, there is the need to have two co-chair members for the Election Committee to make corrections, that had been approved. This needs to be the standard, each year. See item one above. In odd years, the Chair and Vice-Chair, make up the Election Committee. In even years, the Secretary/Treasurer with one Member At-Large, are the co-chairs.
4. Part of the operational process should be the clarifications that people who come to vote, need to provide photographic identification that is confirmed to the Constituency List, a signature from the voter, whose signature is confirmed by the individual card that had been filled out by the voter and photo identification. This is a triple check that the person, is the person on the list and can vote. This signature step was not taken in the 2020 election process. This signature page was provided for the election, but the voter signature was never obtained.
5. We need to decide how long to keep the written information from the election process and determine when this material should be shredded. This should be an operational written part of the election process. The forms from the past election process, has been helpful for the upcoming election process. I recommend keeping the information for a two-year time period.
6. During the election process for 2020, I never received a copy of the Election Guidelines, until the Tuesday voting day. This Election Guideline information needs to be provided to ALL board members, as the process starts in February, each year, is my recommendation.

These are my suggestions/recommendations for the review election of 2020 and proposed changes, additions or clarifications for the 2021 election. All election information needs to be part of the website and operational book(s), so that the operational process works better each year, for the betterment of this Market.

Joan Paulson
At Large Member #4
1-18-2021

END