

01/28/21 ExCom

- Call to Order – 6:08pm
- Attendance – Jerry Baroh, Laurie Johnson, Joan Paulson, Gordie McIntyre, Lisa Connolley, David Ghodoussi, Shari Curiel, Mark Brady
 - Audience – Devin McComb, Colleen Bowman, Mike Nelson, Jim McCay, Betty Halfon, Sebastian Brady, Mary Baccarella
- Approval of Minutes – Not tonight
- Public Comment
 - Joan comments that minutes need to be presented twice before approval.
 - Jerry comments to thank Lisa, Joan, Laurie about the hard work done to advocate for the Hahn Building.
- Business
 - Questions for the Waterfront Group – Jerry says that some of the questions seem sort of snarky. In particular the Dori Building, Lisa agrees that this is one of her snarkier questions and mentions that recent research suggests that younger generations don't like aquariums and that this structure doesn't seem like good long-term planning. Lisa points out the relevancy of architectural styles used repeatedly but in a negative format, and how unrealistic that is.
 - Laurie suggests creating a committee to review and refine the questions – Lisa, Laurie, Joan.
 - David brings up that Gordon McIntyre made a comment at the recent PDA meeting about the legal presentation of removal of a council-member and asks that Mr. McIntyre restates the rules/guidelines we must follow.
 - Gordie reiterates his point from PDA council meeting – Constituency has relatively complicated means of removing people from their positions. In the PDA Rules and Regulations, it is simply stated that a vote of the PDA council to disqualify a person is sacrosanct and therefore the Constituency doesn't have to worry about anything in their bylaws in regards to the recent removal of council-rep Ali Mowry. He says that it is within our authority to appoint someone to take her position until another election can be held. There is a question about whether or not the person appointed would take over the entire term, but Gordie believes that the rules only establish that this replacement would only be necessary until the next election.
 - Jerry states that as of today, Ali Mowry has been removed from the PDA council. He reiterates that the PDA has a much easier process than the Constituency, and that our organization followed procedures. Regarding appointing a new person, David has said that previously people waited until the annual election to select a replacement. David further clarifies that this replacement would take on an 'acting' role until an election is held.
 - Colleen Bowman states that according to PDA Rules & Regulations, the first thing PDA has to do is notify the appropriate authority. Today's meeting counted as notifying the Constituency. The R&R further states that the PDA extends an opportunity for the authority (constituency) has 2 months to fill that seat. If that seat is unfilled within 2 months, it is up to PDA council to fill that

seat. She believes that the Constituency bylaws that Gordie and others have referred to refers to a 'normal process', and the only bylaws that pertains here is Article 4, section 8 – "the officers shall be elected by a ballot at a constituency meeting...in the case of a vacancy officers shall be appointed by a majority of the members present and voting at its next regularly scheduled meeting." Therefore at our next regularly scheduled meeting we have the right to vote someone in. She recommends that we use section 8.

- Gordie states that he agrees with this, and adds that because this position has to be vetted by the city council, and the person we appoint to this interim position doesn't have a mechanism for being vetted by such, that this person would only serve until the next regular election. Therefore at this coming election we would have 2 PDA Council reps on the ballot. Until then, the person we elect to fill in as interim officer does not need city council confirmation.
 - Some discussion whether 'next regularly scheduled meeting' means tonight or next GA. Unresolved.
- Colleen states that according to PDA council, anyone except PDA Council appointees need to get vetted by city council, so anybody we elect to fill ali's seat could fill the whole term.
 - Gordie disagrees, pointing to section 8 "they shall serve until their successors are elected".
 - David voices his agreement with Gordon, and suggests nominating someone tonight. Laurie agrees with David, Gordie. Jerry asks if we want to move forward tonight.
- Colleen asks that since the full board isn't present and the membership hasn't been informed would it be better to wait a month. David and Lisa clarify that we have a quorum. David further says that whenever a vacancy on the board has happened in the past, we didn't advertise it to our membership but took actions to fill it. He insists this is not out of the norm.
- Jerry says that we will take nominations tonight and vote next month so that the new rep can attend the next PDA meeting. David asks what happens if we don't have a quorum and states that now is the time to take action since there is a quorum now. Laurie states her agreement with David.
 - Colleen states her disagreement with this and suggests dropping so that there is no longer a quorum to which Gordie responds that once the meeting has started even if she drops the quorum still exists.
- David says he is ready to make a motion and move forward. David suggests that 'the group' has decided to take action and he is just following the group.
 - David moves to nominate somebody and put that name forward for a vote.
 - Lisa Seconds
 - David nominates Joan Paulson for Temporary Acting PDA council rep until election
 - Laurie seconds

- Gordie nominates Lisa Connolley
 - Lisa refuses the nomination
- Colleen nominates Betty Halfon
 - Devin mcombc seconds
- Shari Curiel nominates Nick Setten
 - Devin mcombc seconds
- Jerry nominates Christine Vaughan, who had expressed permission.
 - No second
- Gordie points out that only one nomination has been seconded. Jerry and David clarify that this is still nominating from the floor.
- Betty asks that since this is an ExCom meeting if only the Board can vote or if the entire audience can vote. David/Lisa state that the board votes. Laurie states the board is here, Colleen asks where Zek and Nick are. Laurie responds that the majority of the board is present, and a Lisa says a quorum is established.
- David moves to vote, lisa connolley seconds.
- Devin reiterates that Jerry as chair can decide when the vote occurs. Jerry states that since Nick Setten is absent, we should not be holding the vote tonight. David counters that there has already been a vote made and seconded.
 - Devin suggests that this be tabled until all nominees can be made aware of their nomination. Shari agrees with that.
 - Gordie states that motions cannot be made from the floor, according to Robert's Rules.
 - Lisa pnts out that the motion had already been seconded
 - Devin clarifies with Jerry that when there is a motion on the floor, a motion to table that supercedes it. Joan states that a motion from the floor cannot be acted on, must be made by a board member.
 - Jerry hands chair to Laurie and makes motion to table this until February GA.
 - Gordie Seconds
 - Colleen points out that this is a messy process that is being rushed. Laurie says that there is consensus on the board, Lisa states that the people speaking loudest for tabling this motion are not board members. Joan states that the PDA board has taken a rushed position this month to put forward removal of CM Mowry, which triggers the Constituency board to take action that would fulfill a replacement position so that the Constituency is fully represented. As such, the board is trying to take advantage or administrative review of the Constituency' chartered duties. She states this is a

matter of process, with the board trying to act responsibly.

- Mark states that the only ones who can make a nomination are board members, as such Betty can't effectively be nominated. He clarifies that the only official nominations are Nick and Joan. Lisa asks to call for a closed executive board meeting. Further clarification about section 8 bylaws referring to a constituency vote at 'next meeting', stating that this is the next meeting. Colleen states that according to Robert's Rules, every election has to allow nominations from the floor.
- Motion to Table
 - Against – David, Mark, Joan, Lisa, Gordie, Laurie
 - For – Shari
- More members invited to the meeting. Lisa calls this cheating. Colleen states that as members they deserve to know there is an election going on. Laurie asks David for clarification from the bylaws, he speaks to having never seen that happen. Colleen states that David has texted her in the past to get into a meeting. Lisa says that this is a planned attack by the pda and that 'we didn't know ali was getting axed'. Lisa and Laurie state that the board has been 'railroaded' by a 'non-boardmember'. Laurie asks David to clarify if members can only vote for one nominee. Lisa says that we received no indication that CM Mowry would lose her seat.
- Since bylaws state the vote must come from 'members in the meeting'. Laurie says she is counting the votes, although no votes had been taken. Mark clarifies that Laurie is counting how many people are on the call. 14 or 19 members in attendance. *(since no attendance was taken at start of the meeting, these minutes cannot confirm that number)*
- Jerry says that we will have to table this to GA in Feb. confirmed by David.
 - David withdraws his motion, but still nominates Joan. Acknowledges Nick Setten and Betty Halfon's nominations.
- David decides he's done with the conversation and seeks to move on to next agenda item.
 - Joan states that whoever is nominated and seconded needs to accept the nomination, and she would be honored to take the position, but her intention is to stay as an at-large position beyond that.
- Committee Reports
 - No report on elections committee
 - Bylaws committee – Bylaw suggestions had been sent out, Gordie mentions that he still has not received any input from Laurie or David. He doesn't like advancing edits to the

bylaws with just two people, but there were several things that were proposed to the bylaws that might better be codified in a 'rules and regulations'-type document.

- Jerry asks for clarification – Gordie states that the Constituency needs some operational guidelines, ex – the membership list and privacy. He suggests there needs to be a new document that describes how we do business. Another example is the disbursement of funds. He proposes drafting a proposal to put to a vote that would involve this important-but-not-bylaw-important aspects.
- Laurie says she would like to participate as a committee member, Gordie reiterates that she's already been accepted. Laurie says she wasn't aware of the meetings and there needs to be a different committee established. Gordie says he would like to get some input on the current committee before establishing a new committee. He says that 90% of the working document right now is the bylaws HE thinks should be changed, which he feels is unacceptable. Decision to table this until next ExCom.
- David discusses whether or not the Constituency should develop a strategic plan for 2021.
- Other Business
 - Tonight was Rico's last meeting on the PDA. He is going to work for the city. David states his desire to announce and thank Rico for his work in the next newsletter. Laurie says she has already done this.
 - David also suggests for the next newsletter the upcoming movement to Phase 2. Further, he suggests we ask people to submit crowd-based content for the newsletter.
 - Gordie discusses the movement away from fossil fuel cars, and if we want to get ahead of the curve we could be a cutting edge purveyor of electricity for electric cars. It should be possible to get federal funding to install Market garages with more electric charging stations.
 - Laurie asks to confirm that Colleen is interim chair of PDA council in Rico's absence. Colleen assents to this, and explains that she will serve as interim chair until nominations committee completes its process at next PDA full council meeting. Clarification that in July the chairs and vice chair positions for committee seats are up for discussion.
 - Gordie asks about a meeting on Jan 19 about the federal archives in Sand Point. The Trump administration was going to remove those archives and distribute them in CA and NV(?). He states that those archives contain the original documents for all the local tribes, local seattle history, and that AG Ferguson has filed suit against the federal government to stop that from happening. He thinks the Constituency should make a stand to save the records and not lose them to states where they are not revelant.
 - Joan says that AG Ferguson has begun legal action to halt the sale of these properties on behalf of the 29 native tribes in the state.
 - Laurie mentions that in December the board had decided to invite CM Lewis to a meeting and asks for follow-up. Jerry says he has yet to receive a response.
 - Lisa asks what the legal definition of conflict of interest is regarding our membership – asks for a review of historical charter of PDA and Constituency, and having pda members as members of constituency. Jerry clarifies that these people are able to join.

Only conflict is if PDA staff tries to hold office with constituency. David clarifies that anyone can join the constituency but that the PDA cannot go against a candidate or be for a candidate as a PDA but as individuals it is different.

- Public Comment
- Upcoming GA Agenda
 - Strategic planning
 - Review of bylaws
 - Election to fill CM Mowry's seat.
 - Further discussion around the notifications around this. Colleen states that the PDA agenda was published 24-48 hours prior to the meeting, Laurie takes issue with the fact that the onus was then on the Constituency to get notification of a vote to replace CM Mowry. David states that in the past, when an opening on the board came up it was never advertised to the public who was running for these openings. Mark suggests all of this stuff needs to be clarified before a vote is held, and the legalities need to be established, and if a precedent has been established that takes priority. He suggests that the election should be held at the next ExCom, and the only members eligible to vote should be the ExCom. Lisa says she will contact folks in the city and the historical commission to find clarity.
 - Discussion of office/Rules & Regs creation committee
 - Elections Committee: How to run elections 2021
- Discussion
 - Devin mentions to Gordie that regarding ByLaws, there is a pro—bono organization called Communities Rise that helps with Bylaws and could be a good resource - <https://communities-rise.org/staff/>
 - Gordie states that he is in contact with the Association of Parliamentarians.
 - David says that he has also suggested having a parliamentarian work with us.
 - Laurie says she wants to know more about Communities Rise if we're going to use them to do a significant rewrite of bylaws. David agrees with Laurie.
 - Mark says he would like to see a resolution that we discuss the election process that we're doing for Ali's replacement and would like the election to be postponed to the next ExCom. He says he would like to see Lisa's research on the agenda first. Joan says that if the board looks at the written information that has been provided regarding monthly issues, that Feb is the start of the elections process which includes determining who is interested in continuing to run. David says that the investigation process is not something that happens overnight, and may take more than a month. Mark asks to clarify the time frame for Ali's replacement, confirmed as two months. Lisa asks Gordie to check our records to see what precedent there is for this. Mark says that David's input needs to be included given his tenure.
 - Gordie says that he is immersed in the Constiteuncy records and has reconstructed many records from 2000-2015. He doesn't have anything for 2007, or 1992 – 2000. He extends an invitation to anyone to join him in the office. He also says that from now on any invoices sent to the PDA should go through the invoice book we have in the office.

- David asks for an attendance at the end of the meeting – David, joan, shari, JJ mccay, lisa, devin mccomb, mark, gordie, colleen, jerry, betty, laurie, mary baccarella, Sebastian brady. Laurie says that she thinks someone was in with JJ, but no confirmation on that.
- Adjourn – 7:46pm