

Attendance: Anna Lawrence, Willy Gibboney, Nome May, Damian McDonald, Shannon Lee-Hutson, Sarah Bast, Gary Becker (in office), Vince LaRochelle, Bekah Zeimetz,  
Staff: JJ Snyder, Vanessa Roy, AJ Jackson (all in office) Recorder: Diane McWhorter

Guests: Colleen Baumann, Mary Newell, Cortney Fellet, Teresa Pitzer (in office)

Announcements: Vanessa has given her two-week notice to become the Marketing Manager at OCF. Her last day in the office will be April 15, and last Saturday will be April 23<sup>rd</sup>.

Pressing Member Concerns: There were Leave of Absence requests from: Sara Samano-Berg, Janet Rosenberg, and Kandie Paulus for the 2022 season, and Tiana Provenmire-Kirk who hopes to return in November. Claudia Robledo hopes to return in June.

\*\*\*Motion: Accept all of the Leaves of Absence (Willy/Nome) 8-0-0

David and Terry Church requested April and May off.

\*\*\*Motion: Give the Churches a two-month attendance waiver for April and May (Willy/Vince) 8-0-0

Two member letters were received from Ryan Wolik and Darian Mann regarding the mask requirement.

Discussion: Despite reports of increasing cases, members are not wearing masks so having a rule about it isn't ideal for member compliance. A mandate can be reinstalled if conditions worsen. A straw poll indicated that agreement was reached on dropping the mandate.

\*\*\*Motion: Lift the mask mandate for members at the outdoor Saturday Market (Nome/Shannon) 7-0-1 (Vince)

Shannon requested that the newsletter explain that the Board only meets once a month so it is hard to make fast decisions. She may write an MVP. All letters to the Board should receive a response. Members can also be reminded to read the minutes to find out what the Board has discussed.

Agenda Approval: no changes

\*\*\*Motion: Approve the agenda (Willy/Gary) 8-0-0

Minutes Approval: Meeting of March 2, 2022

\*\*\*Motion: Approve the Board minutes (Willy/Sarah) 8-0-0

Administrative Report: JJ gave the report on the last month. Saturday Market had a successful opening day! We sold out of 8'x8's and sold nearly half of the 4'x4's. Only two Members received points because of a lack of space.

Three New Member Orientations were held in March. New Member Orientations will continue on the first and third Wednesday of each month. Applicants must schedule to attend, as they can currently host only 10 people per orientation.

S.E.E.S. has been re-hired to do security for the Park Blocks. Sgt. Magnus and JJ met to talk about the Market season. The EPD has offered to set up a booth occasionally for community outreach.

Three new Site Crew members and a new Info Booth/Food Court attendant were hired.

A new Food Booth, Makeda's Cuisine, was chosen and will begin before the end of April.

The Lane County Farmers Market plans to return to the Park Blocks on June 4th. The LCFM is deciding if they will charge the Saturday Market a fee for participating in Tuesday Market.

JJ will be meeting with the Lane Event Center in April to negotiate our contract for Holiday Market 2022.

Approval is needed for both Cortney Fellet and JJ to be added to the US Bank account, (current legal name Jennifer Hendrix.) Approval is also needed for Cortney Fellet to be added to our Washington Federal Money Market account.

The Overpark will begin charging for Parking on April 4th, 2022. The kiosks to pay are in the breezeways below the structure. There will be passes and it will still be free on Saturdays.

\*\*\*Motion: Add Cortney Fellet and Jennifer Hendrix to the US Bank Account (Willy/Shannon) 8-0-0

\*\*\*Motion: Add Cortney Fellet to the Washington Federal Money Market account (Nome/Willy) 8-0-0

\*\*\*Motion: Remove Vanessa Roy from the Washington Federal and the US Bank accounts (Willy/Damian) 8-0-0

\*\*\*Motion: Approve the Administrative report. (Nome /Willy) 8-0-0

Membership Report: AJ reported that there were 373 renewing members before the season started and about 20 new members from the orientations. The food selection committee chose another great addition to the international food court in Makeda's Cuisine. He reminded members to help take care of members who had losses during the pandemic.

\*\*\*Motion: Approve the Membership report (Willy/Shannon) 8-0-0

Advertising Report: Vanessa reported that all of the TV stations reported on Opening Day and the RG article was accurate and well done. Vanessa wanted members to know that she has placed all of the ads for the rest of the year, though social media posts will be needed particularly around the World Games, when Samba Ja and hiphop were booked for special entertainment. Another round of posters should go up in early July. No special events are planned for the World Games, as SM is already a major attraction, just enhanced entertainment. Jimmy will be taking over the newsletter when Vanessa leaves until a new person is hired. The job will be posted tomorrow. Let her know if you have any last minute projects or requests of her. Members gave Vanessa a round of applause.

\*\*\*Motion: Accept the Advertising report (Willy/Gary) 8-0-0

Treasurer's Report: In consultation with the financial team, Cortney changed the format of the reporting. Three months will be included in each report so trends can be more accurately reported. The current one includes December, January and February. Spending was careful and income came in a little higher than predicted. There was a small deficit at the end of the reporting period. Graphs were provided for a different type of analysis of trends compared to the budget.

\*\*\*Motion: Accept the Treasurer's report (Willy/Shannon) 8-0-0

Committee and Task Force Reports: Budget Committee: Shannon reported on the two meetings during March. They discussed owings and needed to take a closer look at the Holiday Market costs. They made the following recommendations:

- Cancel the last Saturday Market of the season
- Raise fees for the 2023 season to accommodate increased costs
- Accept the Budget with a few details to be determined

Discussion: Letters have been sent to all who still owe more than \$300 on fees and payment plans must be in place before June 1 or selling privileges will be lost. Cortney found a good source for loans for members who need help paying. Many had opinions about the last Market in November. Staff would lose pay, members would lose a selling opportunity, but many members take November as a vacation month anyway. The organization loses money on the November markets. Closing with a splash on Halloween could be a practical choice. Impacts on the point system and reserve fees need to be determined. Raising fees needs a longer discussion with more specifics. Big changes need discussion with notice for members who may have information and points not thought of by the Board members. Many costs are increasing. Many members would be happy to skip the last Market, but there are other reasons to keep it regardless of costs. The committee is making suggestions to get the discussions started, not expecting immediate actions. Decisions do have to be made in a timely fashion so that spaces can be sold. Will ads have to be changed if closing comes a week earlier? Ads say mid-November.

\*\*\*Motion: Accept the Budget Committee report and take the recommendations under further consideration of the membership (Nome/Gary) 8-0-0

\*\*\*Motion: Move discussions of increased fees and canceling the last outdoor market to the next Board meeting (Nome/Vince) 8-0-0

\*\*\*Motion: Direct staff to poll the membership on those topics (Nome/Willy) 8-0-0

Holiday Market Committee: Mary reported on the March 17<sup>th</sup> meeting, that there was much thoughtful discussion of all topics. They recommended the dates of November 19-20, 25-27, and December 3-4, 10-11, 17-18, and 23-24, just two days at the end and 13 total, in line with the Budget Committee recommendations. They'd like more discussion and another survey on the hours before deciding. They are working on layout for the Performance Hall with more booth sizes. They will elect co-chairs at the next meeting when new members can have a vote.

\*\*\*Motion: Set the 2022 HM dates as recommended (Willy/Shannon) 8-0-0

\*\*\*Motion: Approve the Holiday Market Committee report (Willy/Damian) 8-0-0

Food Booth Selection Committee: Colleen reported on the successful work of the committee to choose Makeda's Cuisine to join the Food Circle. They met three times including a tasting of the food. They clarified the Sale of Business policy to include: If you sell your food business, it must be with the same menu that they last sold with. New approved items must be sold before they can go on the new owners menu.

They recommended that the absence policy be adjusted for new members.: For Food Booths, in their first season they can have two absences for the first year, four absences for the second year. At their third season and beyond they may have six absences.

\*\*\*Motion: Move that the new food booth absence policy be accepted. (Shannon/Willy) 8-0-0

\*\*\*Motion: Accept the Food Booth Selection Committee report (Willy/Shannon) 8-0-0

Old Business: ByLaws Changes:

\*\*\*Motion: Extend the meeting time by 15 minutes (Nome/Sarah) 8-0-0

To avoid a long discussion about meeting procedures, only the sections referring to email discussions and remote meetings were considered. More discussion and training is needed to help people understand the organizational structure and documents. Changes in **bold**.

\*\*\*Motion: Accept Article V: Sections 3 and 5, and Article X: Sections 3 and 6 as written.  
(Nome/Sarah) 8-0-0

Article V. Meetings of the Board

**Section 3. Participation by remote communication. Members that are not physically present for a meeting may participate in, be deemed present in person at and vote at the meeting if the board of directors authorizes participation by remote communication. Participation by remote communication is subject to guidelines and procedures that the board adopts. Before a board of directors may authorize members to participate in a membership meeting by remote communication, the corporation shall implement measures to ensure that a member may participate by remote communication in an effective manner. The corporation shall maintain a record of the vote or other action of a member that participates in a membership meeting by remote communication.**

Section 5. Notice of meetings. Notice of the meeting of the board of directors must be given in the vendor newsletter **or website calendar**. Written notice of all special meetings setting forth the time and place of the meeting shall be given either personally, **electronically, by telephone**, or by ~~sending a copy of the notice through the United States mail sent to the address of each director appearing on the books of the corporation.~~ **A notice of a membership meeting at which the board authorizes participation by remote communication shall state that the board authorizes participation by remote communication and shall describe how a member may notify the corporation that the member intends to participate in the membership meeting by remote communication.**

Article X. Miscellaneous

Section 3. Notice. Whenever notice is required to be given to any **member**, director or officer, whether required by law or by the provisions of these bylaws, it shall not be construed to mean personal notice; such notice may be given in writing, ~~by depositing the same in a post office or letter box, in a postpaid, sealed wrapper, addressed to such director or officer~~ **electronically, by telephone, or by mail in a document** at his or her their address as it appears on the records of the corporation, and the time when the ~~same shall be mailed~~ **document is transmitted** shall be deemed to be the time of giving of such notice.

**Section 6. Use of electronic mail or other electronic means to discuss issues or take action. The corporation's board of directors may, without a meeting, use electronic mail or other electronic means to take action that this chapter otherwise requires or permits the board of directors to take at a board of directors' meeting.**

**The board of directors may use electronic mail to discuss, but not take action on, an issue that comes before the board. Before taking such action a corporation shall send to the electronic mail address that each director provided to the corporation for receiving communications from the corporation an electronic mail announcement that states that the board of directors will take the action.**

**The electronic mail announcement the corporation sends must include a description of the matter on which the board of directors will take action. The electronic mail announcement must specify a deadline of not less than 48 hours after the time the corporation sends the announcement in which a director may record the director's vote. A director may change the director's vote at any time before the deadline set forth in the electronic mail announcement.**

**The corporation shall include the electronic mail announcement and a record of the directors' votes in the minutes for the directors' meeting or shall file the announcement and record of the directors' votes in documents that reflect the action that the board took. The corporation's board of directors may not use electronic mail or other electronic means to take action if the corporation does not have a record of an electronic mail address for a director. An affirmative vote of the majority of the directors who hold office at the time the board of directors takes an action by means of electronic mail or by other electronic means is an act of the board. The board's action under this subsection has the effect of a meeting vote and the corporation may describe the action as a meeting vote in any document.**

The other suggested changes will appear in Old Business at the next meeting.

Approval of 2022-2023 Budget: A slight adjustment will be made in payroll after Vanessa's transition is completed. The 2019 "normal" budget is no longer being used as the pandemic conditions are no longer temporary. The HM costs have increased significantly and additional revenue is needed. It is not safe enough for durables yet. Tuesday Market income is not determined until the conditions for participation are known.

\*\*\*Motion: Accept the 2022-2023 budget. (Willy/Sarah) 8-0-0

New Business: none

Thanks to all for productive meetings and a lot of work done, as well as a successful start to the season. Colleen Bauman will chair the May meeting as an opportunity for all to learn from her experience and prepare for a new chair in June.

\*\*\*Motion: Adjourn (Nome/Willy) 8-0-0 7:40 pm