

Attendance: In office: Nome May, Candice Westburg, Maia Bowers; on zoom: Bekah Zeimetz, Sarah Bast, Brigitte McBride, Vince LaRochelle, Damian McDonald (arrived 6:15)

Other Participants: In office: Shannon Lee-Hutson, Silver Lee-Hutson, Renee Thompson, Sonia Ostendorf, Rudolph Korv, Anna Lawrence, Mary Newell, Dan Young; on zoom: Richard Wiget, Colleen Bauman,  
Recorder: Diane McWhorter

Introductions and Announcements: There is an election in approximately two months, on December 10<sup>th</sup> and 11<sup>th</sup>. Absentee ballots will be out two weeks earlier, and Candidate statements will be due on Wednesday, November 23<sup>rd</sup>. Shannon Lee-Hutson would be terming off, and Sarah Bast and Vince LaRochelle will be eligible to run again. Maia, as an appointee, can now run for the remainder of that term, which would end in 12/2023.

The Kareng Fund has set the date for the Pottery Smash as Sunday December 18, at 8:30 am. The Basket Raffle drawing will be Saturday Dec. 24<sup>th</sup> around noon.

Housekeeping Items: 1. Tom Webb is no longer employed by the Saturday Market. He was not a good fit for our organization.

2. Shannon Lee-Hutson has resigned from the Board and the Chair position, and committee positions and taken a Leave of Absence from her business and booth.

3. Shannon Lee-Hutson has been hired as the Interim GM.

4. Nome May has stepped into the position of Chair and a new Vice-Chair will be needed. Those positions will be in place until the officer elections in January.

Vice-Chair Nomination and Election: Bekah was nominated and will accept.

\*\*\*Motion: Bekah Zeimetz will serve as Vice-Chair ( ) 7-0-0

Pressing Member Concerns: Richard Wiget: A petition was submitted with approximately 30 signatures, asking to change the number of required attendances at Market from 12 to 9 for reserved members.

Discussion: The reason for changing the number from 9 to 12 was to get more commitment from reserve members since the spaces are in so much demand. It is an equity issue because members in the line in the morning get only a short time to set up and are at a disadvantage compared to those who can spend hours setting up and can be found in the same space easily. Out of 33 markets, 9 is less than a third. It is a budget issue for Market when those established members, who tend to sell well, are not there. It often takes years for members to get reserved spaces and if members aren't committed to attending, they should release those spaces to be used by newer members.

The issue will be put into Old Business for the next meeting for more consideration.

Leaves of Absence: Dana's Cheesecake (HM 2022), Shannon Lee-Hutson (remainder of 2022), Elizabeth Eisenman (HM 2022.), Angela Egremont (PB 2022,) Amanda Finegold (retroactive 2022.)

\*\*\*Motion: Accept LOAs for Dana's Cheesecake, Shannon Le- Hutson, Elizabeth Eisenman and Angela Egremont (Maia/Vince) 6-0-0

\*\*\*Motion: Accept Angela's partial LOA for 2022 outdoor season (Bekah/Brigitte) 6-0-0

\*\*\*Motion: Accept Amanda's LOA request (Sarah/Vince) 5-1 (Maia)-0

\*\*\*Motion: Grant Elizabeth's request for a retroactive LOA (Maia/Sarah) 6-0-

Agenda Review and Approval: no changes

\*\*\*Motion: Approve the agenda (Maia/Sarah) 6-0-0

Minutes Approval: no changes

\*\*\*Motion: Accept the Board minutes from September 7 and October 3, 2022 (Maia/Bekah) 6-0-0

Board Educational Minute: Duty of Obedience: Nome May: It is our duty as Board members to obey all applicable laws and regulations that are owned by us as stated mission. This means we familiarize ourselves with our bylaws and research laws and regulations, especially as we craft policy. If, when we are doing that work, you as an individual member see language that could be improved or clarified, it is your duty of obedience to speak out, and the same is true if we are out of compliance with laws or our bylaws. Nobody expects us to know everything and do it right the first time and we are all doing an excellent job of keeping each other in line and we appreciate our historians.

Administrative Report: Shannon has been working with the Budget to figure out where we are with payroll. The pay periods are being changed to pay employees twice a month on the first and the fifteenth which the employees appreciate. We will try to add direct deposit.

A couple of applicants for site crew will be contacted; more site crew workers are still needed. The Assistant Manager position is posted and Shannon will be interviewing once the applications are in. A seasonal worker may be hired for Holiday Market office help. Staff needs will be reviewed in January. The future is hopeful and Shannon doesn't mind asking for and getting help in getting up to speed. She is working well with Emge and Whyte on payroll and taxes. She plans to ask Beth and Kirsten for details if necessary. She's very excited to get to work.

The onboarding team can still deliver the information they had prepared for the GM hire.

\*\*\*Motion: Approve Shannon's Admin report (Maia/Bekah) 7-0-0

Advertising Report: Renee has been working to get all the HM materials completed, including posters, postcards, radio and TV ads, and print ads. Radio ads are on the air as of Oct. 1<sup>st</sup>. San showed his poster-in-progress.

She is prepping for fall events such as the Market-wide Sale, Hallowe'en and Dia de los Muertos promotions. Social media statistics and followers continue to improve steadily.

She is looking into an internship program to support the staff during busy times and bring in new perspectives and insights. There is also a master program at UO for event and nonprofit management that might be useful.

\*\*\*Motion: Accept the Advertising report (Maia/Candice) 7-0-0

Membership Report: Sonia said that she is down to 4 points and still has about 40 people to book for HM. The work tasks sign-ups are ongoing. She will be holding HM orientations on Fridays in October. She suggests reducing the membership fee to \$25 (from \$50) for the rest of the season to encourage more new members and to help book Holiday Market. Many new applicants are already members of Portland Saturday Market, LCFM, or Whiteaker Market and have paid full memberships there. This would help lower the financial barriers to people who are not sure about selling at HM.

\*\*\*Motion: Accept the Membership report and reduce member fees to \$25 for the remainder of the season (Brigitte/Sarah) 7-0-0

Treasurer's Report: Cortney has gotten to the point where she can compare our income and expenses to the budget for the months up to July and August, although not everything has been caught up and entered into Quick Books. For the most part things are on budget, although the HM income was delayed. There should be solid figures by the next meeting. Shannon will be working on hiring the bookkeeping professional as directed by the Board.

\*\*\*Motion: Accept the Treasurer's report (Maia/Vince) 7-0-0

Volunteer Report: Anna read her report thanking volunteers Gary Becker, Teresa Pitzer, Cortney Fellet, Diane McWhorter, Dan Young, Mary Newell, Colleen Bauman, Barbara Graham-Adams, Silver Lee-Hutson, Katie Swenson, Govind, Vicki Frecknall, and Shannon Lee-Hutson. Thanks to all volunteers, these, and others!

\*\*\*Motion: Accept Anna's Volunteer Report (Maia/Vince) 7-0-0

Committee and Task Force Reports: Standards Committee: Anna gave the report of the Sept 21<sup>st</sup> meeting in the absence of Teresa and Gary. Gary and Teresa announced their intention to resign in January 2023. Several new members attended their first and second meetings; at their third meeting they will be voting members. Discussions centered around giving encouraging feedback, and the differences between commercial and handmade work. The Committee reviewed Notices of Concern and issued a Notice to Appear. Sixteen new members were screened today.

\*\*\*Motion: Accept the Standards Committee report (Maia/Damian) 7-0-0

Food Court Committee<sup>1</sup>: Colleen reported that the group had a staff presentation on the importance of the envelopes in tracking financial information for the Market. They discussed Holiday Market committed booth numbers; it may be possible to add 3 or 4 one-year-only fill in food booths. Music volume and music at HM were discussed. Their recommendation to the HM Committee was *"Live performance is preferable to pre-recorded. While focusing on a smaller stage and non/less amplified acts, showcase local musicians and acts with the appropriate volume and focus."*

Colleen indicated her resignation as Co-Chair at the end of the season.

Renee would like to start "Food Fridays" with posts featuring food booths on Friday and Saturday. Notifying her about specials would be helpful. The committee agreed to meet quarterly beginning in January.

\*\*\*Motion: Approve the Food Court Committee report (Sarah/Maia) 7-0-0

Rudy announced that there was agreement to have two quieter live spots during the lunch hours with a pause at the main stage so that the sound technician can monitor the acts.

Holiday Market Committee: Vince gave the report of the September 15<sup>th</sup> meeting. Motions to support Rudy in getting enough personnel to keep live entertainment at both stages were made. Last minute details on the poster and decorating details were discussed. Distribution of the poster is supposed to happen in mid-October but will be later this year. The Elf sign-ups are increasing and ornaments are being colored. Mary will help with HM orientations on Fridays with Sonia.

\*\*\*Motion: Approve the HM Committee report (Candice/) 7-0-0

Food Court/Standards Ad Hoc Committee: Colleen reported that the group invited food booths to fill the 4 open spots in the HM food court. All accepted and they understand they will be admitted for this year only. They won't get any points or standing but when the next callout is made, they will be known and that may help them advance in the selection process.

\*\*\*Motion: Approve the Ad-Hoc Committee report (Maia/Vince) 7-0-0

Personnel Committee: As Shannon is no longer a member, new members are needed. As Vice-Chair, Bekah is now the Vice-Chair of Personnel, and Nome is Chair. Maia is volunteering to be a member.

\*\*\*Motion: Appoint Maia to the Personnel Committee (Bekah/Sarah) 7-0-0

There are two changes to the Personnel Policies, as follows:

Article III. 3. Salaries will be paid on the first and the fifteenth of the month for work completed during the previous pay period.

Article VI: Section E. Upon termination all benefits accrued will be paid, but accrual ends at the date of termination.

\*\*\*Motion: Approve the Personnel Committee report along with the proposed changes to the Personnel Policies (Bekah/Sarah) 7-0-0

Budget Committee: Shannon met with Dru to review the closing procedures and accounting practices. They determined that the staffing plans were feasible with the Ass't Mgr salary as proposed but will keep a close eye on spending.

\*\*\*Motion: Approve the Budget Committee report (Maia/Brigitte) 7-0-0

Downtown Development Task Force: Diane reported on a meeting with Eric Brown, Downtown Manager, who let us know we will be impacted by the 8<sup>th</sup> Street project well into May or possibly June. There will be a meeting with the Project Manager in mid-November with the hope to pin down the specific details of how many booths will potentially be displaced or will need to be adjusted. There will be more information available then. We will work over the winter to design loading plans for when the three cross streets will be closed and how our patterns will change. We feel confident that we will come up with workable ideas to minimize impacts. The City is supportive of solutions to mitigate the construction details that will make it harder for us.

We asked Eric to keep the needed safety improvements within the Market in mind, particularly the trip hazards, and to add that to the list of projects and action items that the City Council will prioritize for the future. Shannon will ask Eric Brown to come to a Saturday morning so he can see how we work.

\*\*\*Motion: Accept the DTDTF report (Maia/Sarah) 7-0-0

Old Business: Bylaws changes: Two changes originally proposed in April were revisited. The change in Section 4 is to add the word "legal." Section 4. Special Meetings. Special meetings of the board of directors may be called at any time by the chairperson or by any three members of the board. Meetings of the board shall be open to members of the corporation and the press except when personnel **or legal** matters are discussed, when the board, at its option, declare an executive session.

The second change is to clarify how we operate: Section 4. Order of Business. The order of business at meetings of the board of directors shall be as determined by the board from time to time. All meetings

shall be otherwise conducted in accordance with ~~Robert's Rules of Order, Revised~~, methods of participatory decision-making as developed by the organization and implemented by the chair. **Sources may include Robert's Rules of Order, Roberta's Rules of Order, and the Facilitator's Guide to Participatory Decision Making.**

The third change was to clarify what type of organization we are: Section 5. Corporate Purpose. This corporation is intended to operate as a ~~qualify as a tax-exempt nonprofit entity~~ corporation under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and as a ~~public~~ mutual benefit corporation as defined under Oregon Revised Statutes, Chapter 65, as amended from time to time. ~~The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.~~ [remove the rest of the article]

\*\*\*Motion: Accept these Bylaws changes as written (Bekah/Sarah) 7-0-0

November 12<sup>th</sup> Market: Shannon looked back at two previous years to see if we do indeed spend more on the November markets than we bring in. It costs about \$3000 to hold a Market and the income rarely meets that. There were two surveys asking members the question of closing and the majority did prefer to close or did not plan to sell then. It is not possible to sell in the Park Blocks on a DAZ permit, and not all members can qualify for a DAZ permit but it may be possible for our members to co-sell at the farmers' market on that day. Responsibility to the community to be the gathering, and to members who don't sell at Holiday Market, as well as the trend of closing that may become the norm, were points in opposition to closing. Staff has requested the week off to ease the entry into Holiday Market.

\*\*\*Motion: Saturday Market will be closed on November 12<sup>th</sup>, 2022 for this year only (Vince/Sarah) 5-1-1

Term Limits for Committee Members: After discussion this matter was tabled to a winter meeting so that more consideration can be given to it.

Set Annual Meeting Date:

\*\*\*Motion: Have the Annual Meeting on the morning of December 11, 2022 in the Performance Hall at 9:00 am. (Bekah/Sarah) 7-0-0

Meeting Evaluation/ Final Round

\*\*\*Motion: Adjourn (Bekah/Sarah) 7-0-0 7:55 pm