

PHNA Board Meeting Minutes 09/12/2016

Board Members in Attendance: Tina Weinberger, President; Lisa Stark Walsh, VP; Don Simkins, Treasurer; Daniel Soteldo, Secretary; Betty Trent, Board Member; Barbara Hunt, Board Member; Beverly Sutton, Board Member; Lucy Enniss, Board Member.

Guests: Pei-San Brown, Kimberly Comstock, Tommy Thomas, Paul Walcutt

- I. Call to Order
 - A. President Tina Weinberger called the meeting to order at 6:39 pm on September 12, 2016 at 2822 Wooldridge Drive
 - B. The Board approved August 22, 2016 minutes
 - C. Tina reviewed the preliminary agenda

- II. Officer and Committee Reports
 - A. Report, Don Simkins, Treasurer
 1. Reviewed current budget, status, and balances for PHNA 2016-17 membership year
 2. Highlighted actual Revenue & Expenses
 3. History of the PHNA Tax filings and decision to file as a 501(c)(4) non-profit that detailed:
 - a. Erroneous "HOA" filings of previous PHNA administrations detailed
 - b. Appropriate status determined in consultation with three CPA's
 - c. Benefits of current status as non-profit social welfare organization include accuracy as to PHNA's purposes and tax position, compatibility with PHNA Mission, and congruence with practice of other neighborhood associations
 4. Reviewed website post: Explanation of 501 c (4) status
 5. Reviewed website post: "PHNA Notice to Members Regarding Personal Business Activities"
 6. Only one sponsorship ever declined in the history of PHNA due to concerns about adherence to IRS guidelines.

B. Bylaws, Beverly Sutton

1. Reviewed: Policies and Procedures proposal to let stand the current definition of membership year.
2. Proposal Approved: the membership year will remain as currently defined: a twelve (12) month period beginning October 1st and ending September 30th, effective 08/22/2016

C. Communications, Lisa Stark Walsh, President-elect, Chair of Communications Committee

1. Website status: bids and vendors. Spacecraft being considered due to availability of development services
2. Approved: Budget for revamping of website will be raised to \$4,000
3. To guard against the appropriation of the PHNA name and its website for personal financial gain, the following statement will be posted on the website to alert visitors of the potential for such abuse:
“If you receive any communication with respect to the PHNA, such as a business card or other item with respect to a commercial enterprise, the promotional item accompanying the information about the PHNA should not be construed as any endorsement or comment on the commercial enterprise.”

D. Government Affairs, Betty Trent

1. Reviewed: Proposal from Austin Neighborhood Council to the Austin City Council on the September 28, 2016 that addressed affordable housing. Government Affairs Chair Betty Trent recommends voting against ANC resolution
2. Action Item: Tina to request a vote before the vote via e-mail to provide clarification. *n.b. it is not permissible for PHNA to vote via email.*
3. Reviewed: Plans for the creation of a dog-park across from Hartford Park is premature. The board will review again when Hartford Park is close to completion.

E. Nominations, Lisa Stark, President-elect, Chair

1. Nominations status
 - a. Ended Saturday 09/10/2016 at 5:00pm.
 - b. Nominees: Le Brown, 1709 Westover Rd.; Frederick Dure, 2705 Oakhurst Ave; Ben Fauber, 1509 Westover Rd.; Marion Forbes, MD, 1603 Gaston Ave.; Arlo Gilbert, 1426 Preston Ave.
 - c. Voting begins October 8, 2016 via website ballot and paper ballot at the picnic; hand delivery to the VP also is allowed.
2. Action item: Lisa to recruit three election judges

F. Policies & Procedures, Beverly Jewell Sutton, Chair. Review of Records Utilization & Review Process

1. P & P, Section VI: Secretary must maintain repository for storage of PHNA documents; process through which members may review documents within the repository; the safeguarding of private information. P & P Chair felt that current system has sufficient precautions in place for preserving members' privacy.
2. P & P, Sections F-G: describes functions of the P & P and Bylaws committees.

G. Tina Weinberger, President and Social Chair

1. Tina Weinberger took on the chairmanship of the Social Committee following the dismissal of Tommy Thomas. Committee members: Barbara Hunt, Daniel Soteldo, Laura Fauber, and Betty Trent. Unauthorized contracts have been renegotiated, sponsorships reconfigured and the registration process streamlined.
2. Daniel described plan to upgrade the efficiency and practicality of the registration process.
3. PHNA may accept donations from companies or organizations that are for-profit or not-for-profit. Conflicts can arise if a member is found to receive personal gain through their association with such a donation, per bylaws and guidelines.
4. Discussed the difference between the various donations and what constitutes a situation that would cause the board to decline a donation.
5. Lisa articulated Board's responsibility to protect the interests of the organization and its members, and not permit a member or entity that donates to PHNA to use PHNA or its members for gain.

H. Traffic & Safety, Lucy Enniss

1. New "Drive like your kids live here" traffic calming signs are being erected.
2. At least two different curb painting companies/employees are at work in the neighborhood, one of undetermined background. Residents should be alerted to scam artist than may have been on the prowl recently, asking people to leave money outside for him. Make a count of homes still in need of curb painting once current spate of workers move on.
3. Action Item 09/12/2016: Remaining signs to be posted
4. Action Item 09/12/2016: Lucy to make a second push for curb painting

III. Special Projects

A. PHNA Membership management system

1. Action item 07/12/2016: Don and Daniel to review membership management systems. 08/22/2016: postponed due to Board members

being out of town. Daniel and Don to revisit within the next two months.

B. Pet Registry: postponed for 2017

IV. Request from PHNA member Tommy Thomas for Board to include the following statement in its Bylaws and Policies:

“The PHNA Board of Directors shall perform no action that would control, inhibit, curtail, diminish, restrict, or otherwise interfere with any PHNA member’s business.”

Discussion: Statement was in direct contradiction with the tax status of PHNA as a non-profit association in which those who donate to PHNA may expect to be recognized and thanked for their donation, but may not use their relationship with PHNA for gain. Additionally, the proposed statement was so open ended that it precluded the board from acting in the interest of its members in the event that problems arose relating to a business’ activities within the neighborhood. The statement would also prevent the board from addressing issues that might arise in the future with regard to short-term rentals.

V. Open Forum

A. Guest comments

1. Guest 1: (G1) The PHNA president used PHNA’s non-profit status to dictate what G1’s business could or could not do. The brokerage company for which G1 works (All City) was willing to photograph and videotape the picnic in exchange for being given the right to host the video & pictures on its website and market Pemberton Heights to the public, thereby benefiting the neighborhood. PHNA had no justification for rejecting All City Brokerage’s donation, trying to stop G1’s door hanger marketing tool, or dismissing G1 as Social Chair without explanation.
2. Guest 2: Took issue with G1 using his role as agent of the Board (Social Chair) as a vehicle for personal profit and making decisions that benefited businesses with which he was affiliated, thus creating the impression of self-dealing. Moreover, G1 created an exclusivity sponsorship structure that provided preference for those businesses. G1 was free to promote his business in whatever manner he wished as long as he was no longer an agent of the Board, and provided he did not appropriate the PHNA name or its members to promote his business.
3. Guest 3: G1’s door hanger was misleading because it gave the impression G1 was sponsoring the entire event. Also, promoting both the picnic and his personal business appeared to be a conflict of interest, since G3 was chairing the committee planning the picnic.
4. Guest 4: Posts of G1 have taken such a toll that action must be taken quickly to salvage the picnic.

- B. Board Comments: All board members took issue with various activities or statements by G1 and agreed to extend the time allocated for the Open Forum to permit full airing of opinions by all in attendance. Board members are identified as “B#”:
1. B1: Nextdoor postings by G1 have caused divisiveness and confusion about the picnic throughout the neighborhood. The Board should nevertheless try to reconcile with G1 and find a mutual path forward.
 2. B2: Contrary to G1’s assertion that the Board had been unwilling to communicate reasons for his dismissal, G1 had in fact declined two meeting requests from the PHNA president. G1 asked for documentation verifying his refusal to meet. B3 produced the documentation.
 3. B3: After All City Brokerage’s donation was declined, other sponsors suddenly dropped their sponsorships out of concern that PHNA considered their sponsorships to be tax risks. Asked how other sponsors could have known about issues related specifically to All City’s sponsorship, G1 said he had shown other sponsors PHNA’s letter declining All City’s donation, along with G1’s own [erroneous] interpretation that PHNA rejected donations from for-profit businesses associated with PHNA members out of fear that such donations put the Association & its members at risk for IRS penalties.
 4. B4: Objected to G1’s appropriation of the value of the PHNA name and members for the promotion of G1’s personal business, without the Board’s permission, as demonstrated by the door hanger. Such permission could have been obtained within the construct of a PHNA picnic sponsorship, which would have given G1 recognition for underwriting a promotional piece for the picnic; however, G1 had declined PHNA’s invitation to take advantage of that option. Documentation available.
 5. B2: Stopped the board meeting to address inappropriate language by G1.
 6. B3: Disagreed with G1’s claim that the Board was interfering with G1’s personal business: membership in PHNA was voluntary, and PHNA’s actions were driven by its Bylaws and tax status. Persons who chose to join and accept a position of authority within an association were obliged to adhere to that organization’s guidelines and bylaws. The obligation to abide by the tenets of an organization one had chosen freely to join could not be confused with an act of “interference” by the organization against its members.

VI. Next meeting date set for Tuesday, October 11th at 6pm at the home of Barbara Hunt.

VII. Adjournment: 9:45pm