

**The Villages at Mt. Hood, Board of Directors Meeting
Tuesday, January 23, 2007, 4:00 pm, Community Room
Hoodland Fire District #74, Rhododendron, OR**

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1. Roll Call:

Present: Rick Applegate, Nancy Dougherty, Shirley Dueber, Steve Graeper, Don Mench, Bob Reeves, Barbara Saldivar. Available via Phone Conference: Susan Corwin, Dave Lythgoe.

Absent: None.

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The Chair Rick Applegate called the meeting to order at 4:07 pm.

2. Business:

a. Election of Officers.

15 Don Mench nominated Susan Corwin for the Chair position. Nancy Dougherty seconded the motion. Susan Corwin accepted the nomination. Bob Reeves nominated Shirley Dueber for the Chair position. Nancy Dougherty seconded the motion. Shirley Dueber accepted the nomination.

20 Don Mench circulated a statement from Susan Corwin – “Susan Corwin’s Vision”. The statement was read to the Board. (See Appendix B.)

Susan Corwin briefly expanded on her Vision statement. Shirley Dueber noted her vision was similar. Bob Reeves called for the Question.

The vote:

25 For Susan Corwin: Susan Corwin, Nancy Dougherty, Steve Graeper, Don Mench. For

Shirley Dueber: Rick Applegate, Shirley Dueber, Dave Lythgoe, Bob Reeves.

Abstentions: Barbara Saldivar, because she thinks the perfect Chair would be half Susan Corwin, half Shirley Dueber.

The vote was tied

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In further discussion: Don Mench spoke in support of Susan Corwin as a candidate for Board Chair.

35 The Chair Rick Applegate asked for comment from the floor. George Wilson and Keith Schacher spoke in opposition to Corwin as a candidate for Chair; Bob duBiel spoke in support of Susan Corwin.

The Chair Rick Applegate asked for each Board member to state their reasons for voting as they did. Each clarified the reasons for their vote.

Shirley Dueber asked for postponement of a re-vote until after the upcoming County mediation process was concluded.

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The Chair called for a re-vote.

45 ***The re-vote:*** For Susan Corwin: Susan Corwin, Nancy Dougherty, Steve Graeper, Don Mench. For Shirley Dueber: Rick Applegate, Shirley Dueber, Dave Lythgoe, Bob Reeves. Abstentions: Barbara Saldivar, for the same reason she stated in the original vote.

The vote was tied

The Chair declared the Board deadlocked.

50 Steve Graeper spoke to the topic of the Chair's responsibilities, noting they were principally to run the Board meetings and the Town Hall Meeting. He further noted that Board members were elected by residents at Town Hall Meetings and that in the May 2007 Town Hall Meeting, there would be elections for three Board positions (i.e., those vacated by Dave Lythgoe, Nancy Dougherty and Rick Applegate, all of whose terms expire.)

The Chair called for nominations for Vice-Chair.

Shirley Dueber nominated Nancy Dougherty. Bob Reeves seconded the motion. Nancy Dougherty accepted the nomination. Steve Graeper moved for a Unanimous Ballot. Don Mench seconded the motion. Discussion: None.

5 ***The vote:*** Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None.
Motion passed unanimously

10 The Chair called for nominations for Secretary.
Shirley Dueber nominated Barbara Saldivar. Nancy Dougherty seconded the motion. Barbara Saldivar accepted the nomination. Steve Graeper moved for a Unanimous Ballot. Don Mench seconded the motion.

15 ***The vote:*** Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None.
Motion passed unanimously

20 The Chair called for nominations for Treasurer.
Bob Reeves nominated Dave Lythgoe. Don Mench seconded the nomination. Dave Lythgoe accepted the nomination. Steve Graeper moved for Unanimous Ballot. Mench seconded the motion.

25 ***The vote:*** Ayes: Rick Applegate, Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None.
Motion passed unanimously

30 Steve Graeper suggested that the Vice Chair chairs meetings until after the County mediation meeting on February 20th .
Dave Lythgoe suggested the Chair election be postponed until after the May 2007 Board of Directors election at a Town Hall meeting. Steve Graeper noted that would call for a change in the Villages' Bylaws. The timing between the election of Board members and that of electing Board officers is not quite in sync since the Villages' fiscal year was changed to June 2007.

35 The Chair Rick Applegate called for a motion regarding next steps.
Dave Lythgoe suggested Rick Applegate continue to serve as Chair until the May 2007 election. It was the Board's consensus that was not a useful approach.
Bob Reeves moved to table the Chair election until the February 20, 2007, Board of Directors meeting. Nancy Dougherty seconded the motion. Discussion: None

40 ***The vote:*** Ayes: Rick Applegate, Nancy Dougherty, Shirley Dueber, Dave Lythgoe, Bob Reeves, Barbara Saldivar. Nays: Susan Corwin, Steve Graeper, Don Mench.
Abstentions: None.
45 ***Motion passed.***

Dave Lythgoe asked for reading of Villages' Bylaws with regard to succession of officers/duties.
The Chair Rick Applegate read the election of officers. It revealed that in the current circumstances, the Chair (Rick Applegate) would hold office until a successor is elected.
Because the election parameters upon which the last motion was made and voted upon were since put in a different perspective after a reading of the Villages' Bylaws, Don Mench called for vote for the Chair position again.
Thereupon, Rick Applegate resigned his position as the Villages' Board Chair. He encouraged every Board member to go back to the community to find what it is they want the

Board to look like. He told the Board that he had another meeting to attend and left the meeting at 5:00 pm.

Vice-Chair Nancy Dougherty assumed the Chair position for the balance of the meeting.

5 b. Process for Villages of Mt. Hood Board Action on Citizen Complaint. AND

 c. By-Law Amendment for Director Removal Procedure

Dave Lythgoe noted that since he did not have access to the materials under discussion, he would sign off. He expressed his appreciation to Rick Applegate for his service.

10 County liaison Chris Roth referred to a circulated draft policy and noted that a time frame would be needed at the bottom of page one. Don Mench noted two corrections: # 4 – “presents THE report”; #7 – “If THE COMPLAINT is...” In subsequent discussion it was clarified this was an internal process that could be changed at any time...it could be turned on or off.

 Vice Chair Nancy Dougherty called for a motion.

15 Susan Corwin moved that Process for Villages of Mt. Hood Board Action on Citizen Complaint should be referred to the Strategic Planning organization where it incorporates community input. Shirley Dueber seconded the motion.

20 ***The vote:*** Ayes: Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Don Mench, Barbara Saldivar. Nays: Bob Reeves. Abstentions: None. Absent: Rick Applegate, Dave Lythgoe

Motion passed

25 c. By-Law Amendment for Director Removal Procedure

It was determined that there was no material on which to take action.

 d. Process to Amend and Update Village Bylaws

Steve Graeper moved to send the Process to Amend and Update Village Bylaws for a first reading at the Town Hall meeting. There was no second to this motion as it was determined that no vote was required. No action was taken.

30 e. Prioritizing supported activities

There were three documents circulated here: Chart from January 4, 2007, Board of Directors' work session, Developing a System to Prioritize Supported Activities (brought forward from September 11, 2006 and changed); Prioritization of Volunteer Activities (November 13, 2006 Susan Corwin). These were all represented as policies and procedures that have not as yet had community input.

35 f. Combination of the three documents above.

It was the Board's consensus that these three documents should be published for review at the Town Hall meeting.

40 In other business, Susan Corwin asked about approval of Board of Director meeting minutes for October, November, December, 2006, and the minutes of the January 7, 2007 Board of Directors' work session. Don Mench noted that Rick Applegate had stated that he did not currently have minutes for the January work session.

45 Don Mench moved the adoption of the amended minutes for October, November and December 2006. Barbara Saldivar seconded the motion. Discussion: None.

50 ***The vote:*** Ayes: Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None. Absent: Rick Applegate, Dave Lythgoe

Motion passed.

Susan Corwin will post the above approved minutes on the website. She noted that minutes for May through September, 2006 meetings are still outstanding. She will work with Shirley Dueber in this regard.

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d. Organizing the February Town Hall Meeting

The Board Vice Chair read the circulated agenda draft. Shirley Dueber noted a correction to one organization’s name. It should read “Strategic Planning Organization”. Don Mench noted that he would present the materials for Mitch Williams if Williams was not able to attend. Susan Corwin will present the Mountain Heritage Homes material in Steve Graeper and Nancy Dougherty’s absence. These would all be brought forward by Don Mench and Susan Corwin 9:40 – 10:00 am.

Treasurer Dave Lythgoe will run the meeting in the absence of a Chair, Vice Chair, or Secretary. Don Mench will chair the meeting if none of the previous noted Board Officers are present.

The draft Agenda for the Town Hall Meeting was accepted by a general consensus of the Board.

With regard to other business, Susan Corwin asked about a debrief of the meeting with the County Commissioners on January 9, 2007. Resident attendee Keith Schracher stated that he did not agree with the way the material was presented. He believed interpretation was included and requested a tape of the meeting to confirm the accuracy of the debrief. County liaison Chris Roth said that notes taken by the County can be made available. She believes the notes are generally accurate; there may be a few minor quibble points. Chris Roth will help the Board get the notes in order for Board adoption at the Board of Directors Meeting on February 20, 2007.

Susan Corwin moved that Marilyn Peterson (Mountain Quail Business Services, Inc.) take minutes at the Town Hall Meeting. Steve Graeper seconded the motion. Discussion: None.

The vote: Ayes: Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None. Absent: Rick Applegate, Dave Lythgoe
Motion passed.

Shirley Dueber moved the meeting be adjourned. Steve Graeper seconded the motion. Discussion: None.

The vote: Ayes: Susan Corwin, Nancy Dougherty, Shirley Dueber, Steve Graeper, Don Mench, Bob Reeves, Barbara Saldivar. Nays: None. Abstentions: None. Absent: Rick Applegate, Dave Lythgoe
Motion passed.

The Villages at Mt. Hood Board of Directors meeting adjourned at 5:30 pm.

Respectfully submitted,
Marilyn Peterson, Mountain Quail Business Services, Inc.

Appendix A:

RESIDENTS and GUESTS SIGNED IN FOR THE MEETING:

Buckley, Pat	Resident	503.622.1234	
Chinn, Gerald	Resident	503.622.6372	
duBiel, Bob	Resident	503.622.3272	Mt. Hood Area Chamber
Guibord, Garth	Guest	503.668.5548	Sandy Post
Portinga, Cloanne	Resident	503.622.0635	
Schacher, Keith W.	Resident	503.622.1733	
Scott, Coni			
Well, Ann	Resident	503.522.5483	
Wilson, George	Resident	--	

<<<<possibly some other attendees who did not sign in>>>>

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January 16, 2006

Susan's Vision

The Villages at Mt. Hood is a tool and context to support:

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A collaborative, empowered team of highly motivated individuals to both

- create successful projects, and
- help others create successful projects

that enhance our rural, mountain, recreation community

15

utilizing both local and our fair share of County resources.

In my view, we have already *accomplished miracles*:

- Mountain Express Bus!

- Community Center!

20

- filing TE grant!

and are rapidly working on the *merely impossible*

-ZDO changes, Heritage Homes, Stream Corridor, bike lanes,

BTCP park, Rody Bridge Park, Streetscape clean up,etc

which may require miracles to accomplish.....

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=> *but we can do it if we work together!*

I believe we need to **encourage, facilitate**, and **help** everyone to **contribute as much as they can and are willing!**

=> No Kings! No Command and Control!

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There is more work and opportunities than we are able to do!

We need good old fashion hard work and mutual support:

- listening, engaging, facts on the table, what works,..

=> encouragement, encouragement, encouragement!!!!

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