

SAS Board Minutes

Feb. 25, 2020

[338 Hawthorne Ave. NE](#)

Present: Tim Johnson, Michael Babbitt, Cynthia Donald, Carolyn Homan, Doug Spencer, Lowell Spring, Judy Brunkal, and Laurie Buswell, administrator **Absent:** Maureen Leong-Kee

Call to Order: Tim called the meeting to order at 6:05 p.m.

Previous month's minutes – Cynthia moved that the minutes be approved as submitted; Michael seconded. Motion carried.

Review of Action Items – Laurie shared copies of the Board Conflict of Interest form for board members to sign. Tim said Nature Center-related items to be addressed later in the meeting: the fundraising plan draft; donations so far; the building tenants document; and the website design, which was approved in today's Design-Management Team meeting.

Financial Report

Tim shared the financials via email prior to the meeting. He noted that net unrestricted income is lagging a bit and he had to draw \$3,000 from investment interest to balance. Subtracting the \$2,755 balance from \$3,000 yields the deficit – less than \$300. Laurie noted that memberships are coming in at a healthy pace. Tim said he would generate a report that compares current results with SAS's status a year ago so the Board can compare.

Public Events

- **Yard/Garden** – He share the price list of goods to be offered for the Board's review. Information on last year's sales was also shared in order to evaluate what needs to be ordered for this year's show. Michael said he has more books to display in a "free" box. Volunteers are still needed for Thursday set-up.
- **Earth Day, April 18** – Doug said it's at Salem Convention Center this year, not at Oregon Garden. The Friends group has a booth. He said he will try to work with them to get Salem Audubon's booth placed adjacent to the Friends'.
- **Saturday Market** – It was decided to seek one Saturday in September.

Conservation Committee Report – Tim had shared the report, which includes priorities for the coming year, via email before the meeting. It was accepted without questions.

ORS 65 changes – Tim had shared the statute with the changes highlighted. The board reviewed those relevant to SAS: 1) Clarification of who has the right to remove a member or director, saying that those who elect also have the authority to remove. Since SAS is a membership nonprofit and members elect the Board, they have the removal authority via a vote of the members present at a meeting to consider the issue.

2) Required officers – President, treasurer and secretary are required. No one person can hold all three offices (but holding two at once is valid.)

3) Email voting – In the past every Board member had to vote and it had to be unanimous. Now, the organization must maintain a record of all email addresses of the Board; it must maintain in its minutes a copy of the email announcement asking for a vote on a certain issue and the result of the vote. The announcement must include a deadline to respond with a vote, which must not be less than 48 hours; a statement that a director can change their vote any time before the deadline; and an effective date, if that is to be later than the deadline. A majority of the Board must vote in the affirmative for passage.

4) Quorum rules – these were amended to say that an organization's bylaws may not set a quorum of less than 1/3 of the Board members in office immediately before a meeting begins.

A question was raised about whether the stipulations need to be added to SAS bylaws. It may be that we just need to be sure the bylaws don't say something different. ***Action item: Tim will**

revisit at the next meeting with language to be OK'd.

Nature Center Update

- **DMT call** – Nature Center water system compliance hit a major snag in recent days. Oregon Health Authority OK'd an engineering design to address the well water, etc. The contractor immediately found that the water lines were not in the right place, according to the engineer's design. It was also found that the water heater and electric panel are next to each other, which is not code compliant. The building ownership has been transferred to the Service. They will work with Dalke to straighten this out.
- **Refuge roads update** – Eight bids were received and the low bid came from Conway Construction, Vancouver, at \$1,028,000, to do the new entrance and road to the Nature Center, the overflow parking lot, the volunteer shed and access of Buena Vista and the Dave Marshall classroom parking. The bid is \$200,000 less than budget and the extra funding could possibly be used for the Boardwalk.
- **Fundraising update** – Tim shared a chart of current donations, which total \$390,950. With the new design for Dave Marshall (pit toilets rather than flush) it should leave \$250,000 toward the extension of Gehlar Hall.
- **Fundraising Plan** – Tim will be working on this element which is a requirement of the Fundraising Agreement developed by the Service. The idea is to keep it simple but one component is donor recognition. It has been decided to recognize every donor of \$500 or more with a plaque for the donor wall.
- **Bird-strike system** – Tim said the cords of the Acopian product are getting twisted and need to be weighted. He has some ideas to address the issue.
- **Friends Board meeting** – Tim's presentation re: the Nature Center went well and he spelled out what the Friends could do to help, including assisting in fundraising that might be done at the Center. Also at the meeting, Eddie Pauch, the Service's Deputy Project Director, said it's a national priority to get community involvement in Service properties and the Nature Center is a perfect example of the type of effort they seek. He said he has included in his five-year plan enough funding to finish the Nature Center, although there are no guarantees the funding will all be approved.
- **Nature Center informational piece** – Discussed adding a way for people to donate to the project. It was decided to insert a donation envelop in future copies so it can be used for fundraising.

Bird nests – Tim has been approached by Joy Shreyer about donating a large collection of bird nests to SAS. These nests are all identified as to type. Also, she does not have a permit to possess these. It was decided to accept these nests, which will allow us to discard many of the nests currently in the storage unit that are not identified as to type. Michael said we can report these new nests to the feds in relation to our permit to possess bird specimens. It was also mentioned that Jenny Ammon, with Marion Soil and Water, could take some of them for use in her programs.

Adjourn: Meeting adjourned at 8:20 p.m.

Next Board meeting: March 24, 6 p.m., at [338 Hawthorne NE](#).