



Minutes
Save Our Trails Meeting
Monday, February 7, 2011
Willow Glen Baptist Church

Attendance

Directors in Attendance

Joan Bohnett, Roland LeBrun, Jack Nadeau, Mary Ellen Petrich, Bill Rankin, Richard Silva, and Bruce Tichinin (making a quorum).

Directors Absent

Gina America, Rick Hernandez, Taisia McMahon, Shirley Rogers

Members in Attendance

Larry Ames, Martin Delson, Nancy Ianni

Visitors in Attendance

none

In Taisia's absence, Bill acted as chairman of the meeting.

Minutes

The minutes of the meeting of January 3, 2011 were unanimously approved.

Directors' Reports

Secretary:

Martin said that we would be applying for 501(c)(4) status with the IRS, and that he would be asking for a \$300 check to help cover the costs of the application.

Treasurer:

Mary Ellen reported that we had a total balance of \$292.56. She collected \$20 from various Board Members present, as earlier voted, to cover the costs of applying for 501(c)(4) status.

Recommendations to Improve the Efficiency of SOT Meetings

The Board accepted the recommendations of the Governance Committee, listed in Appendix C, by a vote of 6-0 with 1 abstention.

Recommendation to Clarify Article V, Section 4

The Board accepted the recommendations of the Governance Committee, listed in Appendix D, to clarify the meaning of Article V, Section 4 of the By-Laws, dealing with "removals", by a vote of 5-2.

Report of the Nominating Committee on Election Procedures

The Nominating Committee presented its report on election procedures. In summary, it said:

- a) The following individuals were nominated for a two-year term on the Board of Directors: Jack Nadeau, Richard Silva, Bruce Tichinin, Clark Williams, and Joan Bohnett
- b) Bill Rankin was nominated to serve another two-year term as Vice-President.
- c) Mary Ellen Petrich was nominated to serve another two-year term as Treasurer.
- d) Larry Ames, Garnetta Annable, and Nancy Ianni were nominated to serve in next year's Nominating Committee.

See Appendix E for the complete report.

Further Nomination

Shirley Rogers was nominated from the floor to serve another two-year term on the Board of Directors.

Progress on the Three Creeks Trail

Bruce reported that he had spoken with Matt Morley (CSJ) who, in turn, has been in touch with Rick Gouch (UPRR) and the railroad's real-estate attorney. Negotiations are moving along. They expect to close on a contract for a decontaminated ROW by November 2011.

There still is an open question, however, about whether an extension can be obtained on the \$800K grant from the State of California, that otherwise will expire at the end of June.

Letters of Support

Martin indicated that SOT has been asked by Yves Zsutty (Trails Coordinator, CSJ) to write letters of support for four trail grant proposals:

- Three Creeks Trail Master Plan
- Three Creeks Trail Trestle Improvements
- Coyote Creek Trail Paving (Between the Highway 237 Bikeway and Tasman)
- Bike-Ped bridge to connect the Coyote Creek Trail to the Edenvale neighborhood

Martin asked for authorization to draft the requested letters of support and to sign them as acting Secretary. The request was approved by a vote of 5-0 (2 abstentions).

Possibility of a Change in the Meeting Date

Roland indicated that he has a conflict with meetings of the STVNA, which also take place on the first Monday of every month, and asked the Board to consider the possibility of a change in the date of the meeting. An informal poll was taken of the members present, and no one voiced an objection to meeting on the second Monday of every month. The issue will be agendized for a future meeting.

Planning for the General Meeting

Bill was asked to contact several persons to ask them to serve as a speaker at the General Meeting: Leslee Hamilton, Albert Balagso, and Yves Zsutty.

Bill was asked to get in touch with Larry Ames to ask Larry to prepare a summary of the accomplishments of SOT on the Three Creeks Trail. Martin said that he would help Larry by providing minutes and notes of what has transpired.

Mary Ellen agreed to produce a flyer that will be distributed to households along the Three Creeks Trail ROW advising them of the meeting.

Other members agreed to perform other related tasks; see details in Appendix B, "Action Items".

Adjournment

The meeting was adjourned. The next meeting will be the General Meeting, on Monday evening, March 7th, at 7:00 pm.

Appendix A: Abbreviations

CSJ = The City of San Jose
LGCT = Los Gatos Creek Trail
NC = Nominating Committee
OSA = Open Space Authority
ROW = right-of-way
SCVWD = Santa Clara Valley Water District
SVBC = Silicon Valley Bicycle Coalition
SOT = SAVE OUR TRAILS
UPRR = Union Pacific Railroad
WGNA = Willow Glen Neighborhood Association
3CT = The Three Creeks Trail

Appendix B: Action Items

No.	Date	Who	Action	Due
1	2/7	Bill	Call Lars to confirm his willingness to serve on the Board.	2/14
2	2/7	Bill	Call Rick Hernandez to confirm if he can be active on the Board.	2/14
3	2/7	Bill	Call Larry Ames to tell him to add Shirley Rogers to the list of nominees to the Board.	2/14
4	2/7	Bruce	Speak with A. Balagso about the disposition of the \$800K state grant if not dispersed by June 30.	2/14
5	2/7	Bill	Send a copy of the UPRR sales contract to the entire Board.	3/7
6	2/7	Bill	Talk to Leslee Hamilton, A Balagso, Y Zsutty about their willingness to speak 3/7	2/14
7	2/7	Bill	Talk with Tai about the possibility of moving meetings to the 2 nd monday.	3/7
8	2/7	Mary Ellen	Speak with bee keepers about their meeting schedule.	3/7
9	2/7	Roland	Get map of residents along the Three Creeks Trail ROW; determine count for flyers.	2/14
10	2/7	Mary Ellen	Make flyer about General Meeting and coordinate distribution.	2/14
11	2/7	Bill	Ask Larry if he would make a presentation at the General Meeting about the accomplishments of SOT.	2/14
12	2/7	Bill	Send phone numbers of all members to Richard.	2/14
13	2/7	Rich	Phone members to inform them about the General Meeting, the vote, and ask for their attendance.	2/21
14	2/7	Roland	Bring coffee to General Meeting	3/7
15	2/7	Jack	Bring cookies to General Meeting	3/7
16	2/7	Bill	Bring water to General Meeting	3/7

Appendix C: Recommendations of the Governance Committee to improve the efficiency of SAVE OUR TRAILS meetings.

1. Before the meeting, the chair (the President or designee), will plan out a time allotment for each item on the agenda.
2. At the start of the meeting, the chair will remind participants of the rules governing the conduct of the meeting. Initially, we suggest the following rules:
 - a. The chair will adhere to the agenda. If anyone raises an item that is not on the agenda, the chair will ask that discussion be considered under “other business”.
 - b. The chair will recognize everyone who wants to speak on an issue before board members speak for a second time.
3. If the chair determines that discussion of an item is taking substantially more than its allotted time, he or she will call for a vote (possibly after allowing a fixed number of additional people to be heard on the issue.)
4. We will try to avoid having “deferred” items on the agenda. Items on the agenda will either be decided at the meeting, assigned to a subcommittee for a recommendation, or else dropped. If no one volunteers to work on the subcommittee, then the item will be dropped.
5. If a subcommittee reports back with a set of recommendations, Board Members may pose questions to the subcommittee, a motion may be made, and the chair will allow a discussion within the timeframe allotted by the agenda. If a recommendation was not accepted, the subcommittee should meet again and continue working to try to reach an acceptable solution, hopefully with the additional input from Board members who objected to the initial recommendation.

Appendix D: Recommendations of the Governance Committee to clarify Article V, Section 4 (“Removals”) of the By-Laws

(1)

The term “excessive unexcused absences” is defined to be attendance or excused absence by a Board Member at less than sixty percent of the regularly scheduled meetings of the Board during that Member’s term of office in any calendar year.

(2)

A Member of the Board may ask for an absence to be excused by sending an email to, or calling the Secretary (or other officer) in advance of a meeting, upon which request the Board shall vote on whether to accept the absence as “excused”. In case of an emergency, the absent Board Member may ask for the absence to be excused *post facto*.

**Report of the Save Our Trails (SOT) Nominating Committee
to the SOT Board and Membership**

At the Jan 3, 2011, SOT meeting, Nominating Committee (NC) member Larry Ames reported on the first meeting of the NC. As the NC consisted of only 2 members at the time (Larry Ames and Nancy Ianni) and the SOT bylaws stipulate that the NC is to consist of 3 to 5 members, the first task was to ask the SOT Board to direct the solicitation of additional NC members. The SOT Board authorized the NC to invite Garnetta Annable and Eric Carruthers, both longtime SOT Members, to be on the NC. Eric subsequently expressed great admiration and support for SOT but declined the NC invitation, and Garnetta agreed to serve on the NC.

Also at the Jan. SOT meeting, the NC performed a random-number-generator division of the current SOT Board into "1-yearers" and "2-yearers", since the SOT bylaws stipulate that Boardmembers are to serve 2-year terms and that roughly half the Board is to be selected in any given year, and this is the first year that SOT has existed. Based on the random sort, the following Boardmembers are 2-yearers and do not need to stand for election this year:

Rick Hernandez
Roland Lebrun
Taisia McMahon
Mary Ellen Petrich
Bill Rankin

The NC was tasked, as per the bylaws, to provide a sufficiently large slate of candidates to fill the Board. As the bylaws stipulate that Board consists of between 7 and 30 members, this means that the NC is to provide a slate of between 1 and 24 candidates for the Board.

Additionally, the NC is to provide a slate of candidates for those Officer positions that are up for renewal this cycle: Vice President and Treasurer. Note that candidates for an Office may also be candidates for election to the Board itself as well, or may be current Boardmembers.

The NC is also to provide a slate of candidates for next year's NC.

At the January SOT meeting, the Board instructed the NC to provide the slate of recommended candidates at the February SOT meeting. The NC is also to accept nominations from the floor, with a

cut-off time being adjournment of the February SOT meeting. The NC is then to create a secret voting process with all the names for the March General Membership Meeting. The list of candidates are to be in alphabetical order, beginning at a randomly selected letter, and are not to indicate their status as to whether recommended by the NC or submitted from the floor.

The full SOT Nominating Committee, comprised of Larry Ames, Garnetta Annable, and Nancy Ianni, met Monday, Jan. 10, 2011. After reviewing the SOT bylaws and instructions from the Board, we discussed the intent and direction of SOT, and what we felt the Board makeup should be. We appreciated and admired all the service and enthusiasm expressed by the current 1-yearers, and we hope that all will remain active Members. After considering each individually, we decided to nominate a number of the current Board to serve for an additional 2-year term. We then contacted each individual and received confirmation of their willingness to serve. We also looked at the roster of non-Board members who could be eligible to serve on the Board, and have selected from that list as well to broaden and enhance the strengths of the SOT Board.

As per direction of the SOT Board, we also randomly selected an initial letter for the alphabetizing of the names. Following a process analogous to the 1-year/2-year selection, Garnetta pressed the "random generate" key until Nancy said "stop", by which the letter was "M" selected. Accordingly, the NC slate of candidates for the SOT Board for the 2011 election is:

Jack Nadeau
Richard Silva
Bruce Tichinin
Clark Williams
Joan Bohnett

We on the SOT NC believe that the current Officers up for renewal this year have done a wonderful job and should be reelected. We have contacted each, and both are willing to serve. Thus:

- for Vice President: **Bill Rankin**
- for Treasurer: **Mary Ellen Petrich**

The NC is to present a slate of candidates for next year's NC as well. All three of us are willing to serve another year, and accordingly we submit the following slate for the Nominating Committee:

Larry Ames
Garnetta Annable
Nancy Ianni

The SOT webmaster configured an email alias for the Nominating Committee so that SOT members could nominate themselves or others for any of the openings: to date, we have not received any. We will accept nominations “from the floor” at the SOT meeting, with a cut-off at adjournment of the meeting. The NC will then prepare secret ballots with all names, regardless of whether submitted by the NC or otherwise, for any position (Boardmember, Vice President, Treasurer, and Nominating Committee). These ballots will be distributed to SOT Members in good standing at the March General Meeting, and will be tallied and announced by the current NC prior to the April SOT meeting. Those Boardmembers selected by the SOT Membership will then join with the above-listed roster of 2-yearers to comprise next year’s SOT Board.

Submitted to the SOT Board, Feb. 7, 2011

by Larry Ames, SOT Nominating Committee member and representative.