



Minutes
Save Our Trails Annual Meeting
Monday, April 11, 2011
Willow Glen Baptist Church

Attendance

Directors in Attendance

Joan Bohnett, Rick Hernandez, Taisia McMahon, Jack Nadeau, Mary Ellen Petrich, Bill Rankin, Richard Silva, and Bruce Tichinin (making a quorum).

Directors Absent

Roland LeBrun (excused), Shirley Rogers

Members in Attendance

Martin Delson, Lars Thurfjell

Visitors in Attendance

Larry Sarver.

Voting New Board Member

A motion was made to appoint Lars Thurfjell to the Board to fill the vacancy created by Martin's resignation, for the remainder of Martin's term. The motion was approved unanimously.

Status of Los Gatos Creek Trail

The visitor, Larry Sarver, asked about the status of the gap in the LGCT between Meridian Avenue and Lonus Avenue. Martin provided some information about the obstacles to extending the trail adjacent to the creek (primarily, property lines extend to the middle of the creek), and some of the alternatives for an on-street alignment. There was some speculation about how a trail might be built adjacent to or above the creek.

Agenda

Several amendments to the agenda were suggested. Joan asked that when members respond to the Secretary by email regarding suggested changes to the agenda, that the entire Board be copied on the correspondence.

Contact Cannery Workers' Families

Bill made the suggestion to contact families of those who had worked at the canneries served by the Willow Glen Spur to see if they would donate work or time towards implementation of the Three Creeks Trail along the old railroad ROW.

Outreach

Rick Hernandez reminded the Board of several upcoming events: Earth Day on 4/29-30; Willow Glen 5K run on 5/7; and Bike-to-Work Day on 5/12, suggesting that SOT be present at these events with a table, with T-shirts, and with a pre-printed postcard that would provide information about the organization and allow interested persons to join.

Rick and Bill said they would work toward planning our participation, and would report to the Board at the next meeting. Joan suggested that Rick contact Nancy Kops and Elizabeth Handler, both of whom had early on expressed an interest in outreach activities, as persons who might be willing to help.

Minutes Approved

By a unanimous vote, the Board accepted the draft minutes of the Feb. 7, 2011 meeting.

By a unanimous vote, the Board accepted the draft minutes of the March 14, 2011 meeting.

Excused Absence

The Board unanimously approved Roland's request for an excused absence.

Officer's Reports

President's Report

Taisia had nothing to report, but raised the issue of copying email. This led to a discussion of the circumstances under which a Member of the Board who writes to another Member about SOT business should "cc" all Members. The issue was not settled here, but was discussed later; see below.

Treasurer's Report

Mary Ellen said that SOT assets amount to \$987.21. She had a Quicken report on income and expenditures which she passed around to interested parties.

Acting-Secretary's Report

Martin said that he submitted the application for 501(c)(4) tax-exempt status to the IRS, and that Bruce informed him that the application was granted. The suggestion was made that the SOT web site be modified to state that we are now a 501(c)(4) California not-for-profit corporation. Martin said, if we do so, we should add the disclaimer that *"Contributions to SAVE OUR TRAILS are not tax deductible."*

Attorney's Report

The latest word is that negotiations are still on track to start the clean-up of the ROW on April 18th. Bruce said that notice had not yet been sent out to those living close-by, and suggested that interested parties might want to call the clean-up consultant to confirm the start date.

Meeting Date

The motion was made that the date of the monthly Board Meeting be changed henceforth to be the second Monday of every month. It was approved by a vote of 6-1, with 1 abstention.

Appointment of Secretary

Taisia called for volunteers to fill the position of Secretary, vacated by Martin's resignation. Richard Silva volunteered. A motion was made to appoint Richard Silva as Secretary until the expiration of Martin's term. It passed by a vote of 7-0 with 1 abstention.

Martin said, to the extent Richard wanted him to do so, he (Martin) would continue to perform all the secretarial duties, as an "Assistant to the Secretary". Richard gratefully accepted the offer.

No expenditures without prior Board approval

By email, Roland proposed the following policy: "No member shall expend any money or make any monetary commitment on behalf of the organization without prior approval of the Board." The motion was made and seconded and passed unanimously.

Email policy

The discussion resumed whether we should clarify the policy regarding emails to ensure that all Board Members are aware of everything that is happening. Joan made the group aware of a "best practice" she learned of at a meeting she attended, as recommended by an expert in non-profit law. This "best practice" is that all decisions made by email must be made in writing and by unanimous agreement of all Board Members. Martin said that there were two issues involved here, that shouldn't be confused: (a) keeping board members aware of all issues under discussion, and (b) conducting votes by email. Martin pointed out that we already have a policy in place with respect to voting by email, specifically to provide quick authorization for a member to speak at a public meeting on behalf of SOT.

In that respect, the following motion was made: In an email request for a vote, the request should state explicitly what the vote is on, as should all replies and follow-on discussion. The motion carried by a vote of 7-1 with one abstention.

Regarding copying the entire Board on all correspondence, Mary Ellen said she thought that every Board Member would not be interested in the day-to-day workings of small subgroups; e.g. work on the web between Martin and herself, or work by Rick and Bill on outreach.

Rick proposed the following compromise: When one Member of the Board communicates with another about Board business, the email should be copied to the entire board with one of two texts in the heading: MUST READ or DELETE IF NOT INTERESTED IN ____ (subject). The motion carried by a vote of 6-1 with one abstention.

Goals of Save Our Trails

Mary Ellen distributed the results of her poll of member's opinions regarding what the goals of the organization should be. She had them written on post-it notes which she posted on the white board. She then asked everyone present to select one of these goals as the one they think of highest priority. Then she asked everyone to write down another goal which hadn't been mentioned. Finally she asked everyone to come to the whiteboard, one at a time, to group together the notes with related goals. The result was a set of three or four clusters of related goals that represented, visually, the consensus of what members felt SOT should be working on.

Mary Ellen asked members to send her, by email, any further suggestions, and she said she would report on her findings at the next meeting.

Adjournment

The meeting was adjourned. The next meeting will be on Monday evening, May 9th, 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