



## **Special Meeting – Study Session Downtown Arlington Business Association (DABA)**

**DABA Meeting Date:** January 15<sup>th</sup> 2014

**Time:** 6:00 pm

**Roll call:** President Mike Britt, Interim Vice President Michelle Ilgenfritz, Secretary Marilyn Bullock, Treasure Tami Suater and 1<sup>st</sup> Board Position Laurie Landis.

**Officers/Board Names Absent:** None Absent.

(Excused) / (Not Excused)

**Meeting was called to order:** 6:00 pm by President, Mike Britt.

### **Presidents Mike Britt Introduction of the Present 2014 DABA Officers and Board:**

Mike Britt – President

Michelle Ilgenfritz – Vice President

Marilyn Bullock – Secretary

Tami Sauter – Treasurer

Laurie Landis – Board Position #1

**President Mike Britt Introduces Special Guest:** Arlington Chamber President Kristen Granroth and Steve Clariday. Mike thanked Kristen for attending the special meeting and then addressed Steve Clariday who was present with other guests. Mike explained who and why Steve resigned as Vice President on Saturday January 11<sup>th</sup> at 6:00pm at Britt Sport Cards. Steve is too ill to physically perform his duties as DABA Vice President. Mike wished Steve well and thanked him very much for his contributions and service to DABA.

**President Mike Britt introduced the interim Vice President Michelle Ilgenfritz.** Michelle Ilgenfritz gave her bio presentation to the board.

**President confirms that there was a quorum present:** A full quorum was in attendance. Mike notes that at all the former DABA meetings he had participated in, that this was the first evening meeting and that this was the first full quorum he had ever witnessed while attending any past DABA meeting.

**President calls for a vote of the board to confirm Michelle Ingenfritz for the remainder of Steve Claridays time.** After a brief discussion and reference to the DABA rules of order and Governing Bi-Laws, it was determined that the board does vote to fill an Officers resigned position. A vote was then taken by raise of hands in favor to confirm Michelle as Vice President. Two thirds of the board voted in favor to elect Michelle as Vice President for the remainder of Steve Claridays term. Mike confirmed that Michelle is now officially Vice President of DABA and Mike congratulates Michele and thanks her for volunteering to serve in her community.

**President Mike Britt presented the new DABA Vision & Mission Statement.** Laurie Landis motioned and voted to accept the new Mission Statement and Tami Sauter 2<sup>nd</sup> the motion.

**DABA Meeting protocol and review:** Mike stated that at the first meeting he felt kind of like a sitting duck. Mike requested that the agenda for each meeting be published 24-48 hours before each meeting and the minutes be published within 48 hours after each meeting. Mike explained how vital this process was for planning reasons and reviewing it allows for some prior discussions that would without having the records would otherwise cause some unpreparedness which leads to a uniformed meeting and ultimately and uninformed community. Mikes noted that this process is an ordinary process for non-profits organizations to prepare that way we have time to talk about what's going on, then that might peek some interest in people who might then want to attend our meetings if they find topics of interest being discussed. Mike explained that these records in the near future need to become public, on the web-site for instance, so that anyone who is looking for these records or any other past DABA records pertaining to DABA history, for whatever reason, they can readily discover the information through a readily and reliable information archive. The Board agrees.

**Treasury Report:** None

**Olympic Avenue Street Sign Review:** There was a conflict of interest discovered which carried over unilaterally from Marilyn's Bullocks Presidency to her now Secretary Position. DABA President Mike Britt had first discovered the conflict while investigating the subject in advance to the January 8<sup>th</sup> member meeting where Marilyn Bollock gave a Street Sign Status update. Initially, Marilyn omitted vital information from her January 8<sup>th</sup> meeting's verbal report regarding a letter she had received from the City which denied the Street Sign Grant Request. If the City had granted the Street Sign funds, that grant would have covered as much as half of the projects entire estimated cost. The denied amount neared \$12,000. DABA currently has approx... \$21,000 in its bank account, which means this project could potentially cost DABA up to \$24,000 if half the grant requested was denied. This vital information should have been automatically translated to the members. Mike indicated that; "during the January 8<sup>th</sup> regular member meeting, Mike had to ask Marlilyn on the record about information surrounding the

grant request status, even though Marilyn had concluded her verbal report to the Board. Mike indicated that in advance to the January 8th meeting, while attending a meeting with Chamber President Kristen Granroth, Mike learned there was a grant requested and that an impending denial was imminent,. Not knowing for certain if the grant had been denied or approved, Mike was waiting for an update regarding this particular topic from Marilyn's verbal report to the members. When Mike discovered that Marilyn omitted this information in her report, Mike questioned Marilyn about it. Only then did Marilyn advise the group on its status. The grant denial information possible may have gone un-revealed and un-documented and deliberations would have started while members were uninformed. Since Marilyn was in charge of both giving the Street Sign updates and also in charge of taking the Meeting Minute Report's as Secretary, whatever information gets omitted at the meeting, also gets omitted from the point of record. And that's a conflict of interest. Since Marilyn was in charge of both communications, Mike pointed out that the conflict of interest which originally started when Marilyn was President had now transferred to Marilyn's Secretary Position since Marilyn never appointed a Committee to oversee, investigate and report on the subject in the first place. Mike explained this is major project and at least should have had a committee overseeing it. Treasury Secretary Tami Sauter informed the Board that she was present during this time and that nobody volunteered to help Marilyn with the project, so Marilyn took unilateral control over it. As proof of conflict, Mike presented to Marilyn a copy of the January 8<sup>th</sup> temporary meeting minutes which Marilyn had prepared and sent to Mike for his review. Marilyn agreed that it was the same minutes she had recorded from the meeting. Mike then pointed out the Street Sign paragraph in the minutes where the grant denial information should have been recorded but instead had been omitted from the temporary minute's record. This was the second time the vital information was omitted, once during the meeting and now in the temporary record. There was no record of the City's grant denial and Marilyn had reported on it. Mike explained that discovering the omitted information from the Temporary Minutes and knowing that we discussed these facts at the meeting, that allowing this practice to continue would be unethical on Mike's part and knowing that there's an obvious conflict of interest; as DABA President he is sworn to uphold the Rules of Order and Governing Bi-laws and a committee to oversee this major of a project should have been appointed in the first place. As an attempt to preserve Marilyn's Secretary position for her to continue in good faith, Mike dismissed Marilyn Bullock as this project manager and will be appointing a committee to investigate and report on the Street Sign Project at the next Member Meeting. Mike then delegated over his ex-official position on the Street Sign Committee to now Vice President Michele Ilgenfritz. Mike explained that the ex-official member position on the oversight committee is a neutral position, not a unilateral or project manager position. Mike has delegated his seat, to show that there is no quarrel against Marilyn here and that Mike has indicated that he needs Marilyn to serve as Secretary without any conflicts. Mike also indicated that he hasn't seen the Street Sign file to date but that he doesn't believe that anything gratuitous happened here with Marilyn, but there is obviously a conflict of interest and knowingly allowing to continue would be unethical as DABA President. Mike then requested that Marilyn provide the entire Street Sign Project file to him at his store by Friday, January 17<sup>th</sup>. At which time Mike will review and turn over the file to Vice President Michele Ilgenfritz for her review prior to establishing the committee.

Laurie Landis moved to assign a new committee to this project,  
Michelle Ilgenfritz 2<sup>nd</sup> the motion.

**DABA Computer, Quickbooks, and website and status report:** Mary Anderson briefly went over the status of the computer. It appears to have been reconciled thru October 2013. She also is collecting any login information for the website, banking, etc. And going to post it in one location.

**Street Fair Proposal Review:** DABA ended up having a volunteer, present at the Study Session to be the head chairperson on the Street Fair project. Kathleen Shalan from the Country Rose offered to chair the project. Mike will assign/get vice chairs to help her plan/organize the event. Tami Sauter moved to dismiss the proposal to pay an outside event planner for this event. Laurie Landis 2<sup>nd</sup> the motion. Mike will confirm the Street Fair Committee at the next meeting.

**DABA Meeting Place Relocation, New Starting Time Suggestions and Determination:** – Discussion took place regarding this and Mike will be checking into some new places and times to hold future DABA meetings that are neutrally located and open to everyone who would want to attend.

**DABA Officer ID Name Tags and Member Name Tags Determination:** Discussion took place regarding this, no firm decisions were made.

**The remaining two agenda items were not discussed:**

- DABA Banking Switch, Signature Sheet, Pending Check Status and Review 2014 DABA Budget Status Report.
- Discussion on Vacancy of 2<sup>nd</sup> Board Position.

**Final Discussion:** At the end of the meeting, Tami Sauter announced that she has too many commitments in her schedule to allow her to continue to be Treasurer. She can continue for another 1-1/2 months, but asked if we could start looking for a replacement Treasurer. She still wants to be an active DABA member. Mike suggested that Tami consider the 2<sup>nd</sup> Board position and that he would like to see Tami stay involved at this level. Tami will consider it.

**Meeting was adjourned 7:35 pm.**