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Fri 2/15/2019 1:38 PM  
Hi All,

Stu, thanks for your action suggestions. My first reaction was Hooray! - we're moving forward.

The course of action suggested is what we did in 2015, though we assumed that standard procedures such as Roberts Rules of Order would prevail, rather than explicitly stating them, as you suggest. Subsequently, neither the rules nor the intent of the rules to allow consideration of multiple views have been practiced. The "working model" was subverted.

This issue of governance is fundamental to whether membership is attractive to volunteers or whether it is not, and to determining which candidate's organizational style aligns with member preference.

I would think governance should be discussed further before officers are elected.

Limiting future discussions & elections to paid members will require solicitation and enrollment actions which are new to our organization. With our current style of work, that process could last into June or later.

Membership candidates could include all 2018 paid members, other 2017 members, interested persons such as Secretary Aimee, FOBL gardener Janice, regular work volunteers. Invitations to the organizational meeting could be included with solicitation.

**SO - my friendly amendment to Stu's neutral suggestion is that our two legal members, Diane and Stu, mount a membership campaign within the next week, to be followed by an organizational meeting when 15 or more members are enrolled.**

Clerical assistance will be provided.

Please reply soon with your thoughts or suggestions on this next step.

Nancy

Hi All,

I believe that the proposed elections are not compliant with the intent of the bylaws regarding member and Board participation in governance.

#### FRIENDS OF BASS LAKE BYLAWS of September, 2017

##### ARTICLE III. BOARD OF DIRECTORS

###### Section 3. Number, Tenure, and Qualifications

Any member can nominate a member to fill a vacancy on the Board.

Successive terms will be voted on by the Board of Directors at the last regular meeting of the year.

##### ARTICLE IV. OFFICERS

###### Section 2. Election and term of office

The officers of the corporation shall be elected annually at the first regular meeting of the calendar year by the Board of Directors: ....

**The combined effect of these rules is that all members may participate in leadership selection, and that a complete Board, both repeat and new members, shall vote on candidates for office, and that one month shall be allowed to consider and discuss them - qualifications, past performance, and announced initiatives etc.**

**The proposed elections prevent members from exercising their nominating rights and prevents forming a complete Board to exercise election duties. The elections are not legitimate.**

Recently, we have agreed upon a need for trust and consensus to guide our actions and improve our functioning. The group working to accomplish this includes members, woods workers, former Board members and others who have given time and thought to future interactions, but they are excluded from discussion and leadership selection processes by this proposal. This proposal seems contrived and manipulative. It deepens distrust.

I ask "Board members" to reject this agenda as contrary to the intent of the bylaws and of the work group.

The entire work group might consider some alternative approaches to reorganization.

#### 1. Consensus

Joelyn has just provided us with an inclusive method to explore our options in a thoughtful and open way. We might use that technique to evaluate and improve our governance by reviewing our bylaws, purposes, and candidates' proposals rather than extending the deadlock.

#### 2. Neutral transition

During the small group meeting in January, Frank suggested that both Scott and I resign to allow neutral leadership for future planning. The group agreed to this approach, but Freshwater has not reported this recommendation or provided discussion opportunities.

#### 3. Back to beginnings.

**Request founders to initiate reorganization.**

I'm hoping for any inclusionary outcome.

Nancy