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**The Villages at Mt. Hood
Board of Directors Meeting
Tuesday, May 15, 2007, 4:00 pm, Community Room
Hoodland Fire Department #74, Welches, OR**

The Chair Nancy Dougherty called the meeting to order at 4:03 pm.

1. Roll Call:

Present: Rick Applegate, Susan Corwin, Shirley Dueber, Nancy Dougherty, Dave Lythgoe, Don Mench, Bob Reeves, Barbara Saldivar

Absent: Steve Graeper (with notice)

2. Review of proposed corrections and approval of the minutes of the Special Board Meeting, Tuesday, April 24, 2007

The Motion

Susan Corwin moved and Don Mench seconded a motion to approve the minutes of the April 24, 2007 Special Board meeting with the 11 revisions circulated prior to the meeting.

Discussion:

None.

Voice Vote:

Ayes: 7

Nays: None

Abstentions: Barbara Saldivar because she had not been in attendance at the meeting.

Action

The motion passes.

3. Officers' Reports

Treasurer's Report: Dave Lythgoe reported a Villages fund balance of \$1,718.45. There are a few bills awaiting payment. He announced to the Board that the County presented the Villages a \$500 advance to establish a checking account for the Villages to pay bills themselves.

The Motion

Susan Corwin moved and Barbara Saldivar seconded a motion to have the Treasurer Dave Lythgoe open a checking account at Clackamas County Bank with the President Nancy Dougherty, the Vice President Bob Reeves and the Treasurer Dave Lythgoe as signers on the account.

Discussion:

None.

1
2 ***Voice Vote:***

3 Ayes: Unanimous (8).

4 Nays: None

5 Abstentions: None

6
7 ***Action***

8 The motion passes unanimously.

9
10 Secretary's Report: Susan Corwin presented the following issues to the Board.

- 11 1. An apology was expressed about web layout problems that originally presented
- 12 themselves ahead of candidate statements.
- 13 2. The Board Meeting date for July 2007 would fall on July 3rd, a date that would mean low
- 14 attendance at the meeting because of the holiday weekend. Susan Corwin suggested that
- 15 the Board consider delaying the July meeting until the following Tuesday, July 10th. The
- 16 Chair Nancy Dougherty suggested that the Board table discussion and action on that issue
- 17 until it is researched.
- 18 3. The Villages at Mt. Hood now have a Welches Post Office Box 142. Chair Nancy
- 19 Dougherty and Secretary Susan Corwin were authorized for box access.
- 20 4. Meeting minutes from May 2006 through April 2007 have been submitted to the County
- 21 and we are now up to date on Board of Directors meeting minutes.. Susan Corwin
- 22 expressed appreciation for Shirley Dueber's work in the initial months of minutes'
- 23 preparation.
- 24 5. Policy and Procedures of Public Meeting Notification was circulated amongst the Board
- 25 members. Susan Corwin noted the list was created at the January 7, 2007 Board of
- 26 Directors Work Session.

27
28 ***The Motion***

29 Rick Applegate moved and Bob Reeves seconded a motion to table a discussion of the

30 list until the June 2007 Board meeting where the Board can consider the full question,

31 including at what point the Villages would not hold a meeting.

32
33 ***Discussion:***

34 Don Mench suggested that in the interim, the Board follow the list. It was what was last

35 approved by the Board at the January 2007 meeting. Rick Applegate clarified that what

36 was not discussed is what should be considered minimum notice for holding a meeting.

37 Chris Roth said the Clackamas County calendar is up and running on the web. She is

38 posting to that regularly now.

39
40 ***Voice Vote:***

41 Ayes: Unanimous (8)

42 Nays: None

43 Abstentions: None

44
45 ***Action***

46 The motion passes unanimously.

- 1 6. Susan Corwin circulated correspondence from Clackamas County regarding its Counsel's
2 legal opinion regarding two sections of the bylaws. (*Attached*)
3

4 ***Motion***

5 Susan Corwin moved and Don Mench seconded a motion to substitute "every two years"
6 for "biennial" because "biennial" (every two years) is too easily confused with
7 "biannual" (twice a year).
8

9 ***Discussion:***

10 Rick Applegate suggested that the Board use the common definition rather than replacing
11 words in the bylaws; the latter requires the Board to move through the bylaws change
12 procedures. Chris Roth said the County Counsel would not object to that approach, as
13 long as all Board members agree.
14

15 ***Friendly Amendment***

16 Susan Corwin proposed the Board adopt the definition of "biennial" as signifying "every
17 two years" but drop the requirement for word replacement in the bylaws. Don Mench
18 seconded this.
19

20 ***Hand Vote:***

21 Ayes: 4

22 Nays: 4

23 Abstentions: None
24

25 ***Action***

26 The motion did not pass.
27

- 28 7. Susan Corwin initiated discussion regarding Strategic Planning Organization's agenda
29 placement on the Villages website. A debate arose between Susan Corwin and Shirley
30 Dueber regarding perspectives on process.
31

32 ***Motion***

33 Rick Applegate moved and Bob Reeves seconded a motion to table the discussion.
34

35 ***Discussion:***

36 None.
37

38 ***Hand Vote:***

39 Ayes: 5

40 Nays: 3

41 Abstentions: None
42

43 ***Action***

44 The motion passes.
45

1 Chair's Report: Nancy Dougherty drew attention to Chris Roth's information regarding
2 CPO Chairs Meeting on May 30, 2007. Four Board members will attend.

3 The Chair asked Secretary Susan Corwin to send a condolence letter to the Graeper's
4 for Judi Graeper's father's death.

5 The Chair then reported on the recent Community Congress that was held the previous
6 Sunday. There were about 200 in attendance. The group was divided into small regional
7 groups by the mediator. The groups were charged with creating a vision of what they
8 would like to see in their community in the next 20 years. For the Mt. Hood region, there
9 were two main points: a) Highway-related issues: safety, a rapid transit from Sandy to
10 Government Camp, a parking facility in Sandy; and b) how to make communities greener
11 by recycling, etc. Nancy Dougherty noted she came back with a lot of information
12 regarding this. Copies of the materials will be available at the Town Hall Meeting.

13 Nancy Dougherty asked the Board about mimicking this exercise at the Town Hall in
14 August. That is, people would come in and sit at tables for their village to answer the
15 question of what they would like to see for their area in the next 20 years. Responses
16 would be written out and brought back to the Board for discussion. It was the Board's
17 consensus that it was a good idea. Nancy Dougherty will work on developing the
18 process.
19

20 **4. Reports from Supported Activities Directors:**

- 21 a. Community Center: Barbara Saldivar reported that she has list of grant organizations
22 for exploring funding options. She will seek support letters for those grants allowing
23 for such attachments.
- 24 b. Mountain Express: Bob Reeves reported that the committee will meet this Thursday.
25 He has not received the statistics for April as yet. He is hoping to have the
26 transportation survey ready for circulation at the Town Hall Meeting, May 19, 2007.
- 27 c. Strategic Planning Organization: Shirley Dueber reported a good turn out and work
28 session for the Villages' bylaws revision. The group went through the County's
29 bylaws draft, folded in some Villages information from the current bylaws, and
30 eliminated policies and procedures. The resulting draft was circulated among the
31 Board members. Shirley Dueber wants to pass the draft out at the Town Hall Meeting
32 so the document can possibly be ratified at the August Town Hall Meeting. It was
33 clarified that the bylaws would go before the County Counsel before the final vote.

34 Don Mench expressed his concern that the circulated draft (dated May 14, 2007),
35 one of four he now had in hand, did not have any documentation submitted regarding
36 what had been deleted or why they had been deleted. He saw a lot of substance now
37 missing. Don Mench had understood that the County would notify the Villages of
38 what needed to be folded into the current bylaws and that they had until January 2008
39 to accomplish the blend. The Chair asked that further discussion of this issue be
40 deferred until Item 7 on the Agenda: Proposed bylaws changes.

- 41 d. Welches Salmon River Road Bike Lanes: Susan Corwin reported an
42 August/September timeline for holding community meetings regarding support for
43 this project.
- 44 e. ZDO Changes: Don Mench reported that there was no change in status on the
45 project. He anticipated presenting materials to the County Commissioners after
46 September 2007.

- 1 f. Barlow Trail County Park Don Mench said the project was still moving forward in
2 the Conditional Use Permit process. It now appears some signage might be included.
3 He hopes to have an additional update for the Town Hall Meeting in May 2007.
4 g. Stream Corridor Restoration: Don Mench noted significant movement by the County
5 for various projects. In addition to projects approved for this summer, there are also
6 Mt. Hood Stewardship Council and USDA Forest Services, Zigzag Ranger District
7 project approvals coming up for next summer. Donations have come in for the
8 projects.
9 h. Mountain. Heritage Homes: Nancy Dougherty reported that the next Heritage Homes
10 Tour date has been moved to August 18, 2007. It will be a driving tour.
11 i. Rhododendron Community Park: Steve Graeper was unavailable. No report.
12

13 4. Unfinished business –

- 14 a. Villages at Mt. Hood logo: Dave Lythgoe reported that no one had responded to the
15 ad regarding logo development for the Villages. He has since explored additional
16 avenues as well as hearing from The Villages of Mt. Hood Tourism Marketing
17 Alliance about joint use of their developed logo; the offer included the possibility of
18 allowing for some changes. Sue Allen has been approached for a design. He has also
19 contacted the Sandy High School art department for designs. Dave Lythgoe himself
20 shared a design with the mountain and five trees representing the five communities in
21 the Villages of Mt. Hood region.
22 He asked the Board if he should eliminate consideration of the Alliance logo offer.
23 It was the Board's consensus to keep it in the mix at this time.
24 It was also suggested that Dave Lythgoe may want to contact Mt. Hood
25 Community College's art department for designs.
26 b. Town Hall Meeting signage: Dave Lythgoe presented a sign, one of eight for posting
27 the Town Hall Meeting notice. Chair Nancy Dougherty suggested noting appreciation
28 to the sign maker who is donating the signs. Chris Roth added that the sign maker
29 can consider the donation tax deductible.
30 c. Board Meeting Date Change: Chair Nancy Dougherty announced that starting June
31 5, 2007, the Villages at Mt. Hood Board of Directors will meet on the first Tuesday of
32 the month, same time and same location as currently scheduled.
33 d. Video Tape of Town Hall Meeting: Chair Nancy Dougherty contacted Pat McAbery,
34 Sight and Sound Services, to videotape the Town Hall Meeting. He will also bring a
35 microphone that will give a sound recording for the meeting. Nancy Dougherty asked
36 that Pat McAbery's services be acknowledged with a thank you. Rick Applegate
37 suggested that a regional photo be signed and presented to Pat McAbery in
38 appreciation for his services. Chris Roth will check with the Clackamas County
39 Tourism Development Council for a photo.
40 e. Proposed Villages Bylaws Changes: The Chair Nancy Dougherty and Shirley
41 Dueber circulated a draft document for Villages Bylaws, dated May 14, 2007. Don
42 Mench asked for clarification of what changes had been made and the reasons for the
43 changes.
44 i. Rick Applegate addressed the change that removed the CPO Chairs as Board
45 members, stating that they were not elected officials and there was no
46 competition for the Board positions in that instance. The community was in

1 fact simply giving a confirmation vote to CPO Chairs, regardless of who the
2 individuals were. Rick Applegate said that it was believed it was not
3 appropriate for the CPO Chairs to vote because they were serving a purpose
4 on the Board and could not vote unbiased on issues.

- 5 ii. Don Mench asked for a list of changes, deletions, revisions.
- 6 iii. Susan Corwin asked how this document was going to be moved forward. She
7 believed it was the first time the Board had seen the document. The Chair
8 Nancy Dougherty countered it had been circulated to all Board members at the
9 conclusion of the last Board meeting.
- 10 iv. Chair Nancy Dougherty spoke to the general reasons for the changes: the
11 current version's wordiness, complexity, and requirements (too many hoops to
12 achieve action). Changes were also required to eliminate policies and
13 procedures from the document and to bring the document into conformity
14 with the County Counsel's requirements.
- 15 v. Both Susan Corwin and Don Mench expressed concerns that the bylaws
16 revisions process imbedded in the current bylaws was not being followed.
17 Don Mench said he perceived the draft document presented today as an
18 entirely new document, not simply a revision of the previous document. He
19 also questioned why the Board would choose to move so fast when the
20 County does not require the revisions until January 2008. He was further
21 concerned that there were now four drafts in front of the Board, none of which
22 show the specifics of change or give reasons for the changes.
- 23 vi. Rick Applegate stated he believes the Board should be "top-down" thinkers;
24 in short, the previous bylaws were not workable. Getting a stripped down 7
25 page document was more important than one that addressed the dozens of
26 changes that would need to be detailed and considered in the current
27 document. It would be too time-consuming. There is plenty of time in the
28 next 100 days to consider the new draft bylaws.
- 29 vii. Susan Corwin expressed concern about lack of public meeting input from the
30 floor on the draft version.
- 31 viii. Don Mench said he was concerned about the unfinished policies and
32 procedures project, that is, a new version of the bylaws was moving to the
33 Town Hall meeting without any policy or procedure companion document.

34
35 ***Motion:***

36 Rick Applegate moved and Bob Reeves seconded a motion to adopt the drafted bylaws
37 dated May 14, 2007, and move them through the Board of County Commissioners and
38 Town Hall Meeting process.

39
40 ***Discussion:***

41 It was clarified that it was a bylaws draft that was moving forward. The motion did not
42 state that the draft was being adopted as circulated.

43 Shirley Dueber commented that the policies and procedures development process
44 should be stronger because there is now opportunity for increasing community input.
45 Chris Roth added that the County Counsel may need to tweak the document after the
46 Board proposed revisions; i.e., they will want to review them after the Board has signed

1 off on them. She suggested that the Board give their approved version to the County
2 Commissioners after the May Town Hall Meeting and the July Board meeting.
3 Don Mench noted that would give the Board only a couple of weeks to develop the
4 policies and procedures. And there are some issues of substance, such as fact that if the
5 two CPO Chairs redesignated from Board Members to Associate Directors. This raises
6 such questions as will they be replaced by Board members at large so that the number of
7 Board members is not reduced? The draft does not address that issue. Rick Applegate
8 countered that the CPOs Chairs input is valuable, and as associate members their input
9 would be valuable. However, the Board itself does not make land use decisions. CPO
10 Chairs as positions is not appropriate.

11 Don Mench then addressed the wording regarding funding (tax fee or other
12 charge, page 5, IXa). Chris Roth stated that the County Counsel says that wording must
13 be in all bylaws for comparable organizations in the County. For the Board to get that
14 funding there is a lengthy process that ends with regular mail-in balloting by all
15 registered voters. Some Board members expressed concern that it would be a point of
16 debate with many community members because since the beginning of the Villages, it
17 was explicit the Board would not be seeking taxes or fees from the region's residents.
18 Shirley Dueber felt that could be covered by making it clear the wording is required by
19 the County Counsel.

20
21 ***Roll Call Vote:***

22 Ayes: Rick Applegate, Nancy Dougherty, Shirley Dueber, Dave Lythgoe, Bob Reeves,
23 Barbara Saldivar

24 Nays: Susan Corwin, Don Mench

25
26 ***Action:***

27 The motion passes.

28
29 Bob Reeves said he believes the Board of County Commissioners should know the vote
30 was not unanimous in this regard.

31
32 Don Mench stated the Board should continue to pursue the establishment of the final
33 policies and procedures document in order to meet the Board of County Commissioners
34 deadline of January 2008. It was the Board's consensus to do so.

35
36 **8. Oral Communication from the Public**

37
38 George Wilson: The Strategic Planning Organization's meetings regarding the Villages
39 at Mt. Hood bylaws changes offered everyone the opportunity to be informed and to give
40 input.

41
42 Judith Norval: The Hoodland Senior Center Board is working on the possibility of
43 recycling newspapers and magazines at Thriftway as fundraising for the Senior Center.
44 She expressed interest in the materials that Chair Nancy Dougherty mentioned earlier in
45 the meeting, and in having Board endorsement.

1 Bob du Biel: With regard to bylaws document and policies and procedures document, he
2 believes the process is comparable to building a house. The architectural plan comes
3 first, and then builders come back and do details. That is, in his view policies and
4 procedures development (“details”) come after the bylaws development (“architectural
5 plan”).
6

7 Chair Nancy Dougherty reminded the Board and attendees that the Villages at Mt. Hood
8 are now a member of the Mt. Hood Area Chamber of Commerce. This gives the Villages
9 access to their communication system to Chamber members.
10

11 Gary Peck: Gary Peck is concerned that some good things are being set aside by
12 replacing the bylaws with a completely new version. He encouraged the Board to slow
13 down the process and wait until they were in better agreement on the issues.
14

15 Judith Norval: Does the Board give the Hoodland Seniors project a green light? It was
16 the Board’s general consensus that, yes, they did support the concept. Rick Applegate
17 suggested there might be a broader approach for the community to work with. The
18 Hoodland Senior Center should start drafting their application and see how the concept
19 grows. Judith Norval emphasized that it would stay as a Hoodland Senior Center project
20 as a fundraising effort.
21

22 Bob du Biel: The bylaws draft should be viewed as a “straw man”, that is, not a
23 perfected document but something that people can shoot at, discuss and debate. Rick
24 Applegate suggested that there be a Special Board of Directors Meeting between the next
25 two Town Hall meetings for this type of discussion.
26

27 Chris Roth: It was confirmed that the County will print up 125 ballots and 125 copies of
28 Board Candidate voting information. Further documents for the Town Hall Meeting
29 include the Minutes of the February Town Hall Meeting, the current bylaws document,
30 the new draft of bylaws, and the current policies and procedures document.
31

32 Gary Peck: A “straw man” bylaws debate is important, but leaving policies and
33 procedures out of the version being debated short-circuits the process. Furthermore, he is
34 disturbed by the proposed version having the “tax” word.
35

36 Don Mench: How will the bylaws presentation be handled at the Town Hall Meeting?
37 Chair Nancy Dougherty responded that it would be a first reading of the bylaws and that
38 they would be presented by Vice chair Bob Reeves. It was affirmed that the Board would
39 be accepting questions from the Floor.
40

41 Jerri McMahan: Jerri McMahan noted she was looking for a visibly edited version of the
42 current by-laws showing the revisions. Chris Roth responded that would be called for if
43 this was simply a revision issue. In point of fact, the new draft is a more comparable to a
44 complete rewrite. Don Mench countered that he did not see it as a re-write as much as
45 bylaws written by Clackamas County Counsel and tweaked to reflect some Village input
46 from the original document.

1
2 Alma Reick noted that the May 2006 version of the current bylaws document included
3 verbiage regarding taxes. In short, it was not completely new verbiage.
4

5 The Chair Nancy Dougherty announced that the next Board of Directors Meeting would
6 be held on June 5, 2007, 4:00 pm, Hoodland Fire Department's Community Room. She
7 also announced a Special Board of Directors Meeting for Thursday, 4 PM on June 14,
8 2007, at the same location.
9

10 Bob du Biel: The Board was encouraged not to take tax verbiage out of the new bylaws
11 draft. Should there ever be a time when that process would serve the communities, it
12 would be difficult to get the verbiage back in. Gary Peck added that the Board should be
13 prepared to explain the process that got a taxation strategy to a balloting of voters.
14

15 Chris Roth: It was announced that the mandate on sending out mailing notice for the
16 Town Hall Meeting was rescinded due to an estimated cost of \$3,000.
17

18 Don Mench: The Mt. Hood CPO will be dealing with a lot of flood damage permits
19 issues at its June/July/August meetings.
20

21 9. Adjournment

22 **Motion:**

23 Rick Applegate moved and Shirley Dueber seconded a motion to adjourn the meeting.
24
25

26 **Discussion:**

27 None.
28

29 **Voice Vote:**

30 Ayes: Unanimous (8)..

31 Nays: None.

32 Abstentions: None.
33

34 **Action:**

35 The meeting was adjourned at 6:08 pm.
36

37 Respectfully submitted,
38 Marilyn Peterson
39 Mountain Quail Business Services, Inc.
40

41 RESIDENTS AND GUESTS SIGNED IN FOR THE BOARD OF DIRECTORS MEETING:

42
43
44 Buckley, Pat Resident patnlor@msn.com
45 Chinn, Jerry Resident jkchinn@aol.com
46 du Biel, Bob Resident

1	McMahan, Jeri	Resident	
2	Norval, Judith	Resident	jln76@verizon.net
3	Peck, Gary	Resident	g.g.peck@att.net
4	Reick, Alma	Resident	areick@juno.com
5	Roth, Chris	County Staff	
6	Spencer, Nancy	Resident	
7	Wilson, George	Resident	georgewilson@verizon.net