

Kitsap Public Facilities District

Minutes of the Board of Directors Special Meeting

Monday, May 23, 2011

Eagle's Nest, Kitsap Fairgrounds and Event Center
Bremerton, WA

Attendance: Teresa Osinski, Chair; Jan Harrison, Vice-Chair; Jim Heins, Treasurer; & Roy Runyon.

Staff: Mike Walton, Executive Director; Bror Elmquist, Elmquist Assoc.

Absent: Dee Coppola; Anne Blair & Rick Smith.

1. **Call to Order.** A quorum being present, Chair Teresa Osinski called the meeting to order at 5:12 PM.

2. **Meeting Minutes** – Minutes from the Regular Meeting of the 25th of April were distributed electronically before the meeting and were submitted by the ED.

A motion was made by Roy Runyon to approve the Minutes of the February 28th meeting. It was seconded by Jan Harrison and approved with one abstention. (Note: review Bylaws and Roberts Rules to determine if abstention invalidates vote because quorum now not present – see addendum to the Minutes.)

3. **Finance Reports**

- A. **March Reports** – Reflecting February retail sales, the April revenue of \$75.9K was up 4% over the previous year, but below 2009 level. Expenses were up slightly at \$12.6K, resulting in a decrease in cash position by about \$15K (the rest of March's gain) to \$832K.
- B. **Sales Tax Rebate Revenue by Month Report** – The April revenue was reported last month, the May figure was not received by meeting time.
- C. **Current Invoices** – Blanket Voucher request of \$3,532.87 was submitted to the Treasurer for review and summarization for the Board members - the largest item was \$1100 to Elmquist & Assoc for the Gordon Field project and \$1500 to the VCB for May payments per agreement. Board requested a mid-year report from VCB Director at next meeting.

Jan Harrison moved that the blanket voucher in the amount of \$3,909.00 be approved for payment. Roy Runyon seconded and the motion was passed unanimously.

4. **Report on Regional Projects:**

- A. **Kitsap Fairgrounds and Event Center** – There was a current report submitted, along with a 386 financial report. Board requested that revenue numbers from events be provided if possible.
 1. **Gordon field:** Bror was present to make his report on the progress, ahead of schedule and turf installation to begin in mid-June.

5. **Executive Director's Report:** (A written report was submitted to the Board.)

Additional comments covered any other items in the report not previously reported.

6. **Announcements:** none

Meeting adjourned at 5:47 pm.

The Special Study Session Meeting of the Board followed immediately after this meeting.

The next regular meeting of the Board will be at 6:30 pm on June 27th in the Eagles Nest.

Research on Robert's Rules Question

Is it true that, once a quorum has been established, it continues to exist no matter how many members leave during the course of the meeting?

Answer:

No. Once a quorum at a meeting has been established, the continued presence of a quorum is presumed to exist only until the chair or any other member notices that a quorum is no longer present. If the chair notices the absence of a quorum, he or she should declare this fact, at least before taking any vote or stating the question on any new motion. Any member noticing the apparent absence of a quorum can and should make a *Point of Order* to that effect whenever another person is not speaking. It is dangerous to allow the transaction of substantive business to continue in the absence of a quorum. Although a Point of Order relating to the absence of a quorum is generally not permitted to affect prior action, if there is clear and convincing proof no quorum was present when business was transacted, the presiding officer can rule that business invalid (subject to appeal). [[RONR](#) (10th ed.), p. 337-38; see also p. 12-13 of [RONR In Brief](#).]

MW – we had a quorum present at the beginning and throughout the meeting, making our actions valid. I saw no reference in the voting paragraphs about a quorum being affected by abstentions.

Do abstention votes count?

Answer:

The phrase "abstention votes" is an oxymoron, an abstention being a refusal to vote. To abstain means to refrain from voting, and, as a consequence, there can be no such thing as an "abstention vote."

In the usual situation, where either a majority vote or a two-thirds vote is required, abstentions have absolutely no effect on the outcome of the vote since what is required is either a majority or two thirds of the votes cast. On the other hand, if the vote required is a majority or two thirds of the members present, or a majority or two thirds of the entire membership, an abstention will have the same effect as a "no" vote. Even in such a case, however, an abstention is not a vote. [[RONR](#) (10th ed.), p. 387, l. 7-13; p. 388, l. 3-6; p. 390, l. 13-24; see also p.66 of [RONR In Brief](#).]

MW – For general reference - another question asked earlier about conflict of interest voting:

Isn't it true that a member who has a conflict of interest with respect to a motion cannot vote on the motion?

Answer:

Under the rules in [RONR](#), no member can be compelled to refrain from voting simply because it is perceived that he or she may have some "conflict of interest" with respect to the motion under consideration. If a member has a direct personal or pecuniary (monetary) interest in a motion under consideration not common to other members, the rule in [RONR](#) is that he *should not* vote on such a motion, but even then he or she cannot be *compelled* to refrain from voting. [[RONR](#) (10th ed.), p. 394, l. 15-25.]