

**Des Moines Marina Association (DMMA)**

**P.O. Box 98337, Des Moines WA 98198**

**AGENDA - DMMA Board Meeting – March 8, 2023**

*(This meeting will be held at Judson Park facility, 23600 Marine View Drive South. 4<sup>th</sup> floor Solarium in the north wing.)*

**7pm - Call to Order/Attendance/Opening Remarks:** (Todd Powell)

Welcome and introductions/remarks.

*(Reminder: This is a DMMA members' meeting and not a public meeting. To encourage candid conversations and discussion, there is to be no recording of DMMA Board meetings without a prior approval of the Board.)*

**Approval of Minutes:** (Bill Linscott)

**MOTION:** A motion: To approve the February 8, 2023 meeting minutes as written.

**Financial Report & Membership Status:** (Tom Smith)

Account balance: \$ 4,492.68. P. O. Box annual charge of \$248 and received one renewal of annual \$25 membership.

**Action:** State nonprofit filing required by March 31, 2023.

Membership

2023 membership count: 51

**Harbormaster Report:** (Scott Wilkins)

The Harbormaster and Assistant Harbormaster have provided the following report which includes answers to questions from last month's meeting:

[https://www.desmoinesmarina.com/uploads/7/2/2/4/72248139/harbormasters\\_report\\_march\\_2023.pdf](https://www.desmoinesmarina.com/uploads/7/2/2/4/72248139/harbormasters_report_march_2023.pdf)

**Old Business:** (Todd Powell)

**Marina Master Plan/Dock Replacement Plan:** See Harbormaster report.

DMMA Website Project: Improvement Actions

- Electronic processing of dues – In work with Todd and Ken.
- Realignment of web pages for simplification – In work with Bill.

DMMA Elections of Officers and Directors:

The initial listing of candidates (below) was sent to membership in the February meeting minutes. No additional members have expressed interest for a position on the board. Accordingly, this will be presented to membership in the March minutes as the final candidates for elections at the April Annual meeting.

Officers <i>to be</i> elected:	Term (1 Yr.)	Candidates List (2/8/23)
Position 1 – President	2023-2024	Todd Powell
Position 2 - Vice Pres.	2023-2024	Ken Rogers
Position 3 – Treasurer	2023-2024	Tom Smith
Position 4 – Secretary	2023-2024	Bill Linscott

Directors <i>to be</i> elected:	Term (2 Yrs.)	<i>Candidates List (2/8/23)</i>
Position 5	2023-2025	Paul Grove
Position 6	2023-2025	Devon Bacon
Position 7	2023-2025	Doug Andrews

Next steps in the election process:

*April Meeting* - Conduct election and publish results in April minutes.

Discussion of possible By-Law changes for consideration (Bill Linscott)

The following By-Law changes will be forwarded to membership for approval in the April Annual meeting:

- (1) Dues paying organization - vs.- donation/fundraising organization.
- (2) Membership clarification regarding elected public officials/City staff.
- (3) Addition of website to president's assignment description.

*(See attached specific changes for DMMA By-Laws.)*

**New Business:** (All)

DMMA Follow-up Meeting – March 13 with Mayor Mahoney and Council Members Jeremy Nutting and Vic Pennington.

Citizen Advisory Committee: Des Moines is reinstating the Citizen Advisory Committee. The objective of the Committee is to enable citizens, neighborhoods, and businesses to engage as broadly as possible in the discussion and resolution of issues and concerns that directly affect them. Twelve members--one each from the City's nine neighborhoods, two business owners, and one Marina tenant. The tenant representative must have been in the Marina for at least one year. In addition, all representatives must be a U.S. citizen, a resident of the City of Des Moines for at least 1 year and must be a registered voter. The positions are for 2-year terms, except in the very first term, half will be appointed to 2-year terms and the other half to 1-year terms to maintain continuity from year to year. Applications are being sought for representatives. Selection is by appointment of City Council.

**Action:** Find a tenant interested in serving on the Committee as the Marina tenant representative.

**DMMA Annual Calendar:**

Look ahead: Des Moines Yacht Club Marine Swap Meet on Saturday, March 18, 9am -1:30pm.

Calendar events can be found on the DMMA Website. [www.dmmaonline.com](http://www.dmmaonline.com)

**Closing Remarks** (Todd Powell)

**Next DMMA meeting:** April 12 Annual Meeting for all members - 7pm, tentatively at the Des Moines Senior Activity Center.

**Motion to Adjourn:**

## Attachment

Proposed DMMA By Law Changes for membership approval at April Annual Meeting:

### **(1) Dues paying organization - vs.- donation/fundraising organization:**

Approach can reduce the administrative complexity of chasing membership status and collecting/accounting for individual dues. Previously, dues paying members were the only ones to receive information and distribution of minutes. That philosophy changed during Marina development activity, where the board considered it more important to inform everyone regarding proposed development plans. This year DMMA is placing their minutes on the website for all tenants and the public to see. There is some simplification with a “one time” annual fundraising approach that would consider all tenants as members.

- There is no change to the organization’s structure. Existing By Laws would apply. Only Article VI – Contribution of Members would require a change.
- The mechanic for funding would not impact or change the DMMA nonprofit status.
- This change is presented for approval in April 2023 and becomes effective as of January 1, 2024.

Current By-Laws based on membership dues:

#### **VI - CONTRIBUTIONS OF MEMBERS**

- Section 1.** Dues for Members and Special Members shall be at the rate of \$25.00 annually.
- Section 2.** (Initiation fees deleted February 16, 1994.)
- Section 3.** All dues shall become payable on April 1 of each year and shall be delinquent unless paid by April 30.
- Section 4.** Notwithstanding anything in these Bylaws to the contrary, no member shall be entitled to vote on any matter when his or her dues are delinquent.

Proposed change to By-Laws for fundraising approach:

#### **VI - CONTRIBUTIONS OF MEMBERS (This article becomes effective January 1, 2024)**

- Section 1.** Financial support for the corporation is provided through an annual fund-raising activity with Memband Special Members during the months of March and April each year.
- Section 2.** The fund-raising goals are established annually by the DMMA Board as a part of its budgeting process during the months of January and February. The goals will be communicated to its members in February. The suggested amount is twenty-five dollars (\$25) per member.
- Section 3.** While member contributions may be accepted at any time throughout the year, no other fundraising activity will be conducted unless approved by the unanimous vote of the Board.
- Section 4.** Notwithstanding anything in these Bylaws to the contrary, no member shall be entitled to vote on any matter without having provided a prior financial contribution to the corporation in that year. The Treasurer shall maintain an annual registry of member contributions.

**Add following note to current VI “(This article is deleted effective January 1, 2024)”**

### **(2) Membership clarification regarding elected public officials/city staff:**

Explanation: There is an appearance of “conflict of interest” in a scenario where the

DMMA is establishing a position in its member's interest which is against a Marina/City's policy or position. A DMMA member, who is an official of the city, could be voting against such DMMA interest in the furtherance of their City position or role. *Currently:* A city official, or staff member, having membership and paying dues have voting rights which could create a scenario for conflicting interests.

*Proposed Change:* A city official (City Council member or staff member) with interest in membership with the DMMA will be processed and recognized as an "Honorary" member in accordance with Article III- Membership; Section 1; Paragraph 3 of the By Laws which reads as follows:

3. *Honorary.* Members in this class are selected by the Board of Directors of the corporation and elected by unanimous vote of the general membership of the corporation. This class of membership shall hold such honorary membership without dues, without voting rights, and without right to hold office; but with full rights to participate in other corporate activities and functions for the duration of their Honorary Membership.

It is proposed that Article III- Membership; Section 1; Paragraph 3 of the By Laws be changed to delete the word "unanimous" in the first sentence and to add the following clarification to under this paragraph 3:

**Notation:** This category of membership is required for any Des Moines City Officials (City Council members or City staff members) who have an expressed interest for membership in the association.

*Proposed Next Steps:*

- Develop a Motion for By Law Amendment at the April 2023 Annual Meeting
- If passed – Set forth a motion to process interested City officials as honorary members at the April 2023 Annual Meeting

**(3) Addition of website to President's assignment description:**

Proposed change for clarification of responsibilities: Change Article IX, Section 2 - President as shown below:

**Section 2. President** - The President shall be elected by the membership by ballot at the annual meeting and shall hold office until the subsequent annual meeting of the corporation. The President shall, on behalf of said corporation, execute all contracts, conveyances and other written instruments necessary or convenient to the transaction of the ordinary business of the Corporation. The President shall sign all membership certificates, **oversee the management of the corporation's website** and generally do and perform such duties as ordinarily pertain to this office.