

ENFIA Board Meeting Minutes  
December 16th, 2020  
Zoom Video Conference

1. Larry opened the meeting at 10 am with President Larry Moore, Vice-president Frank Tortorich, Secretary Karen Heine, Treasurer/Retail Coordinator Keli Gwyn, and Member at large Bruce Odelberg in attendance. Also present were Forest Service liaison Kristi Schroder, Web master Carl Gwyn, and Facebook manager Mark Sandperl, and Philip Hartvig.
2. We approved the Agenda with two changes: the date of the minutes to be approved were from Nov., not Oct. and added the idea that mileage could be reimbursed for those holding positions with ENFIA (#5)
3. The Nov. 18th, 2020 and General Meeting Minutes from Dec. 5<sup>th</sup>, 2020 were approved.

**4. Finance/Treasurer's Report**

A. Keli had no report because she had not received the update report from the CPA who is very busy in tax preparation at this time of year.

B. Inventory 9/30/2020 was \$53,573 after Keli's exhaustive evaluation

**5. Discuss remuneration issues:**

A. Larry opened the discussion, Karen commented on Keli's recent email outlining what the lawyer advised, and Keli summed up this email for those who had not had a chance to see it. California's AB5 does not allow stipends, ENFIA may find it financially difficult to meet the hours and wage conditions of employment under (California) AB 5 for the Retail Manager's and Carson Pass Coordinator's positions. , and that seems to leave ENFIA with the option of contracting with those who have Sole Proprietor's business licenses (who can bill ENFIA as independent contractors) or rely on volunteers.

B. We did learn that Phil Hartvig is willing to volunteer as the Carson Pass Facilities Lead, Lisa Irving-Peterson is willing to volunteer as the Retail Lead, and Carl Gwyn is willing to volunteer as ENFIA's webmaster. Since these people are willing to volunteer, no discussion happened about remuneration for them.

C. However, a lengthy discussion occurred regarding contracting with Keli Gwyn (Sole Proprietor of Keli Gwyn Retail Coordination Services). Bruce expressed grave concern about contracting with Board members (Keli Gwyn and Karen Heine currently serve on the ENFIA Board). He asked if we had "looked into all possibilities." Frank and Larry both agreed that contracting with Board members isn't ideal; however, both agreed that no other option was currently available and noted that all financial transactions are reviewed and approved by the President of the ENFIA Board.

D. Frank motioned that ENFIA should contract, rather than hire, service providers in the coming year if no volunteers for the positions exist. Karen seconded the motion and it was passed unanimously. Bruce again expressed concern about contracting with Board members. Both Keli and Karen agreed to recuse themselves during any discussion-

making regarding the position for which they have put forth a contract. Karen asked if Dennis and/or Roxi wanted to return and volunteer. Frank indicated that he had spoken to Dennis and that was not an option. Keli indicated that there were over \$10,000 worth of service donated last year to ENFIA.

E. Karen motioned that ENFIA engage with Keli Gwyn Retail Coordination Services for 2021 as her contract states (for \$7,800/a year). Frank seconded and Mark Sandperl mentioned that by recusing herself, she should leave the meeting physically so as not to influence the discussion which followed. She left the Zoom meeting. Bruce again expressed concern about hiring Board members, citing an event in the past which did not turn out well. Larry urged us to keep that event where it happened, in the past. He called for the vote. The ENFIA Board voted 4 in favor of contracting with Keli Gwyn (Sole Proprietor of Keli Gwyn Retail Coordinator Services) with Keli herself abstaining from the vote. The motion passed, and Keli Gwyn will serve for 2021 as ENFIA's Retail Coordinator.

F. Frank motioned that ENFIA should contract with Karen Heine (Sole Proprietor of Karen Heine Personal Assistant Services) for the 2021 year as Carson Pass Coordinator. She had offered a contract for this position at \$2200 annually (which is commiserate with the previous charges for this position. Karen Heine muted her microphone and turned off her video feed so as to not influence the Board's discussion. She remained in the meeting to take notes as the secretary. Bruce again expressed concern about hiring Board members. Frank wanted ensure that the contract includes all of the listed tasks from Dennis' (previous Carson Pass Manager) shared list. Larry reminded him that it is in fact not quite the same position. Keli read aloud the first three bullet points of Karen's proposed contract and that seemed to satisfy everyone. There was a brief conversation over he the role of manager versus the role of coordinator. The Leads (who had already volunteered) were mentioned in support of the idea of a Committee approach with Karen as Coordinator (rather than "manager"). Frank called for the vote and 4 voted in favor of contracting with Karen Heine (through her sole proprietorship) to serve for the 2021 year as Carson Pass Coordinator. Karen herself abstained from the vote.

6. **USFS**, Kristi Schroeder reported on the Forest Service:
  - A. She talked briefly about some uncertainty as the "guard changes" at the national level
  - B. She informed us that the 6,500 Christmas tree permits were sold out in a week
  - C. The Resource Advisory Committee (RAC) is back. Grants might be available!!
  - D. She talked of the tele-work world
  - E. She reminded us that Mormon-Emigrant Trail remains closed.
  - F. Keli (and others) expressed appreciation for her Interpretative Talk on Dec. 5 for ENFIA members. The raptors were great! Kristi also now has a Great Horned Owl

## **7. Retail Coordinator**

The ENFIA Board all agreed that this had been addressed under #5 earlier in the meeting.

## **8. Carson Pass Team/Committee members for discussion**

A. The ENFIA board agreed that this had been addressed under #5 earlier in the meeting.

B. Facilities Lead, Phil Hartvig, Retail Lead, Lisa Irving-Peterson,  
C. Frank had contacted Gaylin Fleming who has confirmed that she and her sister (Debbie French) would be willing to continue on helping with the opening of the Silver Lake cabin (as they have in the past), and Bonnie West would also help out. Frank had not heard back from Dean about helping with facilities at Carson Pass but he was fairly sure Dean wanted to continue his involvement. Karen believed that Ginger was willing to continue her work at Carson Pass collecting the money once a week and depositing it.

9. Hwy 50 development report from recent meeting

A. Carl Gwyn reported that he planned to work with the Forest Service to determine the greatest need for this HWY 50 Corridor team. Interpretative Programs remained his focus.

B. Frank asked about an old shed that ENFIA had purchased (which might be used for a temporary shelter for ENFIA along HWY 50). We think it may still be on Syd Perryman's private property. She had the shed last.

10. Website update: no discussion

Old Business:

11. Votes on Bylaws:

A. Carl reported that 19 people had responded to the electronic voting, all affirming with a "yes" vote to adopt the Bylaws

B. There was a lengthy discussion about what constituted a quorum as it is stated in the Bylaws themselves. Carl and Larry believed that as it was stated in the Bylaws posted on the voting site that if the vote received more than 50% of the voting participants (all ENFIA members had the opportunity to vote) it would pass. Bruce stated that a quorum (the number of members needed to make the vote "official" had not been reached. Bruce looked to the Bylaws which stated that the meetings follow Robert's Rules of Order where a quorum is identified as half of the possible voting ENFIA membership. We all had our own interpretation of this status. Karen indicated that since there were no dissenting votes and everyone who is a member had the opportunity to vote (more than half choosing not to) that it seemed the will of the ENFIA membership that the Bylaws be adopted as this point (while acknowledging that perhaps a "true" quorum" was not met). Bruce remained adamant that the Bylaws should be altered and then the membership should re-vote (attempting a real quorum). No real resolution was reached, and Carl agreed to send an electronic version of the Bylaws to Bruce who agreed to further develop this idea. Karen motioned that the Bylaws be accepted as there were no votes cast from any member against accepting them (even absent a real quorum). The vote was three in favor (so the motion passed, narrowly) with Frank abstaining and Bruce voting against the motion.

C. Larry urged us to revisit this issue of the Bylaws at the next meeting

12. ENFIA Board members voting/online:

A. Larry wanted to vote on-line after this meeting

B. Karen recalled that the ENFIA Board had stated that members had until the end of the month (December) to express an interest.

C. Larry will check with Lisa Irving-Peterson who had expressed an interest in terms of being on the Board, but had not actually committed to being considered for a Board position.

D. A discussion ensued about the requirement of being an ENFIA member for one year before running for a Board position. Mark Sandperl pointed out that if a person were appointed, this requirement is not a consideration.

12. Update on Carson Pass roof repairs, no update (Amador County working on it)

13. Brief discussion about the Board “choosing” up jobs (secretary, treasurer, VP) at January Meeting.

Next Board member meeting: January 20, 2021, Wednesday at 10 am on Zoom

Adjournment at 12:16 pm