

**Downtown Evanston Executive Board Meeting**  
**Wednesday, April 27, 8:00 – 9:30 am**  
**820 Davis St., 2nd Floor Conference Room**  
**Meeting Minutes**

**Present were**

Executive Board members: Dan Kelch, Mike McGuigan, Lori Stein, Chris Mailing, Jim Corirossi, Andrew McDonald

Staff: Annie Coakley, Laura Brown

Board Member: Hank Goldman

**Call to order**

Chris Mailing called the meeting to order officially at 8:08 am.

**Minutes approved**

Chris asked those present to review and approve the February 10 minutes. Dan moved to approve; Lorie seconded. Chris asked those to review and approve the March 9 minutes. Dan moved to approve; Lori seconded. February 10 and March 9 meeting minutes approved.

**Meeting Minutes**

*Please note meeting minutes are as interpreted by Downtown Evanston staff.*

**Treasurer's Report: Dan Kelch**

- New budget format is finalized; Dan reviewed and we will distribute the budget via email and review at next Executive Committee Meeting on May 4

**Bylaw Discussion: Andrew McDonald**

- Andrew, Chris and Annie have worked together to clean up the bylaws and propose some changes.
- Andrew reviewed highlights of bylaw changes:
  - Classes of Directors
    - Remove term limits for classes I, II, III
    - Term limits for classes IV and V are 2 years, 3 consecutive terms allowed, must step down for 2 years before reelection
    - Members are elected as a formality at May Board Meeting
    - Dan commented that Class IV should be at least 4 (to 9) representatives
    - Dan commented that there are multiple property owners that own multiple buildings so their cumulative value could equate that of a top 10 property owner
    - Class V – Resident: There are 2 residents on the board so we need to recruit another resident that doesn't live in the downtown area. Discussed history of this bylaw and decided to change language so that the third resident does not have to live outside of downtown Evanston.
  - Quorum
    - Change quorum requirement to one third instead of a majority (this would mean 8 members required)
    - Dan commented that this could lead to a situation where decisions are being made by non-property owners/those that are paying the highest taxes to fund the organization.
    - Andrew proposed that in order to avoid this situation, we could change language so that one-half of the quorum (one third of Board) has to be represented by Class II or IV

- Want to make sure that people show up for the meetings but also need to make sure meetings are productive
    -
  - Compensation: edited language
  - Officers
    - Add a Vice Chair
  - Executive Committee – everyone has 1-year term but can be reelected
    - Discussion about a transition plan - when do people's terms starts, how to stagger so that we always have board members with "history/background" of organization?
      - Chris commented that one idea is to randomly assign people to odd or even years; everyone gets credit for 2 years being on board
  - Committees
    - Board or Executive Committee can decide committees, appoint and get reports back (potentially at Executive Committee meetings)
    - Committees replaced advisory bodies; clarification about committees
    - Open Meetings Act does not apply to committee meetings
    - Types of committees not written into bylaws to reflect that they may change year-to-year. Some potential committees include:
      - Residents
      - Retail
      - Restaurant
      - NU/Downtown
      - Marketing
  - Article 16: To revise the bylaws need a two-third quorum

### **Executive Committee Officers**

- Chair:
  - Chris commented that he is not standing for reelection as Chair, but interested in remaining on Executive Committee
  - Annie commented that there has been discussion about Andrew becoming Chair; committee members agreed; Andrew accepted nomination
- Vice Chair (note this is a new position; pending approval of bylaw changes)
  - Recommendation that Mike serves as Vice Chair; Mike accepted nomination
- Treasurer:
  - Dan accepted another year as Treasurer
- Secretary:
  - Annie commented that Adrian communicated to her that he is interested in remaining as Treasurer
- Committee Members
  - Lori: Remain on Executive Committee
  - Hank: Interested in being on Executive Committee; trading off with Jim as they have done for the last few years
  - Jim: interest in involvement in Executive Committee; trading off with Hank

### **May Board Meeting**

- Date changed from May 12 to May 19; Mike McGuigan offered to host at Hilton Orrington
- Important to have a 2/3 quorum in order to vote on the following:
  - Adopting new bylaws
  - Electing Executive Committee officers and members
- Annie will follow up with all board members to determine number of years on board and interest in 1 (odd) or 2 (even) year term

### **Meeting Adjourned at 9:31 am**