

Christian Valley Park, CSD  
December 20, 2022  
Partial Board Meeting Transcript

**00:16:30**

Don Elias: Is there anybody that would enjoy being the President of the Board? Well, that's not even a good way to put it—that has a thick skin and is able, you know, is okay with being the president of the board. Jo Anne?

Jo Anne Carmona: I would nominate Diane, because she has a thicker skin than I do, since you put it that way.

Diane Louise Alessi: Thank you, Joanne. I think.

Jo Anne: Meaning as a compliment—a compliment, Diane.

Diane: Okay, thank you. I'll take it, you know, they knew it was me, yeah.

Don: Do you accept the nomination?

Diane: Sure.

Don: And so we need another motion to accept the motion, if you're good with that.

Dan Negus: Are we--what are we making a motion for?

Don: For President.

Dan: President, okay.

Don: For the remainder of December and then 2023.

**00:17:30**

Dan: Okay. Okay. I would like to nominate Greg Bala, so--

Greg Bala: Yeah, I was going to nominate you, Dan. Okay.

Dan: It's open right now, so anybody can make any—

Greg: I'll nominate Dan.

Dan: I'm sorry, what did he say?  
Don: He said he's nominating you.  
Dan: Okay.  
Don: So we're just missing just one nomination for Joanne. Now that we're all nominated...  
Jo Anne: Yeah, well, I already let it be known that no, first year.

**00:18:16**

Diane: I'll nominate Diane.  
Don: OK, so there's the second.  
Diane: How do you like that?  
Don: So there's a nomination for Diane and then Diane seconded the motion. And so then all in favor?  
Jo Anne: Do you have to do a roll call?  
Don: Oh, yeah, I guess I should just do a roll call, because it's Zoom too.  
Jo Anne: It's Zoom, yeah.

**00:18:42**

Don: So, Jo Anne?  
Jo Anne: Aye.  
Don: Diane?  
Diane: Aye.  
Don: Dan?  
Dan: Aye.  
Don: Greg?

Greg: Oh, okay. I guess aye. So we were supposed to second the other nominations? Because I would have seconded Dan's, but is that okay? I didn't know that was the—

Jo Anne: But he nominated him. He nominated Dan, so he can't—

Don: Yeah, you can't your—

Greg: Oh, you can't second—

Dan: Here's another question I have: do we—

Don: Dan, you can second it.

Dan: Do we need all five board members of the—to be able to—

Greg: I was wondering that too.

Don: To pick a President?

Dan: Yeah. And that's something I'm wondering about, because then I don't know if that's—

Jo Anne: Where would that be? Would that be in the bylaws or—

Dan: I'm asking. I don't honestly know. And that's the only thing—reason I'm bringing it up.

**00:19:30**

Don: I believe it's just a quorum.

Diane: It is a quorum, but I'll look in the bylaws to make sure.

Jo Anne: I'm going to start carrying my binder with me.

Diane: Actually may even be in—as I have a look through our bylaws. Should we table it--?

Dan: The only reason that I'm asking is because Rolando's not here, and I feel like he should have a voice, you know, one way or another.

**00:20:01**

Don: So what we could say is, “el presidente” through January and then, or you know, to the January meeting or—

Dan: Yeah, I think that would be reasonable.

Greg: Oh, is that allowed? It doesn't take the whole year once you make the decision?

Dan: Yeah, we're not quite sure. This is new territory.

Diane: Yeah, that's for sure.

Greg: Because I'll go with that too.

**00:20:32**

Dan: I would like, personally, this is just me speaking, but I would like to have Rolando.

Greg: Yeah, me too.

Dan: You know, the Board. And I'm not saying that anything against Diane or anything else. I'm just saying that I think that everybody should be involved in making that decision.

Diane: Actually, you know what, it's probably in Robert's Rules.

Jo Anne: No, it would be in the bylaws. Do you have the bylaws there? I can go right to it, almost.

Diane: We may even have a policy on that. I'm not sure.

Jo Anne: We don't.

Diane: We didn't finish our policies yet.

Jo Anne: We don't have a policy on it.

**00:21:21**

Greg: So are there two questions we're trying to answer? One being, do you need a full constitution of the Board to make the vote: A. And then B: If we want to have a temporary President, can we do that and then re-vote when the quorum--everyone is here?

Don: Correct.

Dan: Right.

[unintelligible background discussion of Bylaws throughout]

Don: Well, while we're looking that up, do you mind if Jason gave his report?

Jo Anne: Yeah. No, no, no.

Diane: That'd be great.

Jo Anne: That'd be great.

**00:22:23**

[Jason Hoffman gives report]

**00:56:13**

Don: So do you want to report back what you found in the bylaws?

Diane: Right. So, Article VII: Officers of the CVPCSD, and it says vacancies in President of the Board, President or in his or her absence, Vice President shall be recognized as the Official, so-on and so-forth. If President, his or her, is absent, or as designated, representative of the board to speak, and then it says resignations. Okay, appointments. The board may elect, by majority vote, and authorize the President, or any other officer to appoint any other officers that the CSD may require. Each elected officer shall have the title and authority, hold the office a designated period, and perform the duties specified in the bylaws established. So, what it refers back to then is vacancies. And it says then by appointment or by calling special election. If the Board decides to appoint someone to fill the vacancy, the Board first must post a notice of the vacancy. That was the actual--they can—

Greg: Yeah, that sounds—so if I'm understanding—

Diane: But it's saying if a quorum of three aye votes cannot be reached, the vacancy shall be filled by appointment of the Placer County. So, this refers back to what would normally be if a Board member was not on Board.

**00:57:48**

Greg: Yeah, but the actual, once everyone's there, we're talking about picking officers. So, in the way I understood what you read, it said that there's a designated period of time. So, given that, it sounds like there's an option to vote in a President for a month. And then when we have our full constitution here, we can then do it again.

Diane: But it also states it has to be for January. That's why we do it in December.

Greg: So, it's then locked in for a year. We don't have an option to—

Diane: But you need a quorum of three.

**00:58:31**

Dan: Again, just for Board's sake, I'd like to have, if it's possible, I'd like to have all five of us make a decision on what we can do.

Greg: I would agree.

Diane: Are we sure that Rolando will be back next month? And the only reason I'm kind of like pushing on this point is because we have to really—we have FAP grant, we have—I mean, there has to be some leadership. And I don't want to wait a month—

Dan: No, no, and Diane, I'm not disagreeing with you on that at all. All I'm saying is for the Board as a whole, you know, I would like to see it—

**00:59:08**

Diane: In a perfect world, I would have loved Rolando to be here tonight, honestly. But we don't know what Rolando [intelligible].

Dan: That's true.

Diane: And this is a catastrophic event.

Dan: It is.

Diane: And there's no—

Greg: So I'm going to be clear on this. So we do not have the option, we do not have the option to elect a President for one month and then retake the vote after the month. That is not allowed, period? Or is it ambiguous?

Diane: I don't see that in the bylaws.

Jo Anne: There's nothing that says anything about that. We haven't had any policy on that.

**00:59:40**

Greg: There's nothing that prohibits it. There's nothing that prohibits it. Is that true? If there's nothing that prohibits it, I would suggest that we go through and pick a President tonight, and then in a month when Rolando is here and we have everybody, then we do it again.

Jo Anne: It's not a matter of prohibiting. We have bylaws to go by. And we have a quorum, we can vote. Do the bylaws prohibit us from doing what I just said?

**01:00:11**

Diane: I wish you'd read it. Pull it up, and if you see something different, I'd be more than happy to hear you.

Greg: I mean, you have it right there in front of you. Do the bylaws prohibit us from doing what's being proposed here?

Diane: [unintelligible] because it literally refers back to as if there was a vacancy on one.

Greg: It's not a vacancy. It's not a vacancy we're talking about. We're talking about electing an officer.

**01:00:35**

Diane: We have officers that need to sit in different positions on the board. So essentially it is a vacancy. There's a vacancy for a President and there's a vacancy for a Vice President, currently.

Jo Anne: And it takes a quorum to vote them in.

Diane: Right.

Jo Anne: And we have a quorum.

Greg: Are they defining vacancy as what you said in the bylaws there?

Diane: I don't know how else to state it, Greg.

Greg: Would we be breaking any rules if we did what Dan and I are proposing, is to pick someone tonight and then in a month we do it again. Is there anything that stops us from doing that?

Jo Anne: Now, you say what you just said because he was talking and he didn't hear what you just said.

**01:01:23**

Diane: I said we can't pick and choose if we have bylaws. If we have bylaws, then we're following bylaws. If we're not going to follow bylaws—

Greg: Can we do what is being proposed? Are we violating the bylaws by picking a President tonight and then in one month doing a vote with all five people here? Is there anything that prohibits us from doing that? That's my question. Yes or no?

Diane: Ethically, I believe that that would be unethical to do that because you'd be picking and choosing over the top of the bylaws.

Dan: I'm a little bit confused why it would be ethically a problem. We're already into the third week of December, OK. In three weeks we're going to have another meeting. That's what—I guess I'm a little confused as to why—

Jo Anne: Well, it's always the December meeting where you'd pick the President.

Dan: No, I understand that. But this is an—

Jo Anne: Extenuating?

Dan: --extraordinary circumstance.

Jo Anne: Extenuating circumstance?

Dan: Extenuating circumstance, yes.

Diane: If we knew Rolando was going to be back next month, I'd probably would be fine with it, but under the circumstances, I don't know.

Jo Anne: Here's a suggestion. We can move forward with our vote. And then if Rolando is not back in January, we just continue on the year. It'll be final. Is that agreeable?



**01:03:07**

Greg: Why would it be final? Why can't we wait until we have five people to do the vote?

Dan: Sorry, Greg, I didn't hear what you said. I didn't hear what you said, Greg.

Greg: Why shouldn't we wait until we have five people to do the vote?

Jo Anne: Because number one: we don't have to. But what tried to make everybody happy, we can, if Rolando is here next month, then we can, you know—

Diane: Put it on the agenda, or—

Jo Anne: --put it on the agenda, but if he's not, then we just move forward with Diane being President, because we can't wait.

**01:03:55**

Diane: What do you think the worst thing is going to happen, Greg? That I'm going to do something?

Greg: No, no, no. I'm saying I agree with Dan that we didn't give Rolando a voice in it. And I would like to do that as well.

Diane: I promise the board that I'm neutral. And my only concern is this community. So I'm prepared, I'm retired, I have the time, I print everything out, and I do my homework, so I'm only for the best interests of this community, above and beyond everything. I don't have a personal problem with anybody. It's whether or not you think I'm not—

**01:04:40**

Greg: There's some folks putting into chat here, making some suggestions: "Can we appoint a chairman for now?" I don't think—that's not in the bylaws. Yeah, there's some chat questions.

Diane: We go by bylaws unless we want to amend our bylaws and then we put that on the agenda. And that's the other thing, Greg, is that if there's a problem in these bylaws, we're supposed to look at them every January and make suggestions for amendments. If it's not clear enough, we can make it more clear and we can put policies together. I've been on so many committees. I helped build these bylaws with Kathleen and the policies and

procedures also with Jo Anne. You did not participate in those. I know these better probably than you do.

Greg: But it doesn't prohibit us from doing what we want to do then, is the question, so it sounds like we should do that.

Diane: I'm not going over it, Greg.

**01:05:34**

Dan: Okay. Okay. Yeah. I don't want to create any division here, you know. I don't think this is wise.

Diane: Right.

Dan: All I'm saying is if we wait three weeks and Rolando's back, then we have everybody to vote on it.

Don: That's basically what Jo Anne was saying, right?

Greg: But then we don't—if he isn't back then we don't have that option afterwards.

Jo Anne: If he's not back in January, we're not going to vote again. It'll stay the way it is today, if Ronaldo's—

Greg: And I have a problem with that.

Dan: I'm sorry, what, Greg?

Greg: I have a problem with that. I would like to wait until he's there. If it takes another month beyond that, then let's do it then.

Diane: You know, express what the major hiccup is other than you just don't want to see this happen. Please. For the public. What is—[unintelligible]

Greg: For the public, I am agreeing with Dan. I'm agreeing with Dan that I would like to have a full—[unintelligible]

Dan: Wait, wait, wait.

Jo Anne: One person talk.

Dan: Thank you. One person talk at a time.

**01:06:40**

Greg: I'm agreeing with Dan that I would like to have a five-person vote on this particular item when the five people are present, and up until that time, we can have a temporary setup. I think that seems to be a very logical way to go about this.

Diane: That's what we were just saying.

Greg: No, no, we aren't, because if in the instance that we don't have five people, we just cut it off. That's what Joanne was proposing and I don't agree with that.

Diane: Correct, because it'll be no different than tonight.

Greg: At some point we'll have five people on this board, and that's what I'm saying, that's when we should make it.

Diane: Well, we can't put it off, because we have sixty days for that, and then we have—

Greg: We can have, we can have, we can have a President until that time, and then we can do it again. Very simple.

Jo Anne: No.

Diane: No, no, that's not how it works.

Jo Anne: That's not how it works, Greg. That's not how it works.

**01:07:30**

Dan: Greg, Greg, here's—this is what I think they're proposing, Greg: put Diane as a temporary President until January, when Rolando comes back, then we can vote if we want to keep Diane as President, or we would have a new nomination and a new vote.

Don: And if Rolando's not back, to let it ride.

Dan: And if Rolando's not back, then Diane would continue on as President.

Greg: Yeah. That's what I hear. So that's what's on the table as the motion, right?

Jo Anne: What did you say?

Greg: Can someone make the motion for that and we'll vote on it right now?

Dan: He's asking, do we need a motion for that?

Don: Oh yeah, that's definitely a motion.

Greg: So that sounds like that's—there's no more debate on this. That's what—it's not budging from that, so someone make the motion and let's vote.

Diane: Correct. (to Jo Anne) So would you like to make a motion with your suggestion?

Jo Anne: (to Dan) Why don't you make the motion, because you said it all? I'll second it. I can't remember everything.

**01:08:54**

Dan: I would make a motion that tonight until the next Board meeting that we temporarily appoint Diane as President of the Board. At the next meeting, then if Rolando is not available to make—as to be part of the board, then Diane would continue on as part as President, as the motion has been made.

Jo Anne: I second the motion.

Dan: That's what—I mean, that's what's on the table. It's a three week window, and then at the point that if Rolando comes back at the next Board meeting, then if they want to make a change, then that's when you would make the change.

Diane: We'll put it on the agenda for January.

Dan: And there would be an agenda on the January meeting.

Diane: Right.

**01:10:04**

Don: Okay, so--

Greg: Ready for a vote.

Don: --first was Dan, and then Jo Anne seconded that.

Jo Anne: Yes, I did.

Don: And so I'm going to do a roll call vote so we know exactly what's going on.  
Diane?

Diane: Aye.

Don: Jo Anne?

Joanne: Yea.

Don: Dan?

Dan: For three weeks. Yes.

Don: And Greg?

Greg: I can abstain? Is that an option? Or can I, or a nay? It's either abstain or a nay. If I can't abstain, it's a nay.

Diane: If you abstain, it's a yea.

Greg: Okay, then nay.

Don: Okay. Motion passes. So there are three ayes and one nay.

**01:10:48**