

Ashcreek-Crestwood Minutes Jan 13th 2025 meeting

The agenda notes that this is the Ashcreek and Crestwood Annual Membership Meeting.

7:02 Marianne called the meeting to order.

In Attendance:

Ashcreek Neighborhood Association: Andrew Baker, Ben Donora, Dave Manville, Bruce Koester, Taylor von Ahlefeld, (quorum of Ashcreek Board of Directors), Eden Rodriguez, Garrett Thompson, Marguex Gala (left at 7:30 pm), Elena Byrgazova

Crestwood Neighborhood Association: Marianne Fitzgerald, Leslie Baird, Tony Hansen (quorum of Crestwood Board of Directors), Ryan Smythe, Sue Warninghoff, Marlene Howell (joined at 7:30 pm).

Marianne asked, and all in attendance verbally consented to be a member of the Ashcreek-Crestwood organization.

Agenda approved by acclamation.

Next Steps in Merging Neighborhood Associations (NA)

Marianne explained that the draft Plan of Merger of the two neighborhood associations has been guiding the discussions of many details over the past few months. She proposed to modify the approach from “merger” to “transition” in which Crestwood would “amend” its Articles of Incorporation and Ashcreek would “dissolve” its corporation and transfer assets to Crestwood, which would simplify the merger and paperwork involved. Hearing no objection, Marianne went through various motions to accomplish this.

Motion to approve the plan of merger. Marianne Fitzgerald proposes, Ben Donora seconds that we approve the modified approach to transition the two neighborhoods into one. Marianne discusses the merger plan. Motion passes unanimously. No abstentions.

Ashcreek Neighborhood Association:

- **Motion to dissolve the existing Ashcreek Neighborhood Association and approve Crestwood as designated survivor.** Andrew Baker moved, Bruce Koester seconded, and the motion carries, no one opposed, no abstentions. Andrew thanked everyone and noted that over the past year we have been building a stronger neighborhood and community that will live on in the new neighborhood association.
- **Motion to transfer Ashcreek funds to Crestwood.** Andrew Baker moved, Ben Donora seconded, to transfer all fund balances as described in the agenda Treasurers Report to Crestwood Neighborhood Association. Motion passes unanimously, no one opposed and no abstentions.

- Motion to approve the combined neighborhood boundaries so the properties in the existing Ashcreek boundaries are combined into the new Ashcreek – Crestwood Neighborhood. Andrew Baker moved, Bruce Koester seconded, and the motion was approved unanimously, no one opposed and no abstentions.

Crestwood Neighborhood Association:

- Motion by Crestwood to approve amending its Articles of Incorporation to change the name of the Crestwood Neighborhood Association to Ashcreek-Crestwood Neighborhood Association. Marianne Fitzgerald moved, Tony Hansen seconded, and the motion was approved unanimously with no objections and no abstentions.
- Motion to change registered agent from Tony Hansen to Marianne Fitzgerald. Marianne Fitzgerald moved, Leslie Baird seconded, and the motion was approved unanimously with no objections and no abstentions.
- Motion to approve the boundary expansion for Crestwood NA so that the properties will include all of the area within the current Crestwood and Ashcreek Neighborhood Associations. Marianne Fitzgerald moved, Tony Hansen seconded, and the motion was approved unanimously with no objections and no abstentions.
- Crestwood motion to accept transfer of funds from Ashcreek to Crestwood. Marianne Fitzgerald moved, Tony Hansen seconded, and the motion was approved unanimously with no objections and no abstentions.
- Crestwood motion to approve the change of the name on the bank accounts and signatories to Ashcreek-Crestwood Neighborhood bank account. Marianne Fitzgerald moved, Tony Hansen seconded, and the motion was approved unanimously with no objections and no abstentions.

Bylaws motion

Two motions, one for each NA, due to structure of current Ashcreek and Crestwood bylaws.

Marianne reviewed some of the details in the draft bylaws that Ashcreek and Crestwood members have been discussing during our joint meetings over the last few months. Officers will be President, Vice President, Secretary, Treasurer. Directors at Large can be up to 7 more people and the Board of Directors can be 3-11 Directors. Quorum is a majority of Board of Directors in office prior to the meeting. Annual meeting is in April with elections. Officers elected in odd years, Directors at Large elected in even or odd years. The Treasurer may not be a signatory on the Association's financial accounts.

Crestwood: Marianne Fitzgerald moved, Leslie Baird seconded, to approve the Ashcreek Crestwood bylaws as distributed Jan 6th 2025. Motion was approved unanimously with no objections and no abstentions.

Ashcreek: Andrew Baker moved, Ben Donora seconded, to approve the Ashcreek-Crestwood NA bylaws as distributed Jan 6th 2025. Motion was approved with no objections. Bruce Koester abstained.

Special Election (in lieu of April Annual Meeting)

Marianne asked for nominations from the floor for each position. All Officers approved unanimously. All Directors approved unanimously. New bylaws state that officer elections will be in odd numbered years and directors at large will be in even or odd years, staggered.

President: Marianne Fitzgerald President

Vice President: Garrett Thompson

Secretary (Interim): Dave Manville

Treasurer: Eden Rodriguez

Directors at Large, Ben Donora (2 years), Leslie Baird (1 year), Bruce Koester (1 year)

Updates:

Communications: Dave Manville gave an update on the work he and Leslie Baird have been doing to set up a new website and email groups for our new neighborhood association. The new website is up and running at ashcreekcrestwoodna.org. Please send suggestions to Dave and Leslie. Dave is setting up email groups using District 4 Coalition's Simplelist account software. We need to develop a membership form that is unique to our neighborhood rather than using District 4's membership form. Marianne wants to use our communications stipend to pay for a new A-CNA zoom account that will be posted on our website and District 4's website.

Treasurer report: Marianne noted the funds are on agenda are current.

Ashcreek-Crestwood NA Treasurers Report, 12/31/2024 OnPoint Business Accounts:

- a) Checking (for General and Community Events): \$4048.41.
 - Crestwood General & Community Events: \$620 (no change)
 - Ashcreek General: \$1,068.25 (no change)
 - Ashcreek Community & Building Safety: \$1,690.16 (no change)
 - Note that Marianne received an Ashcreek NA Communications Stipend from District 4 Coalition for \$500 that she set aside until we modify Crestwood's bank account after the merger.
- b) Savings (for Dickinson Park and Ash Creek Natural Area restricted accounts): \$12,085.17
 - a) CNA Dickinson Park: \$ 7,377.37 (no change)
 - b) CNA Ash Creek Natural Area: \$ 4,700.00 (no change)
 - c) Interest \$1.02 (\$2.80 YTD)

We are not yet a 501(c)(3) but we intend to apply for tax-exempt status after the new neighborhood paperwork is complete.

Community Partners:

District 4 Coalition (D4C). Marianne explained that the nonprofit District 4 Coalition (Neighbors West Northwest) gets about \$400K per year from the City of Portland to provides services to the neighborhoods within the coalition. Motion to confirm membership with D4C with Marianne as our representative, approved unanimously.

Volunteer Hours: Dave hours estimate for volunteer time is 23 hours.

Trail work by Chuck, Ben, Dave, Sue 20 hours.

Bruce asked whether we can invite the new district city council members to our meetings. Marianne said we can invite them, especially to our summer picnic. Megan Moyer was recently elected to the Multnomah County Commission. She lives in our neighborhood and we can invite her, too.

Marianne noted that the agenda has some information about an upcoming city budget meeting at the District 4 office on January 27, 6:30-8:00 pm, with a zoom option.

Meeting adjourned 8:30

Minutes prepared by Dave Manville and Marianne Fitzgerald