



## **BOARD OF DIRECTORS MEETING**

**Board of Directors' Meeting**

**May 2, 2019, Thursday @ 7:30 pm Eastern Daylight Time**

**Webinar Meeting**

## **MINUTES**

### **BOARD MEMBERS PRESENT**

Richard Newman, Chair  
Tom Bartels, Vice Chair  
Leroy Baker, Secretary  
Chris Miller, Treasurer  
John Cote, Director  
Robert Gary, Director

Phil Gregory, Director (listen only)  
David Lee, Director  
Philip Morris, Director  
Tim Orr, Director  
Carroll Wolfe, Director

### **EX-OFFICIO BOARD MEMBERS**

Tom Wilcox, Executive Director

Myron Mintz, Esq., Legal Counsel

### **OTHERS PRESENT FOR ALL OR PART OF THE MEETING**

David Coatsworth  
Andrew Dervan  
Jay Dutton  
Jim Haney

Donna Kalinkiewicz  
Rhett Lucke  
James Price  
Brian Roy

1. Call to Order – Chair, Rich Newman called the meeting of the Board of Directors to order at 7:32 p.m. EDT.
2. Welcome, Introductions & Meeting Procedures – Chair Newman welcomed all members in attendance and reminded them that we will take comments and questions right before we enter Executive Session near the end of the meeting. He also reminded everyone that we would follow Robert's Rules of Order for Small Boards during the meeting.
3. Roll Call: A Roll Call was taken to establish a quorum. Phil Gregory was able to listen but not able to verbally respond.
4. Announcements: Chair Newman made the following announcements:
  - Registrations for the 2019 National Convention are progressing as expected. At the end of April, there were 389 registrants and 380 tables sold. These numbers lag last year's 75<sup>th</sup> Anniversary numbers, as expected, but are on par with other recent National Conventions.

- Chapter dissolutions - NAWCC Chapter 157 – Willamette Valley has indicated their intent to dissolve. The Chapter Relations Committee reviewed and concurs with the chapter’s intent.
  - The next regularly scheduled meeting of the Board will be June 26-27, 2019 at the National Convention site in Springfield, MA.
5. **MOTION:** Secretary Baker, seconded by Director Wolfe – Move approval of the minutes of the March 7-8, 2019 meeting as written. Hearing no objections, the Chair declared the **Motion carried**.
  6. YTD Financial/Budget Review. Executive Director Wilcox briefly reviewed the March 2019 financial reports distributed earlier today. We will review these in detail, along with the auditors reports, at our June meeting in Springfield.
  7. For All Time Campaign Financial Reporting. Treasurer Miller reviewed the recently updated report format for the For All Time campaign funds. Originally, the salary of our Director of Development was charged to the campaign expenses. This was halted at some point, but will be reinstated this fiscal year, with 60% of the salary being expensed to the campaign.
  8. Web site plan update. Brian Roy updated the Board on the progress of our web site development. He reviewed the look and feel prototype and demonstrated the front-end code functionality. He expects to have a beta test site available at the National Convention in June, with development of the CMS integration points to follow.
  9. Director Gary presented the following potential update to the Board of Directors code of Ethics:

Members of the Board must respect the authority of the Executive Director in all matters related to the operation and management of the NAWCC and its Staff. During the course of normal business, contact between Board members and Staff members will be necessary and will be permitted. Members of the Board may not request Staff engage in work or tasks, which are outside of their normal duties as assigned by the Executive Director. Any such requests must first be submitted to the Executive Director.

Board members shall not discuss personnel, administrative or human resources issues with Staff. As personnel, administrative, or human resources issues may be the concern of the Board, the Board shall be available to hear such complaints and concerns from Staff. Directors other than the Chair must not engage in discussions with the staff on serious matters of personnel, administrative, or human resources matters. Any such contact must be directed to the Board Chair and shall not be directed to individual Board members. If Board members other than the Chair receive complaints or serious concerns of a personnel, administrative, or human resources nature directly from a staff member, the Director contacted must, without giving comment or advice, direct the staff member to contact the Board Chair. The Board Chair must then establish a dialog with said staff member. Board members ultimately have a right and a duty to be informed concerning any of such issues, which may impact the functioning of the organization. It will be the responsibility of the Board Chair to communicate the details of any such issues to the full Board in closed executive session at the regularly scheduled Board meeting which immediately follows any such conversation with Staff or at a special executive session called to address the issue. In no case shall more than 60 calendar days be permitted to elapse before the issue is discussed in either a regularly schedule or special executive session of the Board.

After discussion, no action was taken.

10. **MOTION:** Director Gary, seconded by Director Cote – That Article III, Board of Directors of the Standing Rules, Pages 4 and 5 be amended as attached in Exhibit A. **Motion tabled**.

**MOTION:** Secretary Baker, seconded by Director Lee – to amend the changes in Section 4 of the proposal to read “by a majority vote of the full Board” instead of “by a majority vote of the present and voting Board members”. **Motion carried** with 7 yeas and 1 nay.

**MOTION:** Secretary Baker, seconded by Vice Chair Bartels – to amend the time for a vacancy to be filled in Section 4 of the proposal from six months to eight months. **Motion failed** with 2 yeas, 7 nays.

**MOTION:** Director Orr, seconded by Director Lee – to table this motion until the June Board meeting in Springfield. **Motion carried** with 10 yeas.

11. **MOTION:** Director Morris - That the award recently approved known as the Kenneth D. Roberts Research Award be changed to the Kenneth D. Roberts - Snowden Taylor Research Award. Hearing no objections, the Chair declared the **Motion carried**.
12. **MOTION:** Director Gary, seconded by Director Orr – That Article V, Board of Directors of the Standing Rule, Section 1, Item (e), be replaced as follows:

**(e) Committee Chair Term of Office**

As provided in the Bylaws, Article III, Section 5, The Board appoints all committee chairs not otherwise specified in the Bylaws or these Standing Rules. The Board Chair shall nominate Committee Chairs with the approval of the Board. The Board Chair may call the question by general consent. A majority vote is required if an objection to the question is raised. All appointments shall include an effective starting date. The Board shall communicate starting dates to incoming and outgoing committee chairs. Committee chairs serve at the pleasure of the Board. Unless removed or as otherwise provided for in the Bylaws or these Standing Rules, committee chairs shall serve from the effective starting date until notified of their end of term or reappointment by the next Board.

**Motion carried** with 9 yeas and 1 nay.

13. **MOTION:** Vice Chair Bartels, seconded by Director Wolfe. That the Board go into Executive Session to discuss financial, legal and personnel issues. Hearing no objections, the Chair declared the **Motion carried**.

David Lee and Phil Gregory left the meeting during the Executive Session.

14. Three appointments were made in Executive Session. Thomas Compton (OH) and James (Jay) Dutton (FL) were appointed to the Board of Directors. Carrol Wolfe (AR) was appointed to the Nominating and Elections Committee.
15. Item: Establish the next Board of Directors meeting date. The next Board of Directors meeting will be a Special Board Meeting webinar tentatively to be held May 9<sup>th</sup> at 7:00 p.m. EDT.
16. **MOTION:** Director Wolfe, seconded by Vice Chair Bartels. Move that the meeting adjourn. Hearing no objections, the Chair declared the **Motion carried**.

Meeting adjourned at 9:46 p.m. EDT.

Please send all comments and questions on items being considered to NAWCC Board Secretary at [lebaker@chorus.net](mailto:lebaker@chorus.net).

NAWCC Board Secretary  
Leroy Baker