



BOARD OF DIRECTORS MEETING
May 2020 Webinar Meeting

MINUTES

May 21, 2020

BOARD MEMBERS PRESENT

Richard Newman, Chair
Leroy Baker, Vice Chair
Rhett Lucke, Secretary
Chris Miller, Treasurer
Robert Burton, Director
John Cote, Director

James Dutton, Director
Robert Gary, Director
Philip Morris, Director
Tim Orr, Director
James Price, Director
Thomas Compton, Director

EX-OFFICIO BOARD MEMBERS

Myron Mintz, Esq., Legal Counsel

OTHERS PRESENT FOR ALL OR PART OF THE MEETING

Jennifer Byers, NAWCC Controller
Terry Hall
Jim Haney

Judy Draucker
Andy Dervan

1. Call to Order: Chair Rich Newman called the meeting of the Board of Directors to order at 7:00 p.m. EDT.
2. Welcome, Introductions, Meeting Procedures and Announcements
 - a. Chair Newman welcomed all Board Members and guests in attendance. The Chair reminded everyone that we will follow Robert's Rules of Order for Small Boards during the meeting.
 - b. Chair Newman announced and welcomed Laura Taylor to the NAWCC as our new Editor.
 - c. Chair Newman announced that the Dayton convention slot has been officially moved to the 3rd week of June in 2022. All negotiated rates from this year's cancelled convention will remain in place.
3. Roll Call: A Roll Call was taken to establish a quorum. All board members were present.

4. **MOTION:** Made by Chairman Newman, seconded by Director Price. That the Board approves the minutes of the April 16, 2020 meeting as written.

Passed by Consent

5. NAWCC Scorecard

Vice Chair, Leroy Baker presented the scorecard updates. It was noted that Net Liquidity and budget variances continue the positive trend we saw in the previous report. Membership was reduced by 6% to 11,018 for FY 2019-2020 from the previous year.

6. March Financial Report

Treasurer Miller presented the final financial report for February.

- a. February ended with a monthly surplus of \$24,340 and a YTD surplus of \$46,888. Net liquidity increased to \$646,872.
- b. Investment totals decreased to \$2,566,449, following the market uncertainty associated with Covid-19.
- c. It was noted that donations for the month of March totaled \$19,703, bringing donations for the fiscal year to \$695,355.
- d. It was also noted that a total of \$26,500 was raised from convention fee donations along with additional donations driven by Frank Del Greco's letter to our membership.

7. Covid-19 Headquarters and Museum Update

- a. Director Price reported that staff continues to work from home and that the museum and library continue to be closed as directed by state authorities.
- b. Headquarters staff was commended for the excellent job and service they have been continuing to provide to our members during this crisis. It was also noted that recent delays in receipt of the publications was due to issues within the USPS, which have been impacting mail service across the country.
- c. Work has been started to plan for returning to work at headquarters as soon as allowed by the state. Plans will include any additional safety measures needing to be taken to keep both our staff and visitors safe.

8. **MOTION:** Made by Vice Chair Baker and Seconded by Director Gary: That SurveyMonkey be used as our independent agent for counting ballots in our Bylaw amendments' referendum.

Vice Chair Baker reported that although SurveyMonkey is best known for electronic surveys, they also have processes and software for secure voting. Costs are between 3-5 times less expensive than any other vendor quoted and are \$900/yr total versus our current cost of \$7000/voting event. The \$900/yr cost

may also be reduced to \$675/yr once we move forward and submit an application for their charity discount.

Passed by Consent

9. **MOTION:** Made by Director Price and seconded by Treasurer Miller: That \$160,000 be released from board-designated long term investments to match the \$160,000 funds, currently in short term investments, raised to replace the roof of the museum and NAWCC headquarters building. The Chair of the Board is authorized to sign the contract with Richard L. Sensenig Company as selected vendor.

Passed by Consent

10. Website Update

Chair Newman provided the following update on launch of our updated website:

- a. After our Board Meeting in November, a contract was signed with EZMarketing to commence work on our new website. Work started in early December.
 - b. Chair Newman expressed his appreciation to all Staff, Members and Board Members who participated in the project and continue to work on final testing and cleanup prior to launch.
 - c. Current plan is to launch the new site during the week of May 25, 2020.
11. **MOTION:** Made by Chair Newman and seconded by Vice Chair Baker: That the Family Membership become a membership option when programmed and tested, and a process to convert Associate, Individual & Youth Members to the new structure is in place. Until that time, the Associate Membership will be fully supported and reflected in the Standing Rules.

Passed by Consent

12. NAWCC Development Update / Discussion

Director and Development Committee Chair Cote reviewed development activities and led a discussion on future considerations for management of development activities.

- a. Four "email blasts" have been sent out in May. This included three targeted at fund raising.
- b. Efforts resulted in a significant chapter donation.
- c. The anonymous donor match is in effect through June. To take advantage of this opportunity, it is asked that members, including those on the board, consider making any 2020 donations before the end of June.

- d. Director Burton will be joining the Development Committee, replacing George Goolsby, who is scheduled to step off the committee.
- e. Future management and administration of development activities will need to be reviewed, once a new Executive Director is hired. Considerations may include hiring of a development manager or use of a 3rd party vendor.

13. **MOTION:** Made by Director Gary and seconded by Director Cote: That the proposed amendments to the Bylaws be approved for submission to membership for vote.

The amended Bylaws to read:

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Section 6. Meetings

All meetings of the Board and Meetings of the Membership shall follow and be governed by Robert's Rules of Order, especially as relates to small Boards, most current edition, in all matters not specifically covered in the Articles of Incorporation or Bylaws. The Board may adopt such Special Rules of Order as it finds needed to supplement or modify the prescribed Parliamentary Authority. The Board shall meet as it deems necessary. One shall be held in conjunction with a Membership Meeting, when feasible. The Board may hold electronic meetings as it believes are needed. Electronic meetings must provide, at a minimum, conditions of simultaneous aural communications among all participating members equivalent to those of meetings held in one room or area.

The Board Chair or a majority of Directors, may call a meeting of the Board at any time provided that notice is sent in writing or by electronic means to each member of the Board at least five (5) days before the date of such meeting. The Board, by unanimous consent, may waive the five (5) notice to consider business that in the opinion of the Board Chair or a majority of Directors cannot wait the prescribed five (5) days provided for special meetings.

The Board Chair shall submit to the Board and membership, at least five (5) days before a Board meeting, an agenda of business to be brought before the Board. The agenda for a special meeting for which a waiver of the five (5) days day notice is requested will be submitted with the request for waiver.

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(c) Ethics Committee

The Ethics Committee shall be responsible for the investigation of any charge of unethical activity brought against a Member or Chapter by another Member, and recommend the appropriate action, if any, to be taken by the Board under Article IX of these Bylaws. Board members, including the Executive Director, shall not serve on the Ethics Committee.

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ARTICLE VII. MEMBERSHIP MEETINGS

Section 1. Membership Meeting

A Membership Meeting may be held during the National Convention, or at a time and in a locale approved by the Board.

Passed by Consent

14. Next Board Meeting

- a. The next board meeting will be via webinar and is tentatively scheduled for June 25, 2020 at 7:00 p.m. EDT.

15. Chair Newman solicited feedback from the audience.

- a. Judy Draucker asked about process to vote for members without computers or internet access.
 1. In the last election, a total of 12 members voted by mail.
 2. Voting can be completed at a computer at a public library or other location.
- b. Judy Draucker asked how bylaw changes would be structured for vote (i.e. as a single line item or by individual change).
 1. Chair Newman advised this still needed to be reviewed by the committee and board.
- c. Andy Dervan asked about status of HVAC system and repair quotes.
 1. Contractor recommendations and quotes as well as options for funding are still being received and reviewed.

16. **MOTION:** Made by Chair Newman and seconded by Treasurer Miller; Move that the Board go into Executive Session to discuss financial, legal and personnel issues.

Motion Carried

17. The Board returned from Executive Session.

No actions were taken during executive session

Meeting adjourned at 8:52 p.m. EDT.