

Meeting of NASSPDA Board on August 24th, 2008

MINUTES:

Meeting started on Sunday, August 24th, 2008, at 9:10 AM EDT.

In attendance in person: Barbara Zoloth (co-chair), Benjamin Soencksen, Citabria Phillips, Winter Held

In attendance via phone: Richard Lamberty (co-chair)

Guest in attendance: Christopher Kelleher

Apologies: Pat Hogan & Sonja Furiya

The following agenda was posted on August 20th, 2008:

A. Standing Items:

1. Approve minutes from last meeting
2. Record discussion and votes taken by email

B. New or Continued Business:

1. Approve and sign Articles of Incorporation
2. Appoint Treasurer and Secretary

C. By-laws related Discussions:

1. Discussion on draft of board governance policy
 - a. Is there a limit to the number of consecutive Board terms?
 - b. Is our quorum 4 or 5?
 - c. How to fill a Board vacancy?
 - d. What Board positions are we designating?
 - e. Permanent committees?
 - f. What are Supplemental Rules, and what should they contain?
 - g. Female and male co-chairs vs. splitting vice-chairs?

D. Other Business:

1. Cleaning up old files on NASSPDA's yahoo group site
2. Give another Board member (Secretary?) administrative authority on NASSPDA's yahoo group site (can delete files, add and delete members, etc.)
3. Final approval of NASSPDA's Membership Policies
4. Request for NASSPDA sanction for Sacramento event
5. Set up next meeting

to A.1.: Approved

to A.2.: Draft of NASSPDA's Membership Policies: Approved

to B.1.:

After some minor alteration of the "Articles of Incorporation of NASSPDA, a California Public Benefit Corporation:" Approved (as presented)

Approx. expenditure of \$100 for filing fees: Approved

Additional steps to be taken to file for a federal tax ID number (EIN), tax-exempt status, and to open a checking account: Approved

Both Co-Chairs and the Secretary to be authorized signers on bank account: Approved
to B.2:

Barbara Zoloth to be appointed in addition to Co-Chair as Treasure, and Benjamin Soencksen as Secretary by Directors of Board: Approved

to C.1.:

- a. In the first paragraph of NASSPDA's first draft of Board Governance under "Board Terms" 1)d) to read "The Board shall consist of no less than 7 and no more than 11 Directors, and shall always be an uneven number.", and 1)f) as well as 1)g) to be deleted: Approved
- b. Paragraph 6) of NASSPDA's first draft of Board Governance under "Quorum of Meetings," to read under a) "A quorum consists of 50% plus 1 present." and under b) "A majority vote of 50% plus 1 of all Directors is needed on all decisions, except on financial matters, which requires a 2/3 majority of all Directors.": Approved
Procedures for an emergency vote are considered a different subject and will be addressed at a later point.
- c. (incl. d. & e.)
Aside from considering a permanent position for a Membership Chair and a Membership Committee: Postponed
Additionally, paragraphs # 5), 8), 10) and 11) of NASSPDA's first draft of Board Governance: Approved
All other not yet discussed paragraphs: Postponed (lack of time)
Additionally, question whether the sub-committee on Board Governance ceases to exist was negated, in case more issues need to be tackled in depth.
- d. (see c.)
- e. (see c.)
- f. Certain procedures for the Board, such as voting and emergency voting rules, could be part of the so-called "Supplemental Rules." No further discussion.
- g. Second paragraph of NASSPDA's first draft of Board Governance under "Officers of the Board" triggered a detailed discussion about the merits and feasibility of splitting the top position of an organization, and after carefully looking at different models to achieve equal representation, but yet avoid a dysfunctional board situation, the following was adopted for this paragraph: Approved
 - 2) OFFICERS OF THE BOARD:
 - a) Executive officers of the Board shall be:
 - i) Chair
 - ii) Vice Chair
 - iii) Secretary
 - iv) Treasurer
 - b) All officers of the Board shall be elected by the Board, not by the membership.
 - c) All officers of the Board shall be elected by simple majority vote.
 - d) The election for the Chair and Vice Chair shall be in two stages.
The first stage shall elect a male candidate, and a female candidate, and the second stage shall determine the titles between them.

e) The election of the officers of the Board shall be by secret ballot.

to D.1.:

To organize files on NASSPDA's yahoo group, aside from the existing folders for "Minutes," "NASSPDA Approved Policies," and "Draft Policies," folders for "Meeting Agendas" and "Organizational Documents" shall be added.

Files shall be titled in the following manner:

Title (such as: Minutes, Policy, etc.),

Date (in this format: YYMMDD), and, if applicable,

Draft (plus: 1, 2, 3, etc. or Final)

Secretary shall not only have paper copies, but also a back up on his hard drive.

to D.2.:

The two Co-Chairs and the Secretary shall have administrative authority on NASSPDA's yahoo group site: Approved

to D.3.:

Application process for any membership shall not be part of the Membership Policies document, and shall be determined by the Membership Committee: Approved

The calendar year shall be used for NASSPDA's fiscal and membership year: Approved

Membership renewal shall be issued as early as October of each year: Approved

Membership will not be pro-rated, no matter when the application was submitted, since the benefits that come with membership do not increase or decrease with time: Approved

Late fee in the amount of \$5.00 per month (accumulative) shall be collected after January 31st, if membership has not been renewed: Approved

Discussion on establishing a permanent chair for a Membership Committee was inconclusive, as well as whether this would create an additional officer position.

to D.4.:

Group from Sacramento has requested for NASSPDA to sanction a planned competition in January 2009. NASSPDA has requested the information needed to grant this sanctioning as outlined in its Sanctioning Policies. The Board approves this sanction contingent upon satisfactory receipt of all requested information.

to D.5.:

Next meeting shall be scheduled at a later point via Internet.

Meeting adjourned on Sunday, August 24th, 2008, at approx. 11:10 AM, after the edited version of "Articles of Incorporation of NASSPDA, a California Public Benefit Corporation" was printed out and signed by the four Board Directors present.