

## **Meeting of NASSPDA Board on February 15<sup>th</sup>, 2009**

### **MINUTES:**

Conference call meeting started on Sunday, February 15<sup>th</sup>, 2009, at ~6:35 PM EST. In attendance: Sonja Furiya (membership chair), Winter Held, Pat Hogan, Richard Lamberty (co-chair), Citabria Phillips, Benjamin Soencksen (secretary), & Barbara Zoloth (co-chair & treasurer)

The following agenda was posted on January 25<sup>th</sup>, 2009:

#### **A. Standing Items**

1. Approve minutes from last Board meeting
2. Register results of any online votes/polls since last Board meeting

#### **B. Old Business**

As agreed at the previous NASSPDA's meeting the sole focus of this meeting is:

1. Review of 1<sup>st</sup> draft of By-Laws of NASSPDA
2. Board Governance issues tabled from Jan. 4<sup>th</sup>, 2009, meeting
3. Establish date and time for the Board of NASSPDA's next meeting

#### **A. Standing Items:**

to **A.1.:** Minutes & Notes 090125: Approved

to **A.2.:** No additional polls had been posted since the last meeting.

#### **B. Old Business**

##### **to B.1.:**

A 1<sup>st</sup> draft of NASSPDA's by-laws (based on "Nolo" publication) was posted on January 10<sup>th</sup>, 2009. NASSPDA is registered as a "California Public Benefit Corporation," but still needs to file with the IRS for tax-exempt status, which requires submission of by-laws. The following discussions, additions and changes were triggered by this 1<sup>st</sup> draft:

Article 1: no changes

Article 2: deletions and additions

Article 3: deletions and additions

Gender parity in the composition of the Board, as well as how vacancies on the Board might effect the added requirement "...always an odd number..." were discussed in relation to Section 1. It was suggested to address the first issue within Board policies (see also discussion under B.2.b.) rather than these by-laws, and the second issue was postponed until other sections of these by-laws are discussed, which specifically address procedure on "vacancies."

Article 4: no changes

Article 5: no changes

Article 6: no changes

Article 7: no changes

Section 4 triggered a discussion on the term "members" in this particular context. But since NASSPDA registered not as a membership based organization (even though NASSPDA has and continues to have members), which was based on strong recommendations related to California's laws for non-profit corporations (see discussion

on this issue in the 10<sup>th</sup> paragraph of the “Minutes & Notes 080405”), the membership constituency of NASSPDA are legally not members of this corporation by law. Therefore, it was concluded that in the context of this paragraph “members” refers only to the elected Board members of NASSPDA, and concerns about the privacy of members’ data are unfounded.

Article 8: no changes

Article 9: no changes

Article 10: no changes

A similar discussion with the same conclusion as for “Article 7, Section 4” ensued again based on the usage of the term “members” in this section.

Article 11: no changes

Article 12: no changes

Article 13: no changes

**to B.2.:**

The chair of the Board Governance committee posted a progress report on NASSPDA Board Governance policies/rules on January 1<sup>st</sup>, 2009. This report was briefly discussed at NASSPDA’s Board meeting on January 4<sup>th</sup>, 2009, postponed due to lack of time, and concentrated on 3 outstanding issues: “Board vacancies,” “geographical or gender designations of Board positions,” and “permanent committees and its governing rules.” Recommendations have been made on all 3 issues, and some discussion followed, but policy language has to be finalized. However, the second issue triggered the suggestion and adoption of the following rule:

The positions of “President” and “Vice-President” on the Board of Directors of NASSPDA must be of opposite gender.

**to B.3.:**

Two conference call meetings were scheduled for March:

1. Sunday, March 1<sup>st</sup>, 2009, at 6:30 PM, EST
- Sunday, March 22<sup>nd</sup>, 2009, at 6:30 PM, EST