

MassCUE Board Minutes

March, 2001

Call to order: 6:00

Attendance: Linda Colvin, Marcy Reed, Lelia, Steve, Laurene Belisle, Bev Reber, Sharon Eempio,

Algot Runeman arrived 6:38

Laurene: recommend that we add the mission statement to bylaws

Suggestions for bylaws changes:

Marcy: Purposes are what are needed for corp. position; redundant with mission statement or not? Need mission to be sure

Rules of Membership

C IV not realistic; instead of types of membership make date to date

Lelia: we do have complimentary memberships though

Bev: take out complimentary life privileges

Change: take out life & institutional

Lelia: complimentary not same, don't vote

should list complimentary as non voting

Algot: complimentary does vote so can't say that

Life memberships are back in

Fiscal Rules

No changes

Governance:

Bev:

4 c. 3 action may be taken by polling rather than formal meeting in emergency
need to add that

results must be distributed to all board:

Algot: feels this is not needed; policy issue

Leave it in

change to: action may be taken by polling rather than formal meeting with roll call results
distributed to governing board within 48 hours.

Discussion of need to have rules of succession:

- Loss of president means person moving up is one less person on board unless we replace
- Loss of position means could be less than need for voting
- Seems that we should be able to appoint a replacement and fill missing board positions
- Issue with non attendance of members vs need for voting quorum
- Need for emergency contingency for succession and replacement of positions effected

- Suggestion of first vice and second vice; members present agreed,
- Would it be a problem to fill?; elected position except for 2001 when President will appoint.
- Need a provision for president in conjunction with the board to appoint to fill a vacancy

Change to: in 2001 when the second vice president will be appointed by the president.

Algot: should not be an appointment – should be elected because if president must resign, etc. a non elected person would then be in the position; suggest a special election

Agreed: Leave it alone and hold special election

Algot: shouldn't call second vice president, as it is not a succession step as in other organization; discussion of pros and cons of this

D vii additional appointed liaison positions on the Governing Board will provide links to other organizations. Liaison positions shall not have a vote on the Governing Board and shall be considered advisory:

- discussion of history of this item
- interlocking board members to serve on each board
- no one now serving on our board
- are they active?
- do we need or not?
- need to be reporting or disseminating info?
- did we define the position of liaison?
- past president acted as liaison to all so no need at that point
- need to have the connection and to be actively participating
- some of the people don't need to be liaisons for us to seek information or cooperation or to provide such with them
- like to leave but define it better
- who will take the time to make the contacts?
- Does it have to be a formal thing as board meetings are open – can we extend invitation to attend
- Leave the wording and let it ride; not hurting us and at later date may
- Need to have common projects to make it work; if we said that say once a year we'd like to have planned co-project
- Limit participation or issues that they can discuss?

Agreed: Leave it in for now

Remove: **except in 1989**

Election procedures:

Bev: why do they have to run as team? Laurene provided history; need to work closely together

Discussion of order of succession:

- succession: if vice president vacancy, the board votes to select one of the elected at large board members to be vice president, and we hold special election within 90 days for new at large member.
- Should be able to appoint someone to fill it and they act as elected until end of term
- Effect on appointed vs elected positions on ability to function
- Loss of elected person could result in loss of an appointed position
- Look at *ix. vacancies on Governing Board are filled by the Governing Board* is this enough?
- When an elected position becomes vacant any person appointed to serve out the term shall be considered "elected" for the remainder of that term.

Change to:

ix vacancies on Governing Board are filled by the Governing Board;

when an elected position becomes vacant any person appointed to serve out the term shall be considered "elected" for the remainder of that term.

if presidency becomes vacant, Vice President assumes the presidency; the board votes to select one of the elected board members as vice president

f. President's responsibilities:

discussion:

Algot: not common practice of board to recommend the changes: usually a committee

Laurene: we are acting as that committee

Linda: believes that we can make these recommendations and they have time before the general meeting to reject and vote them down

Divide the issues into two parts:

- Succession with strong recommendation from the board
- Others with need to bring into alignment with current practice

Present with option to reserve certain items until the end, vote balance, and then discuss reserved items.

Express concerns in writing prior to the meeting

f. President's responsibilities

- change to preside at Governing Board meetings and General Meetings
- keep Assure maintenance of record of membership records

remove:

g. iii. serve as chairperson of Membership Committee

h iii. serve as chairperson of Communications Committee

Leave as is for further discussion at another time:

j. ii. member of Governing Board can be charged with "misuse of office" for excessive absence

5.a iii Communications: rename per Jim Modern's suggestion of delete V. membership committee addition of SIG Committee

add: 5 b vii **SIG Committee: communicate and coordinate with SIG leaders**

change to 6.d. **Six (6)** members are required to form a SIG

Meetings

change to: a. There will be **2** 1 meetings per year

add d. The board may vote to enter into an Executive session.

Parliamentary procedure:

- need for procedure whereby discussion on board issues is confined to board issues with out alienating anyone

Algot: Robert's Rules allows us to invoke "Point of Order" to avoid this;

Roberts Rules: we should purchase copies of each member of the board

Marcy: Motion: Purchase Roberts Rules for all members

Second: Linda

Passed unanimous

Mailing label policy:

Leave it in

Marcy Motion: move to recommend the changes as discussed to be voted on at the general meeting on May 18, 2001

Second: Bev Reber

Discussion:

? of inclusion of mission statement in bylaws

review of changes

Vote: passes unanimous

Laurene: discussion of board members that are not attending regularly and impact on voting, quorum etc.

Marcy: can we draft a letter to those members indicating this?

Algot Motion: that president write a letter thanking and recognizing Ron's long standing work for MassCUE, however in accordance with bylaws section 4 paragraph J, failing receipt of that resignation, the board intends to schedule a vote of removal at the next meeting.

Second: Marcy

Discussion: elected? Need to do for organization to continue;

Vote: 7 aye, 1 abstain (Linda)

Secretary's Report:

None running; Algot willing to do it still if none else

Next Meeting is May 18, 2001 at 5:00 prior to the General Meeting at 6:30, followed by speaker, Mary Ann Marantz

Marcy: RSVP or will not be provided a meal

Marcy: objections via email prior to meeting to Algot who will forward to entire board

Lelia: clarifications of what goes in mailing (April 6)

- bylaw changes
- ballot
- invitation to general meeting
- retreat flyer if room still available

Laurene: motion to table the minutes until the next meeting

Second: Bev

Vote: unanimous

Marcy: motion to adjourn

Second: Sharon

Vote: unanimous

Adjourned at 8:16