

Henry County Retired Teachers Foundation

September 6, 2018

Meeting of the Board of Trustees

ATTENDANCE

Name	Position	Year Term Ends	Present
Becky Chamberlin	Agent	N/A	p
Gene Grime	Treasurer	N/A	p
Steve Seagrave	Secretary	2018	p
Terry Witt	Vice President	2019	p
Linda Wagner	President	2020	p
Sandra Honemann	Member	2021	ab
Gregg Merrill	Member	2022	ab

MINUTES - The minutes from the March 13, 2018 meeting were reviewed. Terry moved and Linda seconded a motion to approve the minutes. MOTION PASSED

TREASURER REPORT - Gene Grime presented a written Financial Report. It detailed current funds and CDs for all four book grant funds. Gene has renewed one of our CDs at 2.5% which is higher than usual. Previous CD rates have been 1% or less when renewed. We have other CDs coming up for renewal and Gene will handle them as they come due. The balance in the checking account is \$3,234.21 at present. Steve moved, seconded by Terry to approve the treasurer report. MOTION PASSED

OLD BUSINESS -

- **Book Grants** - The grant readers were Karen Maassel, Linda Wagner, and Jan Schlade for the grants due in April. Duane Ressler, Larry Vocke, Karen Maassel and Dan Baer were readers for the June grants. The winners were invited along with their families to the June meeting of the HCRTA to receive their \$1,500 book grants. The winners selected were as follows.
 - Griffith Family Grant – Chloe Seedorf (2018 Patrick Henry) and McKenna Koester (2018 Napoleon)
 - Roger King Grant – Anna Murcko (Napoleon HS)
 - Sherman Grant – Michaela Jones (Holgate HS)
 - Brubaker Grant – Olivia Behm (Napoleon HS)
- **Thank You** – We received a nice thank you note from Michaela Jones.
- **Audit** – We still need to do the annual audit. Terry is contacting Marv Barlow to ask him to do this.

NEW BUSINESS

- **Bylaws** – Steve presented proposal to address the issues with the bylaws discussed at the March meeting. Revisions to the bylaws would need to be presented to the full membership at a regular meeting and voted upon in accordance with the bylaws. These are the four areas of concern. Steve presented proposals to address these issues.
 - In the bylaws the membership on the board is addressed and includes five voting members in rotating five-year terms. We have traditionally had an “agent” of the corporation as outlined in the incorporation papers but this position is not mentioned or clarified in the bylaws.
 - The treasurer has traditionally been a voting member of the board but not one of the five members whose membership on the board expires. This is not currently addressed in the bylaws and needs to be clarified.
 - The position of “ex-officio” or honorary members of the board is not addressed in the bylaws and we do have an ex-officio member, Doris Ruby. The appointment and use of ex-officio members needs to be addressed in the bylaws.
 - The board also needs to have authority to bring in non-voting members to assist the board and to fill positions in the case of incapacitation.
- **BYLAWS PROPOSALS** (Proposed changes highlighted in yellow and in italics.)

- **ARTICLE III, Section A - Number and Qualifications.** The Board of Trustees (hereinafter called “the Board”), shall consist of five **elected** members, each of whom shall be a member of this corporation.
- **ARTICLE III, Section B - Term of Office.** The normal term of office of an **elected** trustee shall be five years. No person shall be eligible to serve as **an elected** trustee for more than one full five-year term in addition to any partial term to which such person is elected or appointed without an interval of at least one year during which such person does not serve as a trustee. Terms shall be staggered so that one of the trustee positions becomes vacant each year. The term of office of a trustee shall commence upon election or appointment and expire when such trustee’s term expires on December 31st unless sooner terminated by death, resignation or majority vote of the members of the Board declaring the office vacant, which vote is authorized only in the event of failure of a member of the Board to remain qualified or failure to attend three consecutive meetings of the Board without excuse acceptable to the remaining members of the Board. An **elected** trustee whose normal term is expiring but who is an elected officer of the Board shall hold office until the date fixed pursuant to these regulations for the annual meeting of the Board of Trustees following the annual meeting of the membership and the election of such officers, and until their successors are elected and qualify.
- **ARTICLE III, Section D - Incapacitation** – *Should any officer temporarily become incapacitated or otherwise unable to fill the office the Board may elect a member to serve in that office on an interim basis.*
- **ARTICLE III, Section E - Appointed Members** – *The Board shall appoint a member of the corporation to serve as the Agent specified in the Articles of Incorporation. The Board may also appoint members of the corporation who are not elected members of the Board to serve as an officer. Such appointments shall be done annually at the time of election of officers.*
- **ARTICLE III, Section F - Ex-officio Members** – *Ex-officio or honorary members may be appointed by the Board and serve a term as specified at the time of their appointment.*
- **MOTION** – Terry moved to approve the proposals as submitted and send these to the members of the corporation for adoption. Linda seconded the motion. APPROVED
- **Book Grants** – We need to consider updating the manner of advertising the book grants and organizing the grants since this has grown over the years. Some changes needed to the form and procedures include adding the parent name to the application, maintaining the email addresses of old applicants to contact for future rounds, and written procedures for publication.
- **Shared Director Online** – We discussed the need to have backup way to access computer files and foundation archives in the case of death or incapacitation of an officer. Steve and Gene will work on this.
- **New Member** – We need to recruit a new member to replace Steve when his term expires at the end of 2018. We will make an appeal for volunteers at the next meeting.

NEXT MEETING – January 8, 2019 at 10:00am at Terry's house.

ADJOURNED – Steve moved we adjourn, seconded by Terry; Adjourned at 10:46am.