

Johnson County HeartSafe
Virtual Board of Directors Action Minutes
October 17-31, 2016

In Attendance via Email:

Alyson Angell
Brad Robbins
Brian DeVader
Charles Foat

Colin Fitzgerald
Dawn Faudere
Melody Morales
Nancy Holland

The October 17, 2016 meeting minutes and amended bylaws approved by vote during that meeting were sent out to the Board of Director's for an accuracy review via email on 10/17/16 via email by the Secretary. This was done to ensure all areas of the Bylaws document were changed to correctly reflect the Board's amendments.

The following discussion was conducted via email:

Brad Robbins made the following points (10/18/16 at 1233 hrs):

Article 2 / Section 9: With the increase in size from 7 to 9 members, Section 9 will need to be changed to recognize a new quorum is five (5) board members.

Article 3 / Section 2: This section needs to be amended to reflect the growth of the board to 9 members from 7. In addition, per the by-law three (or four since we've grown) of the Directors should be serving one year terms. Obviously the officers, since they have a two year term as officer, would need to be included in those serving two years. I am fine with being one of those serving a 1 year term.

Article 6/Section 4: Need to remove reference to Secretary since the job has been split into two distinct roles.

Darren Pfeifer made the following point (10/18/16 at 1623 hrs):

The four executive directors are elected to two year terms. That will cause the entire executive board to turn over every two years. Would it be better to offset with two having two year terms and two having one year terms for this first group?

Charles Foat made the following point (10/18/16 at 1715 hrs):

An excellent observation of a potential issue, with a bylaw change you could set approx. 50% of the board to three-year term (i.e. President, and Secretary, two other directors) to a three (3) year term. This would put around half the board for election two years from now and the other three years out. Just a thought as 1 year is a short timeframe. The downside is that you would need to amend the bylaws

back to as currently written three years from now for two-year terms but you would have a 1-year offset from that point forward. If we didn't change the bylaws back, you would have a full turn over at six years.

Brad Robbins made the following point (10/18/16 at 1735 hrs):

While the directors are elected to 2 year terms, Article 3/Section 2 says “may serve any number of terms successive or otherwise” so we’re not facing an automatic turnover of officers. I think a simpler solution would be to approve a modification of the bylaws stating that for the first election, two of the four officers will serve three year terms, much like the last sentence in Sec. 2 states that with the initial election that some of the directors will be elected to one year terms. You could change this to three year terms instead.

Charles Foat made the following point (10/19/16 at 0630 hrs):

Brad, sounds great. Simpler solutions that accomplish the same outcomes are preferred.

Colin Fitzgerald as Secretary made the following point (10/19/16 at 1005 hrs):

OK, sounds like a lot of agreement for Brad’s fix. Reading through the wording however gave me the thought that we probably need to do away with the initial one year term all together and move it to 3 years and identify which positions are which. Please see the attached Bylaws with three proposed changes for Article II, Section 2, and Article III, Section 2 (highlighted). This would put half of the officers in each annual election cycle and cause half of the directors and officers to be voted on each year after the first two years. One year seems to short as we would just be getting things in gear. However, let me know and we can change it from three to one. We would need to hold a formal vote for these changes if I’m not mistaken. Can we do this via email?

Alyson Angell as President made the following point and called for a vote (10/19/16 at 1011 hrs):

Article 2 Section 7 allows us to have this change (including amendment bylaws) without a meeting, as long as in writing (hello email) we all consent. Take a look at Colin’s revisions,

All in favor, reply with YES.
Opposed, reply with NO

I’m in. YES. Lets make the change.

Email votes received from all 8 members of the Board of Directors between 10/19/16 and 10/31/16.

Vote was unanimous in favor of the proposed bylaw amendments as of 10/31/16 at 1235 hrs.