

**Schoharie County Community Action Program  
Board of Directors Meeting  
April 27<sup>th</sup>, 2015**

**Attendance:**

<b>Private Sector</b>		
Member	Position	Attendance
<i>Barbra Parsons</i>	<i>Treasurer</i>	X
Larry Phillips	Member	X
Jason Evans	Member	X 5:20

<b>Public Sector</b>		
Member	Position	Attendance
Earl Van Wormer III	Member	X 5:16
George McDonnell	Member	X
Anna VanDerwerken	Member	Excused

<b>Consumer Sector</b>		
Member	Position	Attendance
<i>Betsy Bernocco</i>	<i>Chair</i>	X
<i>Dolores Jackson</i>	<i>Vice-chair</i>	X
<i>Jonathan Litzner</i>	<i>Secretary</i>	excused

**Staff:** Jeannette Spaulding – Executive Director, Jodi Gregory – Deputy Executive Director

**Guests:** none

Meeting called to order at 5:08 pm by Board Chair Betsy Bernocco

**Approval of Minutes:** *Correction needed under Committee Reports: Finance/Internal Affairs. The annual budget would be presented at the April committee meeting. Motion made by Larry Phillips, seconded by Dolores Jackson to accept the January minutes with correction. Motion passed.*

Betsy requested members look at their calendars and a meeting to be set regarding the September fundraising event.

## **Committee Reports:**

### **Finance/Internal Affairs:**

*Motion made by \_\_\_\_\_, seconded by \_\_\_\_\_ to approve the Finance Report.  
Motion passed.*

*5:10 pm Motion made by Betsy to move to Executive Session*

*5:58 pm Motion made by Jason, seconded by Larry to come out of Executive Session*

*Motion made by Jason, seconded by Barbara to increase the Executive Director's salary by 3½%. Motion passed.*

## **Committee Reports (cont.):**

### **Executive Committee:**

Bylaws reviewed. Proposed changes discussed and noted as follows:

Discussed changing a vote being passed from "majority vote of quorum" to "2/3 of entire board"

Section 8.6: Change to electronic voting being allowed. Can committees act on their own or should votes be brought to the entire board

Language updated to include Domestic Partners

Article 7: Remove compliance committee- doesn't exist.

Section 12.4.1- typo- will change to „forum“

Discussed eliminating 2<sup>nd</sup> 10 year term- no final decision made

Annual meeting will be left at June.

8 required meetings a year- left the same

Quorum has to be 50% of the board and 2 officers- remove requirement of each sector of the board needing to be present

Electronic voting will have to be 100% if there is no meeting.

Conflict of Interest now included in the Bylaws.

Code of Ethics- there does not have to be a separate Code of Ethics- can be combined with Conflict of Interest

Discussed the meaning of Full Disclosure

Signatures on checks:

Chair and Secretary- remove Treasurer to avoid possible conflict of interest and add Vice Chair

For in house signatures: remove current director and will add deputy executive director when current program director retires in June.

Appendix 3- eliminated.

There has to be a 2/3 majority to amend the Bylaws

**Personnel:** No report

**Nominating:** No report

**Fund Raising:** Committee to set meeting date

**Special Committees/Ad Hoc Reports:** Jason discussed the Mission statement and read a few proposed revisions. Jeannette will present proposed versions to staff for feedback.

**Staff Reports:**

**ED report:** Report being provided at next meeting due to length of board meeting.

**Unfinished Business:** Incorporation papers should be ready by May 18<sup>th</sup>.

**New Business:** None

**Other:** Confirmation of Annual Meeting to be held at Justine's on June 22 at 8:30 am.

Motion made by Dolores, seconded by George to adjourn the meeting. Meeting adjourned at 6:57.

Respectfully Submitted,

---

Jodi Gregory

**Next Board Meeting – May 18<sup>rd</sup>, 2015 @ 5:00 PM**  
**Finance Committee- May 18<sup>rd</sup>, 2015 @ 4:30 PM**