

**Minutes of 06/12/2019 Board of Directors Meeting MWV Kiwanis Board Members Present:** Tony Ammendolia, Darlene Ference, Barbara Plonski, Nancy Marquis, Mike Albarelli, Allen Gould, Chris Booras, Susan Staples Smith, Peter Deveau

**Members present:** Janice Andrews, Dan Weir, Pete Levesque

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**Call to Order-** The meeting was called to order at 6:40 pm by Tony Ammendolia.

**Minutes-** Motion made to approve April Minutes by Allen Gould and Barbara Plonski. All in favor with one abstention. Susan had asked who made the motion and seconded it for the VoTech Scholarship for \$500 last month. It was Chris Booras and Barbara Plonski and all were in favor. This information was missing from the previous minutes.

**Treasurer's Report-** The board acknowledged receipt and reviewed the report.

Changes/Comments made regarding Treasurer's report include:

On page 2 of 3 of Profit and Loss statement, the number in first column for Kiwanis International Foundation should be \$700 and the number in the third column should be \$0. On the same page, the number for Kiwanis NE District Foundation in the first column should be \$1000 and \$0 in the third column.

Eight scholarships were awarded for a total of \$10,000.

The members liked the new listing of the Transaction Detail by Account that is now part of the Treasurer's report so we can see what has been spent from Unallocated Funds.

**Old Business-** Club Audit Committee is on track to make a report to the board in September. Ralph Lutjen has the club laptop and is examining the accounts.

**New Business-** - A By-Law change was discussed to deal with emergency board meetings. It was determined that email voting is not acceptable since the meeting has to have **simultaneous** input from those attending.

## ARTICLE 6. BOARD OF DIRECTORS

6.4. The board will meet regularly at a designated place and time that it determines. The board may hold special meetings at the call of the president or a majority vote of the board, provided at least forty-eight (48) hours previous notice is given to board members of the date, time, place, and topic(s). Subject to laws of local jurisdiction, the board may meet and conduct business by any method that allows all participants to simultaneously communicate with each other or as otherwise allowed by law. Participation constitutes attendance. Normal board meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.

### PROPOSED LANGUAGE (can be inserted at the end of 6.4)

Should a board vote be necessary before the next scheduled board meeting, the President shall email all board members detailing the subject matter of the request with proposed date(s) and time(s) for a conference call. Board members shall reply to the President with their availability to attend said conference call so that simultaneous communication can ensue prior to a vote. A quorum must be identified before the conference call is scheduled and confirmed. At least 48 hours' notice must be given between the time of the initial email from the President and the conference call. Within 24 hours following the conference call, the President shall email every board member with the results of the conference call specifically providing the results of the vote.

The board decided it was best not to change our bylaws based on the type of technology available. Our current bylaws include the word “**simultaneous**” which is the key principle. Instead the procedures outline in the Proposed Language preceding paragraph will be our new procedures as documented here in these minutes regarding how the conference calls will be conducted. Thanks go to Barbara Reilly for coming up with these procedures.

Tony asked if we should ask the MWV Career and Tech Center to return the \$500 HUNCH donation we gave them for the Houston trip which did not happen. The board asked Tony to write them a letter saying the funds could be applied to next year’s trip.

**Donation Requests** – Tony Ammendolia brought letters asking for donations to Camp Huckins, Tamworth Nurses Assoc. and RSVP. Checks have already been sent to these groups. The board decided not to consider additional requests in the same year unless there are extraordinary circumstances.

The board passed on a request for \$2000 from the NH Children’s Trust. We have supported this group in the past and Darlene will consider it for her budget. It is not in current budget. The board passed on giving gas cards to the clients of a local therapist citing more direct methods of supporting the fight against the opioid crisis.

A motion was made by Peter Deveau and Chris Booras to give \$500 for season passes for children to ski at the Jackson Cross Country Ski Touring Foundation. All in favor.

**Other Business** – Susan Staples Smith asked if the board should approve the committee set up by Darlene to search for a new more centralized meeting venue for next year per our bylaws. Darlene said this was not necessary because it is a work-group. Those named to the work-group are Darlene Ference, Charlie Zaccaria, Dick Check, Pete Levesque and Dan Andrews. Darlene emailed the questionnaire given out at the last meeting on this subject to those members who were not present.

**Installation** – Tony Ammendolia announced the installation will be September 18<sup>th</sup> at the barn at the Red Jacket where we were last year. The cost is \$35 per person.

Motion to adjourn- made by Chris Booras and Barbara Plonski at 7:45 p.m. All in favor.