

11/12/19 General KBA Meeting Minutes



Board Attending:

Rick White President
Sabrina Andrus 2nd VP
Mike Riley- Community Member
Tracy Klein- Treasurer
Amy Hinson- Secretary

New Members

Sheila Budwell Clear Lake Chamber of Commerce office manager
Robert Phillips Dart Frog Photography
We have 93 members as of now.

Approval Last Meeting Minutes from 9/16/19

No changes requested.
Motion to approve: Mark Borghesani
Second: Mike Ryan
None opposed

Financials - Tracy Klein

Quick review of financials
No approval required from Membership

Committee Reports

Beautification Trena Pauly- the new signs look great, hope to put in place in the next few weeks. Goal to have in place before Christmas in the Country

Comms Brian Fisher- not attending

Christmas in the Country Brian Fisher and Marilyn Holdenried-
Marilyn- decorations have been put up, garland for the bridge is on the way. Wreaths were doubled up by accident on light posts, so 12 more are needed, Marilyn is working it out. Cost is \$45 each. Board amends the budget for \$585 if needed to buy additional.

Trena Pauly makes a motion to approve
Fritz Pierce seconds the motion, if not needed will stay in the bank.

KBA 2020 Bylaws Changes- Sabrina Andrus

Proposed changes to the bylaws were presented to the membership.
See attached details.

Sign up sheets for 2020 committees are here tonight, please sign up to help.
Meetings- instead of general meeting, hold 5 mixers during the year that business is done at.
Items to resolve in 2020 per Membership approval vote of bylaw changes:
Policy Handbook should be made to clarify-

Succession of leadership
How to remove members of the board
Past president issue (if none available)
Requirements/qualifications of members of the board
Requirements of amending the bylaws in the future
stagger of terms

Motion to adopt bylaws changes as presented with the condition that the items above be resolved in 2020 (include the 6 items above)

First motion to approve- Mark Borghesani

Second motion to approve: Marie Beery

None opposed motion carries, 100% in favor.

Officer Candidate Slate for 2020-

New President-Sabrina Andrus

VP Membership-Julie Stuart

VP Committees-Christie White

Treasurer-Mark Borghesani

Secretary-Amy Hinson

Comms-Kim Riley

Community Member 1-Mike Riley

Community Member 2-Marinda Scott

Community Member 3-Fritz Pearce

Community Member 4-Dallas Gouldberg

Motion to approve the slate of directors-

First motion to approve-Trena Paula

Second motion to approve- Helen Finch

None opposed.

End of Meeting

Annual Meeting

- Proposed language: **Article III Meetings, Section 1: Annual Meeting** The annual meeting of the association, in compliance with state law, shall be held during ~~January~~ **November** of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member no later than five days before said meeting.

Composition of the Board

- Proposed language: **Article IV, Section 1 Composition of the Board** The Board of Directors shall be composed of ~~seven (7)~~ **seven (7) to eleven (11)** members. These officers will be elected annually for a period of one calendar year by a majority of the members in good standing at the annual meeting. ~~Nominations of officers will be in writing prior to the annual meeting.~~ **Two weeks prior to the annual meeting, the outgoing Board of Directors shall make a written solicitation for nominations.** The Board is comprised of: the Immediate Past President, President, ~~First Vice President~~ **Vice President of Membership**, ~~Second Vice President~~ **Vice President of Committees**, Secretary, Treasurer, **Communications Coordinator**, and **2 or 4** Community Representatives. The government and policy-making responsibilities of the association shall be vested in the Board of Directors, which shall be responsible for its finances, and direct its affairs. ~~No person shall hold or be elected to the same office for more than two (2) consecutive terms.~~

Composition of the Board (cont'd)

- Proposed language: **Article IV, Section 2**
Executive Committee The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be comprised of the President, ~~First Vice President~~ **Vice President of Membership**, ~~Second Vice President~~ **Vice President of Committees**, Secretary, Treasurer, and ~~the~~ **one (1) Community Representative**.

Committees

- Proposed language: Article V Section 1:
Appointment and Authority ~~The President, by and with approval of the Board of Directors, shall appoint all committees and committee chairpersons.~~ **The Committee shall elect its Chair during its first meeting of the calendar year, subject to the Board's approval.**