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# Midwest Burners Board Meeting Agenda

01/28/2017

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## Attendees

Thomas Tiny Fox (president)

Jeremy Gaston (resigning VP/secretary)

Jill Wren (resigning treasurer)

Vinnie Riviera (resigning legal)

Hilary Matney (accountant)

Lizzie Bryan (new VP/secretary)

Jill Wendling (new treasurer)

Josh Lutrell (new legal)

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## Notes/Minutes

### Last Meeting Follow-up

- I. Re-elections
  - A. MWB board members set at 4 year terms
  - B. Voting procedure
    1. Committee formed of event coordinators (EC's) and department leads from Midwest Burners to select and recommend board members to the board. The board makes final confirmation of new members
    2. Voting procedure to be placed on MWB website
  - C. New members selected for Term January 2017 through 2011
    1. Lizzie Bryan (Vice President/Secretary)
    2. Jill Wendling (Treasurer)
    3. Josh Luttrell (Legal)
  - D. Members resigning
    1. Jeremy Gaston (Vice President/Secretary)
    2. Jill Wren (Treasurer)
    3. Vinnie Riviera (Legal)
  - E. Legal to help define the wording for replacement of board members, to be voted on and added to the bylaws - *was this done?* Legal had developed this - overall procedure read in meeting (link to this). This will be added to bylaws.
  - F. Discussion occurred in last meeting as to whether board members should step down after 4 years if there is a qualified applicant. *Was a consensus reached? Should this be put into the bylaws?* Only 4 years unless no fit applicant, current member will remain until fit applicant found.
  - G. Motioned to have wording sent via email to board member to be voted on before going to website/bylaws. Motion seconded.
  - H. Need to change section 4 of IV. bylaws to state changed language on "apply"
- II. Monies
  - A. Accountant introduced suggestions for a new policy regarding distribution of money to ECs and department leads at future events. The policy, tentatively titled "Midwest Burners Organization Dolla Dolla Bill Policy" was reviewed and accepted. Document is a public google doc. This policy is this linked to the MWB site.
  - B. Discussed when and how money to be distributed

- C. Treasurer to go with President today and get their name on MWB bank account
  - D. Treasurer requested list of leads - this was resolved
- III. Membership Issues
- A. Regarding allegations brought to the board against members of community:
    - 1. Legal to write up formal response and this will be sent to involved parties
  - B. Three recipients were chosen to receive scholarships to attend GLC in March 2017 and have all accepted. Treasurer to disperse funds today in person.
- IV. Interfuse 2017 Budget
- A. Has been approved by board.
- V. Surety bond/Crime Insurance
- A. Request to put in place sent 12/28/16. Should be effective 1/1/17 Accountant to send policy to board member.
  - B. Legal would like to look at event insurance and what it covers
- VI. Additional items - set to be discussed at future meeting
- A. Membership status - As 501C3 - membership no longer required.

## New Business

- I. Monies
- A. Change of banks?
    - 1. Locations where new treasurer lives.-Motion made to allow Treasurer and Accountant to spearhead looking for and establishing new bank - motion carried by consensus
- II. Communication
- A. New emails have been set up for new board members. Board to communicate via email and text in emergency
  - B. Basecamp - Motion made here for \$40 for 2 months - motion carried by consensus.
- III. Board Positions
- A. Extension of board to 7 (possibly table to meeting later in the year)
    - 1. Current board consists of 5 members

2. Considerations to add 2 positions - EC Liaison/Recruiter and break off Secretary from VP Accountant would like to have odd number to avoid tie votes. Retiring treasurer suggests it is more difficult to get 7 people together for meetings and also that VP has minimal duties and therefore Secretary duties would be added to VP. Motion made to defer this to next meeting. Consensus reached to table this to next meeting as well as to bring TEIC under MWB umbrella
3. Should all positions be voting members or limit some to non-voting members - table to next meeting

#### IV. Membership Issues

- A. Follow up on allegations against current member
  1. Statements reviewed -See old business
- B. Development of Principal's Office @ MWB? President suggests talking to another member regarding Gateway's strategies. Legal to investigate how they run their Principal's Office and will discuss at next meeting on whether we want to implement something along these lines.
- C. Refer allegations to EC's?
- D. Develop protocol for handling allegations and course of action -
- E. Policy sent out to board for review and vote. The proposed written procedure is as follows:

##### *Board Election Procedure*

- I. *Upon a board position being open due to a term being completed, the position shall be filled according to the following procedure.*
  - a. *First, the position vacancy(s) shall be disclosed to the community. Next, candidates may apply themselves or be nominated from the community.*
  - b. *Second, the candidates will then be evaluated by the "Election Committee." The Election Committee will then submit their final list of candidates to the Board.*
    - i. *The Election committee shall consist of EC and Leads who've held such position in the last 365 days. Current Board members are excluded from the Election Committee.*

*c. Third, the Board will vote on filling the position from the candidates submitted by the Election Committee. If no appropriate candidate is available the board member may remain as an interim board member until the position is filled.*

*A. Vote will be performed via email. Once consensus reached will be added to website docs.*

## II. Website

A. Needs to be revamped with updated information

1. Website change requests require board approval - Accountant printing out for meeting.
2. Bylaws require printed materials if we wish to change any of the bylaws. - per accountant
3. Emails: Agreement to move in the direction of general emails by event and positions without personal names associated
4. Accountant motions to agree to changes presented to articles of association, bylaws, contacts info and event rules followed by unanimous vote to accept changes


B. Consideration of hiring contractor for website work? Motion to put out a request for bids to create a MWB website - with separate websites for each sanctioned event. Accountant to develop request within 30 days limit for accepting bids. Consensus reached to move forward on this.

## III. Excess net proceeds

- A. prudent reserve and asset ceiling - board agrees to keep that when we are over these amounts we find ways to impact surrounding communities - retiring treasurer recommends that we keep significant prudent reserve - last year \$6000 was operating cost of board and \$14,000 expungeable for total recommend \$20,000 to be kept in bank.
- B. donations to schools/fire depts-Table to next meeting along with development of budget
- C. collaboration with cities to implement art installs - Table to next meeting

## Action Items

- I. Vote on "Board Election Procedure" place on MWB website (see IV. E) - once carried this will be added to MWB bylaws - **All**
- II. **Legal** to write up and send out MWB decision on member issue to both involved parties

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- III. Need to change section 4 of IV. bylaws to state changed language on “apply” - **Retiring VP**
  - IV. Emails to be made general emails rather than names for EC’s and board members - example [interfuseleads@midwestburners.com](mailto:interfuseleads@midwestburners.com) -
  - V. **Retiring VP** to make all accepted/voted on changes to “articles of association”, “bylaws”, “contact info”
  - VI. **Legal** to reach out to Stacey and begin discussion on how to create a Principal’s Office for Interfuse.
  - VII. **Accountant** to work on request for bids for creating new website - to include websites for MWB and separate websites for each sanctioned event
  - VIII. **Treasurer** to investigate changing banks