

BCHMO Special Session Board Meeting

September 12, 2022 (ZOOM)

- I. **Purpose:** On August 28, 2022, President Tim Anderson requested a review of his proposed BCHMO Article V By-Law changes before October 3, 2022 in order to comply with the 30 days' notice required by our current By-Laws.
 - A. Goal is to modify voting rights of Officers at BOD meetings and place a motion on the Consent Agenda for the Annual Membership Meeting November 5, 2022.
 - B. Rationale is to prevent our organization from aging out and to increase membership involvement and enthusiasm at the Board of Directors and Officer level. Due to changes in management science and the younger generation's "what's in it for me?" attitude, Tim recommends that we clarify roles and rights and make some basic changes in a timely manner.
- II. **Call to order** Chairman Becki Krueger 7:12 p.m.
- III. **Attendance:** Becki Krueger, Mary Lamar, Kathy Jaeger, Sherry Copeland, Martha Yates, Tamitha Ague, Maury Mertz, Tim Anderson, Lynette Miller, Jane Doskal, Ray Maynard, Paula Hull, Marsha Copeland (Absentee excused: Pat Reinbach)
- IV. **Background:** Per Sherry Copeland, the intent of original writers of BCHMO By-Laws in 2002 was to set up the Board of Directors and the Officers as two separate groups with separate responsibilities. Officers are required to attend BOD meetings as non-voting attendees "except in personnel issues" regarding Board members or Officers. Most current BCHMO By-Laws were updated on November 6, 2021.
 - A. Board sets policy and makes sure policies are implemented.
 - B. Officers are administrative arm and implement the policies.
- V. **Purposed change in BCHMO Bylaws Article V, organizational authority (read aloud):**
 - A. **Article V, Option 1:** One officer (President OR Vice President) will be a voting member of the Board. In the event of personnel issues involving a Director or Officer, non-voting Officers will be excused from the Board Meeting.
 - B. **Article V, Option 2:** Two officers (President AND Vice President) will be voting members of the Board. In the event of personnel issues involving a Director or Officer, non-voting Officers will be excused from the Board Meeting.
 - C. **Article V, Option 3:** No change to Bylaws
 - D. *****Article V, Option 4 added:** Form ad hoc Reorganization Committee to review and make recommendation.

VI. Discussion & Comments

Sherry Copeland emphasizes that volunteer organizations have special characteristics and explains that Missouri is completely differently organized than the rest of the states. She would like to see all chapters represented on the board with one or two representatives from each chapter.

Lynette Miller sees both sides and Becki Krueger is satisfied with her voice as a member. Kathy Jaeger feels that non-voting officers can't effectively represent their chapters at Board meetings.

Maury Mertz and Marsha Copeland don't see it as a significant enough change to push through by-laws at this special session. Maury does feel that if two officers can vote, all officers should qualify to vote and suggests creating an ad hoc committee for "Reorganization".

Martha Yates observes that other similar organizations do not have two separate groups. Tamitha Ague, a former Executive Director of a non-profit, is interested in an ad hoc committee to look at other chapters. In her experience with non-profit organizations, all Officers have BOD voting rights.

Mary Lamar believes that all Officers should have BOD voting rights as they are some of the most invested and productive members of the organization and should feel valued and appreciated. Concerned with participation in the Reorganization Committee and timeliness of changes because other committees are still underpopulated despite efforts to engage the membership. BOD Secretary Kathy Jaeger has written up some clear "job descriptions" that could be presented to clarify expectations of members willing to participate at a higher level.

VII: Summary & Vote

Motion by Lynette Miller to choose Option 4, to form a new Reorganization Committee, second Ray Maynard. Lynette, Maury, Mary, Ray, Becki, all ayes, no naves. Paula was not present during the actual vote but supports the vote and plan. Motion carried.

VIII. **Closing Comment:** Sherry Copeland asks "How do we get more members engaged for the annual meeting?" She doesn't see any published info that tells what will be done at the actual meeting and fears we've lost focus. Strategic plan started 5-6 years ago still has not been presented. Tim, Ray, and Jane agree that the Annual Meeting should be well publicized but streamlined because people want to ride.

IX. **Motion Ray Maynard to adjourn, second Lynette Miller. Adjourned 8:05.**