

NHLWAA
By-Law Review Meeting
Minutes
August 17, 2017

Present: Dana Brien, Pat Murphy, Suzanne Carr, Todd Marsh, Ellen Tully, Liz Sayre, Jill Jamro, Robert Mack, Lena Nichols, Karen Emis-Williams, Denise Grieg, Sue Benoit, Marilyn Ceriello Bresaw

Motion by Ellen, second by Lena to approve the May 18, 2017 minutes with corrections. APPROVED

Overview

Denise gave an overview of the process that the committee went through in making revisions. She did not give legal advice and the committee recommends that there be a legal review of the revisions made to date; then the committee will incorporate any changes recommended by the attorney and come back to the Board for approval. Denise identified the resources used by the committee: sample state By-Laws, area NPO By-Laws, Center for NPO. The attorney who does the review will need to especially look at the financials. There will need to be a 2/3 vote of the Board for approval of the By-Laws.

Major Changes

1. The Committee's recommendations were reviewed and discussed.
2. Language: ADA language was used and there was discussion about sexual orientation and specific protections according to law. We can ask the attorney if language used appropriate.
3. Article VI –
 - VOTE to change from 2/3 to simple majority: the membership voted on this change and 11 approved and 2 opposed. Vote carries.
4. Article IX Committees – discussion regarding core functions and needs; standing committees vs. need based or situational based committees. We cannot overstep our role with committees. This work committee recommended adding Audit Committee and after discussion it was agreed to call it Financial Oversight Committee.
5. Article XI – discussion resulted in answer that Corporation was filed. Sue will ask Cornerstone about D&O Insurance. And other NPO's that have their books audited.
6. Other commentary:
 - Ask the lawyer about the audit.
 - Changes 30 to 10 on page 11
 - Committee will make changes, give the changes to the Atty. to check over. Denise will check out Atty.'s and give list to Pat for decision at next meeting. Ideally want the Atty. to review before November meeting. Motion by Bob, second by Pat to send edited By-laws to Atty. APPROVED.

Other business:

- Finalize speakers for Sept. 11:00 McKinney Vento process, 1:00 Poverty Law Center
- Pat gave a report on dues collected to date – only 39 towns to date
- Motion by Dana, second by Marilyn to adjourn – APPROVED.