

Delta College District
Board of Trustees
Special Meeting
Bylaws Subcommittee
March 2, 2009
President's Conference Room
1:00 p.m.

Board Members Present: R. Emrich, J. MacKenzie, R. Stafford

Others Present: T. Brown, J. Goodnow, A. Ursuy

Call to Order: Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 1: 18 p.m.

R. Stafford called for public comments. Hearing none, the meeting proceeded.

R. Stafford called for the acceptance of the minutes of the October 29, 2008, meeting of the Bylaws Subcommittee. R. Emrich made a motion to accept to the minutes. ~~J. Goodnow~~ R. Stafford seconded the motion. The minutes were unanimously accepted as written.

R. Stafford has had discussions with J. Goodnow and L. Myles-Sanders about the format of the bylaws. They then took it upon themselves to generate a rough draft. J. Goodnow noted that they took all of the work that the committee had done and put it in a more polished form. They continued with potential draft recommendations and kept some of the parts from our current bylaws. R. Emrich asked if there were any changes to the areas that the committee had already reviewed. A. Ursuy noted that there were some changes made. They were mostly editorial changes to be in compliance without referencing specific laws. R. Stafford noted that the changes were small ones that did not change the spirit of the document.

R. Stafford noted that we took a model that we liked the look of which was Kirtland's. Their information is not as progressive as Delta's and hasn't been revised for a number of years.

A. Ursuy also noted that the oath of office statement was removed and moved to Board Procedures Handbook which was suggested by L. Myles-Sanders. Committee members were given a draft of the operating parameters. R. Stafford asked what defines bylaws and or operating parameters.

R. Emrich asked about the placement of the college endowment funds. It was noted that it is in Delta's current bylaws. R. Emrich asked if it was alright to even include this information. J. Goodnow noted that an outside attorney said that it is appropriate to include it in the bylaws. It is included since the money is overall in the college budget. R. Emrich didn't like the placement of this under Officers of the Board.

R. Stafford suggested that the officers Sections 3 - 6 be moved under Section 2. Officers within the same Article IV. R. Emrich suggested that Sections 7. Execution of Instruments and 8. College Endowment Funds under Article IV should be moved to the handbook. It was suggested that Section 7 would be moved to

Article III Powers of the Board. R. Emrich noted that Section 8. College Endowment Funds be moved to Article XI and become Section 8.

R. Emrich asked when the term of office begins and ends. R. Stafford noted that he thought it was at midnight on December 31, of the year your term ends. R. Emrich then asked when the new member's term begins. R. Stafford assumed that it was right after midnight. R. Emrich asked if the new board member is a trustee even without being sworn in similar to the President of the United States.

The current bylaws state that "Each officer of the board shall be elected for a term of two (2) years, shall assume office immediately upon election..." R. Emrich and R. Stafford noted that this is not the practice of the board and that it contradicts the nomination form that specifies the start and end dates. R. Stafford asked about the ability to hold office until the swearing in of new members. J. Goodnow suggested that this area needed more work and would be brought back at the next meeting.

R. Emrich noted that five (5) members would warrant a quorum of the board. The statement, "The trustees shall keep a written or printed record of every regular or special meeting of the board and which record shall be open to public inspection." was removed since it was also stated under the duties of the secretary. R. Stafford asked about the approval of the minutes. He heard that if there are no additions or deletions to the minutes that they can be accepted as presented with no voting. R. Emrich also noted that we never need to approve the treasurer's report. It should just be noted that the report was made.

R. Emrich asked how to approve the minutes of a closed session. He suggested that the secretary could read the minutes of the end of the closed session since they only include the members present and topics discussed. No action can take place during a closed session, however you can't approve minutes of a closed meeting during an open meeting. It was agreed that this would be an operating parameter. The committee noted that this question regarding the open meetings act should be forwarded to Brad Banasik. R. Stafford also added that Brad be asked about what should be included in the bylaws and the operating parameters.

In Article VI, Section 1, the committee and subcommittee meetings will be taken out since they will not be scheduled a year in advance. Also item 2 in the same section was taken out.

A discussion was brought up about the cost of the dinner meeting. The Budget Cabinet had discussed this issue last Friday. R. Emrich suggested that the board and select staff members meet. No business or presentation will take place at this gathering and no public would be invited. The presentation normally given at the dinner meeting would start the regular meeting. J. Goodnow noted that there was real merit and that it would help to build the cohesiveness of the Board. J. Goodnow noted that she would discuss this with the Board Chair.

The committee discussed the notice of meetings. R. Stafford asked if the e-mail sent to the press has a return receipt of them. A. Ursuy noted that we have been saving them and archiving them. J. Goodnow suggested that return receipt be used so that we ensure they have received the information.

Under Section 2 Special Meetings of the Board, the words "Notice of" were added before special meetings. ~~The President was also added as a person who may call a special meeting.~~ R. Emrich noted that special meetings are for the purpose in which they are called. The statement noting that other business may be processed with the unanimous consent of the Board was eliminated.

Approved with changes by the Bylaws Subcommittee at the March 16, 2009 Bylaws Subcommittee Meeting

R. Stafford noted that in Section 3 there should be reference to the delivery receipt with regards to e-mail. J. Goodnow asked if members would take the additional step beyond the bylaws and look at the operating parameters especially in regards to the timelines in posting notices. R. Emrich foresees assigning each paragraph a number for easy reference that would then correspond with the operating parameters.

The committee had a discussion on Section 7 in regards to board members calling in by phone. R. Emrich noted that this should be for special meetings only. R. Stafford noted that it should not be encouraged but that several board members are working for global companies and should have the ability to call in if unable to be present at the meeting. He would like them to be able to call in instead of not being present at all. The board members need to be able to participate. R. Emrich said that he would value the opinions of K. Houston-Philpot and T. Lane. J. MacKenzie didn't think we had the power to have an attendance requirement for board members. There is no way of policing the attendance.

R. Stafford noted that item 3 under Section 8, Public Comments was approved at a previous board meeting. J. MacKenzie noted that people have a right to their comment at the meeting. The committee agreed to include that a public comment time allotment may be increased or decreased by consent of the Board. In item 5, the word must was replaced with should. R. Stafford asked if we can limit the time. He asked if this could be checked so that we are in compliance. J. MacKenzie asked who would keep track of the time. R. Emrich noted that it should be the board secretary. This should be added to the operating parameters.

The committee discussed the consent agenda. R. Emrich asked if the treasurer's report is included in the agenda as an item. J. Goodnow noted that it could be added to the consent agenda unless a board member would like it pulled out. Items in the consent agenda could include the minutes, the treasurer's report, and maybe some personnel items. This will save time. If any board member has a question that item is then pulled from the consent agenda. R. Emrich noted that the board has all of the information and the public does not. He suggested that the recommendation could be projected on the board.

The group decided that the next meeting of the Bylaws Subcommittee will take place on Monday, March 16, 2009, from 12:30 – 2:30 p.m. in the President's Conference Room.

Meeting adjourned at: 2:58 p.m.

Respectfully submitted,

Leslie Myles-Sanders, Board Secretary

Talisa Brown, Recording Secretary