



## **Board of Directors Special Meeting Minutes**

September 4, 2018 1:00PM EDT via Teleconference

### **A. Welcome & Call to Order - Dr. Rosanne Palermo, President**

i. In attendance: Dr. Rosanne Palermo, President, Jennifer McClelland, Vice President, Angie DePuydt, Treasurer, Charlotte Dumford, Secretary, Barb Renico, Director, Eric Smith, director, Allison Thomas, Director, Jason Tice, Executive Director

ii. Identify conflicts of interest: No conflicts of interest identified.

### **B. Discussion Item**

Changes to Bylaw 6.3.8. **Ms. DePuydt motioned to accept language changes to Bylaw 6.3.8. Mr. Smith seconded.**

The proposed change to 6.3.8 was as follows:

**“A Director may be brought for removal from the Board by the membership provided a removal petition is submitted to the Executive Director. The petition must name the Director for removal, state the reason for removal, name the petitioner, and include twenty-five percent (25%) of the eligible general voting members signed with name and membership number. The Executive Director has five (5) business days to validate the petition and respond to the petitioner. If the petition is valid and meets the requirements for removal, the Board shall call a special Board meeting in accordance with 6.3.6 within seven (7) days after responding to the petitioner.”**

The Board proceeded to discuss the proposed language changes. Ms. DePuydt opened the discussion by sharing with the Board highlights of her direct discussions with members. Members expressed concern that the lower threshold percentage for a valid petition might invite frivolous petitions. Members also desired clarification between the idea of removal and recall. Once Ms. DePuydt explained, members questioned how much time a recall would take, how much conflict it might create, and how much it would cost. The main takeaway points from her conversations with members were that they want the Board to hold itself accountable and responsible for itself. Members expressed the opinion that the threshold for removal should be high but not unachievable. Dr. Palermo added that this threshold should be high enough to motivate people to vote because they feel very strongly about the issue. The Board also explored the idea of what reasons would support a recall. The Board agreed there should be some basic guidelines for determining what constitutes a valid reason for removal. Other Board members' discussions with members revealed similar concerns and themes. Ms. Thomas presented a brief history of the Board's handling of dismissal of a Board member. Old Bylaws required a seventy-five-percent vote. The current Board agreed that that was ineffective and unattainable. The Board



agreed that the mechanism for removal should give members a more achievable means of making their voices heard. Based on these discussions of members' and Board members concerns, the Board agreed that the language of the original motion required amending. Dr. Palermo offered two options: sending the proposed bylaw change back to Ms. DePuydt and Mr. Smith for language changes or amending the bylaw at the current meeting. Ms. Renico and Ms. Dumford posed the question of what action would be taken if a petition for removal was not valid. Ms. Renico suggested that, if the petition was deemed invalid, the Executive Director should respond to the petitioner and state reasons for its return.

Ms. Thomas expressed concern that the proposed amendments did not accomplish any real change. She suggested the Board reconsider a "real recall" in which the membership could vote. Mr. Smith stated that the Board's current proposal would give members a voice because it forces the Board to act on the record when it receives a valid petition.

At the end of the discussion, the Board collaborated on language changes to Bylaw 6.3.8 and arrived at an amended version. Ms. DePuydt then read the amended version as follows:

**A Director may be brought for removal from the Board by the membership for conduct unbecoming of a Director including, but not limited to, failure to follow FHANA bylaws or conflict of interest, provided the removal petition is submitted to the Executive Director. The petition must name the Director for removal, state the reasons for removal, name the petitioner, and include twenty-five percent of the eligible general voting members signed with names and membership numbers. The Executive Director has five business days to validate the petition and respond to the petitioner. If the petition is valid and meets the requirements of removal, the Board shall call a special board meeting in accordance with 6.3.6 within seven days after responding to the petitioner. If the petition is deemed invalid, the Executive Director will respond to the petitioner with the reasons the petition does not meet the requirements.**

**Ms. DePuydt motioned to accept the amended version of the proposed bylaw change. Mr. Smith seconded. Motion passed unanimously.**

## **D. Adjourn**

**Ms. Thomas motioned to adjourn. Ms. Dumford seconded. Meeting adjourned at 2:15 pm EDT**