

PFLAG Board Meeting 11/9/2011

Board of Directors Elections

Board Meeting Agenda

PFLAG Modesto supports the countywide "Choose Civility" initiative and pledges to encourage and model civil behavior.

Note: This meeting begins at 6:30 pm at the home of Marilyn Mettler.

Roll Call: *Bill Dotinga-President; Patty Davis-Interim Vice President;; Marilyn Mettler-Secretary; Michael McKibban-Treasurer; Jahir Salazar-New Media Manager*

Guests: *Janiece Eaton, Clayton Eli, and any dues-paying members of PFLAG Modesto present to participate in Directors Elections*

DIRECTORS ELECTIONS

Article 3: Directors

"The Corporation shall have five directors and collectively they shall be known as the board of directors....

"It shall be the duty of the directors to: Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws; Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation; Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly; Meet at such times and places as required by these bylaws; Register their mailing and email addresses with the secretary of the corporation and notices of meetings mailed or electronically sent to them at such addresses shall be valid notices thereof.

"Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor is elected and qualifies.

"Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending directors' meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under provisions of Section 6 of this article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

"Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either: Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person."

Article 9: Conflict of Interest

"Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest as defined below is an interested person.

"A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,*
- (2) a compensation arrangement with the corporation or with any entity or individually with which the corporation has a transaction or arrangement, or*

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individually with which the corporation is negotiating a transaction or arrangement.

"Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial.

"A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

"Duty to disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement."

Nomination of Directors

Election of Directors (5)

Board of Directors' Election of Officers

President, Vice President, Secretary, Treasurer, At-large

Board of Directors Meeting

Approval of October Minutes

Treasurer's Report—Michael

- Emanuel Lutheran paid through September
- Update on Stanislaus Connections
- OWL Empire Coronation; report on donation
- TABLED FROM OCTOBER: We need to develop a budget for 2012 that is realistic but still ambitious, on paper, updated monthly and able to be passed out (or emailed) for each board meeting (which is required under bylaws). This is based on the Treasurer's beginnings this year. A budget should include LY figures, projected TY numbers, and the actual for the full spread of our income and spending. A variance box might be nice too, for those of us who like bottom-line snapshots. This needs to be ready to roll out in January
- Bylaws requirements: Annual Report (ready within 120 days of December 31st); Annual receipt for monies due and payable to the corporation from all sources

Old/Ongoing Business

- Debrief October meetings
 - Debrief Trans Support meeting—**Janiece**
 - Mayoral Candidate Q&A debrief

- Oakdale Satellite Update—**Michael**
- Skype Transition update
- Facebook Update—**Jahir**
- Dues Season Report—**Marilyn**
- Helpline/Email contacts—**Marilyn**
- Newsletter—needs, requests, assignments—**Everyone, please**
- GSA Support Update
 - Leadership Summit 11/19 details—**Michael**
 - Love Evolution—MJC online board meeting detailed for minutes
- THE PLACE Liaison report—**Patty**
- December Potluck 12/6
 - Village Baking Co (sheet cake)
 - Starbucks (coffee products)
 - Starting at 5 for social time; dinner at 6
 - Assessment of Cathy's needs
 - "It Gets Better" video project
 - Provide an outreach opportunity for local groups (tables)—Tri-Valley LBT Social Activities, Modesto Gay Families, BOCC, OWL Empire, etc.
 - Other ideas from Patty:

New Business

- TABLED FROM OCTOBER:
 - Monthly online fundraising auctions—**Michael**
 - VISION 2020 Preview—Discussion
- Request from Stanislaus County: Can we incorporate/host an LGBT Seniors support group? They are currently meeting at the Pride Center and have no attendees and are receiving little to no support from Pride Center/GLEE. This fits in with VISION 2020 goals of making PFLAG Modesto the LGBTQ hub for Stanislaus County. Idea: to accommodate this group on our support nights as we've accommodated the Trans community, by providing a meeting place and a regular night, and using our PR resources (and our aging membership) to advertise. The county provides any and all funding needed for this group.