

PFLAG Board Meeting 11/9/2011

Board of Directors Elections

Board Meeting MINUTES

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

Meeting began at 6:30pm at the home of Marilyn Mettler.

Roll Call: Bill Dotinga-President; Marilyn Mettler-Secretary; Michael McKibban-Treasurer; Jahir Salazar-New Media Manager

Guests: Janiece Eaton, Clayton Eli Franco; no other dues-paying members of PFLAG Modesto were 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 – Incumbent President Bill Dotinga opened the nominations for directors of the board for PFLAG Modesto.

Marilyn nominated Bill; Michael nominated Janiece, Janiece nominated Michael, Bill nominated Marilyn and Clayton. Nominations were closed.

Election of Directors (5) - Ballots were filled out and tallied by Bill with the following votes:

Bill - 3, Clayton - 3, Michael - 4, Janiece - 4, Marilyn - 4. We now have a board of 5 (five) members

Board of Directors' Election of Officers – From this board of directors, officers were selected as follows:

President – Janiece nominated Bill for President, and, as there were no other nominees, by acclamation he is President of PFLAG Modesto

Vice President – Janiece nominated Clayton for Vice-President, and, as there were no other nominees, by acclamation, he is Vice President of PFLAG Modesto

Secretary – Bill nominated Marilyn for Secretary, and, as there were no other nominees, by acclamation, she is Secretary of PFLAG Modesto.

Treasurer – Janiece nominated Michael for Treasurer, and, as there were no other nominees, by acclamation, he is Treasurer of PFLAG Modesto.

At-large- Bill nominated Janiece for Board Member – at large, and, as there were no other nominees, by acclamation, she is Board Member at-large of PFLAG Modesto.

All elected officers signed a "Conflict of Interest Annual Statement". This document will be kept with the Secretary's Corporation documents.

The election was declared closed.

Board of Directors Meeting

board actions

action items

Approval of October Minutes – The October minutes and an online vote regarding donation to MJCLove Evolution were accepted as read.

Treasurer's Report – Michael reports that we have \$3,313.79 in the bank to date.

- Emanuel Lutheran paid through September – we are paid through September 2011
- Update on Stanislaus Connections – no new information on how much we owe for advertising in the Stanislaus Connections. Michael will confer with former treasurer Cathy Jennison. Bill will contact someone at StanConn about our debt.

- OWL Empire Coronation; report on donation – Marilyn and Michael attended. PFLAG Modesto received a \$750 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 –
Michael prepared the following documents, and e-mailed to all board members:

Budget Actuals

Statement of Financial Activities – this is what treasurer will send to PFLAG National.

Treasurer’s Log

Michael is working on a Quicken database linked to our bank account which will help him sort certain categories more efficiently.

Michael is now at a point to send the secretary a budget document to attach to the agenda. He will e-mail this one week before board meeting.

- Bylaws requirements: Annual Report (ready within 120 days of December 31st); Annual receipt for monies due and payable to the corporation from all sources

Michael assured the board that an annual report to members of PFLAG is ready.

Michael says “monies due and payable” is ready. He will send the names and donation amounts to Marilyn and she will send statements for tax purposes. Underwriters for newsletters are paying for or buying a service. Bill will verify necessity of letter for them.

Old/Ongoing Business

- Debrief October meetings
 - Debrief Trans Support meeting—Janiece reports that there were 10 TG persons in attendance – more than the first meeting.
 - Request to give board members access to Facebook Trans support group (closed Facebook page).
 - Clayton and Janiece are moderators of what we will now call “HTS” – **Healthy TRANSitions Support**.
 - Clayton asked that HTS have a topic at meetings and a time limit on sharing. Janiece thinks it is too early. Bill suggested that Clay do Nov 15 meeting, and thereafter each will lead two meetings a month, one closed, one allies and supporters, and alternate. Each has a different leadership style.
 - Clayton offered to see that we get an ad in Craig’s list for the HTS meeting and send the copy for the ad to the rest of the board
 - Marilyn will alternate HTS (inc. Transgender logo) and PFLAG ads in Stanislaus Connections, to begin January 2012.
 - Mayoral Candidate Q&A debrief – this has been addressed already.
- Oakdale Satellite Update—Michael reports that it was he and Maureen last time.
 - Marilyn and Bill will update the ad in Oakdale Leader if necessary.

- Skype Transition update – tabled till January 2012
- Facebook Update—Jahir reports that we have 317 fans
- Dues Season Report—Marilyn reports that about half of our membership has not paid their dues. She suggested that a hard copy of newsletter containing a dues form be sent to delinquent members at some point. To begin with, Marilyn will send an e-mail with dues form embedded in the near future.
- Helpline/Email contacts—Marilyn gave a summary of contacts via e-mail, correspondence and e-mail. In the future, it would be more expedient for board meetings to have the secretary e-mail a helpline summary to rest of board members. E-mail and correspondence currently are routed to the appropriate board member(s).
- Newsletter—needs, requests, assignments—Bill and Marilyn will confer via e-mail. Janiece will be writing an article for the newsletter.
- GSA Support Update
 - Leadership Summit 11/19 details—Michael will represent PFLAG Modesto for this event. He will take the outreach box, rainbow tablecloth, and PFLAG banner. PFLAG Modesto will donate \$150 for breakfast items to be obtained by Leadership Summit planners.
 - Love Evolution—MJC online board meeting detailed for minutes – Marilyn submitted a copy of the minutes of the online board motion granting Love Evolution \$75. We hope to get a report from them soon.
- THE PLACE Liaison report—Patty Davis has removed herself from all PFLAG activities including PFLAG liaison to The PLACE. Therefore, we need to find a new one so the organizations can maintain contact.
- December Potluck 12/6
 - Village Baking Co (sheet cake) Marilyn and Bill will acknowledge in newsletter
 - Starbucks (coffee products) Marilyn and Bill will acknowledge in newsletter.
 - Starting at 5 for social time; dinner at 6, cleanup started by 8pm
 - Assessment of Cathy’s needs
 - “It Gets Better” video project – Bill has a video camera to do interviews.
 - Provide an outreach opportunity for local groups (tables)—Tri-Valley LBT Social Activities, Modesto Gay Families, BOCC, OWL Empire, HTS, etc. Marilyn will make signage for tables.

New Business

- TABLED FROM OCTOBER:
 - Monthly online fundraising auctions—TABLED
 - VISION 2020 Preview—TABLED
- 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.

How can we do this? We only have 2 meeting times at this location/month and perhaps no suitable area. We need our own building. Bill will get a continuance with the county and do some checking on other possible locations for this meeting.

Meeting adjourned at 9:07pm.

Next board meeting will be Wednesday, December 14, 2011, at Marilyn Mettler's

