



## Special Board Meeting Agenda

Date: October 3, 2017

Location: Callosum Office

Document Name: Board Meeting Agenda 10-3-2017

### Board in Attendance

- Lori Gleason, President
- Clare Hefferren, Past President
- Laura Waniuk, Vice President
- Mel McKinney, Marketing/PR (Call in)
- Tricia Swenson, Program Director
- Stacey Allen, Treasurer
- Barb Waters, Membership (Call in)
- Jessica Woods, Secretary

Topic: Removal of VVBW Board Member, Karen Perez, Member at Large.

*The Special Board Meeting was called to order at 5:31 pm by Clare Hefferren, Past President.*

### Meeting Minutes

- Clare stated that she contacted Karen by phone on 10/1/17 and advised of member request and failure to perform board role duties. Karen was offered to resign versus proceed with official removal process. Asked for answer by end of day Monday 10/2/17. Karen submitted her resignation to Lori on 10/3/17.
- Clare stated that a VVBW Member shared an unfortunate professional occurrence that occurred with Karen, that it upset her a lot, and this Member felt that she was not a good representative of the board. Clare stated that this member submitted a letter, dated Sept.,27, asking that Karen be removed from the Board, and also be removed as a member.
- Clare, Laura, and Lori referenced the bylaws (included below), and stated that there is a process that can remove a board member without cause, irrelevant of what she's done.
- Clare stated that she felt that it was the nicer thing to do to tell Karen about it personally and let her resign, then to take it to the members
- Clare stated that Karen chose to resign, effective today, so don't need to go through the process of voting to remove her from the Board.
- Clare and Lori stated that they also spoke to Karen re: not fulfilling her role responsibilities, and that coupled with Karen's performance in her board position roles, believe that this has given cause to remove her.
- Clare noted that per the Bylaws, everything has to go into the minutes, and that the minutes will be publically available.

- Clare read the letter from the Member.
- Clare read Karen's resignation letter.
- Clare and Lori stated that they consulted an unnamed attorney and that they were advised to keep the matter confidential until this board meeting took place. The board discussed whether or not this was appropriate.
- The board discussed the bylaws and whether appropriate procedure was followed in requesting Karen's removal/resignation.
- The Board discussed the Member's complaint, and discussed what action to take.
- The Board decided to send Karen an email to reject her resignation, and that a more detailed letter concerning this meeting would be forthcoming.
- The Board decided to first address Karen's board responsibility deficiencies, then handle the Member's complaint separately after further investigation. The board agreed to ask the Member to address the Board regarding her complaint at a later meeting, and then to seek Karen's input.
- Jessica to write letter to Karen, circulate to the Board for input. Deadline: before 10/9/17.
- Clare asked that she be removed from this situation going forward, Board agreed.

*Meeting adjourned at 7:00 pm.*

*\*Bylaws discussed at this meeting added in for reference\**

### ARTICLE III – MEMBERSHIP

3.5 Member Termination. A member may be terminated from the organization for cause. Any member termination shall be approved by a two-thirds (2/3) vote of the Board. Any member thus terminated shall receive a refund of dues prorated to the date of termination.

### ARTICLE IV – BOARD MEMBERS

4.7 Resignations from the Board shall be made in writing to the President.

4.8 Any Board member may be removed from their Board position as follows:

- a) Any member may request the removal of a Board member. Such requests shall be submitted in writing to the President or Vice-President or shall be made in person at a scheduled Board meeting.
- b) The request for a Board member removal must be approved by a two-thirds (2/3) vote of the Board members at the next regular or special Board meeting called under the terms of section 6.5. The Board member in question shall not be allowed to participate in the vote.
- c) The matter shall be decided by a majority vote of a special committee composed of the Past President plus four other non-Board members. The Past President shall select the other members and shall only choose those that have been members for at least one year.

4.9 Duties of the Board members are detailed in Addendum A. In addition, all Board members are expected to attend all Board Meetings and to attend and help with each monthly meeting including mingling with members and helping with sign-in.