

SDSA Board Minutes

January 29, 2007

Members present: Bryan, Lynne, Roberto, Richard, Ruth and Cris

Members absent: Susan, Melanie and Mauro

Guests: Jeanne, Joe, and Olga (newly elected Board Members) and Dan.

The meeting was called to order at 7:12 PM.

Bryan announced there were three items on the agenda: complete the revision of the by-laws, listen to a PAC report from Richard and discuss spending the funds in the corporate account.

For the benefit of the new Board Members, Dan briefly explained the meaning of the bold print and lined sections in the latest copy of the by-laws. The Board completed revision of the by-laws, including standing committees; miscellaneous provisions; non-liability of Board Members and officers and indemnification; dissolution of SDSA, and amendment of by-laws.

There was a lengthy discussion on the necessity of the Political Relations Committee. Lynne made a motion to keep this committee, Richard seconded and after much discussion the motion passed.

In order to obtain a change of signatures on the bank account a copy of the minutes reflecting a change in SDSA officers must be submitted.

Copies of the SDSA Policies and Procedures will be given to all Board Members. Cris will be responsible for copying and distributing these.

The Board revisited the section on membership qualifications. Previously the Board had agreed to delete the section that members "be approved by a simple majority vote (50% + 1 more than 50%) of the Board of Directors." Lynne made a motion to keep this section as it was originally agreed upon (with the deletion), Cris seconded. The motion passed.

Bryan wanted further clarification on number, qualifications and terms of offices. No Board Member shall be elected to more than three consecutive terms. These term limits will apply retroactively to those members who were elected prior to the adoption date of these by-laws.

Roberto made a motion to accept the by-laws as amended, Richard seconded. The motion passed unanimously. The amended by-laws will be sent to the membership two weeks prior to the next general meeting and if any member wants a working draft one will be sent. They will be presented for membership approval at the February 19th meeting. They will also be posted on the web site.

Richard requested Board approval for the Endorsement Meeting on April 1st at Grady's. Lynne made a motion to accept this date, Bryan seconded and the motion passed.

The request for Charlie Gallimore to assume the responsibility of mailing copies of minutes and mail-outs to members who do not have e-mail was approved. The Board will pay for postage.

Ruth indicated that since there were quite a few expenses in December that had not been paid, she only had an approximate balance of \$1388. This balance does not reflect the membership dues collected at the last membership meeting. Outstanding expenses that need to be paid amount to about \$589.30. These expenses include reimbursement to Diane Stallings for the margarita machine at the Christmas party \$114.80; invoice from Attorney Murray Van Eman for services rendered at membership meeting \$312.50; filing fee for articles of dissolution \$5; postage stamps for membership renewals \$37; reimbursement to Cris for copies of applications and ballots \$20 and replacement of SDSA banner \$100.

Olga reported that her expenses for the National Stonewall Conference were approximately \$1000. The Board agreed to reimburse Olga for her expenses and concentrate on fundraising to raise the money for Olga's gift to National Stonewall.

Bryan made a motion that corporate funds be used to pay our outstanding debts and the remainder go to Olga as reimbursement for her expenses. Cris seconded and the motion passed. All of the money in the corporate account must be spent prior to submitting the articles of dissolution. Ruth suggested that after all expenses have been paid, Olga be given a cashiers check for the amount remaining.

Lynne made a motion to adjourn the meeting, Richard seconded and the meeting was adjourned at 8:53 PM.

Respectfully submitted,
Cristina M. Ramirez,
Secretary