

07-17-2022 Bi-monthly Board Meeting

Meeting started 4:00 pm (Eastern) by Zoom

Meeting attended by: Compton Reeves, Deborah Kaback, Susan Troxell, Wayne Ingalls, Liz Bateman, George Usher, Joan Szechtman

[Meeting notes are highlighted.]

Open/On-Going Business

Update GMM Registration #s: To date there are 15 in person registrations and 15 Zoom registrations and 29 nights booked with the Hyatt (we are obligated to book 36 nights and if we don't meet 36 nights the hotel can charge us if they don't fill the bookings with non-R3 attendees).

GMM deadlines:

10/7—reserved rooms not booked will be removed from reserved status, so discounted rates won't apply for late bookings;

10/14—3rd and final prepayment deadline and final attendee headcount due

Promoting GMM:

Susan will follow up with Sheilah O'Connor (Canadian Branch Chair) and asked meeting attendees to reach out to our American Branch friends. We will also contact Chapter Chairs to see if we can generate more interest within the membership.

We will also include the American Branch's promotional Brochure on a table for members.

Completion of business since last meeting

- \$3,400 Donation made to Wallace Collection's 501(c)(3) for Richard III Exhibit: done
 - Dr Toby Capwell will give Zoom lecture, waive speaking fee: Talk calendared for Sunday, January 22, 2023 starting at Noon Eastern US time. It will be 90 minutes long. Talk will be free to all American Branch Members.
 - How do we record this as being deducted from the Schallek Special Projects Fund? Deborah to Work out how to record donation.
 - Announced on our Website - Under News & Special Projects: done
- 2021 Tax Return Filed - uploaded to Google workspace
- Received VA Certificate of Sales Tax Exemption (for GMM) - uploaded to workspace: done
- Am Branch Promo Pamphlet - uploaded to Google workspace: done
- Brochures from UK CLG and Canadian Branch - uploaded to Google workspace: done

Need Board to approve reimbursing Susan for rental car expense related to Stratford Festival talk (\$378.98): approved

Call for Nominations—needs to go out: Wayne to send an email blast.

- Should it include the 3 directors-at-large? Will include directors-at-large contingent on the revised bylaws passing.

Dickon Award to be Awarded at GMM: Recipients will be announced and awarded at the GMM.

Final discussion about Revised Bylaws, before they are sent to members

- Term limits:
 - **Current** Bylaws Section: Term limit of 4 consecutive years in any one office; no maximum on how long one can serve on Executive Board as long as you change office every 4 years
 - 5.2.2. No officer shall be eligible to serve in any one office for more than four (4) consecutive years. If, after an officer has served four (4) years consecutively, no candidate for that office is found, the incumbent may

continue in office while the Board, at its discretion, decides whether to fill the office by appointment, reorganize, or dissolve the Society. Priority will be given to preserving the Society in some form as a 501(c)(3) tax-exempt organization.

- **Revised** Bylaws say one person cannot serve more than 8 consecutive years on the Board of Directors.
 - For Directors:
 - **5.10. Term of Office:** Directors serve for two (2) years, and may serve for a total of eight (8) consecutive years, at which time they will be asked to step down for at least two years before seeking to become re-elected as a Director or Officer. However, if this results in the number of Directors to be less than five (5), then the Board may allow the incumbent to continue as Director until the Board appoints someone to take their place until the next election at a duly-called GMM, or decides to reorganize or dissolve the Society. Priority will be given to preserving the Society in some form as an IRS Section 501(c)(3) tax-exempt organization.
 - For Officers - No Change to Existing Term Limit:
 - **6.4. Term of Office:** Officers shall serve for two (2) years from the date of their election, and should not serve in any one office for more than four (4) consecutive years. While it is desirable to have “new blood” recruited into American Branch leadership on a regular basis, it is also important for the roles of Officer not to be left vacant for lack of volunteers. If no volunteer is nominated or runs for election to one of the Officer positions, the Board of Directors has discretion to appoint the incumbent to remain in office, or to appoint another eligible member of the Branch to serve out the full term of office, until the next duly-called GMM and election.
- IS EVERYONE GOOD WITH THE ABOVE CHANGES? **Approved.**
- QUESTION: Do “interim” years count towards the 8-year term limit (this is when someone is appointed to fill out another person’s term)? No distinction is made in current or revised bylaws about this. **Resolved that “Interim” will not count toward the consecutive terms. Deborah will provide wording for the bylaws.**
 - Immediate Past Chair will appear on Ballot - only as a “vote of confidence” (it will always be unopposed): **Agreed.**

Report Membership Chair: **There was an issue with reversing an automatic membership renewal charge through the NEON system. It now allows for any charge to be reversed to the credit or debit card used.**

Meeting ended at 5:27 pm (eastern)

Next Zoom meeting: Sept. 11, 2022 at 4:00 pm (eastern)