



## Board of Director Meeting Minutes

January 14, 2009

6:30pm

Jordan New Life Church

Attendees: E. Brown, PJ Hubbard, Steve S. Jackson, Robert Wilson, Ben Myers, Michael K. Browne, Todd T. Heintz, Dave D. Haddy, Tyrone J. Jaramillo, Anne McCandless, Keith K. Reitman, Vladimir Monroe, Dan D. Rother, Robert R. Hodson, Shannon Hartfiel (late arrival), Bob Scott (late arrival)

A quorum was present and the meeting was called to order at 6:08 pm by Chair E. Brown.

McCandless rose to motion that the board discard the proposed agenda and approve an agenda that she has prepared and distributed. Motion seconded by M. Browne.

E. Brown stated that the agenda was already prepared and set by the executive committee. Long discussion took place about preparing and approving the agenda. A. McCandless asked chair to call the question. There was no response by the Chair. M. Browne asked Chair to call the question. M. Browne pointed out that it is improper for the Chair to request the Board to listen to a guest speaker (Winifred Payne) give reflections before the agenda is approved. A. McCandless stated that the agenda needs to be approved by vote of the board before any other actions or subjects are discussed. A. McCandless repeated to the Chair to call the question. Chair refused to call the questions and ask for the vote. A. McCandless stood and asked all board members in favor of discarding proposed agenda and approve the second presented agenda please stand and vote yes. Yes votes were: A. McCandless, M. Browne, V. Monroe, R. Hodson, D. Rother, D. Haddy, T. Jaramillo, and J. Hubbard: 8 vote. No votes were: E. Brown, B. Myers, S. Jackson, R. Wilson: 4 votes. Abstaining was: T. Heintz and K. Reitman: 2 votes. *Motion carries with 8 yes votes, 4 no votes and 2 abstentions (S. Hartfiel and R. Scott absent for vote).*

M. Browne stood to make a motion to close the meeting to discuss an important business matter of a personnel nature. Motion seconded by D. Rother. Discussion regarding closed session. A time limit of 20 minutes was placed on closed session. Yes votes were: A. McCandless, M. Browne, V. Monroe, R. Hodson, D. Rother, D. Haddy, J. Hubbard and T. Jaramillo: 8 votes. No votes were: S. Jackson, B. Myers, R. Wilson, and E. Brown: 4 votes. Abstentions were: T. Heintz and K. Reitman: 2 votes. *Motion carries with 8 yes votes; 4 no votes; 2 abstentions. (S. Hartfiel and R. Scott absent for vote)*

\*Room cleared for closed session with time restrictions of 20 minutes\*

\*Room re-opened to resume meeting after time limit\*

Chair E. Brown resumed meeting, invited a guest speaker for reflections. Someone pointed out that reflections were not on the approved agenda. Discussion broke out regarding reflections agenda item and courtesy to the guest speaker. A. McCandless addressed the guest speaker, Winifred Payne from Alternatives Youth Program. A. McCandless stated that she is appreciative that Mr. Payne would come to address the board; however it is unfortunate that the approved agenda is very full and does not allow for more time and that she hopes Mr. Payne will come back at another scheduled time.

Motion made by E. Brown to not re-open the elections of board officers. M. Browne points out that the Chair should not make the motions, and remain neutral. B. Myers makes a motion to not re-open the elections of board officers. Seconded by S. Jackson. Discussion about the double negative of the motion as worded a "Yes" vote would mean "No" and vice versa. K. Reitman requested a friendly amendment to the motion to re-word it to say vote yes to re-open the elections of officers, vote no to keep them closed.

The friendly amendment was not accepted by Myers. Yes votes are: B. Myers, S. Jackson, E. Brown, R. Wilson: 4 votes. No votes are: T. Heintz, D. Rother, R. Hodson, V. Monroe, M. Browne, A. McCandless, T. Jaramillo, J. Hubbard, and D. Haddy: 9 votes. Abstaining: K. Reitman. (\*Noted S. Hartfiel was present at this time; vote is unclear as she was not sitting at board table). *Motion does NOT carry. 4 Yes votes; 9 No votes, 1 Abstention, 1 not voting.*

M. Browne makes a motion to remove all current executive committee officers and re-do the officer elections due to the unauthorized extension of officer terms at the November 2008 JACC meeting. Seconded by V. Monroe. M. Browne states the reason for his motion is that the election of officers was invalid because there were directors voting in that election process who were not authorized to have an 'extended term'. Two directors had an expired term as of October 2008 (*Dokor Dejvongsa and Lynda Baker*); however they were permitted to have an extended term and they participated in voting for new board officers in violation of the JACC Bylaws (*B. Myers term also expired but is allowed to stay on as ex-officio outgoing board chair*). M. Browne stated that the illegally extended terms are over; there are six new board members who have a right to elect the executive officers. K. Reitman speaks in favor of the motion. He points out that although he was in favor of extending 3 board member terms, he also voted to delay the selection of new executive officers until the re-scheduled director elections took place, which would allow the six newly elected board members to have a vote as well. S. Jackson spoke against the motion stating that there is no cause for removal. Yes votes: T. Heintz, D. Haddy, J. Hubbard, T. Jaramillo, K. Reitman, M. Browne, A. McCandless, V. Monroe, D. Rother, R. Hodson: 10 votes. No votes: E. Brown, Wilson, S. Jackson, B. Myers: 4 votes. Abstaining: R. Scott: 1 votes. Not voting: (Note: S. Hartfiel vote is unclear) 1 vote. *Motion carries with 10 yes votes, 4 no votes 1 abstention and 1 not voting.*

D. Rother makes a motion to take nominations for new board officers. Seconded by M. Browne. V. McCandless points out that the board does not need to vote on this motion since it was already part of the previous motion. A. McCandless then nominated M. Browne for the position of Board Chair. Seconded by V. Monroe. Chair E. Brown calls for other nominations for board chair. B. Myers nominates E. Brown for board chair. Seconded by S. Jackson.

Votes for M. Browne: T. Heintz, D. Haddy, J. Hubbard, T. Jaramillo, A. McCandless, M. Browne, K. Reitman, V. Monroe, R. Hodson, D. Rother: 10 votes.

Votes for E. Brown: Wilson, S. Jackson, B. Myers, E. Brown: 4 votes

Abstaining: S. Hartfiel, R. Scott: 2 votes

M. Browne is recognized as new board chair by out-going chair E. Brown. E. Brown walks over to M. Browne, congratulates him, and hands over the accumulation paperwork for the meeting. M. Browne takes over convening of the meeting.

M. Browne nominates E. Brown for position of vice chair. A. McCandless seconded. M. Browne calls for any other nominations, no other nominations presented. Vote is called: T. Heintz, D. Haddy, T. Jaramillo, J. Hubbard, A. McCandless, M. Browne, K. Reitman, V. Monroe, R. Hodson, D. Rother, S. Jackson, R. Wilson, and B. Myers all vote unanimously in favor of E. Brown as vice chair. E. Brown states she would like to decline the nomination, but promises her full commitment to the organization.

M. Browne re-opens nominations for Vice Chair. A. McCandless nominates J. Hubbard. V. Monroe seconded nomination. M. Browne calls for other nominations. S. Jackson nominates B. Myers, seconded by E. Brown.

Votes for J. Hubbard: T. Heintz, D. Haddy, J. Hubbard, T. Jaramillo, A. McCandless, M. Browne, K. Reitman, V. Monroe, R. Hodson, D. Rother: 10 votes.

Votes for Myers: Wilson, S. Jackson, B. Myers, E. Brown: 4 votes

Abstaining: R. Scott: 1 vote

Not voting: S. Hartfiel: 1 vote

M. Browne calls for nominations for treasurer. D. Rother nominates R. Hodson, seconded by V. Monroe. R. Hodson asks if he is eligible since he is a new board member. A. McCandless clarifies that he is eligible to be on a six-month probationary period in the position. M. Browne calls for other nominations. S. Jackson nominates R. Scott. R. Scott stated he is not interested and declines nomination.

Votes for R. Hodson: A. McCandless, M. Browne, K. Reitman, V. Monroe, R. Hodson, D. Rother, D. Haddy, J. Hubbard, T. Jaramillo: T. Heintz: 10 votes.

No votes: , R. Wilson, S. Jackson, B. Myers, E. Brown: 4 votes

Abstentions: R. Scott: 1 vote

Not voting: S. Hartfiel: 1 vote

M. Browne calls for nominations for secretary. D. Rother would like to nominate A. McCandless. Seconded by V. Monroe. M. Browne calls for other nominations. No other nominations were made.

Votes for A. McCandless: M. Browne, V. Monroe, A. McCandless, R. Hodson, D. Rother, T. Jaramillo, J. Hubbard, D. Haddy, T. Heintz: 9 votes

No votes: 0 votes

Abstaining: E. Brown, R. Scott: 2 votes

Not voting: S. Jackson, R. Wilson, S. Hartfiel, K. Reitman, B. Myers: 5 not voting

D. Rother makes a motion to table the approval of board meeting minutes until everyone has had a chance to review them. A. McCandless seconded. Votes: A. McCandless, M. Browne, D. Rother, R. Hodson, V. Monroe, J. Hubbard, T. Heintz, D. Haddy, T. Jaramillo: 9 yes. No votes: E. Brown, R. Wilson: 2 no. Not voting: R. Scott, S. Hartfiel, S. Jackson, B. Myers, K. Reitman: 5 not voting.

R. Scott rose to speak. He would like to resign effective immediately. He said Jordan is losing the part of the neighborhood west of Penn. He said they all want to join the Camden neighborhood.

A. McCandless moved to adjourn, seconded by D. Rother. All in favor of adjourning and no opposed.

Meeting adjourned at 7:40pm.

| Minutes approved 2/11/2009