

AAW Board of Directors
Meeting Minutes
Teleconference Call Board Meeting
December 9, 2009B

Opening Remarks, Roll Call and Welcome to Warren and Kurt

Board members present: Bill Haskell, Frank Amigo, Dale Larson, Jean LeGwin, Binh Pho, Tom Wirsing, and Al Hockenbery. Also attending: Executive Director Mary Lacer, staff Caroline Lindval (for meeting minutes. Invited guests Warren Carpenter and Kurt Hertzog.

Call to Order Bill Haskell called the meeting to order at 6:05 PM.

Approval of November 6-8, 2009 SOFA Chicago Meeting Minutes

New Business

Posting agenda and minutes online – Bill Haskell

Frank Amigo made a motion to post an AAW board meeting minutes to the AAW website in the member's-only section. Motion carried.

Reports-Board Committees

Board election procedure – Dale Larson

The board election procedure states that the votes for the election of AAW board members will be collected and counted by an independent auditor. All paper ballots and electronic ballots will be sent directly to the auditor. The paper ballots will be included in the same issue of the Journal as contains the Candidates' Statements. The paper ballots and return envelopes will contain the member's name and membership number. The ballots and envelopes will be highlighted so they stand out in the Journal. Ballots received without the member's name and membership number will not be counted. When a paper ballot is received an entry will be made in that member's file so they cannot vote electronically. When the members vote electronically, they can vote once and cannot go back and change their vote. When the auditor has the final vote count he will send the results to the AAW President and Executive Director. The auditor shall not discuss any election results with the AAW until the voting is completed and final results are available. **Dale made a Motion to accept the new procedure for board elections. Motion carried.**

By-law update – Dale Larson

Dale and Frank have been working on amending the bylaws. Dale proposed the following changes to the bylaws (page 51 in the handbook), Section 5:18 Board Elections under d) Candidate Applications Procedures, add: 4. "The Executive Director will give the list of candidate names to the Board of Directors, who will review the candidates' credentials and qualifications before passing the list of candidates to the Chair of the Nominating Committee."

Dale made a motion that we accept this addition to the bylaws section 518, Item D4. Motion carried.

The second change is the addition to AAW policies regarding avoiding the appearance of a conflict of interest (Policy 6, section 2: g) "Given the need to avoid even the appearance of a conflict of interest, and the gray areas in which such conflicts might arise, when a financial or familial relationship exists between candidates for the AAW Board and AAW employees, these individuals shall not be allowed to serve simultaneously in these capacities." It was noted that this comes directly from the 11/03/09 report to the directors. **Dale made a motion to accept the addition to AAW policies relating to avoiding a conflict of interest. Motion carried.**

Malcolm Tibbetts joined the conference call at 6:27 PM.

2010 Nominating Chair – Binh Pho

Binh Pho made a motion to nominate Dale Larson for nominating committee chair next year. Motion carried.

Dale said the bylaws state that the board should appoint the board of advisors for the next year, and the past history has been that once you're off the board, you serve on the board of advisors for two years. Dale then stated that based on that practice, the following people would serve on the board of advisors for 2010: Frank Amigo, Dave Barriger, Phil Brennon, John Hill, Al Hockenbery and Angelo Iafrate. **Dale Larson made a motion that the board accept everyone indicated for 2010 AAW advisors. Motion carried.**

Old Business

2011 Lifetime Member – Dale Larson

Dale Larson made a motion that "the current year board of directors shall select the succeeding year's Lifetime Member". Motion carried.

Adjourn

Meeting ended at 8:20 PM.