

Meeting Notes taken during the July 22, 2010 AAW Board Teleconference Meeting

AGENDA

Call to Order: President Tom Wirsing called the meeting to order at 6:03 p.m. CDT on July 22, 2010.

Welcome, Introductions, Opening Remarks

Roll Call

Tom Wirsing administered a roll call. Board members present on the call included Tom Wirsing, Kurt Hertzog, Jean LeGwin, Cassandra Speier, Warren Carpenter, Dale Larson, Binh Pho and J Paul Fennell. Malcolm Zander was not able to participate.

Other people present on the call included: Linda Tacke, interim AAW executive director, and Caroline Lindval, AAW executive assistant (for meeting minutes).

Amend the February, 2010 board minutes to correct the motion from Malcolm Tibbetts regarding contacting the AAW's pro-bono attorney.

Tom Wirsing noted that a small change was needed for the February, 2010 board meeting minutes pertaining to the section covering the Board – ED – Lawyer Relationship. The minutes incorrectly had the term outside lawyer, when the correct term should have been pro-bono lawyer.

Jean LeGwin made a motion to correct the wording of the February, 2010 board meeting minutes to now say pro-bono lawyer in the section covering the Board – ED – Lawyer Relationship. Dale Larson seconded the motion. A voice vote was administered. All in favor. Motion carried.

Approval of June 15-21, 21 2010 AAW board meeting minutes

Minutes from the June 15-21 board meeting require some minor changes and will be resubmitted at the next board meeting.

Agenda items:

1. Changes to the bylaws

Dale Larson presented the proposed change to the bylaws under section 4.02. The following wording will be added to the end of 4.02: "The general membership must be notified 30 days in advance, of the time and place of any Special Meeting." 4.02 would read: "Special Meetings. Special Meetings of the members may be called by a majority vote of the Board of Directors or not less than five percent (5%) of the general members of the Association having voting rights. The general membership must be notified 30 days in advance, of the time and place of any Special Meeting."

Dale Larson presented the proposed change to the bylaws under section 4.03. The following change will be made to the last sentence: drop "or notice" and add at the end: "in compliance with these bylaws and Minnesota law." The last sentence of section 4.03 would read: "If no designation is made, or if a Special Meeting be otherwise called, the place of the meeting shall be the registered office of the Association in the State of Minnesota; but if five percent (5%) of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without cause, and at such meeting, any corporate action may be taken in compliance with these bylaws and Minnesota law."

Dale Larson made a motion that we accept changes to changes to bylaws section 4.02 and 4.03 as he specified. Jean LeGwin seconded the motion. A voice vote was taken. All in favor. Motion carried.

Linda Tacke asked if the bylaws changes made during the June board meeting have been done. She asked Caroline to follow-up with Linda Ferber to be sure the website was updated back then.

2. Changes in officers

Dale Larson stated that he will resign as chair of the nominating committee.

Cassandra Speier stated that she will resign as treasurer.

Kurt Hertzog stated that he will resign as vice president.

Dale Larson made a motion to elect Cassandra Speier to be vice president and Warren Carpenter to be treasurer. Jean LeGwin seconded the motion. A voice vote was taken. All in favor. Motion carried.

Dale Larson made a motion to elect Kurt Hertzog to serve as chair of the nominating committee. Cassandra Speier seconded the motion. A voice vote was taken. All in favor. Motion carried.

3. Conference coordinator discussion

Tom Wirsing said we received an event management proposal for the 2011 Saint Paul symposium from both Complete Conference Coordinators (CCC) and Meetings a la Carte.

San Jose contract

The San Jose convention center notified us that they have an offer from a larger group and would like us to move our symposium dates up two weeks. They have offered to cancel out the current contract with no penalties and compensate us with some additional benefits. Dale Larson suggested that we cancel our current contract and let them know that we want to renegotiate with them. The offer is from the convention center and the hotels.

Conference Coordinator

There is no conference coordinator under agreement for upcoming symposia. We have proposals from Meetings a la Carte (MAC) and Complete Conference Coordinators (CCC), however the form of the bids does not allow direct comparison of costs.

There was discussion comparing the pros and cons of working with each event management provider. The bids submitted by both are not directly comparable therefore it is difficult to compare the actual cost. Cassandra Speier suggested that we work with the companies to get cost in comparable categories.

Kurt Hertzog made a motion to hire Meetings a la Carte to be the conference coordinators for the Saint Paul symposium in 2011 and re-negotiate the San Jose contract. Warren Carpenter seconded the motion. Tom Wirsing asked if there was any further discussion. Binh Pho stated that he doesn't agree with the motion, and he opposes the motion. Jean LeGwin also stated that she opposes the motion. A voice vote was given. There were some ayes heard over the phone. Opposed to the motion: Binh Pho, Cassandra Speier, Jean LeGwin and Dale Larson. Motion failed.

Dale Larson then made a motion to hire Complete Conference Coordinators (CCC) to be the conference coordinators for the Saint Paul symposium in 2011 and re-negotiate the San Jose contract. Jean LeGwin seconded the motion. Tom Wirsing asked if there was any further discussion. Cassandra Speier stated that she feels like we're rushing to a decision we don't need too. She suggested that we negotiate with San Jose and put them off for a while.

The board considered the possibility of hiring a conference coordinator to sort out the San Jose contract on a short-term basis for us. Binh Pho said he wants CCC to re-negotiate the San Jose contract. Cassandra Speier agreed.

Dale Larson said that he withdraws his motion from the floor.

Dale Larson made a motion to hire Complete Conference Coordinators (CCC) for two weeks to re-negotiate the contract for San Jose.

Linda Tacke stated her concern that if we get CCC on board to do the contract re-negotiation for San Jose, it's possible we'll lose Meetings a la Carte as a bidder.

Dale Larson re-stated his motion to hire Complete Conference Coordinators (CCC) on a short term contract basis to re-negotiate the San Jose contract. Cassandra Speier seconded the motion. Tom Wirsing asked if there was any further discussion.

Tom Wirsing asked Binh to call Carol from CCC and explain the situation we're in and ask her if she can successfully re-negotiate the San Jose contract Tom Wirsing said the prevailing opinion is that Carol Cook from CCC is the better negotiator. He asked Binh to let us know tomorrow what Carol says. Everyone was agreeable to that idea.

Dale Larson stated that he withdraws his motion from the floor.

Jean LeGwin made a motion that we hire CCC to be our conference coordinator going forward and also to do the re-negotiation of the San Jose contract. Binh Pho seconded the motion. Tom Wirsing asked if there was any further discussion.

More discussion follows on the conference coordinators.

Tom Wirsing stated that the time is 8:35PM and we have a motion on the floor.

Tom Wirsing asked if there was any further discussion. Warren Carpenter moved to table the current motion. Cassandra Speier seconded the motion. Tom Wirsing asked if there were any further discussion. A voice vote was taken. All in favor. Motion to table the motion carried.

Tom Wirsing said that the choice of conference coordinator should not be a board decision. This is an operating decision.

Tom Wirsing said that he will get back to the board with the timeline information he'll get from calling San Jose.

4. John Hill Lifetime Member for 2011

Dale Larson said he will check with Betty Scarpino on doing an article for the Journal. This will be talked about again at a later time.

5. Plaques for Mark Lindquist and Giles Gilson

Cassandra Speier said that the plaques were packed for Hartford and that she presented the plaques to Mark Lindquist and Giles Gilson there.

Closing Remarks

Cassandra Speier stated that she thought this was a great discussion, with no acrimony.

Adjourn

Tom Wirsing noted that it is 8:43 PM and all agenda topics have been covered. He asked for a motion to adjourn the meeting.

Cassandra Speier made a motion to adjourn the meeting. Dale Larson seconded the motion. A voice vote was taken. All in favor. Motion carried to adjourn the meeting.