

**San Miguel Educational Fund Board of Directors
Regular Meeting minutes: November 19, 2014 – WPL-Telluride Room**

****Subject to final board approval at next board meeting***

Meeting called to order at 5:05 p.m.

SMEF members present: Ray, Joe, Jerry, Mark, Dave arrived late. Robert is excused.

September minutes approved – Joe makes the motion – passes unanimously

Public comment: Kathleen Erie asked if SMEF's tax returns were filed on time and why we have a draft copy of our audit on the website. Janet Humphrey requested information on the October financials.

Staff reports: A wrap up on the Ski Swap was given, including the new POS system. Discussion was held on the recent Off the Records featuring SMEF board candidates.

Bylaws discussion: The Bylaws Revision Committee consisted of Terry Tice, Jerry Greene, Robert Allen and Dina Coates Koebler

*Jerry gave historical perspective on the bylaws that were written 40 yrs. ago. He was working toward a simpler democracy

*A discussion was held concerning the problematic nature of volunteer hours vs. donor dollars to track and have an objective membership list.

*Discussion was held on the importance of the chain of command between the board as a whole and the ED vs. individual board members and individual staff members.

*The board reiterated that their focus should be to set policy NOT run the station or tell the staff what to do.

Mark wants to move the bylaw discussion to the new board in January. Jerry stated this is not a product of the board.

After much deliberation Dave moves to recommend that the following bylaw revisions, as presented by the Bylaws Committee, are proposed to the 2015 SMEF Board:

Article I:

*Revise the proposed \$25 membership fee to \$10

*Candidates for directors shall be current SMEF members (Sec 4) strike the rest

Article II:

*Sec 2 – in elections with more than three open seats...

*Sec 5 – needs thought – minimize board vote on contracts

*Sec 7 – need to go back to Article I toward end of Sec 4 – directors shall take office at the first regular meeting in January

Annual & member meetings powers are limited to making recommendations to the board of directors

Article IV:

*Notice given before meetings notice broadcast at least 7 days prior to the meeting and broadcast at least 4x per day

*Special meetings – notice given 5 days prior and the notice must include the subject or agenda of the meeting

***Emergency meeting – the notice must include the subject or agenda of the meeting**

Article V: An email vote shall count if the response comes from the email of record and is considered signed.

Article VI: New board picks up

Discussion concerning the upcoming annual meeting was held. ASAP will start to count the votes prior to 5 p.m. to facilitate having a decision during the meeting. The staff will compile a “year in review” for members. The agenda will then time for members to provide input on fundraising, programming and special events.

The order of the agenda was switched to address the third recall petition.

Robert Allen has been in California and has not reviewed the petition. Bylaws state it must be reviewed by the Secretary. Ray recommends that we appoint an interim secretary to validate the petition and begin the conversation there. Dave moves that we elect Jerry Greene as Interim Secretary for the purpose of validating the recall petition for the board. Mark seconds. Passes unanimously. If recall ballots are mailed they must be done so by December 19, 2014.

Meeting adjourned at 8 p.m.