

Personnel/Governance Committee September 14, 2020, 6:10pm
Attending: Ruba, Shaheed, Zale, Emma

Check-in:

All are doing well. Emma lives one mile away from the evacuation zone, but she did not have to evacuate.

August Minutes:
approved

Bylaw revisions:

The committee agreed to have the two bylaw revisions approved by the board at the August 24 board meeting appear on the 2020 ballot. They wrote the following motion, as well as the rationale for the bylaw revisions as they will appear on the ballot:

MOTION: The Personnel/Governance Committee recommends bylaw revisions 1 & 2 passed August 24, 2020, for the 2021 General Meeting be moved to appear on the 2020 General Meeting ballot. Due to the 2020 General Meeting being delayed, this resolution falls within the 30-day time limit for board recommendations to the ballot for voting.

Below are the bylaw revisions and the rationale to appear on the 2020 ballot, if the above motion is approved.

Bylaw Revision 1:

The KBOO board of directors asks foundation members to approve the following bylaw revision, to reduce the possibility of a potential conflict of interest among board, management, staff, and foundation members.

ARTICLE VI [6]: BOARD OF DIRECTORS

(new text in bold)

Section 14. Compensation. [Current text: Board members shall not receive any salaries for their services. No person shall serve as a staff and Board member at the same time,] [NEW TEXT: regardless of whether the person is paid or unpaid in the staff position, except with unanimous approval of all currently seated Board members].

Bylaw Revision 2:

The KBOO board of directors asks foundation members to approve the following bylaw revision, to improve accessibility and participation of members, and to reduce the foundation's printing and mailing costs. Please note, this revision does not require electronic voting, but provides the option.

ARTICLE VI [6]: BOARD OF DIRECTORS

CURRENT:

Section 5. Election. At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least nine calendar weeks prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated. The election shall be conducted by mail and at the annual meeting. The election shall be concluded at the annual meeting by a count of ballots returned by mail and ballots cast at the annual meeting. The results of the election shall be announced by the president, or the president's designee, at the annual meeting.

PROPOSED REVISION TO ALLOW ELECTRONIC VOTING (revised text in bold):

Section 5. Election. At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least nine calendar weeks prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated. **The election shall be accomplished by mail through a paper ballot or, if the member consents, by electronic ballot, or both, as authorized by the Board. A member who agrees to vote by electronic means in an election is not bound to vote by electronic means in a future election. The election shall be concluded at the annual meeting by a count of paper ballots returned by mail, electronic ballots returned one week before the annual meeting, and paper ballots cast at the annual meeting. The nominees receiving the most votes will be elected. The results of the election shall be announced by the president, or the president's designee, at the annual meeting.**

Meeting Adjourned 7:10pm