

BOD minutes, Oct. 30, 2012 9:00pm Eastern-10:15pm

All BOD members were present: Patty Jacobs, Sharon Knorr, Carol Kelley, Carol Delaney, Norma Ritter, Anne Hutton, Nancy Mohrbacher, Beth Lichy. Ali Kulenkamp was an observer.

Welcome

Second reading of changes to the Bylaws was approved. Sharon will document approved changes.

BOD Elections:

Beth was voted in as Secretary; Carol Delaney was voted in as Treasurer; Norma was voted in as VP. Since there was no consensus for President, a vote was recorded as per the Bylaws:

For Nancy: Anne, Sharon, Carol K., Nancy

For Patty: Carol D., Beth, Lisa, Norma, Patty

Patty was approved as President by the majority of votes.

Finance Report from Patty: 990 is ready to be filed. Funds raised from membership dues were \$8,600; \$8,650 had been budgeted. Donations were \$7,407; \$6,625 had been budgeted. Education fees were \$2,280; \$2,400 had been budgeted. We have \$21,927 cash on hand.

Education Report from Norma: We currently have 14 applicants, 4 ready to take the placement test, 6 waiting to take the accelerated course. We have 86 candidates enrolled in the comprehensive course; 57 are in Module 1 and 29 are in Module 2. Modules 3 and 4 are currently being written.

Operating Committee Report from Anne:

Several committees are still missing representatives to the Operating Committee (Education, Pubs, Website). Current representatives feel that they are being held back because they have no authority to make decisions on behalf of their committees. They are unable to communicate about inter-committee issues since we are missing reps to several committees. Anne says she has not been able to make significant progress on the Operating Committee due to these issues.

The role of Committee Chairs is not well-defined. Suggestions were made that the Committee Chairs should be the representatives to the Operating Committee, and BOD members should not be Committee Chairs. Reps have complained that decisions are being made outside of the Operating Committee through conversations on other Yahoo groups. Since several BOD members are on more than one committee, they feel that BOD members are making decisions that should be going through the Operating Committee.

Anne has said that BfUSA is not meeting some of the strategic goals we decided upon for this year. Unresolved issues that the BOD needs to move forward on are on a googledoc. The board accepted this report.

Meeting adjourned at 10:15pm Eastern time.

Changes to Breastfeeding USA Bylaws: Approved Oct. 30, 2012

Current text:

ARTICLE 3. BOARD OF DIRECTORS, Section 4. Board Elections

f. Newly elected board members shall take their seats on the board the first day of the new fiscal year, July 1. Outgoing Board members will relinquish their position the last day of the fiscal year, June 30.

Proposed changed text:

ARTICLE 3. BOARD OF DIRECTORS, Section 4. Board Elections

f. Newly elected board members shall take their seats on the board the first day of the month following the election, October 1. Outgoing Board members will relinquish their position the last day of the month of elections, September 30.

Rationale for change:

The new operational calendar has Board Member elections occurring in September, several months after the start of the fiscal year. Installing new members of the Board of Directors in the fall allows them several months to be oriented in board work before the fiscal year end evaluation and new fiscal year planning cycle.

Current text:

ARTICLE 3. BOARD OF DIRECTORS, Section 5. Board Officers

c. The Secretary shall

- Keep and maintain all records and files as may be required in the conduct of business of the board.
- Record the minutes of all board meetings, including actions taken by the board in closed sessions.
- Act as the official custodian of these Bylaws, the Certificate of Incorporation, all current and past records of any amendments or changes of the documents of the organization and oversee the filing and record keeping of all corporate legal documents.
- Oversee the maintenance of the roster of voting members of the organization.● Attend to such correspondence as may be assigned.

d. The Treasurer shall

- Have the care, custody and responsibility of all monies or securities belonging to the organization.
- Make a report of the organization finances at each board meeting, which shall be affixed to the minutes.
- Chair the finance committee, assist in the preparation of the budget, and help develop fundraising plans to support the organization's mission.
- In the context of financial best practices and transparency, the Treasurer shall make financial information available to board members and the public.
- Oversee the filing and record keeping of all corporate financial documents.

Proposed changed text:

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- Shall oversee the maintenance of the roster of voting members of the organization.
- Shall attend to such correspondence as may be assigned.

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- Shall chair the finance committee, assist in the preparation of the budget, and help develop fundraising plans to support the organization's mission.
- Shall, in the context of financial best practices and transparency, make financial information available to board members and the public.
- Shall, oversee the filing and record keeping of all corporate financial documents.

Rationale for change:

Makes these clauses consistent with clauses a. and b. above them and corrects redundancy in fourth bullet point of d.

Current text:

ARTICLE 3. BOARD OF DIRECTORS, Section 1. Board Role, Size, and Compensation

e. Must be a voting Member in good standing in Breastfeeding USA for at least six (6) months prior to the date of nomination.

Proposed changed text:

ARTICLE 3. BOARD OF DIRECTORS, Section 1. Board Role, Size, and Compensation

e. A candidate for election to the Board must be a voting Member in good standing in Breastfeeding USA for at least six (6) months prior to the date of nomination.