

BOD Meeting of Breastfeeding USA

August 21, 2012

In attendance: Patty, Carol, Anne, Beth, Sharon, Nancy (came in late) Absent: Norma

Chris Duenas listening in.

Called to order by Patty at 9:14pm EST

First reading of the proposed changes to the bylaws to bring us into compliance with our current practices and to remedy some grammatical errors.

Beth moves to proceed, Sharon seconded.

Sharon read the bylaws changes, there were no objections to the changes.

Proposed changes to Breastfeeding USA bylaws:

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:

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.
 - Shall record the minutes of all board meetings, including actions taken by the board in closed sessions.
 - Shall 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.
 - Shall oversee the maintenance of the roster of voting members of the organization.
 - Shall 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.
 - Shall make a report of the organization finances at each board meeting, which shall be affixed to the minutes.
 - 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.

Rationale for change:

Eliminates any confusion about the subject and is consistent in format with other clauses in the section.

This ends the first reading of the bylaws changes. There will be a second reading at the November BOD meeting.

Budget report from Anne:

- Has been updated to include income from the IndieGoGo fundraising campaign.
- \$20761.40 is presently our bank total. Will be receiving approximately \$600 more from IndieGoGo because we reached our goal.
- There will be a final change to the budget reflecting additional income that will give us a balanced budget.
- The final budget will be submitted to the operating committee.

We encourage chapters to submit expense forms to cover local costs, for instance, for printing and publicity.

IndieGoGo campaign

- Beth is wondering how many additional memberships we have received since the beginning of the IndieGoGo campaign – Anne believes it was about 10, which is an increase. We have also seen an increase in people looking at our web site, almost 1000 people viewed the video, and we expanded our social networking.
- Gail is writing personalized thank-you letters to each of the donors to the campaign explaining their income tax deductions.
- Erica will be shipping out all of the logo items.
- Nancy will be shipping the books and is donating the shipping costs.
- Patty needs the names of the sponsors for all of the perks – Nancy will send them.

Beth makes a motion to adjourn, Nancy seconded. Everyone in favor.

Adjourned at 9:58pm EST

Submitted by Sharon Knorr, Secretary