

**DRAFT**

**MEETING**

**Bylaws and Resolutions Committee  
January 4, 2017 Administration Building**

Present: Jim Trummel, Jeff Knepper, Bob Hillegass, and Marty Clarke. Cheryl Jacobs was the Board Liaison. Having a quorum the meeting was called to order at 10:00AM. Also present were members of the Elections Committee Steve Tuttle, Steve Habeger, and Mark Heinz, and Board Liaison Slobodan Trendic.

Elections Committee representatives were invited to attend in order to discuss amendments to resolution M-06.

The agenda was approved.

The minutes of the December 7, 2016 meeting were approved after comment 2 under Attachment A was corrected to read General Corporate Law.

Old Business:

M-06: The Bylaws and Resolutions Advisory Committee comments to the Elections Committee draft of M-06, as noted on the December 7, 2016 meeting minutes, were reviewed with the Elections Committee. Also reviewed was a separate input from Jeff Knepper regarding amending the vote counting process of M-06. A copy of the suggested amendment was provided to the Elections Committee. The purpose of these discussions was to clarify input to Elections from Bylaws prior to Elections submitting a draft M-06 to the Board.

Governance Document Worksheet: Additional work is required. In particular, the review cycle for resolutions needs to be established.

M-09: A draft of an M-09 amendment previously considered at the December 7, 2016 meeting was reviewed. The draft was suggested and prepared by Jim Trummel. The purpose of the amendment is to remove Board connection with the Search Committee by specifying that a Board Liaison is not appointed to the Committee.

## DRAFT

Jim Trummel moved that the attached changes to M-09 be forwarded to the Board of Directors for a first reading at the regular Board meeting January 28, 2017. The motion was seconded by Clarke. The vote to approve was unanimous.

New Business:

C-10: The Environmental and Natural Assets Advisory Committee resolution was reviewed for a determination as to whether it is adequate to support the operations of the Committee. Input from the chair of that committee indicated that no changes were required. The Governance Document Worksheet is updated to indicate C-10 has been reviewed.

C-14: A motion to repeal this resolution, Racquet Sports Advisory Committee, was approved by the Board at the Board meeting of December 9, 2016. Comments on the Board action included (1) the action requires a second reading (Resolution B-01) and (2) the action intended to be taken by the President puts input to the Board from racquet sport members dependent the discretion of the President rather than a formal policy of the Board such as a resolution in the Book of Resolutions.

F-02: There was a discussion of the provision at 6.e in F-02 regarding the Budget Development Timetable in the budget preparation cycle. In particular, the issue is whether the February 28<sup>th</sup> approval by the Board is in conflict with 5.14(a) of the Bylaws. Jim Trummel commented that to be inconsistent, the F-02 provision would have to allow approval to extend beyond the Bylaws provision; there is no stated consequence associated with failing to meet the F-02 provision. However, the Board will operate under a constraint on setting an annual charge if the Bylaws provision is not met.

Marty Clarke moved that: Resolution F-02 be amended to "Board approval shall be at least forty-five (45) days prior to the beginning of the fiscal year." The motion was seconded by Bob Hillegass. The vote was Clarke and Hillegass yes and Knepper and Trummel no. The motion failed.

There being no further business, the meeting was adjourned at 11:45 AM