

Charity Foundation
Board of Trustees
Denver, CO
November 27, 2015

Present: Georgia Heth, President; James Steinberg, Vice President; Bonnie Bagley and Phyllis Harlan, Trustees.

Absent: Bill Cook, Treasurer

Also Present: Kelley McGuire, Secretary

Georgia Heth called the meeting to order at 10:00 am on Friday, November 27, 2015.

Minutes

The minutes of the March 13, 2015 meeting in New Orleans, LA meeting are approved.

Carried unanimously

Treasurer's Report

Treasurer report was received via electronically.

Old Business

At the Summer 2015 NABC in Chicago, IL the Foundation awarded the following organization Alzheimer's Association \$5,000 as the local NABC charity. Carried.

At the Fall 2015 NABC in Denver, CO the Foundation awarded the following organization Project Angel Heart \$5,000 as the local NABC charity. Carried.

Grants

- A. Have a Heart, Inc is awarded \$10,000 for the Christmas presents to children and young adults assigned to the Jackson County MO Division of Family Services. Carried.
- B. Stewarts Caring Place, is awarded \$10,000 for the Cancer Wellness Center for program support. Carried.
- C. Northern Food Bank request is denied. Carried.
- D. Children's Cancer and Blood Foundation is awarded \$2,000 for the general operating support to CCBF. Carried.
- E. Children's Hospitals and Clinics of Minnesota is awarded \$2,000 for the Child Life program. Carried.
- F. St. Jude Children's Research Foundation, is awarded \$1,000 to contribute toward the cost of a CT Scan. Carried.
- G. The Cornerstone Advocacy Service is awarded \$1,000. Carried.

ByLaws

The membership of the Charity Foundation approved the following bylaws:

The following bylaw changes, proposed by the trustees of the Foundation, will be presented for consideration and approval at this meeting.

Article II

- 5. *Notice of Annual Meetings. Notice of the time, place and purpose or purposes of the annual meeting shall be served, if personally by e-mail or by first class mail, not less than ten nor more than fifty days before the meeting upon each person who appears upon the books of the corporation as a member and, if mailed, such notice shall be directed to the member at his address as it appears on the books of the corporation, unless he shall*

have filed with the secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. If mailed by any other class than first class mail, the notice shall be sent not less than thirty nor more than sixty days before the meeting.

Article III

- 9 *Quorum.* *At all meetings of the Board of Trustees, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Trustee, and may take such other and further action as is provided in Article II, Section 4, of these Bylaws.*
- Attendance by electronic means, so long as all attendees may speak and be heard by all other attendees, and can hear all other attendees, shall be considered the equivalent of attendance in person.*

From the Foundation Bylaws

ARTICLE XII Amendments

1. By Trustees. The Board of Trustees may recommend the alteration, amendment and repeal of the Bylaws of 9 the corporation by affirmative vote of a majority of the Board. Such recommended Bylaw, alteration, amendment and repeal shall be placed on the agenda of the next meeting of the members, and if adopted by affirmative vote of a majority of all the members, shall become effective as though the procedures contained in Article XII (2) had been followed, provided further that the proposed action is inserted in the notice of such membership meeting.
2. By Members. The Members may make, alter, amend, and repeal the Bylaws of the corporation by affirmative vote of a majority of all the members, provided, however, that the action is proposed at a regular

or special membership meeting and adopted at a subsequent meeting by the affirmative vote of a majority of all the members, except as otherwise provided by law, provided further that the proposed action is inserted in the notice of such subsequent meeting.

Carried unanimously.

Elections of Officers

Moved and seconded that Bonnie Bagley be elected President for a one-year term beginning January 1, 2016 through December 31, 2016.

Moved and seconded that James Sternberg be elected Vice President for a one-year term beginning January 1, 2016 through December 31, 2016.

Moved and seconded that Phyllis Harlan be elected as Treasurer for a one-year term beginning January 1, 2016 through December 31, 2016.

Moved and seconded that Kelley McGuire be elected as Secretary for a one-year term beginning January 1, 2016 through December 31, 2016.

The meeting was adjourned at 10:15 a.m.