Board of Directors Meeting Minutes

June 24, 2015

Meeting: Conference Call — June 24, 2015, 1:00 p.m. EDT

Board of Directors: Bonnie Potter, President
Laurel Shouvlin, Secretary
Julie Delaney, Treasurer
Don Greene, Director
Steve Hull, Director
Andy Merriwether, Director
Scott Miller, Director
Mike Vigus, Director

Executive Director: Darby Vannier

Corporate Counsel: Sheri Visani

Meeting opened at 1:09 p.m. EDT.

1.0 New Business:

1.1 Responsibilities of an AOA Board Member: AOA Attorney, Sheri Visani, reviewed her qualifications with the directors. She has represented the organization for 14 years, initially with ARI until merger, and then with AOA going forward after the merger. She initially had a business career for 8 years before attending law school. After becoming an attorney, she worked in a large Denver practice before starting a small firm with some fellow members of the previous firm. Visani and her law firm represent both for profit and non-profit organizations.

Visani advised the directors that it is their responsibility to perform their duties (1) in good faith, (2) with the care that an ordinarily prudent person would use in similar circumstances, and (3) in a manner that they believe to be in the best interests of AOA. If directors perform those duties in the above manner, then they can avoid personal liability. AOA will indemnify a director as long as the director is acting within the scope of his or her duties as an AOA director and carries out his or her duties in accordance with the above three legal requirements. AOA has a communications policy that directors are to follow to protect the organization, protect the directors, and to ensure that they communicate appropriately with the entire membership.

Visani clarified that transparency as mentioned in AOA's Core Values does not mean that directors disclose everything to the members. There are some things that need to remain confidential. It is important to have confidentiality to enable directors to have open and frank discussions without fear of disclosure and attribution. Such candor and open discussion among the directors is best for the direction and operation of the organization.

1.2 AOA Core Values & Board Code of Conduct: Potter provided the Directors with electronic copies of the Code of Conduct that was developed last year. The Directors are to review the document for discussion at the next board meeting.

1.3 Requirements for Filling an Open Board Seat: In response to the vacancy created by the recent resignation of Dianna Jordan, Visani advised the Board that under Bylaw 6.4, because no candidate in the last election of AOA Directors received votes from 40 percent or more of the members who voted, the AOA Board must fill the vacancy on the Board by majority vote, after a consideration of what is in the best interests of AOA.

1.4 Appointment of Board Member: Potter reviewed a proposed plan for addressing the appointment of an individual for filling the new vacancy. That plan was acceptable to the Board directors. Motion to enter into executive session with Executive Director Vannier and AOA Attorney Visani was made by Shouvlin and seconded by Hull. Motion passed (8–0), and the Board entered executive session at 2:16 p.m. EDT.

The motion to leave executive session was made by Shouvlin, seconded by Hull. Motion passed (8–0). The Board left executive session at 2:39 p.m. EDT.

A motion to appoint Norm Johnson to fill the remaining 2 year term of Jordan subject to receipt from him of a satisfactory disclosure statement was made by Hull and seconded by Greene. Motion passed (8 – 0). Potter will contact Johnson and invite him to the next Board meeting in Denver on June 26th. Vannier and Potter will work on an email announcement to be sent to the membership as soon as possible announcing Johnson's appointment.

2.0 Meeting Wrap:

2.1 Next Meeting: The next meeting will be at the National Fleece Conference on June 26th at 2:00 p.m. MDT in Denver, Colorado.

2.2 Adjournment: Miller moved to adjourn, seconded by Hull and the meeting ended at 2:47 p.m. EDT.

Respectfully submitted, Laurel R. Shouvlin