

# **MINUTES of the BOARD of the LINDEN HERITAGE FOUNDATION**

January 16, 2016

The meeting of the Founding Board was called to order by President Sam Higdon at 7:06 pm via Skype. Present were Sam Higdon, Joe Lovelace, Jim Jacob, Sue Lazara, and Jana Bounds. The agenda was taken up and the following proceedings ensued:

**BYLAW AMENDMENT:** Mr. Jacob presented for board consideration a Consent Resolution affecting Bylaws Membership Section 1, the substance of which was to change “Active Membership” to “Individual Membership.” Discussion was had also on whether to amend the list of Standing Committees named in the Bylaws, but the consensus was that such an amendment was not necessary at this time.

It was agreed that Mr. Jacob would revise the Unanimous Consent resolution to reflect only the first Bylaw amendment cited above and to provide it to Mr. Lovelace for presentation to the Members at the upcoming January 23 Annual Meeting.

It was further agreed that the list of “Committees with Descriptions” proffered on the Unanimous Consent draft would be removed from that draft and merely made available as an FYI to the incoming Board at the January 23 Board Meeting – the intent being to leave the matter of forming any additional Committees entirely to the new Board.

**AGENDA for JANUARY 23 ANNUAL MEETING:** Mr. Jacob presented a Draft Annual Meeting Agenda which was adopted by general consensus with the addition of the names of those scheduled to speak to each listed item on the Agenda.

**AGENDA for Jan 12 BOARD MEETING:** Mr. Jacob also presented a Draft Board Meeting Agenda for consideration, and a few suggested words and phrases were refined on that Agenda. The amended Agenda was adopted as amended, by general consensus.

**ANNUAL MEETING:** Ms. Bounds offered to prepare slips to be drawn by the new Directors for terms of 1, 2, and 3 years according to the Bylaws. It was agreed that she should have the following ready for this purpose, in general expectation of the election of 13 Directors:

- 5 one-year term slips
- 4 two-year term slips
- 4 three-year term slips

Consideration was given to the fact that under the voting procedures of the Linden Heritage Foundation -- which require more than 50% vote to be elected Director -- it is mathematically possible that fewer than 13 Directors will be elected. This is considered unlikely given that we have a full slate of 13 nominees, but as a precaution it was agreed that Ms. Bounds will prepare for this possibility. She will include a single term slip for each Director actually elected, starting with a one-year slip, then a two-year slip, and continuing in rounds until the correct number of slips are placed in the term drawing. The intended result is that the slips drawn will result in as

equal number of Directors completing their term of office each year as possible over the next 3 years. It was further agreed by all present that in the event the number of Directors actually elected is not a factor of the number three, Ms. Bounds would so constitute the draw slips so that the first person in the remainder will serve the term of one year and the second person in the remainder will serve the term of two years.

MEETING MODES: Mr. Jacob reported that since it is not workable to use cellphone and Skype simultaneously, he is recommending that Skype will be the preferred remote meeting vehicle for the Annual Meeting on January 23, 2016. The test with Ms. Lazara's laptop and iPhone Personal Hotspot was successful earlier in the day on January 16, and Mr. Higdon and Mr. Jacob will conduct a similar test of Mr. Higdon's iPad so that two tandem Skype sessions can be used on January 23. This plan was agreeable to all present.

MINUTES: It was decided not to clutter the website at this time with past or current meeting minutes, but to preserve the minutes of this Board on our Google Drive for future reference. Also it was decided to prepare for and begin online posting of an orderly web archive for all new Minutes beginning with the January 23, 2016 meeting of the General Membership and of the Board. This is to be done to provide full transparency into the decision-making process of the Board of the Linden Heritage Foundation.

It was further agreed that the present Secretary, Ms. Lazara, will record Minutes at both meetings scheduled for January 23 2016 and that she will turn over the duties of Secretary immediately thereafter to any newly elected Secretary.

The meeting was adjourned at 9:10 pm by President Sam Higdon.

Respectfully submitted,

Sue Lazara, Secretary