

Unapproved minutes of the November 17th, 2001 Board of Directors Meeting.

HOUSTON AREA LEAGUE OF PC USERS, INC.  
MINUTES OF November 17th, 2001  
BOARD OF DIRECTORS MEETING  
4543 Post Oak Place  
Houston, Texas

Any corrections, changes, additions to these minutes will be noted in the next month's minutes when the minutes are approved by the Board.

ATTENDEES:

Officers

President Robert Gunn  
First Vice President - SIGs Mike Mashburn  
Vice President - Communications Jay Thomas Absent  
Vice President - Programs Josie Duffey  
Treasurer Wes Leggett Absent  
Membership Secretary Marvin Kaiser Absent  
Recording Secretary Anne Sipes

Directors:

Michelle Annis  
Norman Blaylock Absent  
Bret Branon Absent  
Joe A. Brown  
John P. Chambers  
Stephen Cravey Absent  
Scott Doctor  
William A Goetschius  
Monte Goodman  
Robert P Grefe  
Donald McGowan Absent  
Joseph E Morris Jr Absent  
Mike Novominsky Absent  
Sharon O'Fiel  
David R. Pausky Absent  
Brian Sadler

Parliamentarian: Marilyn Gore

1 **i. CALL TO ORDER AT 1:04 PM**

2 **II. REPORTS**

3 The President asked if any of the Officers present would like to give a report.

4 The VP Programs reported that her week at COMDEX had been very productive. She  
5 stated that she had made a lot of contacts.

6 She stated that she would offer a complete report at the next regular meeting of the  
7 Board.

8 **III. UNFINISHED BUSINESS**

9 **IV. NEW BUSINESS**

10 **Anne Sipes made a motion ( motion 110101, Attachment 1 ) to instruct the Rules**  
11 **Committee to develop a new set of bylaws for presentation to the Membership at**  
12 **a Special Meeting.**

13 There was a great deal of discussion. It was determined that the timeline was difficult  
14 at best and could be impossible.

15 Carla Cawlfeld, former President of HAL-PC, encouraged the Board to take this  
16 opportunity and get these things done. She stated that the bylaws had needed changed  
17 for many years. She said that this is a tremendous opportunity and a unique moment  
18 in time. She said that this is closer than we've ever been and asked that the Board  
19 please go ahead with this motion.

20 William Goetschius called the question.

21 The motion to call the question passed.

22 The motion to instruct the Rules Committee to develop a new set of bylaws for  
23 presentation to the Membership at a Special Meeting passed.

24 **Anne Sipes made a motion ( motion 110102, Attachment 2 ) to join the National**  
25 **Center for Non Profit Boards, [www.ncnb.org](http://www.ncnb.org).**

26 Discussion resumed.

27 Monte Goodman called the question.

28 The motion to call the question passed.

29 The motion to join the National Center for Non Profit Boards, [www.ncnb.org](http://www.ncnb.org) passed.

30 **Anne Sipes made a motion ( motion 110103, Attachment 3 ) requesting that the**  
31 **President form an Ad Hoc Committee to strengthen the Conflict of Interest**  
32 **Policy.**

33 Discussion resumed.

34 Sharon O'Fiel called the question.

35 The motion to call the question passed.

36 The motion requesting that the President form of an Ad Hoc Committee to strengthen  
37 the Conflict of Interest Policy passed.

38 **Anne Sipes made a motion ( motion 110104, Attachment 4 ) requesting that the**  
39 **President form an Ad Hoc Executive Director Search Committee.**

40 The motion passed.

41 **V. ADJOURN**

42 William Goetschius made a motion ( **Motion 110105** ) to adjourn.

43 The November 17th, 2001 Board of Directors Meeting adjourned at 2:26 pm.

44 Respectfully Submitted,  
45 Anne Sipes  
46 Recording Secretary

## ATTACHMENT 1

**Motion to instruct the Rules Committee to develop a new set of bylaws for presentation to the Membership at a Special Meeting. ( Anne Sipes )**

**Whereas there are changes to the bylaws that have been recommended by the Audit Committee,**

**Whereas there are changes to the bylaws that have been recommended by the United Way Management Assistance Program Representative,**

**Whereas there are changes to the bylaws that were promised to the Membership during the Vote2000 ( <http://www.hal-pc.org/~vote2000> ) campaign,**

**Be it hereby resolved that the HAL-PC Board of Directors instructs the Rules Committee to develop a new set of bylaws that will provide for paid managers as needed, strengthen the Conflict of Interest clause, reduce and redo the standing committees, reduce the number of directors, reduce the number of officers, set term limits, formalize the nomination process, provide for the election of a totally new board in June 2002, create non voting membership classes, and make other changes as needed to have all Articles consistent.**

## ATTACHMENT 2

**Motion to join the National Center for Non Profit Boards, [www.ncnb.org](http://www.ncnb.org). ( Anne Sipes )**

**Whereas the National Center for Nonprofit Boards (NCNB) is dedicated to increasing the effectiveness of nonprofit organizations by strengthening their boards of directors,**

**Whereas membership in the National Center for Nonprofit Boards (NCNB) has been recommended by the United Way Management Assistance Program (MAP) representative,**

**Whereas membership in the the National Center for Nonprofit Boards (NCNB) can be as little as \$88.00 per year,**

**Be it hereby resolved that a representative of the Board of Directors of HAL-PC will become a member of the National Center for Nonprofit Boards (NCNB),**

**Be it further resolved HAL-PC's liaison to the the National Center for Nonprofit Boards (NCNB) will report directly to the HAL-PC Board of Directors.**

### **ATTACHMENT 3**

**Formation of an Ad Hoc Committee to strengthen the Conflict of Interest Policy.  
(Anne Sipes)**

**Whereas the Audit Committee has made an issue of conflict of interest with the HAL-PC Board of Directors,**

**Whereas the United Way Management Assistance Program (MAP) representative has stated that a strengthened conflict of interest policy would improve trust within HAL-PC,**

**Whereas the United Way Management Assistance Program (MAP) representative has provided us with a sample conflict of interest policy that we can work from,**

**The Board requests that the President create an Ad Hoc Committee to review and strengthen the HAL-PC Conflict of Interest Policy.**

## **ATTACHMENT 4**

**Formation of an Ad Hoc Executive Director Search Committee. (Anne Sipes)**

**Whereas the Audit Committee has recommended that HAL-PC employ an Executive Director,**

**Whereas the United Way Management Assistance Program (MAP) representative has recommended that HAL-PC employ an Executive Director,**

**The Board requests that the President create an Ad Hoc Executive Director Search Committee.**

**Attachment 5**

PRESENTATION TO HAL-PC BOARD OF DIRECTORS

BY

THE UNITED WAY MANAGEMENT ASSISTANCE PROGRAM

R. A. BLOME

NOVEMBER 5, 2001

Strengths of HAL-PC :

- \* Education as the prime mission.
- \* Large membership.
- \* A large budget that is funded by HAL-PC activities.
- \* Very active SIG's.
- \* Many willing volunteers.
- \* Dedicated paid staff.
- \* A very well run internet service.
- \* A help desk that is complimented.
- \* A very good web site that is kept current.
- \* An excellent magazine with well written articles.
- \* A good central location
- \* Engaging Blazek & Vetterling for audit.

## Changes Needed to Build on Hal-PC Strengths :

### 1. Employ a full-time, paid Executive Director.

- \* Allows Board of Directors to spend it's time on policies, procedures and planning for the future.

- \* Removes day to day operation from Board responsibilities.

- \* Provides for more professional operation.

- \* Allows priority setting, daily staff guidance and quicker response to the daily questions.

- \* In Bylaws, provide for other paid manager positions as needed.

### 2. Strengthen Conflict of Interest statement.

- \* Build trust in organization.

- \* Continued protection for HAL-PC assets and operations.

- \* All Directors and employees are expected to work in the best interests of HAL-PC.

- \* Consider covering SIG leaders for non acceptance of any gifts or meals from PC industry vendors.

- \* No officers or directors of HAL-PC shall receive any direct or indirect compensation from HAL-PC.

### 3. Reduce and redo the standing committees.

- \* Current standing committees are Finance, Publications, Property, Legal, Rules, Library, Bulletin Board, Member Services, Elections, SIG's, Fund Raising, Public Relations, Education, Product Distribution, Programs, Communications, Membership Database, Volunteer , Youth , Welcome , and Audit. (21 with many inactive.)

- \* For the Board, the main committee focus should be on the mission of HAL-PC, the financial well being of HAL-PC, membership services, continuity and the future growth of HAL-PC.

- \* Some suggestions for committees are Education (including SIG's), Finance, Audit, Member Services, Human Resources ( including Board nominating, Executive Director and staff evaluation, etc.) and Membership Development.

- \* All committees should be significant enough to be active.

- \* As much as possible the committees should have equal work loads.
  - \* The Board should have the responsibility for establishing committees.
4. Change the term of office for the Board and the number of directors.
- \* The term of office should be three years for improved continuity.
  - \* One third of Directors should be elected each year.
  - \* Directors can have more than one term but not contiguous.
  - \* Elect a totally new Board next June with candidates being designated for one, two and three year terms. The following elections will be for three years.
  - \* All Directors should serve on a committee.
  - \* The number of Directors needed, can be determined by the number of standing committees.
  - \* The Executive Director should be a non voting member of the Board.
  - \* As always, it is desirable for Board members to be professional people with business experience who can properly represent HAL-PC to its members and the public.
5. Review the Officer positions of HAL-PC.
- \* The President's term should remain at one year.
  - \* The First Vice President should be designated the next years President to provide continuity.
  - \* With an improved and more active committee structure, additional Vice President positions should not be needed.
6. Provide for non voting classes of membership.
- \* Providing membership for computer industry vendors could be a real asset for HA-PC.
  - \* Providing for youth membership supports the education mission and can lead to future full members.
  - \* A conflict of interest letter sent annually to computer industry vendor members should cover the HAL-PC non gift policy unless approved by the Board.

## 7. Miscellaneous.

- \* Change other areas of the Bylaws that conflict with the above recommendations.
- \* Consider having an attorney on retainer or at least developing a relationship with an attorney who can be familiar with HAL-PC issues.
- \* Make a decision on DSL and BBS and then move on.
- \* Have written policies and job descriptions.
- \* Consider joining an organization such as the National Center for Non Profit Boards. ([www.ncnb.org](http://www.ncnb.org))
- \* Use a Consent Agenda to use Board members time on the most important issues and expedite Board meetings.
- \* Next year when new Board is in place, engage United Way Management Assistance Program for Board training and a Self Diagnostic review.

## 8. Communications on Bylaw changes.

- \* Total Board commitment
- \* Board meeting with SIG leaders. Consider asking SIG Leaders for suggestions.
- \* Board attend SIG meetings.
- \* Use HAL-PC web site.
- \* Use the HAL-PC magazine.
- \* Start communications now.
- \* Provide forum for questions and answers.
- \* Publish Q & A's.
- \* Board members use their individual influence/contacts in HAL-PC to promote approval.

## TIME TABLE FOR CHANGING BYLAWS AND IMPLEMENTING CHANGES

Current Board agrees with the changes	November, 2001.
Establish Committee to rewrite Bylaws	November, 2001
Establish Human Resources (Nominating) Committee	November, 2001
Establish Executive Director search Committee	November, 2001
Establish Committee to rewrite Conflict of Interest	November, 2001
Complete rewrite of Bylaws	Feb/March, 2002 Board Meeting
Special election on Bylaws	April, 2002
Nominating Committee completes work	April, 2002
Hire Executive Director	May, 2002
Complete revised Conflict of Interest	May, 2002
New Board approves C of I	June, 2002
Elect new Board of Directors	June, 2002
Engage U.W. MAP for Director training Board Meeting	July, 2002
Engage U.W. MAP for Self Diagnostic Review	August, 2002