

PAC 14 Board Meeting
August 10, 2009, @ 4:00 PM
at Salisbury University: Nabb Research Center

Members in attendance: Phil Tilghman, Mark Thompson, Sue Revelle, Angie Jones, Marvin Long, Elizabeth Bellavance and Debbie Campbell. Mike Goodson and Creig Twilley attended representing PAC 14. Gail Bartkovich, Ed Baker, G. A. Harris, Keith Whitelock, and John Connelly attended as guest. Meeting was opened by Phil Tilghman.

Action-Read and revised, as necessary, the July 7, 2009, meeting minutes. Corrected minutes to be disseminate by e-mail.

Agenda Item: Recording of minutes

Discussion - Discussed recording minutes and making available for the public.

Action - Recorded meetings will be for the Secretary's use and made available to those requesting copies; however, official minutes will be the typed copies

Agenda Item: Financial Reports

Handouts Disseminated - The following financial reports were disseminated:

- Annual Funding Overview
- Usage Data
- FY10 Budget (working/estimate)
- FY10 Budget (estimate under 501c3 status)

Discussion - Mrs. Campbell presented a concern for approving PAC 14's budget for FY10.

Action - The following motion was made by Mrs. Campbell: "The budget that was develop by management be brought formally to the board for adoption and potential approval." No second was given for this motion.

Agenda Item: By-Laws

Discussion - Ms. Sue Buske joins group by phone to discuss changes submitted for the By-Laws:

- Summary of sections 4.01, 5.01, 5.04, 5.05, 5.08, 7.04, 7.05, 8.01, 8.02, 6.07, 11.01, and 11.07 by Ms. Buske.
- Motion made to amend Section 9.09 Mr. Tilghman stated "a separate section describing the duties of the Executive Director be created and duties as follows: 1. Shall supervise, direct, and control the activities and affairs of PAC 14, INC. 2. The Executive Director shall have full and exclusive authority to hire, fire, supervise, and discipline the staff of the organization. 3. Shall have such other powers and duties as the Board or these Bylaws may prescribe." Mrs. Campbell moves that we change the section, and presentation of the language of the Executive Director section as just prescribed by Mr. Tilghman. Motion was second by Mr. Long and motion passed with majority in favor.

- Discussed section 13:02 Mrs. Campbell made a motion to amend first sentence to state “All meetings of PAC14, INC. and the Board are open to the public in accordance with the Maryland Open Meetings Act.” Motion was second by Mr. Thompson and passed with majority in favor.
- Mrs. Campbell made a motion to amend final sentence of Section 13.02 to read as follows “All meetings of PAC 14, INC. and the Board shall be held in accordance with these By-Laws and Robert’s Rules of Order Newly Revised.” No second was given.
- Mrs. Bellavance moved that Section 13.02 to read as follows “All meetings of PAC 14, INC. and the Board shall be held in accordance with these By-Laws and Robert’s Rules of Order provided that the failure to observe Robert’s Rules of Order shall not invalidate any action take.” Motion was second by Mr. Long and passed with majority vote.
- Mr. Long made a motion to establish Section 11.09 “The Board of Directors may establish an Executive Director Evaluation Committee.” Motion was second by Mrs. Campbell and passed with majority vote.
- Mrs. Campbell made a motion to amend Section 12.02 “PAC 14, INC. shall contract for an audit of its records with a Certified Public Accountant on an annual basis and its records shall be open to members of public for inspection.” Motion was second by Mrs. Bellavance and passed with majority vote.
- Mrs. Bellavance moved that the word may in the first sentence of Section 8.03 be changed to shall. Motion second by Mr. Long and passed with majority in favor.
- Mrs. Campbell made a motion to amend the first sentence on Section 7.11 that removes Chairperson, Vice Chairperson and sentence would begin with “Any two Directors of the Board may call special meetings of the Board at any time.” No second was given.
- Mrs. Campbell made a motion to change the number of calendar days in Section 7.11 from two to four. No second was given.
- Mrs. Campbell made a motion to amend Section 7.11 by adding business days after two and four in the second sentence. Motion was second by Mr. Thompson passed with majority vote.
- Mrs. Campbell made a motion to amend Section 7.04 to “no more than three from the membership, four from the City, and four from the County with no more than one elected official from the City or County serving at the same time.” No second was given.
- Mrs. Campbell made a motion to amend Section 6.09 to follow Robert’s Rule of Order. Discussed section and no second was given.
- Mrs. Campbell made a motion to regarding section 6.02 be amend as appropriate that matters requiring a vote not be transacted once a quorum is lost” Motion second by Mrs. Bellavance. Section discussed further and Mrs. Bellavance withdrew second.
- Board agreed for Sue to rewrite Section 6.03 addressing concerns discussed.

Action - Revised By-Laws will be submitted to the County and City for placement in Brief Books for the upcoming Work Sessions on September 14 & 15, 2009.

Agenda Item: MOU

Discussion - Ms. Buske joins by phone to discuss developing MOU's for the City, County, and Salisbury University. Ms. Buske reviews a generic MOU contract with Board Members.

Action-The Board agreed to allow Mike, Phil and anyone interested in helping to work on MOU's in consultation with Ms. Buske. The MOU's are to be completed by September 1, 2009 to be placed in Brief Books for upcoming City and County work sessions.

Agenda Item: Adjourn

The Chair opened the floor for additional comments. None offered, the meeting was adjourned by Mr. Phil Tilghman, Chair at 6:30 P.M.

- By-Laws to be presented at the City and County work sessions all Board Members encouraged to attend.
 - City Council - September 14, 2009, at 7:00 PM
 - County Council - September 15, 2009, at 1:00 PM
- Next Board Meeting to be announced.