



## MINUTES OF THE OCTOBER 20, 2010 MEETING OF THE BOARD OF DIRECTORS

**2010-2011  
Board of  
Directors\***

Bill Peard '02  
President

Beth Ambrose  
'91  
First Vice  
President

Brendan  
McCann '99  
Second Vice  
President

Bill Hitchcock  
'62  
Secretary

Erin Tario '97  
Treasurer

Bob Borsari '58

Chris Cobey '67

AB Kebede '07

Doug  
McFadden '58

Jerry Papazian  
'72

Joe Stewart '54

Shelley Thomas  
'89

Emily Matlak  
'09

1. **Call to order:** By Vice-President Beth Ambrose at 4:00 p.m. EDT.

2. **Roll call:** Participating: Beth Ambrose, Bob Borsari, Chris Cobey, Brendan McCann, Doug McFadden, Jerry Papazian, Bill Peard, Joe Stewart, Shelley Thomas, Erin Tario.

Absent: Bill Hitchcock, AB Kebede, Emily Matlak.

Quorum was declared: 10 of 13 directors participating.

3. **Approval of September Minutes:**

Doug McFadden made a motion to strike everything in Item Number Four after "per meeting agenda" as no formal financial report was provided. Thus item #4 was amended to read:

*"Peard provided an update of the Association's financial condition, per the meeting agenda. There are currently about 220 paid members to date. There is currently \$5,000 in the bank. We've raised about \$14,000 to date and spent about \$9,000. Update from Jerry Papazian in absentia: we've now got in hand every yearbook going back to 1940s and in process of inputting into the database. Once in the database, the process will begin of searching contact info."*

Motion was approved by voice vote. Minutes were then subsequently approved as amended by a voice vote.

4. **President's report:** Bill Peard offered a brief description of US Capitol Page Alumni Association activity since the last Board of Directors meeting. Efforts included:

Jerry Papazian, with outside help, has nearly completed entering all page data derived from past page yearbooks in to the US Capitol Page Alumni Association database. This includes about 5,000 names, from 1945-2010, along with their documented contact information. It should be noted the list of names does not include "summer pages" as they do not produce yearbooks. When the database is officially complete it will be submitted to an outside program, Lexus, to retrieve and update all missing current contact information. The

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Lexus program is expected to cost about \$250.

The US Capitol Page Alumni Association also gained 30 paid members in the previous month.

**5. 2012 Reunion Report:** Chris Cobey sent an “informational only” report to the Board of Directors prior to the meeting. No formal Board action is expected or required at this time; however Cobey remains open to suggestions on the developments of the reunion. The reunion budget is in development as well as attempts to more accurately assess the cost is currently under process. As progress on the reunion planning is made, reports will be submitted to the pertinent committees.

Cobey also relayed that each Board member will be responsible for contacting their graduation class as well as adjacent years/classes in regards to the reunion.

**6. Newsletter Update:** Beth Ambrose, default editor, will be sending a tentative newsletter to the Board members for review. The newsletter is still coming together as Ambrose is still fielding stories among the story ideas.

**7. Financial Report:** Bill Peard presented the current financial state of the US Capitol Page Alumni Association. The current account balance is: \$4,904.26. Anticipated expenses before the end of 2010 include: \$250 for search of "lost" alumni contact information (Lexus program previously mentioned); \$800-\$1,000 in website updates (15 hours of work from web consultant); \$150-300 for USPS bulk rate permit for mailing of next newsletter, \$2,500 printing and postage for next newsletter.

Doug McFadden raised the question of who has check writing authority. The by-laws state the Association Treasurer. Erin Tario holds that position.

Brendan McCann offered to submit a more formal USPS pricing report by the next Board meeting. Currently McCann is in the process of obtaining ‘non-profit’ status via the USPS to qualify for lower expenses.

Chris Cobey requested that the Executive Committee receive copies of each month’s bank statement.

### **New Business:**

**1.** Chris Cobey offered a motion;

*“Moved, that the members of the Association Executive Committee, less the President, hold one or more meetings, preferably in person but by telephone if necessary, in the next 21 days, to learn any suggestions of any Board members for the improved operation of the Association's Board, including its officers, and to report its findings, conclusions, and recommendations to the Board in a*

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*written document to be emailed to all Board members by the Friday preceding the next regular meeting of the Board of Directors (that is, [example] by F 11/12 for W 11/17 mtg)."*

Discussion ensued:

Pros include creating greater efficiency in the Board of Directors meetings. The Association Executive Committee is to address concerns, comments, and suggestions from Board of Directors prior to the formal conference calls. Recognizing that formalizing Association roles and behavior is a process in process (attributed to being a relatively young Association) this motion should allow better avenues to bring issues forward.

Cons include tasking the individuals who are on the Association Executive Committee, and happen to all be on the Board of Directors as well, with extra meetings. If such an idea is to prevail, the Association Executive Committee meetings shall not be limited to just the Association Executive Board either. This is to increase transparency as well as participation in decision-making. Lastly, as the motion is stated, what is to happen to an Officer that is unable to physically attend such a meeting?

Doug McFadden moved to amend the motion;

*"Any member of the Board of Directors can voluntarily attend the Association Executive Committee meeting as well."*

**Decided:** The amendment to the motion was voted on by voice vote and passed accordingly. There were no 'no' votes recorded. A voice vote was then recorded on the motion as amended. The motion as amended passed as well.

Per the motion, it was decided an Executive Committee meeting would occur on October 29<sup>th</sup>, 2010 at 10:30 am. \*this meeting was later moved to occur on October 27<sup>th</sup>, 2010 at 2:00 pm.

2. Per the meeting agenda, a vote to retroactively approve the hotel contract with the Liaison Hotel [for the 2012 Reunion] was to occur, pursuant to Article 6, Section 2 of the by-laws.

Bill Peard provided some background and clarification on the matter. A contract with the Liaison Hotel was signed in August 2010. It was viewed as the best opportunity / offer at such time and the Liaison Hotel was not willing to allow enough time for the Board to review such contract. In fact, the rates and offer was not going to last by the time the Board was to meet again.

Doug McFadden voiced that no officer should enter a contract of such size without prior Board approval. Further, voting on retroactively approving the contract should not occur at this time so all Board members can "wrap their

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heads around this.” This incident should serve as a lesson learned for the future and if such an event were to reoccur (large contract negotiations); an emergency Board meeting should be called. Also, issues such as this should come from the Finance Committee.

Bill Peard pointed out that there is no official standing Finance Committee. Despite being legally defined in the by-laws the Committee currently has one member, the Treasurer, and so Peard acted in the interest of the President.

Chris Cobey voiced that he would prefer lawyers and Board members to review the contract to ensure it is the best available and/or if the Association even has the option to legally defer the contract.

Cobey then offered a motion:

*“To defer retroactively approving the hotel contract with the Liaison Hotel [for the 2012 Reunion], pursuant to Article 6, Section 2 of the by-laws, until the Board of Directors November meeting.”*

At such time the Board will have received written reports from the Reunion Committee and Treasurer to better be able to make a decision on the contract.

**Decided:** A voice vote was then recorded on the motion. The motion passed with no ‘no’ votes recorded.

3. Doug McFadden again raised the question of who in the Association has check writing authority. Currently, per the by-laws, the Treasurer solely has the authority and anyone with additional check signing authority will need to be approved by the Board.

Peard then offered a motion:

*“To approve Beth Ambrose as having check writing authority as well.”*

Reason provided is because Beth currently lives closest to the Association P.O. Box, thus by default has also become the person depositing Association checks.

**Decided:** A voice vote was then recorded on the motion. The motion was approved with no ‘no’ votes recorded.

4. Chris Cobey raised the issue of the Committees submitting their reports before scheduled Board meetings by the preceding Friday.

Brendan McCann volunteered to manage such activity.

### 5. Outstanding issues

A discussion to clearly explain and define Officers and Board responsibilities was on the agenda but not directly addressed in the meeting. While discussions of such responsibilities occurred throughout via the various issues raised and discussed, a direct detailing of each role did not occur.

Further, other proposed Amendments to the by-laws were passed around to the Board prior to the meeting yet never called for review, discussion, nor a vote.

**6. Adjournment**

Prior to the meeting being adjourned, it was decided the next Board meeting would occur November 9<sup>th</sup>, 2010 at 5:00 pm. The meeting was then adjourned at 5:15 pm EDT.

Respectfully submitted,

Brendan McCann  
Second Vice President  
Acting Secretary