

**Board of Governors Meeting**  
**April 19, 2023**  
**5:30 PM**

**1. Roll Call & Call to Order**

Present: Pamela Roper, Judy Jones, Debby Dittman, Ari Wolf, Alice Hewitt, Catherine Ladnier, Mitra Lohrasb, Kieran Turan, Kathy Roskos, Angela DeMoss, Melissa Berkay, Christina Hannan  
Absent: Ellen Hines, Karilee Wirthlin, Rachel Cefalu, Linda Goodrich  
President Dittman called the meeting to order at 5:39 pm.

**2. Approval of Minutes from 3/3**

President Dittman called for a motion to approve the March minutes, seconded by Vice President Roper. All approved, except for Governor Hannan, who abstained. The motion passed. Update: Governor Goodrich is out on a temporary medical leave.

**3. President's Report**

President Dittman gave her President's Report. She requested that everyone listen to the Mills Institute information session given by Nicole Guidotti-Hernández, which was recorded.

**4. Update from Bylaws working group**

Vice President Roskos and Guest Karl Mill from the Mill Law Center presented and answered questions regarding the revised Bylaws. In December of 2022, the Bylaws Working Group was given a copy of the California Bylaws Template for nonprofits.

The group is working on 7 points:

- Voting rights: Removal without/cause of BOG members, by the board, or can be done by 50% of the membership (general body)
- Wording for quorum on board (3/5 or 50% +1)
- Chapters/Branches: Concern is that the branches and clubs under the 501c with exempt status are not necessarily being governed by the same rules. Chapters are not separate legal entities. Can keep them under the AAMC with the establishment of relationships with the board and supervised by the board. Was said that the Branches and Clubs committee should be included in the discussion.
- Composition of EC: Would include the secretary position, as well as the nom-com chair.
- Vacancies on Board: Board can fill vacancies with Nominating Committee approval.
- Officers: Separate Secretary and Treasurer: Best practices to have them be 2 separate positions
- General meeting quorum: 25 members needed for a vote

There was discussion about the possibility of changing our name and our purpose, and that that may require going to court in order to keep funds (if our purpose changes significantly). Karl Mill left the meeting at 6:46 PM.

## **5. Treasurer's Report**

Governor Hannan gave a financial update. She noted a positive balance due to endowed funds growth, with a fundraising total of \$17,000. The Investment Policy statement needs to be done at finance committee level once the AAMC determines a purpose. The AAMC needs to develop a spend down policy.

## **6. Annual Meeting Update**

Governor Turan updated the Board on the plans for the annual meeting. The plan has been to utilize ElectionBuddy; however, it was discovered that they will not be able to provide staffed technical assistance on the day of the meeting as the plan had been, so the AAMC would be responsible for running the vote and collecting nominations for the nominating committee on the floor, which would prove difficult. .

It was asked if ElectionBuddy will allow proxy voting—Governor Turan will look into this. The total cost will be \$398 for ElectionBuddy services, without staff support which would have cost about \$2000.

Governor Turan made a motion to pay ElectionBuddy \$398, but with the promise to look into other options with possible same-day support. The motion passed.

Needs for the Annual Meeting preparation still include the agenda needing to be determined and finalized by May 24, deciding whether or not to take nominations for nom-com before the meeting and set up a cutoff date to reduce the number of floor nominations during the meeting. President Dittman noted that any member nominated shall be present at the meeting or shall have agreed, in advance, to have her name put forth

## **7. Discussion: Hiring a Facilitator**

Governor Wolf and Governor DeMoss brought the idea of hiring a facilitator. They said that the reasons are because the Board is not getting tasks done, and is led off track by small disagreements. Governor Wolf suggested SEEDS as one place with possible candidates for facilitator, and it was suggested to ask for a free facilitation. Motion was made by Governor DeMoss and seconded by Governor Ladnier to employ a facilitator for June meeting, summer retreat, and individual board meetings, if possible financially. The motion passed.

## **8. Supporting Students**

There is a plan for Lila to send survey to students (via a student with a contact list) to gather info about the need and want for mentorship, by career category. After this, a similar survey will be sent to alums to match them with students.

## **9. End of year volunteer appreciation event**

Governor DeMoss suggested this idea. It was decided that this will be done on the date of the June monthly CommuniTEA led by the Hospitality Committee.

Meeting Adjourned 8:16 PM