



**New Business:** Board President, Randy Hendrix opened the meeting and asked all in attendance to introduce themselves. Mr. Hendrix stated he hoped everyone would join in with him to make this successful, his main goal is to get this done. Mr. Hendrix stated we had some concerns in the community about the house being moved. If this building is not moved, it will be torn down. We could restore it where it is, that would be the greatest thing, but the second-best thing is to make it something that we are proud of - this is a measure that has to be done.

Mr. Hendrix asked those in attendance if they had a copy of the bylaws. Hard copies were provided at the meeting. Mr. Hendrix asked those present if they had any concerns with the bylaws.

Ms. McGuire suggested that the group as a whole go through the document page by page, especially since local attorney Mr. John Peel was in attendance to help answer any questions. All agreed that was the best course of action.

### **Article II.**

Ms. McGuire asked that Section A. under Article II be edited to strike 1914 and replace with published 1936 to 1967.

Mr. Peel mentioned that Section 2.2 under Article II was blank for the purpose that if something needed to be added that it could. One item that was brought to add in that section was provided by Ms. McGuire and Mr. Steve Bennett which was to add under D. - Engaging the local community on deciding how the preservation and restoration of the property will best serve Russellville and the local community and also to add under E. – Seeking private, local, state and federal resources as required to restore and preserve the property.

Mr. Bob Hiegel asked if more specific wording needed to be added for what might happen to the Board once the Latimore Tourist Home is operating. Mr. Peel pointed out that Section 2.2 under Article II provides sufficient details for future referencing when it comes to purposes and powers of the nonprofit public benefit corporation.

### **Article III.**

Ms. McGuire asked Mr. Peel if Sections 3.2 or 3.3 under Article III are needed where it discusses non-voting affiliates since 3.1 discusses non-voting affiliates. Mr. Peel stated that it is optional. Ms. Sarah Jondahl suggested that from her perspective it would be good to leave those two sections in to have as an option for the Board of Directors. All agreed to leave those sections in the bylaws.

Mr. Bennett asked Mr. Peel if the Articles of Corporation and the bylaws were one in the same. Mr. Peel handed out a document describing the steps of filing Articles of Corporation and described the steps aloud.

Ms. McGuire asked Mr. Peel if the Articles of Corporation were ready to be submitted followed by Ms. Jondahl who asked Mr. Peel if the bylaws needed to be adopted first. Mr. Peel replied that it would be helpful to do so before being submitted.

#### **Article IV.**

Ms. McGuire commented that in Section 4.1 that it needs to be important to be cautious in the usage of the words shall and may. It was suggested by Ms. McGuire to change the first sentence in Section 4.1 under Article 4 to say shall be governed by instead of shall have.

Mr. Peel suggested to stagger the terms of the Board, because when you have the entire board rolling off at the same time you lose a lot of expertise. Mr. Hendrix suggested the first and second years will be important, Ms. Suzanne Alford agreed. Mr. Hiegel reminded all that anyone can resign at any time. Ms. McGuire, Ms. Alford and Ms. Bagby all agreed that a two year term would be good. Mr. Hendrix also agreed that two years is a good term limit. Ms. McGuire asked Mr. Peel if there needs to be a maximum amount of terms in the bylaws. Mr. Peel replied with absolutely not. All agreed to a two year term limit, as well as what the bylaws state for being at least 18 years of age to serve on the board.

Ms. McGuire suggested rewording in Section 4.9. It was agreed that compensation for Board members be for special meetings and training.

#### **Article V.**

Ms. McGuire suggested to add specific wording in Section 5.1 in naming the committees. The committee names to be inserted in Section 5.1 are design, fundraising, operation, and outreach.

#### **Article VI.**

Ms. McGuire inquired about Section 6.1. It was agreed to strike the sentence that the board may also appoint additional vice presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have authority and shall perform such duties as the board of directors may determine.

Mr. Bennett asked Mr. Peel for more clarification for Section 6.2. A board member can hold two offices but that member only has one vote.

Ms. Jondahl recommended the board to elect the officers every year. No objections were made.

Ms. McGuire suggested that all meetings be recorded per the Freedom of Information Act and for the minutes to be in a digital format and a printed format kept in a binder.

Ms. Bagby inquired about the financial and budget preparation and asked who is appointed to be the qualified accountant. Ms. Alford recommended finding someone who is a volunteer accountant. Ms. McGuire asked about appointing a qualified agent. Mr. Peel agreed to take on being the qualified agent.

Ms. McGuire asked about Section 6.8 in regards to non-director officers. Mr. Peel stated that Section 6.8 is not required and anything in the bylaws can be amended at anytime. Mr. Bennett suggested to keep Section 6.8. All agreed to keep the section.

Mr. Bennett inquired about backups for the officers who do not have a backup, such as if the secretary is unable to attend a meeting. Mr. Peel replied that Section 6.6 states that the secretary

may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary. Mr. Peel also stated that the board can be as formal or as informal as the board decides.

**Article VII.**

Mr. Peel recommended leaving all of Article 7.

**Article VIII.**

Section 8.5

The Board of Directors agreed that there needs to be a majority of the Board to amend the bylaws.

**Article IX.**

Mr. Peel stated all legal documents and records should be kept. Ms. Julie Paladino asked if the minutes need to signed and approved by the President. Mr. Peel stated usually as practice it is on the agenda to be approved. It is not required.

Ms. McGuire made a motion to approve the bylaw document with the insertion of corrections. Mr. Bennett seconded the motion. All approved.

Ms. McGuire stated she had already received a donation check for the amount of \$500.00. It was approved by all to have Ms. Bagby, Board Treasurer, to hold the check until a bank account for the Friends of the Latimore Tourist Home, Inc. is established. All approved.

Mr. Hiegel suggested the Board find a CPA skilled in nonprofit business.

Ms. Bagby suggested that there be three names on the bank account with two signatures needed. All approved.

**Closing**

Ms. Alford asked if we could meet at 12:00 p.m. to help with those that might be able to attend during a lunch break rather at 10:00 am. All approved to hold the monthly committee meeting at 12:00 p.m., noon.

Mr. Hendrix asked the board to help spread the word and get people excited about the Latimore Tourist Home.

**Announcements:**

Important Dates & Deadlines – Next Board meeting is Tuesday, February 9<sup>th</sup> at noon, First Floor Conference Room of City Hall.

Meeting adjourned at 11:33 a.m.