

**SWAMC Board of Directors Meeting (Special)
February 12, 2016**

MINUTES

I. Call to OrderLockett

Meeting called to order at 9:39 am.

A. Roll Call ----- Griffin

Paul Gronholdt, Glen Gardner, Cynthia Berns, Shirley Marquardt, Rebecca Skinner, Alice Ruby, Joe Sullivan, Layton Lockett

II. Approval of AgendaLockett

Lockett asks for motion to approve the agenda. Berns motions to approve agenda. Marquardt seconds. No objections. Agenda is approved.

III. Consent Agenda ----- Lockett

A. Meeting Minutes January 15, 2015 – Lockett calls for a motion to approve items on the consent agenda.

IV. Governance & Policy ----- Lockett

- A. January 2016 Financial Statement (if available) – January 2016 Financial Statement is tabled to March 1 Pre-Conference Meeting.
- B. Resolution 16-2 – Bylaw amendment – Amend Article I – Collective Interest
- C. Resolution 16-3 – Bylaw amendment – Amend Article III, Section 1 – Ex-Officio Members
- D. Resolution 16-4 – Bylaw amendment – Amend Article III, Section 3 – Fee Categories/Ex-Officio
- E. Resolution 16-5 – Bylaw amendment – Amend Article III, Section 4 – Member Contact Information
- F. Resolution 16-6 – Bylaw amendment – Amend Article IV, Section 1 – Change Months for Meeting
- G. Resolution 16-7 – Bylaw amendment – Amend Article IV, Section 3 – Place for Meeting
- H. Resolution 16-8 – Bylaw amendment – Amend Article IV, Section 4 – Notice by email
- I. Resolution 16-9 – Bylaw amendment – Amend Article IV, Section 6 – Quorum for voting
- J. Resolution 16-10 – Bylaw amendment – Amend Article IV, Section 8 – Resolution define/procedure
- K. Resolution 16-11 – Bylaws amendment – Amend Article IV, Section 9 – Meeting procedure
- L. Resolution 16-12 – Bylaws amendment – Amend Article V, Section 1 – Board/member diversity
- M. Resolution 16-13 – Bylaws amendment – Amend Article V, Section 2 -- Board seat rotation
- N. Resolution 16-14 – Bylaws amendment – Amend Article V, Section 3 -- Time to fill vacancy
- O. Resolution 16-15 – Bylaws amendment – Amend Article V, Section 6 - Regular Board notice by email
- P. Resolution 16-16 – Bylaws amendment – Amend Article V, Section 7 -- Special Board notice by email
- Q. Resolution 16-17 – Bylaws amendment – Amend Article X – Bylaw amendment procedure

Griffin summarizes the resolutions. Sullivan states he is uncomfortable acting on Resolution 16-17 because it is new to the board and the board has not had sufficient time to review and discuss it. Suggests that it be left out from any approval of the listed resolutions. Lockett states he is comfortable with any motion brought before the board to approve one or more of the listed resolutions.

Sullivan motions to adopt the bylaw amendments reflected in resolutions 16-2 through 16-16. Gardner seconds the motion. No discussion. Lockett asks for a roll call.

Roll call: Shirley Marquardt – yes; Paul Gronholdt – yes; Alice Ruby – yes; Cynthia Berns – yes; Glen Gardner – yes; Joe Sullivan – yes; Rebecca Skinner – yes; Layton Lockett – yes. *Motion is approved and Resolutions 16-2 through 16-16 are adopted to be sent to the membership.*

President Lockett recommends tabling Resolution 16-17 to a later time. No objections. Resolution 16-17 is tabled.

V. Management & Program Issues----- Griffin

Griffin summarizes briefly. Board expresses congratulations to SWAMC's new-hire Hope Broecker.

VI. Staff Report -----Griffin/Dym

No Staff Report is presented to the board.

VI. Board Comments / Other Business

VIII. Adjourn----- Lockett

Sullivan motions to adjourn board meeting. Gardner seconds. No objections. Meeting is adjourned at 10:28 am.