

**Meeting:** NKUCFC Executive Committee Meeting

**Date:** January 10, 2017 @ 4 pm

**Location:** Sanitation District 1

**Chairperson:** Crystal Courtney

**Secretary:** Tara Sturgill (dialed in remotely)

**In Attendance:** Crystal Courtney, Chris Kaeff, Tara Sturgill (remotely)  
**Absent:** Rosie Santos (illness)

### **Meeting to further discuss NKUCFC (the Council) By-Law Change Recommendations**

Crystal asked to discuss the By-law document. Chris asked about where we got a lot of the language, Crystal explained that it was borrowed from KYEAA. Chris asked if we can replace some of the language that doesn't fit (has to do with KYEAA rather than NKUCFC). Chris and Crystal continued to make edits to By-law document within Google Docs as Tara watched edits remotely.

Crystal explained that anything in red font in the Google Doc of the Bylaws means that it is a document that we need to create that the Council currently does not have or we do not know where it is located. Discussion of what is still needed: Constitution, Polices and Procedure, etc. Crystal explained that the Constitution is basically a less formal explanation of the Bylaws. Chris suggested that rather than calling it a Constitution we call it a Charter within the document.

Crystal suggested that they talk to Rachel about document filing procedure when her and Chris sit down for their Treasurer meeting that is occurring very soon. Chris and Crystal make changes to Membership definition sections after discussion amongst officers. Discussion of revising the amount of people that should be on the Board of Director.

Section 4 – Elections. Executive Committee discusses the election timing and confusion surrounding some of the election timings (election for two offices in one year in staggering years – suggestion on table). Changes made to Election Bylaws – changes noted in Google Bylaws document.

Section 5 – Removal of Board Members and Officers – no changes.  
Section 6 – Vacancies – no changes.

Discussion of suggestions made by Chris in the Bylaws document – Duties and Responsibilities.

Section 2 – Board Meetings Discussion of meeting being similar to our December 2016 planning Steering Committee meeting rather than a “two day retreat”.

Discussion about what “Executive Session” means and if it is necessary for the Council. Crystal suggested highlighting the section and talking to Lori about the need and rules that govern that Executive

Session (KRS statue). Chris highlighted in the Bylaws to be returned to after research and speaking with Lori for guidance.

Section 3 – Annual Conference – Chris suggested making TIOC as the Annual Conference. Chris suggested that we call it a Forum rather than a Conference to keep with tradition. Crystal suggested that we vote at the Annual Forum (TIOC). Chris pointed out that not everyone that comes to the TIOC Forum is a member and we would have to figure out how to have a vote while excluding non-members. Discussion of what “expected” to chair a committee implies and whether to change it.

Article VI – Duties and Responsibilities of officers – need to come back to it.

Section 4 – Committees – Changes made to Committee requirements – changing language to reflect that committee chairs should serve for one year on the Council.

Section 5 – Expenses – Discussion about what expenses have the potential to be reimbursed and what will be allowed. For example, coffee or food for a meeting would be reimbursed by Treasurer. Suggestion made to have expenses approved by the Executive Committee. Discussion about approval for reimbursement – Board approval for larger expenditures or just Treasurer approval. Decision to have Treasurer approval for \$500 or less for expense reimbursement. All suggestions approved.

Section 6 – Authority

Discussion of Conflict of Interest clause – Crystal suggested that it be highlighted and reviewed with our Conflict of Interest Policy (CoIP). Crystal suggested that this section needs to be reviewed more carefully and compared with our CoIP. Chris pointed out that there should be a specific person to have Board Members sign the CoIP and monitor potential CoIP. Crystal said she thinks that the Board would govern CoIP and has the authority to rule on CoIP issues. Crystal committed to review this section and tailor it to the Council’s specific CoIP policy. Suggestions made in the Bylaws that all Board members are required to sign the CoIP policy.

Review of Article VI – Duties of Responsibilities of Officers

Crystal requests that the 3<sup>rd</sup> bullet point be struck down to it not really applying to the Council, she suggests that it is not the duty of the President to designate chairs and members of all standing committees. Executive Committee agrees to strike bullet 3 as suggestion to editing Bylaws.

Chris and Tara both explain that they have to be finished with this meeting at 5:30.

Standing Committees – Chris suggested that we present to Board the need for these Standing Committees (Finance and Audit Committee and Governance Committee). Chris suggested defining Governance committee with another bullet point. Crystal explained that we have reached the end of the Bylaws that were copied and pasted from KYAEE and everything beneath is the existing Bylaws of the Council.

Adjourned at 5:32 pm.