

Meeting: Executive Committee - Northern Kentucky Urban and Community Forestry Council (the Council)

Date: January 2, 2017

Location: Starbucks – Crestview Hills Towne Center

President: Crystal Courtney

Secretary: Tara Sturgill

In Attendance: Crystal Courtney, Rosie Santos, Chris Kaeff, Tara Sturgill

1. Executive Committee Meeting to discuss bylaw proposed changes

Crystal explained that (nkyforestrycouncil@gmail.com) Google Drive contains all the organizational documents that she has found up until this point. Crystal explained that the bylaw document on Google Drive via Google Docs is what we will use as the Executive Committee (EC) in order to track our proposed changes to the bylaws. Crystal explained that we will be using Kentucky Association for Environmental Education (KAEE) bylaws as a template for our by-laws to make the document more organized.

Rosie asked to discuss articles of incorporation which are the structure and guiding principles and standing rules of the organization which should not be edited frequently. Rosie stated she is unaware of the location of the Council's Articles of Incorporation. Crystal explained that the organization documents should be on the Secretary of States website, which have to be filed yearly to keep the 501c3 status, though they have had no luck searching for the constitution. Tara said she would check in the old Dropbox for the Council constitution. Crystal and/or Rosie will check with Mark Leopold. Rosie pointed out that bylaws can be amended more frequently, which is basically operational document and summarizes the constitution. Rosie said it is important to have the Council constitution as we are moving forward with developing policies and procedures. Tara asked Rosie to explain what the policies and procedures document is exactly. Rosie explained what the policies and procedures document is more of an explanation further of the by-laws.

Crystal said that finding the constitution and amend the by-laws are of the most importance and we hope to have this done by April 2017. Crystal and Rosie have been working on bylaw edits since the December 10th, 2017 meeting. Crystal submitted that the goal is to get the proposed changes to the bylaws out to the Council-at-large ("membership") no later than February, in which we will hold a membership meeting to present changes. Crystal explained that March will be another membership meeting where we will vote to approve proposed changes. Rosie reviews the by-laws and suggests that we should propose and edit that would reflect that the Council's Board of Directors (the Board) can change the by-laws without the membership-at-large voting to approve.

Chris asked Crystal about the specific purpose of this meeting. Crystal explained that the meeting was to specifically review, discuss, and set the calendar for meetings and to continue with the proposed changes

to by-laws. Crystal stated that the overall goal is to get the edits together as quickly as possible in order to present to the membership and vote.

Crystal suggested that the EC go through bylaws line by line to discuss proposed changes. Rosie submitted that she couldn't print the KAEE by-laws but we can look them up and use them as a source for edits to the Council's bylaws.

Crystal began editing ("suggesting") on Google Docs.

The following is a running script of proposed changes, not necessarily documented as who proposed the changes, rather that they were agreed to be proposed by the entire Executive Committee.

Rosie suggested the addition of a Table of Contents.

Article 1 Section 1 same.

Article 2 – vision mission statement (cut and paste from Strategic Plan document). Crystal pointed out that the mission statement should be basically the same from Strategic Plan to bylaws, there is no reason for the two to be different. EC reviewed the Proposed Mission and Proposed Vision from Strategic Plan. Discussion on changing "environmental stewardship" within the mission statement. Chris suggested that we focus on hard edits that changes the structure of the Council rather than soft edits like tinkering with the language of the "vision statement". Chris asked how the Strategic Plan vision statement came about. Crystal explained. Discussion about changing the vision statement. Crystal tracked proposed changes to Vision Statement.

Discussion of the changes to the Mission Statement. Keep the proposed mission Statement from Strategic Plan and adding the corresponding Goals from the Strategic plan document. Striking bullet points from by-laws.

Article III. Section I – Rosie suggested changing "The Council" to "The Board". Discussion about what the change would mean. Would require approval from the Board to affiliate with other organizations. Rosie asks what "affiliate" means. Chris affirmed there should be definitions of some of these words at the end of the bylaws. Chris suggested that it could be indicated that there is a designee that can approve (designee would need to be defined later in the bylaws). All officers in favor of this change to Article III. Section 1. Proposed changes tracked in the Google Docs bylaw document.

Article IV. Section 1 – the same, no changes.

Article IV. Section 2 – Rosie pointed out this Section will change due to the vote of adopting the membership model. Rosie suggested pulling up KAEE's membership section. Discussion about what we could use from KAEE. Rosie suggested that the individual could be cut and paste but is suggested that in order to incentivize businesses some changes might need to be made specific to the Council's needs for business memberships. Discussion of adopting membership definitions from KAEE. Rosie pointed out that the policies and procedures document will explain what the due fees would be for each of those individual and group levels. Crystal explained that she will copy and paste and we can review before submitting to the Board to approval, if we see anything we don't agree with we can make appropriate changes before hand, EC all in favor.

Section 3 – Membership meetings then add membership dues section. Discussion about existing Section 3. Embed Meetings Article into membership sections. Discussion of the Sections of the Meetings. Quarterly meetings should be a Board meeting where decisions are made and then in turn the membership is informed about decisions being made by the Board. Similarly, Trees in our Community Forum (TIOC) would be our annual meeting. Chris suggested that the Board meeting would be quarterly and the larger membership meeting on the off months. Discussion of meetings and pressure of having a Board, and Executive Committee, and membership meetings, etc. Rosie explained that the Board will include committee chairs to report so that everyone knows what is going on. Subcommittee chairs are part of the Board. Crystal inquired about elections. Rosie explains that the Board is elected and from that the subcommittee chairs are appointed from the Board. Rosie proposed that there is a monthly or bimonthly meeting for general updates, Board quarterly, and Executive Committee (as needed). Rosie suggested no voting at the membership meeting, only Board will vote, membership would be updated on what the Board is doing. One of the quarterly Board meetings would be longer (retreat type) meeting. Rosie asked that we change “Council Meetings” to “Membership meetings”.

Chris stated he has to leave in about 5 minutes. Crystal said that we will meet again in the next few weeks. Crystal asked Chris what works for him in terms of meeting time. Chris suggests that we meet at SD1 – 6:30. Tara suggested that if she cannot make the meeting physically, that she can dial in and take minutes remotely, due to the issue of traffic and having to leave her office so early to arrive anywhere on time.

Rosie suggested that in the meantime, she and Crystal sit down and continue working on the draft of the bylaws edits for us to review at our next meeting. Crystal committed send out an email with the link to the Google Docs bylaws that will show the changes in summary.

Chris suggested that Article IV. Section 4. Be reviewed by the EC. Chris asked that striking Section 4 could upset those that worked on it. Rosie pointed out that those who put the original bylaws together will get to weigh in on anything that is being proposed to strike or edit. Crystal reaffirmed that the bylaws are on Google Drive and edits can be made and tracked via Google Docs by and of the EC and she encourages the EC to do so. Rosie said that the function of the Officers is to recommend to the Board the changes that are needed for review and the EC is doing exactly that.

Article XII. Section 1 change. “Council” to “Board of Directors” EC all in favor.

Chris had to leave, he said to continue and run the edits by him at a later date. Rosie, Tara, and CC stayed to continue to work on the bylaw proposed changes.

Picking back up on the Membership sections. Adding the Membership dues section from KAEE’s bylaws to Council bylaws for recommendation. Membership participation: strike “Executive Committee” and change to “Board of Directors”. Strike “all meetings of the Council” change to “membership meeting”. Rosie explained the different levels of membership, donors, etc. Rosie proposed to strike “members to be appointed to serve on committee or elected to the Executive Committee.” Crystal disagreed and said she saw it as encouraging people to take on roles. Rosie suggested that it is confusing and would be better to omit it. Tara in favor of striking the statement due to that it really isn’t applicable to how the Council currently is running and it doesn’t quite fit anymore. Crystal agreed and

put the proposed change in the bylaws. Rosie pointed out that it can be explained later in the bylaws who serves on committees, appointments, etc.

Membership benefits need to be figured out; need to outline the benefits of the membership. Discussion about what are membership meetings then, are they strictly only for members. Discussion about what the membership model entails in terms of the bylaws. Discussion of what benefits might be for members.

Article V. Strike “Executive Committee” and make “The Board of Directors”. Rosie instructed that a lot of this section will be copy and paste from KAEE’s bylaws. Composition, eligibility, terms, election, removal, vacancies. Next proposed article is Duties etc. possibly copy and paste as well, though some of the section would be individual to the Council i.e., Representation, Board meetings, Any required participation, committees, expenses, authority, conflict of interest, etc. Officers to review document recommendations on Google Drive and comment on any issues.

Article V. “Duties and Responsibilities of Officers” – responsibilities of positions – copy and paste from KAEE’s by-laws.

Article – Ex Officio, Advisory Role, Elections, add amendment dates section, at the end. Proposed to modify that the Board is responsible for making the bylaw edits not the membership.

Article X. Leave Fiscal Year, Rules of Order.

Crystal suggested a follow up meeting to review the recommended bylaw changes with the EC. Rosie and Crystal committed to meet by end of the week to finish the proposed changes to the bylaws and to clean it up, take out KAEE acronym, where needed. Crystal will make a list of anything else to be discussed with the EC and send it out to Chris and Tara to look at and assess changes.

Rosie suggested that we project (on a screen) the proposed changes and go through each one line-by-line at the meeting first meeting in February and at the following March meeting the membership will vote to approve all changes in one up or down vote.

Crystal suggested the follow up meeting of the EC to be on February 12th (6:30 at SD1). Crystal interjected that her ideal would be to get final proposed changes to the bylaws document out to the Board for a full week of review prior to the February meeting. Crystal proposed meeting with the Board of Directors on the week January 23rd. Crystal committed to send out and update to the Council membership about where we are and what will be done in the weeks to come.

Rosie suggested for the Board meeting project (on a screen) the changes to the bylaws and then they can discuss, and vote. Rosie pointed out that meeting location for the Board meeting would need to have projection capabilities. Full up or down vote will be requested and then vote at the end.

Crystal proposed to get the meeting of the Board set on the 28th to send out options of times days to Board. Rosie proposed that the Board meeting should be the bylaw changes, calendar review, discussion of meetings, committees, explanation of how the Board and the Executive Committee works together, and membership benefits. Tara agreed to check meeting minutes from July and August to see exactly what we adopted from the membership model.