



SEAPAX

BRINGING THE WORLD HOME

WWW.SEAPAX.ORG

SEAPAX Board Meeting Minutes, July 22, 2013, at the Home of Joana and Scott Ramos

Present: Scott Ramos, Joana Ramos, Paulette Thompson, Simone LaPray, Lillian Baer Shahida Shahrir, Dina Davis, Jaron Reed; absent: Carey Homen

Joana called the meeting to order at 6:31pm

1. The minutes of the previous meeting, June 30, 2013, which were distributed by email, were approved on a voice vote. **Dina will send the final document to Scott to post on our website. Dina will file all meeting minutes in our Box.com account.**

2. Transition: Simone is stepping down as president of SEAPAX. Joana was nominated, the nomination seconded and a unanimous vote was taken to install Joana as the new SEAPAX president to complete Simone's term. Simone turned over the SEAPAX post office box key. Carey has the other post office box key. Simone wishes to continue in an active role, although she is moving across the country

3. Joana shared the *Charity and Non-Profit Board Service* pamphlets from the Washington State Secretary of State describing the responsibilities of board members. She briefly covered the Duties of Care, Loyalty and Obedience, as described in the publications.

4. Team Building: In an effort to increase communication and build a cohesive, informed leadership team, Joana has added committee chairs, and all who hold organizational roles to the Board email. Also stressed was the need for commitment by all Board members to be responsible for either a major part of SEAPAX operations and/or to chair an active committee. Some members have already taken on more than one task. There are some functions for which we do not have a dedicated person in charge, to be discussed later in the meeting.

5. Old Business

A. \$200 was authorized for Simone to defray her expenses at the Boise Regional meeting in March and the NPCA meeting in Boston at the end of June. **Simone will submit a**

report on activities at the conference and a written expense ledger which will help us and to determine future support for conferences. Previously SEAPAX had allocated \$200/year for this purpose. Need to check with Treasurer on status.

B. Stale checks issue. About \$400 of checks to SEAPAX for membership and for calendars were never deposited by the previous treasurer and they are no longer viable. After discussion of the options, it was decided to write to those whose checks were never cashed, apologize for our error and encourage them to renew. Need follow up to complete this task; **Joana will communicate with Carey and other as needed.**

6. Finances: Carey sent a new balance sheet ahead of the meeting. The Balance Sheet for July 15, 2013 shows \$2900 available for grants, and total liabilities and equity to be \$11,592.46

7. Operations:

A. Operations and Financial Reports must be prepared annually and are the responsibility of the Board Secretary and Treasurer, respectively. Previous reports are filed in the Box.com account. These reports are requirements of the WA State Sec. of State, Corporations Division for the annual renewal of our nonprofit corporation registration, and of the IRS. Also, for renewal of group membership in NPCA, there is a requirement that each group share proof of these reports. The reports must be available to members of SEAPAX, which can be done by posting on the website. Joana will write a section on this topic for the Board Guidebook under development.

B. Membership: the MailChimp data base is our principle member list now. Scott will export it to excel and file it on a regular basis as backup. **Scott is requested to add fields in the database** for the PC info and activities for which new members may express interest. This should allow committee chairs and the Board to target members who have expressed an interest in activities such as “sharing PC experience” “event planning” and other areas identified on the membership form.

Two new member forms and \$15 cash for membership were collected at the SEAPAX picnic. Dina took the envelope and will pass the forms and cash on to Carey for deposit and scan of the forms.

C. It was decided that SEAPAX will take only dues for SEAPAX, not NPCA.

D. Grants: Simone presented a project from an RPCV working at an NGO in El Salvador. He has been working to meet our requirements for a grant, to take children on a field trip to a local museum. \$275 was authorized to be given to the US 501c3 organization overseeing the project. SEAPAX expects to receive photos of the event and a short report.

SEAPAX will disperse this year all Grant tagged funds which had been allocated for 2011 and 2012 but never used. Joana passed around a list of Seattle area NGO's for consideration for donations and asked that others make suggestions too, of smaller groups. We still need to make some decisions about this. Simone proposed writing a brief email to them asking if they are interested in a grant of a few hundred dollars. Carey, who was unable to attend today's meeting, recommended that we split the funds 3 ways for maximum benefit to recipient groups, rather than make small donations which don't go very far these days. Dina offered to add the email address of the NGOs .

E. Communications: SEAPAX information and events are disseminated through many platforms: the SEAPAX website, Yahoo Groups, our Facebook page, Gmail and Gmail Calendar, the NPCA's Connected Peace Corps (which uses Ning social media platform,) Linked In and Twitter.

We still have major gaps in communications, including coordination and need for person to be responsible for timely posting of notices & events, and Yahoo Group urgently needs a moderator , who will also be responsible for approving requests to join the group. Simone proposed developing the position of Communications Chair and offered to take charge of performing those functions through the end of the year. She distributed a description of her idea for handling the tasks remotely and will work closely with Shahida, as Events Chair and other Board members. We discussed idea of having Simone to try it out for a few months and see how her time for this develops in view of her new grad school responsibilities. It is important also for someone based in Seattle to function as point person.

It was also suggested that a survey be sent to the membership to find out how people learn about SEAPAX events, to help us determine best balance of communications approaches.

8. Amendment of Bylaws: The proposed revised SEAPAX Bylaws were distributed previously by email. Joana reviewed the major changes. The following issues/topics were discussed and voted:

A. Fiscal year to switch to calendar year – approved

B. Board year switch to calendar year with current Board to continue in office until the end of 2014 – approved

C. Clarification wording of affirmation vs election of Board members for uncontested offices – approved

D. NPCA membership requirement – it was decided that SEAPAX will pay for NPCA membership for one board member in order to provide access to NPCA file of group membership data.

The other key changes identified in the “Revision of SEAPAX Bylaws: Decisions Needed” document previously distributed were discussed but due to time limitations were not voted on.

Joana will be sending more info on the bylaws renewal procedures. The current Bylaws require a request by a minimum of 10% of members to start the process, and our meeting tonight with 8 in attendance fulfills that requirement.

9. Future meeting dates: to be organized through email communications.

The meeting was adjourned at about 9:30 pm.

Respectfully submitted,

Dina Davis
SEAPAX Secretary

Revision of SEAPAX Bylaws: Decisions Needed

DRAFT

Prepared by Joana Ramos, June 2013

Issue/Topic	Decision/Action	Comments	Outcome	Date
Fiscal year	Maintain April-March or switch to calendar year?	Calendar yr. aligns with reporting year, does not conflict with membership on 12-mo. basis	Change to Calendar Year	7-22-2014
Election #1	Switch to calendar year, Jan- Dec.	For initial transition year, will current board remain in office through 2014, or do we need new election Nov. 2013? Poll members	Maintain current Board through 2014	7-22-2014
Election #2	Clarify "affirmation" vs. "election" of board members	Describe both scenarios in bylaws, explain procedure. Update to include electronic voting (and other relevant new topics). Not really election if only 1 candidate per position	Agreed to change wording	7-22-2014
Term limits	Desired? what should they be ? Limit by specific office? for Board in general? interval before rejoining ?	Pro: can encourage new involvement by new people; can help prevent stagnation/dysfunction; promotes intergenerational scope of Board Con: can lead to loss of experienced people, knowledge of best practices & organizational memory, mentoring opportunities	No decision	

Treasurer requirements	Require minimum length of membership for candidacy?	Past accountability problems : lack of record keeping & general lack of responsibly > financial losses, hurts SEAPAX reputation, legal issues. OK to require for Treasurer but not for other officers? Allow for other types of vetting		
Membership Coordinator	Retain as elected office?	Pro: emphasizes importance of position Con: imbalance with non-Board status of other committee chairs Ongoing difficulty in recruiting those able & willing to do the job		
Grant funds	Allocation plan	Keep as is? Specific percentage to be donated? Determine what provisions for Bylaws & what for Board Handbook		
Individual NPCA Membership of Officers	Should there be any requirement? for specific officers who handle SEAPAX records?	Pro: NPCA restricts data file access for member groups to reps of group who are themselves individual NPCA members. Con: SEAPAX is member--not affiliate--of NPCA & believes individual membership is personal choice. We need file access. revisit with NPCA?	SEAPAX will pay for one Board member to be a NPCA member	7- 22-2013
Other issues				