

Minutes VHA Board of Directors Meeting July 25, 2019

Board Members - Present: Karl Arps, Fred Briggs, John Conboy, Russ D’Emidio, Joe Elliott, Carol Hughes, Harry Lee, Peter Moeller, Peter Russell, Vivian Stephens

Board Members – Absent: Chuck Wildzunas

Invited Attendees: Phil Walker, Duane Johnson

OLD BUSINESS

Minutes of June 12, 2019 Board meeting were accepted as written

Art Rowe has resigned as head of ByLaws committee and Joe Elliott has become ByLaws Chairman.

VHA Articles of Incorporation

- **Discussed and approved VHA-AOI pending potential changes. To be approved by membership at VHA General Membership Meeting September 11, 2019**
- Article IV Section 2 Prohibited Activities - After much discussion and with post-meeting research on further clarification of what a 501 (c) (3) can and cannot do, are there any wording changes required? **No changes necessary – ok as written.**
- Statement defining existence of “Sole Member” should not be in the AOI (such as in AOI for VHA-HH) but rather in the ByLaws of VHA, VHA-CF and VHA-HH. Suggested language is in the separate VHA ByLaws Draft document:
Joe Elliot to confirm with Attorney.

VHA ByLaws

- Questions and Recommended changes from Board Members were discussed and applied to document as warranted.
- **Document was approved pending incorporation of those changes. ByLaws to be approved by membership at VHA General Membership Meeting September 11, 2019.**
- Details of these Questions / Comments / Action Items are at the end of the Minutes
- Russ D’Emidio to produce revised copy of the VHA ByLaws to discuss with Joe Elliott prior to sending to Board.

Sole Member Agreement

- **Bullet points for the Sole Member agreement between the VHA and VHA-CF and VHA-HH were discussed and approved.**
- Recommended to add Bullet - “Sole Member is a conduit for information between the organizations but not a communications vehicle used for control of either the VHA – CF or the VHA – HH.”

NEW BUSINESS

Resolution to Approve Articles of Incorporation of the VHA-HH was approved

- Remove “Article V Sole Member” and move to ByLaws for VHA-HH

Next Board Meeting:

August 22, 2019 at 1:00pm

Sea Breeze Recreation Center in the Clearwater Room

Respectfully submitted,
Russ D’Emidio

General Comments / Questions / Action Items on VHA ByLaws 7/25/19

Some Instances not capitalized in text?

- Attorneys will clean up that as well as spelling and punctuation.

Why are Secretary and Treasurer appointed rather than elected?

- In a sense they are in the “Cabinet” of the President and serves at his/her pleasure. Also, they tend to serve more than the elected term limits of other officials.

Should Treasurer be Bonded?

- **Joe Elliott to investigate is it something different than the insurance policy?**

Should there be one Treasurer for all three organizations in Triad?

- Organizations have different needs and coverage of all three, too much for one person. For example, Helping Hands purchase unique items such as equipment – Totally different need for other organizations. In that case, makes sense for the Treasure to be part of that organization to be able to respond rapidly.
- Current design has two treasurers. One covers VHA and VHA Community Foundation. The second covers VHA Helping Hands. Best to leave options open for future – doesn’t prohibit having three in the future if it proves necessary.
- Having multiple Treasurers, provides candidates for succession planning
- Audit Committee will have oversight of All.
- Nothing in the AoI or Bylaws will prevent multiple Treasurers for the Triad organizations, and Succession planning will become more visible to the BoD and VHA President and Executive VP but three Treasurers will not be a requirement in the AOI, Bylaws or Sole. Member agreement.

Will VHA Board of Directors Meetings be closed or open?

- Board of Directors meetings will be closed, except to invited guests with requests to present specific information to the Board-

New “ARTICLE III SOLE MEMBER” should be added after Article II MISSION.

- Subsequent Articles to be renumbered. Rationale - statement defining existence of “Sole Member” should not be in the AOI but rather in the ByLaws of VHA, VHA-CF and VHA-HH. as is in the AOI for VHA-HH Article V. Suggested language is in separate VHA ByLaws Draft document. **Joe Elliott to confirm with Attorney.**

SECTION 6 Terms of Office – Staggered terms

In order to set up the ability for staggered terms:

Joe Elliott’s and Harry Lee’s first term will be for a period of 1 year.

Russ D’Emidio, Peter Moeller and Peter Russell’s first term will be for a period of 2 years.

Karl Arps, Carol Hughes and Chuck Wildzunas’s first term will be for the full 3 years.

IRS Tax Treatment – Need opinion from Attorney

Harry Lee put forth a legal question requiring an answer. “For the VHA, we do not want to have a “Stub” or split year reporting. That is 8 ½ months taxable and 3 ½ months at 501 (c) (3).

Can this achieved?” **Joe Elliott to talk with Attorney on 8-2-19**