

Community Action Partnership of North Alabama, Inc.
Special Called Board of Directors Meeting
July 17, 2020
Central Office

Benita Owens called the meeting to order at 8:45 a.m. and welcomed everyone in attendance.

Board Members Present: Jami Jones, Benita Owens, Joe Holmes, Brent Breedlove, Allen Stover, Joey Martin

Board Members Electronically: David Ware, Teresa Presto, Jennifer Taylor, Lori Eastman, Sandy Adams, Tommy Praytor

Board Members Absent: Mayra Del Valle, Sherry Pentecost, Heather Smith, Charles Owens, Dusty Baker, Tim Littrell

Advisors Present: Paul Lott, David Mathews

Advisors Absent: Stephanie Pitts, Marcie Hill, Bruce Gordon, Dana Pigg, Pat Gilbert, Cissy Pearson, Trae Norrell, Keunna Swopes, Dawn Owens

Legal Counsel to the Board: Jonathan Watson

Staff Present: Tim Thrasher, Allison Speegle, Nathan Curry

Roll Call to Establish Quorum

Allison Speegle conducted roll call and a quorum was established.

Approve By-Law Revisions

A copy of the proposed revisions were sent electronically to all members and advisors prior to the meeting. All members and advisors were given written notice by email on June 29th that by-law revisions would be on the agenda at the next scheduled board meeting or special called meeting. Tim Thrasher stated that Jonathan Watson had reviewed and edited Article XI, Repeal or Amendment of By-Laws Section 11.01 By-Law Amendment to read the by-laws may be amended at any regular or special meeting of the Board by a two-thirds vote of the members present at said meeting so long as a quorum has been established provided the notice of intent to amend the By-Laws at the

stated meeting be submitted to all members of the Board in writing at least forty-eight hours before the scheduled vote to amend with there being no requirement that the notice compelled herein include the text of the proposed amendment.

Jonathan Watson stated that we discussed the By-Law amendment at the June 25th board meeting and that the revision reflects what the Board discussed. Jonathan referred to Section 7.07 "State of Emergency or Other Exigent Circumstances" and stated that it was his opinion that this needed to be included as the pandemic has revealed. This provision states that if there is a State of Emergency then we would follow Section 7.07 which allows electronic participation and eliminates the six in-person requirement which is currently in place. Jonathan stated that this would give the Board the authority to take care of the necessary business without putting anyone at risk so to speak.

It is also recommended that all board vacancies be filled within 120 days instead of the 90 days currently.

Jonathan Watson stated that the proposed changes were sent to ADECA on July 1st for comment and review and as of today no response has been received. Tim Thrasher stated that we have also looked at the non-profit law in the State.

At this point Allison Speegle recalled the roll to ensure compliance with the By-Law vote to amend. Benita Owens asked for a motion to approve the By-Law amendments. Allen Stover motioned. Joey Martin seconded. Before the roll call vote Paul Lott asked Jonathan Watson to clarify the voting provision in Section 7.05. Paul stated that the way it reads presently is all matters requiring the vote of members shall require an affirmative vote by a majority of the eighteen members for approval regardless of vacancies to wit, at least ten members must vote in support of the matter and that it did not say affirmative previously to which Jonathan responded he thinks there has to be an affirmative to approve the By-Laws. Discussion followed. Based on the discussion Jonathan Watson recommending amending Section 7.05" Voting" to read the following: Voting on any matter will be by voice vote, roll call vote or by show of hands, as decided by the Chair in accordance with Robert's Rules of Order. Any member may have his or her vote on any issue recorded in the official minutes at this or her request. All matters requiring the vote of members unless expressly stated otherwise herein shall require an affirmative vote by a majority of the quorum for approval regardless of vacancies. Jonathan Watson marked the proposed By-Law revisions copy as "Exhibit A" for the record.

At this point Allen Stover withdrew his previous motion. Joey Martin seconded.

Benita Owens asked for a motion to approve the proposed By-Law revisions with the noted change. Allen Stover motioned. Joey Martin seconded. There being no further questions motion approved with roll call vote.

Approve Letter of Intent – Marion-Winston Counties Community Action Agency

A copy of the Letter of Intent was sent electronically to all members and advisors prior to the meeting. Tim Thrasher stated that we have been in conversations with the Executive Director Jeff Fleming about the possibility of merging with their agency. The agency currently only has one employee. Jonathan Watson drafted the Letter of Intent which has been sent to the Executive Director and Board Chair. There will be a 90 acceptance period to which a merger committee would be formed consisting of members from both boards. If accepted this would re-constitute our board and change our composition from our current three county area to a five county area. Tim Thrasher stated that the agency currently has approximately \$19,000 debt to ADECA and that he has discussed this with Lorrie Mauro and Fred Harvey and that we do have the capacity to pay the debt. Jonathan Watson stated that the Letter of Intent is only allowing for expiration and due diligence but that it would need to be approved by the Board today. Their Board is scheduled to meet on July 22nd and this letter will also require approval from by their Board. If this merger takes place Tim Thrasher stated that our agency name would remain the same and their agency would be dissolved.

The floor was opened for questions. Benita Owens asked for a motion to approve the Letter of Intent for Marion-Winston Counties Community Action Agency. Joey Martin motioned. Brent Breedlove seconded. There being no further questions motion approved with roll call vote.

Adjourn

Benita Owens thanked everyone for their participation in today's meeting. There being no further business the meeting adjourned at 9:22 a.m. Minutes submitted by Allison Speegle, Recording Secretary to the Board of Directors.

Benita Owens, Board Chair

Brent Breedlove, Secretary

Tim Thrasher, CEO