



Governance & Bylaws Committee Meeting
January 28, 2010; 8:00 a.m.
Conference Call

Committee Attendees: Alan Eckstein, Esq. (attended via conference call); Dabney G. Park, Ph.D. (attended via conference call); David Lawrence, Jr. (attended via conference call); Ramiro Moreno (attended via conference call)

Committee Absentees: David Williams, Jr.

Staff Attendees: Evelio Torres (President/CEO); Leeana Pena, Angelo Parrino

I. Welcome and Introductions	Alan Eckstein, Esq., Chair
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- A. Eckstein called the meeting.
- A quorum was established with three (3) voting members.

II. Approval of March 31, 2009 Minutes	Alan Eckstein, Esq., Chair
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- A. Eckstein called for the approval of the meeting minutes from 03/31/09.
 - D. Lawrence moved to approve the minutes of 03/31/09.
 - Motion was seconded by A. Eckstein.
 - Motion was unanimously passed.

III. Review of Bylaws	Alan Eckstein, Esq., Chair
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- A. Eckstein stated that the first issue to address is Board attendance. The bylaws currently states that after three absences one has effectively resigned from the Board of Directors. Should the chair have the ability to excuse an absence on a case-by-case basis?
- D. Lawrence stated that he has served on boards that allow an excuse, however, he does not feel it is necessary. When he is out of town he has the ability to call in. He stated that the attendance policy should remain as is.
- E. Torres stated he reviewed The Children's Trust bylaws which are a little more flexible than the ELC bylaws. He agreed with D. Lawrence that the attendance policy should remain as is. He stated that attendance is important and suggested looking at the Committee meeting attendance as well.
- A. Eckstein stated that for committees, a member can call in via conference-call and it counts towards the quorum.



- E. Torres stated that even with this policy, certain committees have a hard time achieving quorum.
- R. Moreno stated that the lack of attendance from Board members is very frustrating and thinks the attendance policy should remain the same.
- A. Eckstein stated that the Board attendance policy would remain as is.
- A. Eckstein stated that per the bylaws section 5.9, a member may send a representative to any meeting of the ELC but will not be considered absent due to the presence of the representative.
- D. Lawrence stated that he is not in agreement with this policy. Sending a representative does not have the same weight or authority nor does it fully represent the organization.
- A. Eckstein stated that the bylaws already states that you can send a representative, and although it will not count as an absence it also will not count towards a quorum.
- D. Lawrence stated that a member can attend in-person and by phone. If you accept a representative to serve on the Board then you've diluted the power of the Board.
- A. Eckstein stated that he was in agreement with D. Lawrence. He will amend section 7.7 for consistency.
- A. Eckstein stated that per bylaws section 6.2, officers of the Board cannot serve for more than a two-year term.
- E. Torres suggested that the Committee amend the bylaws to allow for two (2) three-year terms.
- D. Lawrence agreed with the suggestion made by E. Torres.
- A. Eckstein also agreed.
- A. Eckstein stated that per bylaws section 6.6, the Committee should amend the bylaws and add the responsibility of signing resolutions to the Secretary.
- A. Eckstein stated that section 7.1 currently reads 'Meeting Timed Fiscal Year' and stated that this should be amended to read 'Meeting Per Fiscal Year'.
- A. Eckstein stated that section 7.8 states that the annual meeting shall be held in June. This section should be amended to allow the annual meeting date to be at the discretion of the Chair.
- A. Eckstein stated that per section 8.1., the Chair must appoint D. Park as an officer-at-large to comply with the bylaws as he currently sits on the Executive Committee.
- A. Eckstein stated that section 8.3.5, Finance membership would be amended to allow two (2) three-year terms.



- A. Eckstein stated that section 8.5.3 would be amended to change the number of Provider Services meetings from six a year to one each quarter. Meetings should be held in both Miami-Dade and Monroe counties.
- A. Eckstein stated that section 9.3.4 must be reviewed carefully to ensure that there is a segregation of duties for the Audit Committee and Finance Committee in order to protect the organization.
- B. Parks stated that Audit Committee membership should also be for two (2) three-year terms.
- A. Eckstein asked the Committee to consider making a motion to approve the changes discussed.
- E. Torres stated that a brief conversation should take place at the Board meeting regarding committee attendance. It has been difficult to get participation on a committee.
- D. Parks suggested adding language in the bylaws regarding committee attendance.
- A. Eckstein moved to accept all changes to the bylaws discussed by the Committee.
 - Motion was seconded by B. Parks.
 - Motion was unanimously passed.

IV. Public Comments	Alan Eckstein, Esq., Chair
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V. Adjourn	Alan Eckstein, Esq., Chair
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