



Governance & Bylaws Committee Meeting
February 23, 2010; 8:00 a.m.
Conference Call

Committee Attendees: Alan Eckstein, Esq. (attended via conference call); David Lawrence, Jr. (attended via conference call); Ramiro Moreno (attended via conference call); David Williams, Jr. (attended via conference call)

Committee Absentees: Dabney G. Park, Ph.D.

Staff Attendees: Evelio Torres (President/CEO); Leana Pena

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

II. Approval of March 31, 2009 Minutes Chair	Alan Eckstein, Esq.,
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- A. Eckstein called for the approval of the meeting minutes from 01/27/10.
 - D. Williams moved to approve the minutes of 01/27/10.
 - Motion was seconded by D. Lawrence.
 - Motion was unanimously passed.

III. Bylaws Section 7.7.	Alan Eckstein, Esq., Chair
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- A. Eckstein stated that in the previous Governance & Bylaws Committee meeting, a formal vote was not made for Section 7.7 and Section 8.8. He would like to provide an official recommendation from the Committee for the next Board meeting. He stated that for Section 7.7, the attendance requirements have not changed. The attendance policy still states that after three absences it is considered a resignation from the Board by the member. For this section, language will be added stating, "If a member of the Board sends a representative to a meeting of the Board of Directors, the presence of such representative will not be considered for member attendance purposes."
- D. Lawrence asked if the attendance is based on fiscal or calendar year.
- E. Torres stated attendance is currently based on fiscal year.
- D. Lawrence recommended that attendance be based on calendar year.

IV. Bylaws Section 8.8 Chair	Alan Eckstein, Esq.,
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- A. Eckstein introduced section 8.8, a new section to the bylaws.
- A. Eckstein stated the new language would read as follows, "Committee meeting attendance: an absence by a committee member from three (3) meetings of the committee within any given fiscal year shall be considered a resignation from the committee by that member. The Chair shall send a letter to all committee members absent from two (2) meetings within a given fiscal year notifying them that their status as committee members is in jeopardy, and encouraging their attendance."
- D. Lawrence stated that while he agrees with the new committee attendance policy, he doesn't understand what the consequence would be for members that do not attend.
- D. Williams recommended that if committee members miss three meetings, they resign from the committee and it will count as a Board absence.
- D. Lawrence and A. Eckstein disagreed with the recommendation.
- A. Eckstein stated that by enforcing the new policy it would show the Board that committee attendance is very important.
- E. Torres stated that the concern with committee attendance is that when you're trying to conduct Board business, it becomes impossible when committee members are not there or there is no quorum. The other concern is that having only one or two committee members makes the decision making process difficult. Those are the reasons behind the new committee attendance policy.
- D. Lawrence stated that committee members are permitted to call in via conference call and count as a quorum. There is little excuse for members to miss meetings.
- R. Moreno stated an attendance roster should be implemented for committees and sent to all members.
- Motion to approve the new language to bylaws section 7.7 and section 8.8 and to base attendance on calendar year as opposed to fiscal year.
 - D. Lawrence moved to approve the motion.
 - Motion was seconded by D. Williams.
 - Motion was unanimously passed.

V. Public Comments

Alan Eckstein, Esq., Chair

VI. Adjourn

Alan Eckstein, Esq., Chair