



MINUTES

BOARD OF DIRECTORS WORK SESSION

Wednesday, September 10, 2025, 2pm

WC Room 2 / Zoom

Directors Present: Kathi Bachelor (President), Candy English (Vice President), Nellie Johnson (Treasurer), Beth Dingman (Secretary), Bart Hillyer (Assistant Secretary), Steve Reynolds (Assistant Treasurer), Dave Barker, Marge Garneau, Bev Lawless, Lanny Smith, Jodie Walker, Scott Somers (non-voting)

Absent: Dave Barker, Lanny Smith

Staff Present: Nanci Moyo (Administrative Supervisor)

Visitors: 0

AGENDA TOPIC

1. Call to Order / Roll Call

Work Session Called to Order at 2pm by President Bachelor. Assistant Secretary Bart Hillyer called the roll.

2. Amend / Approve Agenda

MOTION: Director Bachelor moved / Director Walker seconded to amend the Agenda to remove the Guest Pass Policy.

Passed: unanimous

MOTION: Director Walker moved / Director English approved the amended Agenda.

Passed: unanimous

3. Board Affairs Recommended Bylaw Changes for 2026 Ballot

Director English introduced the discussion held by the Board Affairs Committee (BAC) on the Bylaw changes.

CEO Somers reviewed the proposed changes to the Bylaws:

Article V Section 1.A Term of Office: Recommendation from the BAC is to only change the amount of time between serving two consecutive terms on the Board from one year to three years. "No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after three (3) or more years absence from the Board."

Board Discussion on the Term of Office:

- Have term limits allowing six years of service. Two successive terms are enough.
- Two successive terms are enough. Partial terms for a Director filling a resigning Directors position should not be counted as a term. Consider one and a half years or

two years as the beginning of a full term. Anything below a specific time period a Director can run again for another term.

- Remove the word “consecutive” and limit time served as a Board Director to two terms.
- Remove “time served as an appointed Director”.
- The current Bylaw seems to be working and does not need to be fixed.
- It is the choice of the next appointee to choose if they want to serve a resigning Board Directors position remaining term.
- If there were no appointees from the past election, the Corporate Policy Manual (CPM) says the Board will choose a Director.
- Consider three options at the Regular Meeting: 1) The BAC recommendation of changing only the time served between terms from one to three years; 2) The original recommendation of removing the word “consecutive” and removing the last sentence “A former Director may be re-elected after one (1) or more years’ absent from the Board”; and 3) Removing the language as time served as an appointed Director for the partial terms served for a resigning Director.

Article V Section 2.A&B Nominating Process: Recommendation from the BAC is to change to Elections Process and as follows -

2.A Remove first two sentences and add “Any regular member of the Corporation in good standing may submit a Candidate Application by the deadline.” Change nominees to “applicants” in the last sentence.

2.B Changes: **Following the Candidate Application deadline, if there is interest in running for a Board of Director position,** Any regular member of The Corporation may ~~make additional nominations~~ by ~~filing~~ a nomination petition containing the signatures of at least two hundred (200) of the regular members in good standing. See the Corporate Policy Manual for instructions on filing. ~~Such nomination petitions shall be filed with the Secretary. The petition process shall be completed~~ not less than 60 days before the Annual Meeting. ~~The Secretary shall then add the names of these nominees candidates shall be added to the slate of nominees candidates previously posted. and shall prepare ballots to be mailed to the membership.~~

Article VII Section 4.E Signing of Checks: Approved by the Board at March 19, 2025, Regular Meeting to include on the 2026 Ballot.

Article VIII Section 1: Committees of the Board of Directors: Recommendation of the BAC is to keep the Board Affairs, Fiscal Affairs, and the Investment Committees as Standing Committees. The Nominations and Elections Committee will be incorporated into the Board Affairs Committee, and the Planning and Evaluation Committee will be incorporated into the Fiscal Affairs Committee.

Article VIII Section 3 Composition of Committees: Recommendation from the BAC is as follows – The Chairperson of the Audit Committee shall be nominated by the President of the Board and the Finance Director of the Corporation with Board approval. The Chairperson of each Standing and other Special Committee(s) of the Board shall be a member of the Board nominated by the President with Board approval. ~~The committee member appointment process shall be determined by Board policy within the Corporate Policy Manual and may be amended from time to time OR~~ **Committee members shall be appointed by the Board of Directors as determined by the process outlined in the CPM.** Committee members shall be

members of The Corporation and/or members of the operations staff. ~~Committee members shall be selected by the Chairperson of the committee.~~ The President shall be an ex-officio member of all committees excluding ~~Nominations & Elections, and~~ the Audit Committee.

Article VIII Section 4 Subcommittees: Recommendation from the BAC eliminates the “Nominations & Elections and the”.

Article VIII Section 5 Open Meetings: Recommendation from the BAC is as follows – **With the exception of the Audit Committee,** ~~All other Committee meetings, subcommittee meetings and working session meetings are closed or open meetings at the discretion of each such Committee~~ to members of the Corporation.

Consensus of the Board for the Regular Meeting on September 24 is to provide two separate votes: 1) the term limit bylaw change as one item for voting, and 2) combine all the other items for the second vote. These votes will be for deciding on the bylaw changes for the 2026 ballot.

Board discussion added a fourth option to the term limit bylaw to list the three options on the ballot for the Membership to choose. CEO Somers will double check with the attorney on this.

~~4. Board Affairs Recommendation Regarding Guest Pass Policy~~

Adjournment: Director Walker moved / Director Lawless seconded to adjourn the meeting at 2:57pm.

Passed: unanimous.