

## Bylaws Committee Meeting Minutes

Thursday, August 11, 2022 | 4 p.m. – 5 p.m. EDT | Teleconference

### **Committee Members Present**

Dir. Monica Williams Harris, *Chair*  
Dir. Chan Bryant Abney  
Dir. John L. Green

Dir. Erica D. Hill, *Vice Chair*  
Dir. Elaine E. Armster

### **Committee Members Not Present**

Dir. Muhammad Haseeb  
Dir. Belvin Perry, Jr.

Dir. Akunna V. Olumba

### **Guests Present**

Dir. Shawnta Friday-Stroud

Atty. J. Michael Haygood, *FBOD Gen. Counsel*

### **Advancement Team Present**

Mr. Nick Dulcio  
Mrs. Brandi Tatum-Fedrick  
Ms. Kimberly Hankerson  
Mrs. Gena Palmberg

Ms. Shelia Fields, *ITS Office, FAMU*  
Ms. Latosha Adams-Francis  
Mrs. Quiana Cunningham-Lowe  
Mr. Eric Swanigan

### **Call to Order & Roll Call**

The meeting was called to order at 4:35 p.m. by Chair Monica Williams Harris. Mr. Nick Dulcio offered the roll call and determined that a quorum was present.

### **Conflict of Interest Disclosure**

Chair Williams Harris requested that committee members disclose any conflict of interest with items on the agenda; none were disclosed.

### **Approval of Minutes**

#### **June 2, 2022, Bylaws Committee Meeting**

Dir. John L. Green moved to approve the minutes. Dir. Chan Bryant Abney seconded the motion. The minutes were unanimously approved.

### **Consideration of Approval of Additional Recommended Changes to the Bylaws**

Chair Williams Harris thanked the Committee for agreeing to meet at 4:30pm instead of 4pm. She then reminded the Committee that during the June 2<sup>nd</sup> Committee meeting; they had approved adding a Defined Terms section to the bylaws.

In addition, there was discussion surrounding making some changes to the bylaws regarding removing policy items from the bylaws and including them in a policy manual and discussion about ex-officio members, specifically once they leave their ex-officio roles, determining their eligibility for full membership to the Board and finally, some clarifying language for removal of a board member.

Chair Williams Harris reviewed a redlined version of the bylaws detailing each proposed change with the Committee:

- 1) Article I, Sections #1 (Mission), #2 (Defined Terms) and #3 (Office Location)
  - a. Adding these three sections to the bylaws.
- 2) Article I, Sections #6 (Conflict of Interest Policy) and #7 (Whistleblower Policy)
  - a. Removing these two sections from the bylaws and adding them to the Foundation Policy Manual and the Foundation Board Toolkit.
- 3) Article II, Section #3, Sub-Section C (Designated Ex-Officio Membership)
  - a. Adding the suggested language to the bylaws.

The Committee discussed the original intent for adding the additional language; citing that the intent was to provide language within the bylaws that would allow for the Board Governance and Stewardship Committee to nominate ex-officio members to the Board after their ex-officio role had ended. After discussion, a majority of the committee members agreed that this language addition should not be added to the bylaws.

- 4) Article II, Section #10, Sub-Section A (Removal of a Member)
  - a. Revising the language within this section of the bylaws.

See Appendix 1: *Comparison Chart of Suggested Changes to Bylaws* for the full language with suggested edits that were reviewed during the committee meeting.

**Motion: To approve all recommend changes to the Foundation Bylaws, except the changes outlined in Article II, Section #3, Sub-Section C – Designated Ex-Officio Membership.**

**Moved By:** Dir. Chan Bryant Abney

**Seconded By:** Dir. Elaine Armster

*The motion passed by majority vote, with four (4) votes in favor and one (1) vote against.*

### **New Business**

There was no new business that needed to come before the Committee.

### **Other Items**

Chair Williams shared that her family had recently relocated to Atlanta, GA and Dir. Hill shared that she had recently moved to Dallas, TX.

### **Action Items**

- 1) Update Foundation Board Toolkit and Foundation Policy Manual with the Conflict-of-Interest Policy and Whistleblower Policy.

### **Adjournment | Minutes Prepared By**

There being no further business, Dir. Erica Hill moved for adjournment and Dir. Chan Bryant Abney seconded the motion. The meeting was adjourned at 5:18 p.m. by Chair Monica Williams Harris; Mr. Nick Dulcio prepared the minutes.