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

Committee Members Not Present
Dir. Muhammad Haseeb
Dir. Belvin Perry, Jr.

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 2nd 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.