

ATTACHMENT 1

DRAFT AGENDA <i>Wider Horizons Board of Directors</i>		Saturday, Jan 11, 2020 9:30 am – noon Central Area Senior Center 500 30 th Ave S Seattle WA 98144	
DRAFT AGENDA		Facilitator: Ann Lawrence	
Time	Item	Leader / Presenter	Outcome
9:30	Consent Agenda (vote to approve all items without discussing them individually): <ul style="list-style-type: none"> • Agenda [Att. 1] • Draft Minutes of the 12.14.2019 Board meeting [Att. 2] 	Ann Lawrence	Decision: <u>Adopt Consent Agenda</u>
9:45	Executive Director’s Report [Att. 3, 4, 5]	Denise Klein	Information/Discussion
10:00	Financials – Cash Flow Reports, 2019 & 2020 [Att. 6]	Denise Klein	Information/Discussion
10:15	President’s Report, including <ul style="list-style-type: none"> • Timeline for election of new Board officers • Orientation of New Board Members 	Ann Lawrence	Information/Discussion
10:30	Nominating Committee Report	Sandra Wheeler	Information/Discussion
10:45	Bylaws [Att. 7 – not marked]	Paul Beck and Denise Klein	Decision: <u>Adopt all Bylaws changes – final reading</u>
11:00	Reports from Affinity Groups – Just highlights—if any groups have met recently <ul style="list-style-type: none"> • All-Member Meeting 	Ann Lawrence/Liaisons	Information/Discussion
11:45	New Business <ul style="list-style-type: none"> • Sue report on King County Vets and Seniors Levy Grant proposal • Should we seek copyright for Serious Health Event <i>Handbook</i>? 	Ann Lawrence/Sue Lerner	Information/Discussion

Invited: Paul Beck, Charles Heaney, Michael Kischner, Ann Lawrence, Sue Lerner, Liz Ohlson, Sharon Sobers-Outlaw, Donna Sunkel, Charles Wheeler, Sandra Wheeler. **Staff:** Denise Klein

Next Meeting Sat., February 8, 9:30 am – 12:00 pm at CASC; see updated Facilitator’s List (Att. 8)

Calendar Link:

https://widerhorizons.clubexpress.com/content.aspx?page_id=4001&club_id=754819

Attachment 2

DRAFT 12.14.19 Minutes	<i>Minutes</i> <i>Wider Horizons Board of</i> <i>Directors</i>	9:30 – noon December 14, 2019 Ann Lawrence’s Home Facilitator: Sue Lerner
Consent Agenda: The Consent Agenda was amended to add the Election of Continuing Board Members and Officers. It was also amended to include Paul Beck’s presence, to be added to the minutes of the November meeting. It was then unanimously adopted.		
Executive Director Report: Denise presented her report. That report is attached.		
Financials: Denise passed out an updated Cash Flow report for this year and next (attached). She stressed how important this report is. It projects expenses based on both the longer-term and immediate past. It projects revenue conservatively—primarily from current member dues—except for the November & December donations, which come from the previous year. Taken together, this approach gives the most conservative overall picture. The current projection shows that, while we will end the year with some cash, it will run out early next year. In January, we will decide whether to ask members who generally pay in June to pay earlier while we await other revenue (primarily from grants that are now being written). Note that in the budget documents (attached), we show a projected deficit for 2019. It is that deficit, which we “funded” with excess cash, that will need to be made up next year. By February, we will know just what the deficit will be. The exact deficit depends on revenue received in December and early January from donations, as well as actual December expenses. The proposed 2020 budget was adopted unanimously as a preliminary budget that would be reviewed in March. A motion to remove Charles Wheeler’s name from the Wider Horizons’ bank account, since he will be leaving the Board, was passed unanimously.		
President’s Report: Sue gave her last report as President and spoke eloquently about what a great experience it had been for her (“the most wonderful experience in many years—a great family). She thanked the Board members for their good will and asked them to identify one meaningful experience they had during the past year. Here are their responses: <ol style="list-style-type: none">1. The process of developing our Handbook, <i>Preparing for a Serious Health Event</i>. Not only was it a fun process that used participants’ collective wisdom and skills, but the excellence of the result was a delightful surprise. ¹2. The calendar of fun holiday activities was inspiring.3. Satisfaction that the “member-driven” goal has been actualized over the past several years under Sue’s leadership, which has led to the flexibility to operate in small self-led groups.4. Our gatherings (salons, forums) are important because they are a way to connect with the rest of the world and also mentioned the Newsletter as a major accomplishment.5. Our greater integration with the Central Area Senior Center and developing our understanding of racism. Our members have helped with both the Center’s funding and better exposure for their programs.6. The fact that Denise can easily access all members.7. The support we provided in terms of post-surgery meals, yard work, etc.8. Improved board structure, including an annual calendar of activities that must occur.9. The number of members who were nominated for the Board as well as the number of nominators was impressive.		
Election of Board Members and President: Charles Heaney, Ann Lawrence, Liz Ohlson, and were unanimously re-elected to a 3-year term. Ann was unanimously elected President. An updated list of Board members with their terms is attached.		

Nominating Committee Report: Sandra, Chair of the Nominating Committee (Liz Ohlson and Sue Lerner are also members) gave a brief report, calling Board members' attention to Attachments 7a and 7b: Names of the nominees and a calendar of the process. We are on target to meet the deadlines and things have gone very well. Denise was directed to delete the last sentence regarding candidate photos, since it was decided not to have them.

Bylaws Committee Report: In Michael's absence, Denise, Liz and Sue managed this section of the meeting. A consent agenda was approved with amendments to separately discuss and vote upon full and out of area members/benefits; proposed vice president and their role; changing the terms of office. The remainder of the changes were approved unanimously, as were the three separately discussed items. A final minor change was that the word "categories" was substituted for the work "classes" in Section 3.1. To recap the major changes:

1. We have a new category of members called "out-of-area" members who are entitled to all the same benefits as full members except for services provided by members or other volunteers.
2. The Board's size will be between 8 and 15.
3. A Vice President position has been added and the Secretary and Treasurer will be two different people.
4. Terms are now a maximum of three two-year terms (changed from a maximum of two three-year terms).

Denise will incorporate all the changes into a Bylaws Revision that will be reviewed by Paul and then adopted at the January Board meeting with any minor changes he proposes that are accepted.

Adjournment: The meeting was adjourned at 12:02 pm and those present repaired to the delicious buffet after Sue and the departing members (the Wheelers) were acknowledged with small gifts.

Present: Board members: Paul Beck, Charles Heaney, Sue Lerner, Liz Ohlson, Sharon Sobers-Outlaw, Donna Sunkel, Charles Wheeler, Sandra Wheeler, Denise Klein, staff

Absent: Michael Kischner and Sharon Sobers-Outlaw

Next Meeting: It's on January 11, 2020 at the Central Area Senior Center at 9:30 am.

ⁱ Discussion of the Handbook and how to get wider benefits ensued. We will send it to the Village to Village Network to be downloaded by other villages. Board members will publicize it locally at, for example, the Women's University Club.

ATTACHMENT 3: Executive Director's Report – 1.9.2020

Work on Goals:

1. Goal 1: Member Growth

See attached report. What do you notice? What conclusions do you draw about the future?

2. Goal 2: Diversity

- a. Another 10 or more hours were spent writing or in discussion with Sue Lerner and Jeanne Marie Thomas about the potential King County Vets & Seniors Levy proposal. No RFP as yet. We should have a 6-week turnaround once it is released and we are now well prepared. Sue solicited feedback from an “Advisory” group of members and that was helpful.
- b. We organized two sessions involving 11 Wider Horizons members to offer support and advice and networking to Mary McGough and David Lishner. The evening one at Ann Lawrence’s was especially significant. Attended by 8 of us, it inspired us to dream and, as a result, offered hope to Mary and David. They felt the love. The second meeting with just 3 of us (no Mary and David) was also very good and both, taken together, came up with many actionable ideas. I will shortly be reaching out to our members and friends to identify more potential options.
- c. Promoted/marketed the Transgender Panel we are co-sponsoring with GenPride on Sunday, January 12.
- d. Had one prospective African American member to dinner and attended two holiday events with her.
- e. The party at Debbie Ward’s home on December 30 was attended by 23 people, including 7 African Americans and two Asians. The goal of the party was to demonstrate to prospective African American members that they would not always be one of one or two people of color in the room at a Wider Horizons event. This was a concern expressed by two prospective members. Feedback was very positive. It remains to see what the cost/benefit will be (that is, will anyone who attended—or who was connected to someone who attended—join) since the food and drink were quite lavish. Here is one of the comments from a potential out-of-area African American member:

I thoroughly enjoyed your party last night. As before, you have a wonderful exciting and informative group. Everyone was gracious and kind and I even got help on my smart phone wishes 😊. The food was tasty and I connected again with old and new friends Thank you for your invitation and graciousness and Happy New Year.

3. Goal 3: Support members who are isolated and may be homebound
 - a. We continued to distribute the new “signature” document *Preparing for a Serious Health Event*:
 - The Northwest Center for Creative Aging will feature it in their newsletter and on their website in material prepared by the two Denises.
 - The Village to Village Network will put a PDF of the Handbook in their document library and will link to it from within the *Village Buzz* (Newsletter).
 - b. Did home visits with several members who are semi-homebound or depressed. Helped with care planning for serious health events on behalf of two members.
4. Goal 4: Financial Sustainability
 - a. Spent more time working on our 2019 annual campaign. The results are gratifying. See Attachment 5. 10 hours.
 - Met with one major donor in my home and met 3 others for breakfast, lunch, or dinner.
 - Sent emails and made phone calls to share info with select donors and remind them we had not yet received their contribution.
 - Conferred with Bob Anderson regarding several major donors/follow-up.
 - b. Met with our two bookkeepers to help wind up 2019 and prepare for their new roles in 2020. They will be handling our payroll and taxes. They had several good suggestions, including ones regarding new donor acquisition.
 - c. Spent several hours tracking cash, revenue, and expenditures – past and future.
 - d. Worked on 3 grant proposals due this month (in addition to the King County one). 8 hours.

Community-Building and other Activities:

1. Provided support for five of the eight member-sponsored holiday events. These were attended by a total of more than 70 (duplicated) people. This was way more than any other year! There were several private member gatherings as well.
2. Planned second Pod 7 gathering here at my place (for February 14) and worked with another Pod 7 member who will host the March (St. Patrick’s Day) Pod 7 gathering.
3. Implemented a half dozen or so Pod re-assignments pursuant to direction by the Member Outreach Committee.
4. Did preliminary work, including one interview, for our newsletter.
5. Hosted two more Grief Group sessions (co-facilitated by Gay Hoerler, Carol Mirman and myself) at my place (we have just one more session). There are six participants.
6. Hosted another volunteer recognition event at my home (Noel and her partner).
7. Spoke with the Board Chair of another member-driven village on the eastern shore of Maryland.

Board Support:

1. Attended several nominating committee meetings and assisted the chair and members by developing and distributing the ballot and receiving and recording ballots returned. Drafted cover materials. Estimate I spent more than 12 hours on this.
2. Revised the Bylaws in accordance with decisions made at the last meeting. Sent the revision to Paul Beck for review and made minor corrections at his behest.

Services:

1. Arranged services for 4 members, in addition to the care management activities described above under Goal 3. This takes little time and it is easy to get volunteers who are our members or to provide referrals to professional services.

June 2015 65 members

22 joined between our opening and the end of our first year of operations

14 left (9 moved out of area or into higher level of care; 5 left because it wasn't what they expected/wanted)

Dec. 2016 73 members

9 joined

5 left (2 deaths, 2 moved to higher level of care, 1 left because she only joined to serve on the Board)

Dec. 2017 77 members

7 joined

4 left (one founding member who doesn't need us; one person who never really connected; two who moved)

Dec. 2018 80 members

11 joined

8 left (3 deaths – Mary Ellen Strote, David Soper, Ginny NiCarthy); 2 moved to a retirement community -- Watts; one founding member faded away (Paul Feldman); and two declined to renew (Helen Jones and Estelle Schecter)

Dec. 2019 83 members

- The average age is 76. When we began, five years ago, it was 73. So the new member age is trending very slightly downward.
- 26% are household members
- 25% pay less than the full dues
- 47% of our members live alone; most are single women (3 single men)

ATTACHMENT 5

Report of 2014-2019 Fund-Raising Results

1.8.2020

Year	Non-Members: \$ / # Donating	Members: \$ / # Donating	Total: \$ / # Donating	Average Gift	# Major Gifts ¹
2014	\$ 9,465 / 31	\$1,000 / 4	\$10,465 / 35	\$299	7
2015	\$ 6,451 / 22	\$8,465 / 32	\$14,916 / 54	\$276	12
2016	\$ 9,221 / 28	\$8,230 / 24	\$17,451 / 52	\$336	16
2017	\$21,847 / 36	\$9,697 / 29	\$31,544 ² / 65	\$485	19
2018	\$16,400 / 26	\$11,025 / 31	\$27,425 / 57	\$481	18
2019	\$18,790 / 34	\$12,455 / 38	\$31,245 / 72	\$434	18

¹ \$500 or more

**Modified Cash - Projection
2020**

	A	B	C	D	E	F	G	H	I	J	K	L	M	N
1	Item	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec	TOTAL
2	Cash	\$ 14,957	\$ 9,909	\$ 4,786	\$ 1,113	\$ (2,760)	\$ (8,798)	\$ (15,271)	\$ (34)	\$ (4,107)	\$ (6,480)	\$ (10,353)	\$ (2,576)	
3														
4	Donations	\$ 525		\$ 2,500		\$ 135	\$ 200			\$ 1,700	\$ 500	\$ 12,900	\$ 12,900	\$ 31,360
5														
6	Dues	\$ 600	\$ 1,050		\$ 2,300		\$ 1,000	\$ 21,410	\$ 2,100	\$ 2,100	\$ 1,800	\$ 1,050	\$ 3,266	\$ 36,676
7														\$ 68,036
8	Expenses	\$ (6,173)	\$ (6,173)	\$ (6,173)	\$ (6,173)	\$ (6,173)	\$ (7,673)	\$ (6,173)	\$ (6,173)	\$ (6,173)	\$ (6,173)	\$ (6,173)	\$ (6,173)	\$ (75,576)
9														
10		\$ 9,909	\$ 4,786	\$ 1,113	\$ (2,760)	\$ (8,798)	\$ (15,271)	\$ (34)	\$ (4,107)	\$ (6,480)	\$ (10,353)	\$ (2,576)	\$ 7,417	\$ (7,540)

WIDER HORIZONS BYLAWS

amended December 14, 2019

ARTICLE 1. MISSION

WIDER HORIZONS' mission is to enable older residents of Central Seattle to participate in an intergenerational community whose members share knowledge, experience and service with each other, so living is easier and more joyful.

Members do the things that many close-knit families and friends do together---dinner, social events, rides to the doctor or the airport when needed, light home repairs, help with gardening and computer issues, and the like.

We have fun together; we learn new things; we have adventures; we feel engaged and worthy. We are especially grateful for our non-member volunteers, who help with everything from technology support to moving boxes to storage.

Wider Horizons is a member-driven organization whose activities are conducted through affinity groups---groups that form and dissolve according to common member interests and social needs, and for organizational leadership tasks.

ARTICLE 2. OFFICES

The principal office of the Corporation shall be designated by the Board of Directors ("Board").

ARTICLE 3. MEMBERSHIP

3.1 Classes of Members

The Corporation shall have two categories of members: full members and out of area members. Additional categories of members, a manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

3.2. Qualifications for Membership

To qualify for membership, a member shall pay annual dues as established by the Board. Membership is voluntary and becomes automatic upon completion of a new member joining form. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.3 Membership Benefits

Full members are entitled to (i) participate in all the social, educational, and cultural activities of the organization; (ii) receive certain services provided by members or other volunteers at no cost beyond membership fees, and (iii) receive referrals for high-quality free or low-cost community services and service providers, suppliers and/or vendors recommended by other members that charge fees (sometimes at a discount). Out-of-area members are entitled to all of the above except (ii) services provided by members or other volunteers.

3.4 Voting Rights

3.4.1 Each member is entitled to vote at an election of candidates for the Board of Directors and may cast one vote for as many persons as there are Directors to be elected.

3.4.2 Should a Board member seek additional terms, only members of the Board of Directors will participate in that re-election.

3.4.3 The Board, at its discretion, may refer other issues for members to vote upon, and each member is entitled to vote on such issues. For these issues a majority or fifty-one percent (51%) of those voting shall be sufficient for approval.

3.4.4 All voting shall be by electronic ballot or US mail, unless otherwise directed by the Board.

3.4.5 The Corporation may deliver notices and other official materials to members by electronic transmission. Members without computers will receive official materials by US mail. Notice provided by either means is considered to have been sent when it is transmitted to an email or street address designated by the recipient for that purpose.

3.5 Communication

Members are entitled to attend all meetings of the Board. The Board will schedule a meeting of the entire membership at least annually. Members are encouraged to bring issues to the attention of the Board as needed.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Powers

The management of the affairs, property and interest of the Corporation shall be vested in the Board of Directors.

4.2 Number and Qualifications

The Board shall consist of no fewer than eight (8), nor more than fifteen (15) directors, no more than two of whom may be non-members of Wider Horizons. It is desirable that the Board be comprised of a diverse membership that reflects the population of the services area in Central Seattle with respect to gender, sexual orientation, race, and income among other factors.

4.3 Term

Unless a Director resigns or is removed in accordance with these Bylaws, each Director (other than the ex officio Executive Director) shall serve two-year term. After three (3) terms, a Director must sit out for at least one year before standing for election.

4.4 Election

Directors shall be elected by a majority of the members who submit an electronic or mail ballot, with each member having one vote for each Board position open for election. The election shall be conducted annually if and when there are vacancies to fill. A Board member who agrees to serve a second or third two-year term does not constitute a vacancy.

4.5 Resignation or Removal; Vacancy

Any Director may resign at any time by delivering written notice to the President or by giving oral notice at any meeting of the Board. Any Director may be removed from office, with or without cause, by an affirmative vote of a majority of Directors then in office at any regular or special meeting of the Board. If a Director resigns or is removed from office between elections, the vacancy may be filled by an affirmative vote of a majority of the members of the Board. A Director elected to fill a vacancy shall be elected for a full 2-year term.

4.6 Duties of Directors

Directors shall exercise, in good faith, all powers of the Corporation and, in doing so shall exercise such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The Directors shall act in the best interest of the Corporation and not for their own personal benefit.

4.7 Meetings

The Board will meet on a regular schedule to conduct the business of the Corporation. It shall hold no fewer than four (4) meetings each year. Meetings of the Board shall be held at such other place or places as the directors may from time to time designate.

Special meetings of the Board may be called at any time by the President or by any three (3) Directors.

Notice of all regular meetings shall be given to the Directors at least thirty (30) days prior to the meeting. Notice of any special meeting of the Board shall be given at least five (5) business days prior to the date set for the meeting. Notice of the date, time and place of any meeting of the Board shall be given by the person or persons authorized to call the meeting, or by the Executive Director at the direction of such persons. The notice may be given by email or US mail, or by personal communication over the telephone. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting.

4.8 Quorum

One-half of the Directors then serving on the Board shall constitute a quorum for the transaction of business at any meeting of the Board. A fractional number shall be rounded up to the next whole number. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board.

4.9 Presumption of Assent

A Director who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless the Director's dissent or abstention is entered into the minutes of the meeting or delivered personally or by mail to the secretary. The right to dissent or abstain shall not apply to a Director who voted in favor of such action.

4.10 Board Committees

4.10.1 Standing and/or Temporary Committees

Standing or temporary committees may be appointed by the Board. The President shall appoint members of the Board to chair the standing or temporary committees. At least one other Director shall serve on each committee. The committee shall exercise only the authority that the Board prescribes. The committee chair may appoint other members of Wider Horizons, the staff of the Corporation, or the public to serve on the committee at his or her discretion. The committee shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and voting as applicable to the Board.

4.10.2 Limitations on Committee Authority

No committee shall have the authority of the full Board to amend, alter, or repeal the Articles of Incorporation or the Bylaws; to adopt the plan of merger or adopt a plan of consolidation with another Corporation; to authorize the sale, lease or exchange of any asset of the Corporation; to authorize a voluntary dissolution of the Corporation; to amend, alter, or repeal any resolution of the Board. The designation of any such committee and the delegation thereto of authority, shall not relieve the Board of Directors, or any individual Director of any responsibility imposed upon him or her by law.

4.11 Compensation

No salary shall be paid to any Director or officer. Neither shall the Corporation loan money or to extend credit to any Officer or Director.

ARTICLE 5. OFFICERS

5.1 Officers and Qualifications

The Officers of the Corporation are: President, Vice President, Secretary, and Treasurer. Other Officers may be elected by the Board when deemed necessary or appropriate. All Officers of the Corporation shall be members of the Board.

5.2 Election and Term of Office

The Officers of the Corporation shall be elected by the Board at the last meeting of each calendar year. Each Officer shall be elected to serve a one-year term, which shall commence immediately upon election. Each Officer shall hold office until his or her successor is duly elected and qualified, except in the event of such Officer's removal by the Board or membership.

5.3 President

The President shall be the principal executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision of the affairs of the Corporation. He or she shall perform all such other duties as are incident to the office or are properly required by the Board and may attend any committee meeting as an ex officio voting member. In the event of his/her death, disability or refusal to serve, the Executive Director shall confer with Board members; if necessary, the Board will convene to elect a successor.

5.4 Vice President

The Vice President shall assume the duties of the President when the President is not able to do so and shall also perform other duties as assigned by the President.

5.5 Secretary

The Secretary or his/her designee shall issue notices for all meetings, including notices of special meetings of the Board. The Secretary and/or Executive Director shall keep, or cause to be kept minutes of all Board and committee meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office.

5.6 Treasurer

The Treasurer or his/her designee shall monitor the preparation and maintenance of the financial records, books of accounts, and the budget for the Corporation and provide oversight of the Corporation's finances. The Treasurer shall submit a financial report at each Board meeting and shall prepare an annual budget for Board approval.

5.7 Resignation, Removal, Vacancies

Any Officer may resign at any time by delivering written notice to the President or by giving oral notice at any meeting of the Board. The acceptance of such resignation shall not be necessary to make it effective. Whenever it is deemed in the best interest of the Corporation, the Board may remove an Officer with or without cause by vote of a majority of Directors in office at any regular or special meeting of the Board. Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting of the Board.

ARTICLE 6. STAFF

6.1 General

The Corporation may employ an Executive Director who shall be responsible for the day- to-day conduct of the business of the Corporation and shall perform all other duties that are incident to the office or are required by the Board. The President shall perform day-to-day supervision of the Executive Director, including determining job performance criteria, and when and how to conduct performance appraisals. In general, any decisions that affect the terms or conditions of employment of the Executive Director (to include, but not limited to, such actions as hiring or termination of employment, compensation change, negotiation of benefits, etc.) shall be recommended by the Officers with final decision made by the vote of the Board.

ARTICLE 7. MANAGEMENT OF FUNDS AND CONTRACTS

7.1 Deposits and Checks

All funds of the Corporation shall be deposited in the name of the Corporation in banks or trust companies designated by the Board. The Executive Director shall be responsible for all orders for payment of money for five thousand dollars (\$5,000) or less. For payments more than five thousand dollars (\$5,000), the Board shall approve by resolution.

7.2 Contracts

The Board may authorize the Executive Director or any agent to enter into any contract up to five thousand dollars (\$5,000). No loans or other form of indebtedness shall be contracted on behalf of the Corporation unless authorized by a resolution of the Board.

ARTICLE 8. RECORDS AND BOOKS

The Corporation shall keep at the principal office of the Corporation the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; a list of the Officers' and Directors' names and addresses; minutes of the proceedings of the Board and any committees designated by the Board; and other records deemed to be necessary or advisable. Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board.

ARTICLE 9. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two-thirds (67%) vote of the Directors present at any regular or special meeting of the Board of Directors. Notice shall be given at least thirty (30) days in advance of the meeting with a statement of the proposed amendment or amendments included in the notice.

ARTICLE 10. SECRETARY'S CERTIFICATION

The undersigned, being Secretary of the Corporation, hereby certifies that these Bylaws are the Bylaws of the Corporation, adopted by resolution of the Board of Directors on December 14, 2019.

ATTACHMENT 8: Facilitators for 2020 Board Meetings – 12.30.19

January: Ann Lawrence

February: Paul Beck

March: Liz Ohlson

April: Donna Sunkel

May: Sue Lerner

June: Charles Heaney – **RETREAT?**

July: Michael Kischner

August: Sharon Sobers-Outlaw

September: New Board Member

October: New Board Member

November: New Board Member

December: New Board Member