

**Board of Directors Meeting Minutes
New Hampshire Liberty Alliance (NHLA)
September 12, 2004
Concord, NH**

Board Members:

Present: Richard Tomasso, Don Gorman, Michelle Dumas, Karen Pratt

Quorum present? Yes

Others Present:

Acting Secretary: Karl Beisel

Research Committee Chair: Calvin Pratt

Members: Dave Mincin, Norm Bernier

Proceedings:

- Meeting called to order at 7:04 p.m. by Don Gorman; Gorman asked if anyone objected to his running the meeting; no objections were raised.
- Gorman made **MOTION** to suspend rules; Dumas seconded. Motion passed unanimously 4-0.

Amendments to Bylaws

- Gorman asked if current bylaws allow a director appointed to fulfill an unfinished term of an outgoing director may still run for two whole additional terms; after some discussion, the consensus was that the bylaws were unclear in this matter.
- Tomasso made **MOTION** to amend Bylaws Section 3.5 to add the sentence:

However, if a Director was appointed mid-term to replace a previous Director, and the balance of that term is less than one year, that Director may still run for two full consecutive terms in addition to the appointed term.

K. Pratt seconded. Motion passed unanimously 4-0.

- K. Pratt made **MOTION** to amend bylaws, section 3.7 as follows:

3.7 The Board shall meet at least twice per quarter, but in any case shall meet within two weeks upon the request of any two Directors. Meetings may be held in person, via conference call, or via electronic instant messaging. At least four Directors must be present to constitute a quorum. The Chairman shall be responsible for notifying the Directors of a meeting. Notification of a planned meeting, a cancellation, or of a change in the venue or date of a meeting shall be sent by any two of the following methods: phone, fax, email, instant message, or mail. The first notice should be sent at least one week in advance of the meeting. The requirement for the second notification may be waived for a Director if the Chairman receives communication from

that Director indicating that the first notification was received and understood.

Dumas seconded. Motion passed unanimously 4-0.

- Discussion on the meaning of “Directors”; whether this meant those present at the meeting, or all Directors, including those not present. Gorman stated that, according to Roberts Rules, “Directors” refers to those present at a meeting.
- Dumas made **MOTION** to amend bylaws, section 3.9 as follows:

3.9 Directors may only be removed by the affirmative vote of at least five of the other Directors or by voluntary resignation or clear incapacitation. Additionally, any Director who misses three consecutive Board meetings shall automatically be removed.

K. Pratt seconded. Motion passed unanimously, 4-0.

- Discussion about residency requirements for Directors, in order to ensure Directors; no motions made regarding this issue.
- Tomasso made **MOTION** to amend bylaws, section 3.2 and 3.4, adding the position of Director of Research to the Board of Directors, as follows:

3.2 The Board will consist of seven Directors: a Chairman, a Director of Political Action, a Director of Civic Action, a Director of Membership, a Director of Research, a Secretary, and a Treasurer. Specific duties may be assigned to each Director by majority vote of the Board.

3.4 The initial terms of the Directors shall terminate as follows: the Director of Civic Action on 31 December 2004, the Director of Political Action on 31 March 2005, the Chairman on 30 June 2005, the Secretary on 30 September 2005, the Director of Membership on 31 December 2005, the Treasurer on 31 March 2006, and the Director of Research on 30 June 2006.

Dumas seconded. Discussion regarding when change is effective – consensus reached that all bylaws changes would be effective at close of meeting. Motion passed unanimously 4-0.

- Tomasso made **MOTION** to strike final sentence from bylaws section 5.5, regarding the appointment of the chair of the research committee, which has been supplanted by the new Director of Research. K. Pratt seconded. Motion passed unanimously 4-0.
- Tomasso made **MOTION** to create the Director position of Vice Chair, amending bylaws section 3.8 as follows:

3.8 The Directors may, at their option, elect a standing vice-chair from among themselves to fulfill the functions of the Chairman in the event of the Chairman's absence.

K. Pratt seconded. Motion passed unanimously 4-0.

- Tomasso made **MOTION** to amend bylaws section 3.6 regarding member election of Directors. Gorman opens floor to member discussion, followed by discussion. Tomasso made **MOTION** to table discussion until the next Board of Directors meeting. K. Pratt seconded. Motion passed unanimously 4-0.
- Tomasso made **MOTION** to amend bylaws section 3.4, regarding the staggered termination of terms. This motion reaffirms the previous changes to 3.4. Dumas seconded. Motion passed unanimously 4-0.
- K. Pratt made **MOTION** to amend bylaws section 1.3 to state as follows:

1.3 The principal address of the organization shall always be in New Hampshire. The specific town and address is to be set by the Directors.

Dumas seconded. Motion passed unanimously 4-0.

- Discussion of possible changes to amendment ratification process.
- Tomasso made **MOTION** to amend bylaws section 7.1 as follows:

7.1 These Bylaws may be amended with the approval of four-fifths of the Directors, provided that at a prior meeting such amendments were approved by a majority of the Directors, and that these amendments were distributed to all Directors for review in the interim between meetings.

K. Pratt seconded. Motion passed unanimously 4-0.

Appointment of Officers

- Tomasso made **MOTION** to appoint Karl Beisel as Secretary. K. Pratt seconded. Motion passed unanimously 4-0.
- K. Pratt made **MOTION** to appoint Rich Tomasso as interim Chair. Dumas seconded. Motion passed 3-0, with 1 abstention.
- K. Pratt made **MOTION** to appoint Don Gorman as Vice Chair. Dumas seconded. Motion passed 3-0, with 1 abstention.

General Business

- Tomasso made **MOTION** to end suspension of rules. K. Pratt seconded. Motion passed unanimously 4-0.
- K. Pratt made **MOTION** to accept minutes as written. Tomasso seconded. Motion passed unanimously 4-0.

Treasurer's Report (Karen Pratt):

- Balances stand at: Operations Accounts: \$51.72, Civic Action Accounts: \$227.77 (\$108 to transfer to LSF), PAC Accounts: \$2,400.24.

- Total assets of \$2960.14 were paid out to the Liberty Scholarship Fund, and they awarded their first three scholarships. Will be working closely with Tony Lekas, their treasurer, to transfer over monthly recurring donations.

Membership Director (Rich Tomasso)

- 197 members total
- 71 of those members are NH residents
- 2 new members since last meeting

Political Director's Report (Don Gorman):

- Gorman reminded that NHLA is holding off on endorsements until after Sept. 14 primary.
- Gorman stated there is much activity in the coming state legislative session.
- C. Pratt mentioned that Rep. Harrington urged that any specific legislation from NHLA members should be given to him as soon as possible.
- K. Pratt mentioned that there were no affirmative responses to requests to various organizations for a joint election strategy meeting; the meeting scheduled for that purpose has therefore been cancelled.
- Discussion of Deerfield Fair (Sept. 30th – Oct. 3rd). Gorman asked about volunteer help; has not heard from Joel Rauch, who had agreed to help plan the booth schedule. C. Pratt stated he would attempt to contact Joel.
- Discussion of possible items to sell and hand out. Items mentioned include t-shirts, bumper stickers, tri-folds, and representative score cards.
- Gorman reminded of importance of keeping the booth staffed at all times during the fair.

Civic Action (Michelle Dumas)

- Dumas requested authority to pursue “Adopt a Highway” program in order to promote NHLA and volunteerism.
- Gorman made **MOTION** to pursue Adopt a Highway program. K. Pratt seconded. Motion passed unanimously, 4-0.
- Dumas stated she would like volunteers to where NHLA shirts; K. Pratt stated that she could have them at cost.

New Business

- K. Pratt mentioned possibility of fundraising letter. Consensus reached that the matter should be discussed at the next Board of Directors meeting on Oct. 3.
- Tomasso suggests the use of the Manchester Library auditorium for the annual meeting; will look into scheduling the auditorium for a meeting on the weekend of Oct. 9.

- K. Pratt made **MOTION** to adjourn. Dumas seconded. Motion passed unanimously 4-0.

Meeting adjourned at 9:05 p.m.

Minutes submitted by Secretary, Karl Beisel

NOTES

Action Items:

- Dumas to talk to Dawn Lincoln about her availability.
- C. Pratt to contact Joel Rauch regarding Deerfield Fair responsibilities.
- Identify/produce handout items and merchandise for Deerfield Fair.
- Dumas to begin process for “Adopt a Highway” program.
- Tomasso to find out about and book Manchester Library auditorium for the annual meeting [Tentative date: Oct. 9, 12:00pm – 2:00pm.]

At next meeting:

- Next Board of Directors meeting: Sunday, Oct. 3, 7:00pm.
- Revisit discussion of method for election of Directors, with respect to Bylaws section 3.5.
- Discuss K. Pratt’s idea for a fundraising letter.