

# Severn River Association Minutes

## Board of Directors Meeting Tuesday, May 21, 2013

The meeting was called to order at 7:12 p.m. by President John Wright. A quorum was present. In attendance were Arnold Preservation Council – Elizabeth Rosborg, Ben Oaks – Bob vom Saal, Carrollton Manor – Lisa Bender, Saefern – Bob Whitcomb, Linstead – Rusty Gowland, Sherwood Forest Club – Miriam Mellin, Elected Directors Don Carren, Steve Barry, Ken Hatch, Sally Hornor, Charlotte Lubbert, Mike Robinson, Dick Spencer, and Lee Meadows, Treasurer Lynne Rockenbauch, President John Wright, Past President Kurt Riegel, and First Vice President Bob Whitcomb. Also present was J. Thomas Bashore II of the law firm Ballard Spahr LLP which has been assisting with the preparation of new SRA By-Laws and the possible merger with the RiverKeeper.

**Guest speaker: Bob Whitcomb, 1<sup>st</sup> VP of SRA, “Proposed New By-Laws for the SRA’s Second Century”**

### **ORGANIZATIONAL GOALS:**

- Adopt a modern organizational structure
- Enable streamlined decision-making, fund-raising, and staff management
- Provide a stronger base for building a staffed organization

To this end, the ByLaws Committee met with similar Organizations, then enlisted an experienced law firm (Ballard Spahr LLP agreed to help Pro Bono) to draft new ByLaws based on similar organizations such as the South River Federation, then review those proposed bylaws. After that review, the Committee redrafted the bylaws in layman's terms, consistent with the SRA objectives. The Committee consisted of Bob Whitcomb, John Wright, Lee Meadows, and Kurt Riegel.

Highlights of the proposed new organizational structure:

- Members elect Directors
- Smaller, stronger Board of Directors (8 to 16 Directors). No Executive Committee.
- Number of Officers reduced from 6 to 4: President, Vice President, Treasurer & Secretary.
- Executive Director – a new paid position appointed by the Board and supervised by the President. The ED will be in charge of the day-to-day management and operations of the SRA.
- Paid Staff to assist the Executive Director.

The new ByLaws will replace both the existing Constitution and the current bylaws, requiring approval by both the Board and the Membership. They will support a strong fundraising effort and the hiring of an Executive Director to provide full-time professional management of the SRA. The Executive Director can hire staff and manage major projects, subject to oversight by the Board and Officers.

The SRA remains a non-profit membership association to protect the watershed.

Under the present structure, all Community Association Reps are Directors (55 current) along with all Current Officers and former Presidents, plus 12 Outside Directors elected by the Members for a total of more than 80 Directors. Board actions can only be taken at duly called meetings, and at any duly called meeting of SRA or of the Board of Directors the members present shall constitute a quorum. This is very cumbersome, so the Constitution also provides for an Executive Board made up of the President, Past President, and five other members of the Board, elected by the Board each year and empowered to make Board decisions between meetings, including by email.

The new Board will have 8-16 Directors, all elected by the Members, at least 25% of whom must be designated representatives of member Communities. There is no Executive Committee. The Board may set its own size between 8 and 16 members.

### **Key Articles:**

**Article III: Members** – may be Individuals, Communities, or Businesses. Business members have no vote, but do get to attend and participate in meetings. Members vote to elect Directors at the Annual Meeting, and also vote to change Bylaws and the corporate Charter, i.e. to authorize organizational changes.

**Article IV: Board of Directors.** There are 8-16 Directors, at least 25% from Community Associations. The Board determines when to change size within those limits. The Board elects Officers and meets at least quarterly as at present. Also unchanged is the requirement that a Directors seat becomes vacant if he misses three consecutive Board meetings. The Board can also take actions by email, but only by **unanimous** vote.

**Article V: Committees.** Committees carry on current work by most officers/committees. They have regular meetings, take minutes, and report to the Board.

**Article VI: Officers** – President, VP, Treasurer, Secretary. They cannot also serve as Directors, but the President and Treasurer may vote at Board meetings and the President chairs Board meetings. They may be compensated if the Board approves, subject to a limit of 5% of gross revenues.

**Article VII: Executive Director** – to be hired by the Board. He may hire staff within a budget approved by the Board. While this position is not precluded by the existing governance documents, the new By-Laws specify his responsibilities and authority.

**Next Steps:** A Motion is needed to Adopt the new Bylaws as Presented. Amendments may be proposed, and the Directors are requested to vote on the new Bylaws. Final adoption depends on a Membership Vote at the June 18 Annual Meeting.

### **Questions:**

- . Dick Spencer asked why Business members have no vote. Rusty Gowland agreed this may be of value to get business members more involved (e.g. conservation businesses). Kurt Riegel felt this is needed to prevent hijacking by developers. Steve Barry noted that the Watershed Academy felt it may be shortsighted to not allow businesses a seat at the table. Bob Whitcomb suggested we defer that debate to later. Dick Spencer asked if Non-profits have one vote the same as community associations? Answer – Yes, they can vote but are not part of the 25% requirement for directors.
- Mike Robinson asked how we will decide which communities are represented on the Board? Answer – all community reps can be nominated, but members will elect only the required number.
- Dick Spencer asked if multiple directors could be from the same community? Again the members elect, and only one could be designated as the community rep for the 25% rule. We could have real races.
- Rusty Gowland suggested we vote by secret ballot. No formal motion to do so was made or passed.
- The Lawyer, Mr. Bashore, noted that Maryland law does not recognize a “constitution”, only “ByLaws”. The Charter also needs some cleaning up, but that can wait until the new ByLaws are adopted.
- Elizabeth Rosborg had three comments: 1)  
2) A quorum of 10 at a Membership meeting seems small for an organization with far more than 55 members, and 3) We need something to affirm that the Board speaks for the organization, or legislative bodies won’t listen. Bob vom Saal pointed out that the present Constitution (section D of Article VIII) specifies a quorum of “members present” which could be as few as one.
- Dick Spencer felt we need to get new ByLaws on file, and should not entertain amendments now because these are what have been published to the Board and discussion of amendments would delay adoption. The new Board should address possible amendments.
- John Wright stated that the notice for this meeting met the requirements, and substantial changes might call the validity into question because there would not be notice of the changes. He also said we would have a 2 minute limit per person for comments on the formal motion to adopt the new ByLaws.

## **Business Meeting:**

### **Minutes of the April Board Meeting was Approved with no corrections:**

**Treasurer’s Report** – Treasurer Lynne Rockenbauch reported balances of \$30,361.23 in the Checking account, \$45,136.97 in the Savings accounts for a Total of \$75,498.20.

### **Committee Reports:**

- ***Nominating Committee*** (Bob vom Saal, Lisa Bender, Bob Whitcomb & Kurt Riegel + John Wright Ex Officio) – Bob vom Saal, chair, reported the Committee’s proposed slate of officers for 2012-2013: President – Lee Meadows; 1<sup>st</sup> VP – Mike Robinson; 2<sup>nd</sup> VP – Dick Spencer; Treasurer – Lynne Rockenbauch; Secretary – Bob vom Saal; Corresponding Secretary – Tom Guay. All have accepted nomination. With no nominations from the floor, Lisa Bender moved to elect the proposed slate, seconded by Bob Whitcomb. Motion passed. The Committee has 5 candidates for the 4 Elected Director positions to be voted at the 6/18 Annual Membership Meeting: Don Carren, Lisa Bender, Bob Whitcomb, Kurt Riegel and Tom Guay.

- **SRA Hike** – 20 people hiked Cabin Branch. Keith Underwood provided a guided tour of the new stormwater system recently installed under the aegis of the Severn Riverkeeper. The Committee hopes to have more hikes with guides.

#### **Old Business:**

- **New By-Laws** (Bob Whitcomb) – see above presentation. Kurt Riegel, Lee Meadows, Dick Spencer, and Bob vom Saal provided additional information.

#### **New Business:**

- Dick Spencer moved that "The Board of Directors of the SRA approves the replacement of the ByLaws dated 16 June 2009 in their entirety by the "New" ByLaws, subject to confirmation by the General Membership of the SRA at the Annual Meeting on June 18, 2013."

- Bob vom Saal moved to amend Board Compensation (ARTICLE IV: BOARD OF DIRECTORS) to delete "a fixed sum and" from the text. Bob Whitcomb agreed this was needed to clarify that Directors are not paid fees for attending meetings but may be reimbursed for expenses. Rusty Gowland asked why the change was needed? Dick Spencer replied that the previous wording was very loose – most non-profits have tighter rules, similar to this proposal. The amendment was accepted by majority vote.

- Sally Hornor asked why only 25% of the Directors are community representatives, so they can always be outvoted. Bob Whitcomb replied that the Board should transition to people who are committed and have the resources to raise funds, but 25% maintains the community connection. Mike Robinson questioned if even with 25%, the Directors could all be from one community? Only one Director could officially represent a community – other Directors could be from the same community the same way the present Elected Directors could all be from one community. Historically, communities have not dominated the Board and there is no reason to believe the new ByLaws would affect this. The Board is dominated by the most active (committed) members. Rusty Gowland asked if the risk of dominance by a single entity would increase by having a smaller Board? Theoretically, yes, but the membership should be sensitive to this when electing Board members.

- Several members questioned how the number of Directors would be reduced from the present 80 to the 8-16 specified under "COMPOSITION" during the one-year transition period. Since "a director's tenure of office shall not be affected by any change in that number", the reduction can only be accomplished by attrition – Directors missing three consecutive meetings would be removed under the "VACANCIES" clause.

- Kurt Riegel proposed an amendment to for the board to recommend that the Membership adopt these new bylaws that revise, comprise, and succeed the old bylaws and constitution. Bob vom Saal opined that such an amendment was redundant since the motion already includes the phrase "subject to confirmation by the General Membership ...." The amendment was defeated.

- A vote was held and the MOTION to adopt the ByLaws (as amended to delete "a fixed sum and") passed.

#### **Announcements – Community News:**

- Elizabeth Rosborg announced she will be meeting tomorrow night with the Greater Severna Park Council. The proposed merger with the Riverkeeper needs a marketing plan, etc – she will volunteer to help. The Riverkeeper presently gets a donation of 5% of purchases at many Severna Park stores.

- Bob Whitcomb announced that this year's crop of Oysters will be planted on our Reef on June 1<sup>st</sup>.

- **Jonas Green Park** (Bob Whitcomb) – signs are now being installed and the official unveiling is estimated to be on June 15<sup>th</sup>.

- **Annual meeting** – John Wright announced the dinner and social hour will start at 6:30PM at Arlington Echo, with the Business Meeting starting at 8pm to Elect Directors and vote on the Proposed ByLaws. We need nominees for Heron awards.

- **Severn Riverkeeper Fundraiser** – Mike Robinson announced the Annual Celebrate the Severn Party Cruise on the Catherine Marie on Thursday, 8/22/2013. For more information visit [severnriverkeeper.org](http://severnriverkeeper.org).

- Lisa Bender announced the Magothy River Association will dedicate a bench to the lifetime contributions and achievements of Melvin Bender. The GSPC is creating an 'Al Johnston Memorial Scholarship Fund'.

#### **Meeting Adjourned at 8:58 PM.**

**Next Meeting:** will be the **June 18 Annual Membership Meeting**., followed by a Board meeting TBA.

Respectfully submitted,

Bob vom Saal