

AGENDA
GJAOC Board of Directors' Meeting

April 4, 2019

1. Call to Order—Roll Call and Determination of Quorum.... Stan Ness/Bart Harlan
2. Approval of Board Minutes of Mar. 7, 2019
3. Acknowledgement of Guests
4. Treasurer's Report.... John Gallie
5. Membership Report.... Alf Lyle
6. Programs.... Lynn Bonas
 - (A) Status of luncheon speaker for June meeting –
 - (B) Suggestions for future speakers.
7. Newsletter.... Mike Morris
 - (A). Completion of Biographical sketches for newsletter
8. Committee Reports:
 - (A) Measure M.... Bill Underwood
 - (B) Speaker's Bureau.... Sandy Dunkin
 - 1 .Addition of Gov. Newsom video to website.
 - (C) Legislative.... John Moohr
 - (D) Bylaws Committee.....Dave Chapel
 1. Update re: Bylaws Editing.
 - (E) Tracking and Implementation.....Diana Merryman
 1. Committee name change
9. Unfinished Business
 - (A). See Bart Harlan memo for issues to be addressed and closed.
 - (B). Decision re: association liability insurance. **(SEE SECOND PAGE BELOW)**
10. New Business:
 - (A). GJAOC "Established Practices" (Dave Chapel)
 - (B). Change in agenda format....(Dave Chapel)

Adjournment

LEGAL LIABILITY FOR NONPROFIT BOARD MEMBERS

“In real world practice, becoming a board member for a nonprofit organization usually comes with little personal risk, and the probability of a member being legally accountable for actions taken by the nonprofit is relatively low.”

1. Incorporating is the first line of defense.
2. As a corporation, the nonprofit must have Bylaws in place. These are legal documents that dictate how this organization is to be governed. Bylaws should contain an indemnity clause to protect those involved with the organization from expenses and liabilities. The indemnity clause is normally carried out through the purchase of officers/directors insurance. This insurance may be prudent but is not legally required.
3. There are circumstances where a claimant can “pierce the corporate veil” of protection but this is not the norm. Adhering to the bylaws goes a long way in providing protection.

Recommendation:

Make sure our bylaws are intact.

Discuss the feasibility of the insurance expense.