

Agenda- BBLA Board meeting Sat May 19, 2018
at Claire Loftus Home-- 117 Second St 10:30 Am (Come at 10 for Coffee) ---*updated May 17*

1--Approval of Minutes of March 24, 2018 meeting (posted on Board only page of website)

2--President Report

- Executive Committee met, helped plan agenda
- Format of this agenda Reports-Decisions by Motion—Discussion time
- Bylaws change later for virtual meeting attendance. Kathy Sierra here virtually , cannot vote
- Board members not present Kathy Shorter (Travel) Marty and Jerry, (Injuries) Margaret (rehab)

3--Treasurer 2018 YTD **REPORT**

- Income 28.8K, expenses 11.4 K, Bank now 80K. Insurance paid- \$1500
- Proposed Budget.- **DISCUSS**
- **MOTION-** to approve the 2018 budget dated 5-19-18 with the understanding that the Board may revise it as needed at future Board meetings

4--Membership status, REPORT

- 1285 members highest in 10 years.
- Data base entry complete. Kathy Langly did most and can continue this year
- John Barrett did over 100 as a trial and advised UPS Store was not an option
- Now initiative 1- use of on line forms for direct data entry for renewing and new members. .Should reduce the spring rush of envelops. Kit advises it is technically feasible- most work already done
- Exploring capability to pay dues and donations by credit card.
- Now Initiative 2- transitioning Judy into PO Box and Spring Rush paper process
- Motion- to proceed with exploring direct data entry and credit card payment for future Board decision

5--Regular Committee REPORTs

- Nominating Committee-
- Marketing Committee- June 3 craft fair table
- Donation Committee.
 - Report- The Donations Committee has actively worked to update the Donation Policy and the associated procedures, has surveyed the Board, and has sent a detailed update to the Board. The Committee plans to bring their recommendations to the Board at a future meeting.
 - **Motion-** The Board affirms that donating to charitable organizations is one of BBLA's purposes
 - Discussion and **Motion-** Move that the BBLA should expand the area of donation recipients to include all of Sussex County.
 - **Motion** that the BBLA membership will not be polled concerning whether the BBLA Board should be making charitable and other donations.
 - Timeline- the Donations do not have to be done by the annual meeting.
 - The Committee plans to bring their recommendations on the Donations Policy and associated procedures to the Board at a future meeting.

6--Annual Meeting planning. DISCUSS

- Speakers Charlie Miller of ESCI and Bruce Frye of BB Town Council (Pres)
- Organization for refreshments, volunteer sign up, new member sign up at end of meeting, member sign in at start of meeting with a laptop(s) open to member data base, name tags for members so only members vote, Newspaper publicity - paid ads.? (MKT Committee)
- E-mail to members about the date and speakers for the annual meeting. Include beach replenishment schedule. Include sentence that encourages members to run for Council? (Pres, Executive Committee)

7--Planning- if there is a Council election in 2018 DISCUSS

- Determining questions that each candidate answers (Executive Committee authorized to decide, and ANY one can suggest)
- Obtaining candidates info for newsletter to all town households
- Determining if BBLA comments on candidates' positions on issues of interest to Board
- Have a special Board meeting on July 28 (filing deadline is July 25)

8--Conducting a skills and knowledge inventory survey of members.

- E-mail to members. (see draft below). Only subject in the e-mail.
- Jack will handle those who respond
- Also in print newsletter and mentioned at BBLA annual meeting (and at Craft table?)
- **Motion** to conduct a skills and knowledge inventory (perhaps separately) with the Executive Committee authorized to approve the text.

9. Newsletter Planning

- Topics to Jerry
- Timing uncertain

10 Governance ad hoc Committee

- **Motion** to formally approve a Transparency policy- as discussed at the last Board meeting. See below for the wording
- Motion on recommend bylaws changes
- **Motion** on policy for Meeting Attendance and Voting Protocol at Board meetings
- **Motion** that the Recording Secretary summarize, at the end of each Board meeting, the Board authorizations for decisions and business transacted between Board meetings.
- 501 C (4) fundamentals- See below.. Put on future meeting agenda.
 - **Motion** that BBLA will remind the membership that it is a 501(c)(4) by putting it on the home page of the website and with a short article in the next print newsletter. (This came from Donations)
- **Motion** to disband Governance ad hoc Committee

11. Communications ad hoc Committee and others. Discuss.

- Establishing a committee to engage a Volunteer or paid Consultant- Reporter- Researcher- Intern Contractor to gather information for BBLA for Board and members. One item is how to manage the work
- Developed draft position descriptions
- Monthly e-blast
- Continue or disband the existing ad hoc?

12 Advocacy ad hoc Committee --Some conclusions Discuss

- Quick member surveys on issues
- Levels of Advocacy
 - Provide Basic information to members
 - Follow an issue that may be an interest of members and possibly advise them how to make their individual opinions known to the appropriate decision makers
 - Take a position by writing a letter to decision maker body
 - Lobbying to influence legislation or regulation
 - Commenting on candidate’s positions on issues of interest to the Board
- Disband the ad hoc committee?

13--Updates on Current topics-

- Beach replenishment, starts on May 25. Town will fly drones and post on website
- Town Internet Improvements. Town Manager offered to do a update at a Board meeting in the fall. One Board member has done extensive exploring of alternatives to the current situation.
- Flooding- Corp study being reviewed by Town engineers
- Dinker House- Repair work being done by Town. Cultural and Historical Affairs Committee working with consultant to establish museum exhibit layout.

14--Summary of business the Board authorized the Executive Committee to transact.

15--For Future Board Agendas
501 c (4) vs c(3) basics; donations

Adjourn

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8..Draft e-mail -Conducting a skills and knowledge inventory survey of members.

“BBLA at times is faced with tasks that the Board of Directors can’t adequately support. Accordingly, we were hoping that we could reach out to its membership to assist us in that regard.

For that reason, we’d like to determine the various skills that reside in its members. These skills could run from flower arranging to civil engineering. Issues continually surface from within the BBLA and its committees that could be helped by you. As an example, we are currently seeking people with skills in

- Attending town meetings writing notes of the key points.
- Researching issues of import to the town, including flooding, beach replenishment
- Reviewing the BBLA website for being up to date
- Summarizing the internet options available to households in the town of Bethany Beach, such that we may update members. Ideally this includes a peek at the future.

Also we are continually seeking volunteers to help perform the various short term activates that occur throughout the year. If you would like to volunteer, please describe your skill and e-mail BBLA at http://www.bbla.us/Contact_Us.php

10- Motion BBLA Board Transparency Policy

Transparency is critical to ensuring trust and confidence in the BBLA and its leadership. Transparency is a core value (when in doubt, err on the side of openness). This is consistent with Article XIV in the BBLA Bylaws “Other than routine and administrative matters, Board decisions will be reported to the members of the Association as soon as practicable, but in any event at the next scheduled Annual Meeting”

Elements of a Transparency Policy are

- Board Meeting Agendas are posted in advance on the BBLA Public Website
- The Annual Financial Report is posted on the BBLA Public Website.
- Key Documents, e.g, Charter and By-Laws; Board Members; Tax Exemption Letters; Board Policy Statements, would be posted on the BBLA Public Website.
- Key Decisions (such as the annual Donations) are published in the BBLA Newsletter and posted on the BBLA Public Website.
- Board meetings are open to members as observers. They may be called upon to make remarks, but do not take part in the deliberations.
- The Board may decide to go into Executive Session. Observers would be asked to leave the meeting at that point.

Discussed at the March 24, 2018 BBLA Board meeting and formally approved at the May 19, 2018 Board meeting.

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10. Motion to Recommend to Membership to add a sentence to the bylaws as follows:

ARTICLE XIV – BOARD OF DIRECTORS Section 2.

“The Board of Directors shall carry out the purposes of the Association and is authorized to make decisions on such matters and conduct the activities and business of the Association.

Unless otherwise provided, Board decisions shall be by majority vote of those present and voting at a Board meeting. {ADDED **The Board may adopt a policy to be virtually present by voice, video or similar technology.**} Other than routine and administrative matters, Board decisions will be reported to the members of the Association as soon as practicable, but in any event at the next scheduled Annual Meeting.”

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10 Motion-- that the Recording Secretary will summarize, at the end of each Board meeting, what business the Board has empowered the Executive Committee, other committees, or Board members, to transact and shall include that summary in the Minutes.

For reference ARTICLE XV – COMMITTEES Section 1. There shall be an Executive Committee comprised of the President, Vice President, Treasurer, Recording Secretary and Membership Secretary. The Executive Committee shall be empowered to transact such business as authorized by the Board of Directors.

10- Motion- to approve this Meeting Attendance and Voting Protocol Policy contingent on Membership approval of Bylaws Change

The BBLA Board Members are encouraged to attend meetings in person to the extent possible. However, it recognizes that, with a large Board, some members will not be able to join every meeting and will join using video or audio. At the same time, meetings with attendance by video or audio can be difficult to manage and therefore the expectation is that Board members would make every effort to attend in person, with “virtual” presence the exception not the rule.

A possible protocol could include the following: Members can join the meeting virtually over the phone/video link, and can be counted as part of the meeting’s quorum.

- Only members who are part of the meeting (in person or virtually) can vote.
- Members who are not able to join (either in person or virtually) can send in their views by email prior to the meeting so that their views can be considered. They cannot “pre-register” their vote as this implies that they would not be open to changing positions based on the full Board discussion.
- The Recording Secretary will keep records of members in-person vs “virtual” attendance, alerting the Board to trends which suggest that the “virtual” approach is resulting in a worrying drop off of in-person attendance.
- An Annual BBLA Board Meeting Calendar should be agreed. Meetings should normally be scheduled the day after Town Council Meetings. At the end of each Board Meeting, the date for the next meeting should be checked to ensure a quorum will be established. Otherwise the meeting can be rescheduled. Every effort should be made to not change the calendar.

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501 C4 Tax forms

- Revenue less than \$50,000- use postcard form –filed electronically
- Assets over \$250,000 requires a longer form.

No limit on assets as long as there is a purpose for accumulating tax exempt assets. Per Chuck, this is having something in writing as to the future use of the assets. Specific plans are not required and future use allocations can change. BBLA’s reserve level based on 2 years operating expenses is fine but is not necessary for IRS purposes- that is discretionary

On IRS website the Charitable tab leads to 501 C(3) specifics.