

BYLAWS COMMITTEE MEETING MINUTES

Florida A&M University Foundation Board of Directors
Thursday, February 20, 2020 * 4 p.m. – 4:15 p.m. EST
Teleconference



Committee Members Present

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| Dir. Chan Bryant Abney, <i>Chair</i> | Dir. Taylar Hall |
| Dir. Monica Williams Harris, <i>Vice Chair</i> | Dir. Akunna Olumba |
| Dir. Alfreda Blackshear | Dir. Kenya Washington-Johnson |
| Dir. John Green | |

Committee Members Not Present

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| Dir. Elaine Armster | Dir. Erica Hill |
| Dir. William Bryant | Dir. Belvin Perry, Jr. |

Guests Present

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| Dir. Gregory Clark | Dir. Alan Robertson |
| Dir. Hosetta Coleman | Dir. Larry Robinson |
| Dir. Shawnta Friday-Stroud | Mr. David Self, <i>University Attorney</i> |
| Dir. Lisa LaBoo | Dir. Twuanna Munroe Ward |
| Dir. Carmen Cummings Martin | |

Staff Present

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| Ms. Kimberly Hankerson | Mrs. Audrey Simmons-Smith |
| Ms. Juanita Johnson | Mrs. Brandi Tatum-Fedrick |
| Mrs. Gena Palmberg | Ms. Angie Wiggins |

Call to Order and Roll Call

The meeting was called to order at 4:05 p.m. by Chair Chan Bryant Abney. Ms. Angie Wiggins offered the roll call and determined a quorum was present.

Conflict of Interest Disclosure

Chair Bryant Abney requested that Committee members disclose any conflict of interest with items on the Agenda; none were disclosed.

Approval of Minutes

January 16, 2020, Bylaws Committee Teleconference

Director John Green moved to approve the minutes; Director Taylar Hall seconded the motion. The minutes were approved, unanimously.

Review of Revised Language for Advisory Board (Options 1 or 2)

Option 2 was recommended to the Board for Approval

Chair Bryant Abney made the Committee aware that during the Board of Directors Teleconference wherein the two options were voted on, there was not a quorum of the Board present. A Board Teleconference is scheduled for today wherein the Board will re-vote on this item. Chair Bryant

Abney referenced the side-by-side comparison of the options, prepared by Director Kenya Washington-Johnson. The Chair inquired of the Committee if the item should be presented again to the Board as is, or if the Committee would like to change the recommendation.

Chair Bryant Abney voiced her concerns with Option 2, paragraphs (a) and (b) (i.); conflict as it relates to "...Advisory, Honorary, Emeritus, or Foundation Board Membership." She stated that this is why she voted for Option 1. The suggestions below were made by Committee members.

- Director Kenya Washington-Johnson will revisit the original document to ensure no track changing errors.
- Chair Bryant Abney advised that clarification is needed and to define "designated Honorary Members."
- Director Monica Williams Harris advised that she shares Chair Bryant Abney's concerns and inquired if it's possible to strike the last sentence in paragraph (a) to eliminate the conflicting content. Director Washington-Johnson suggested that an adjustment to the language would best be made to paragraph (b) (i.) versus the end of paragraph (a).
- Dr. Blackshear suggested that if it takes going back to fix the problem to allow time to do so.

After discussion, Dr. Shawnta Friday-Stroud suggested to table this item and advised that maybe what the option at this point should be is to retract Option 2 to go before the Board and have the Bylaws Committee reconvene at a later time to revisit this item.

Director Green moved to table the recommendation until a later time to re-address the real issues. Director Washington-Johnson made a friendly amendment to the motion to table and to make sure, regarding the question that is being raised, having accepted the formatting changes in the document didn't raise that particular question. Table, and if necessary, then retract it.

Chair Bryant Abney advised that some of the Committee members voted against Option 2 because of the confusion with the language. She recommended to go with Dr. Green's motion the way it was and if it is discovered that it was a typographical or clerical error, then take action at that time.

Motion: Move to table this recommendation until a later time to re-address the real issues.

Moved By: Director John Green

Seconded By: Director Alfreda Blackshear

The motion passed, unanimously.

Adjournment

The meeting was adjourned at 4:27 p.m. by Chair Chan Bryant Abney.

Minutes Prepared By

Ms. Angie Wiggins