

Audubon Charter School
Emergency Executive Board Meeting
Tuesday, August 26, 2008

Members Present:

Secret Mbaye, President
Michelle Ancar, Montessori Vice President
Mischelle Thiels, Secretary
Joe Ryan, Treasurer
Christine Brennan (by telephone)
Robin Stead
Patty Kissinger
Undine Jost Zengel
Derek Bridges
Leila D'Aquin
Shelly Kelly
Lora Carapina
Janice Dupuy, Principal
Jeanne Kessler

6:09 Acting President Secret Mbaye called the meeting to order.

Leila D'Aquin spoke for the Bylaws Committee with Christine Brennan joining by phone. The Committee has been working to update the Bylaws and Articles of Incorporation, which have not been updated since the Charter was originally formed. The work is not complete, Leila D'Aquin said, but they would like to recommend we adopt the current Bylaws and Articles as they stand and then continue to work on them throughout the year. We can file the current changes with the Secretary of State as an "As Is" version, according to Leila D'Aquin.

Leila D'Aquin and Ms. Brennan then went through some specific changes that have been made to the documents as follows: Article 3 was changed to reflect a change of the regional office of the school. Article 4 was changed to reflect Ms. Janice Dupuy as the Regional Agent of the School. The biggest change, she said, was in Article 8, which was amended to allow up to 25 members to the Board. Article 11 was changed to reflect additional language.

The Committee recommended to the Board that they adopt the articles with the above changes as interim documents and continue to work on them throughout the year.

Mischelle Thiels asked how many members would be necessary to make a quorum if the allowed 25 members. Leila D'Aquin answered that number could be found in the Bylaws.

Ms. Brennan reminded the group that the membership voted to allow co-chairs to each committee at a previous meeting and that each co-chair was allowed a vote. However, the "3 strikes, you're out" rule applies and members are expected to attend all meetings.

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Robin Stead reminded the group that the Bylaws state that you “can” be removed. She said the stated procedure is you get a warning from the Secretary before you are removed.

Undine Jost Zengel said she thought the reason for adopting co-chairs was to make it easy for the committees to have representation at each meeting, that just one member had to be present from each committee.

Leila D’Aquin answered that the Bylaws do state you will be excused from the Board after 3 absences. She asked for a motion to adopt the current version of the Articles of Incorporation. Robin Stead seconded the motion. All approved. None opposed.

Leila D’Aquin then presented the Bylaws as adopted on August 26, 2008. She reiterated that we would continue to work on these Bylaws throughout the year with the newly appointed Bylaws committee. She said she wanted to leave to the school as a legacy a set of properly functioning Bylaws.

She said the Bylaws Committee would present a work plan to the Board for their approval and then work according to the plan throughout the year, presenting the completed Bylaws and Articles to the general membership at the end of the school year.

Ms. Stead said that if any members have input, they should get it in to the committee pronto. Leila D’Aquin said the work plan will give a deadline for members to give input.

Michelle Ancar said since Patty will be sending out an electronic file of the Articles and Bylaws, she could be responsible for letting members know the final date for input.

Joe Ryan said since many members are new they will need some time to look things over.

Leila said we will need to turn to FAME and the Administration to find out what they need us to do as a PTO Board. Additionally, we will want to find out what role the parents will play.

We have an experienced administrator, Ms. Dupuy, who knows what role the PTO should play.

Christine Brennan asked for a motion to have the Committee present a work plan to the Board and then continue the work throughout the year on the Bylaws and Articles, presenting them a general PTO meeting at the end of the year. Leila D’Aquin seconded the motion. All approved. None opposed.

The discussion then moved to the succession of the new president upon Bill Wendel’s resignation. According to the new bylaws, Leila D’Aquin explained, the French VP will take over in even years and the Montessori VP will take over in odd years. Leila D’Aquin made a motion to accept French VP Secret Mbaye as the new President.

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Michelle Ancar seconded the motion. All approved, none opposed. Leila D'Aquin suggested we present the new President at the next general meeting. Someone asked if there was a quorum requirement for the general meetings. Leila D'Aquin answered that a quorum is defined as a majority of the members present.

Jeanne Kessler asked if we would need to have a special election to replace Secret Mbaye as French VP. The answer was that the Executive Board can appoint the new VP according to the Bylaws. Leila D'Aquin said the new VP does not necessarily have to come from the existing Executive Board. She said we are allowed 30 days to make a new selection. She said we could, according to the Bylaws, decide to hold a special election at the first general meeting of the year. She suggested we appoint a committee to receive nominations.

Secret Mbaye asked if the new person would then serve until the end of Secret's current term. Robin Stead said all terms are 2 year max but you must be re-elected the second year.

Jeanne Kessler asked if there could be voting online or by proxy. The answer was that you must be present to vote.

Joe Ryan asked for a motion to adopt the Whitney Bank resolution and authorization for signature authority for the checking account. He said checks require two signatures and he suggested the Treasurer be one of the two for tracking purposes. Robin Stead suggested the President or the VP be the other signature.

Joe Ryan asked if we can make an amendment to the Bylaws specifying who can sign the checks.

Undine Jost Zengel asked if we wanted to make a motion on this matter. Joe Ryan made a motion that signers to PTO checks be as follows: the Treasurer (Joe Ryan), and either the President (Secret Mbaye) or Vice President (Michelle Ancar) as the second signer. And as such all of the preceding should be listed with Whitney as signers.

Leila D'Aquin seconded the motion. All approved. None opposed.

Undine Jost Zengel then asked a question about the Room Parent meeting coming up. She said it is customary to have the Room Parent Breakfast on a Friday but Laura Garbers, the co-chair, was unable to take off work on a Friday. She asked if it mattered when the breakfast was held. Ms. Janice said it is customary to put on the event on a Friday morning but they could hold it whenever it worked best for the committee. It was suggested that the breakfast would be held on Thursday from 8:30 to 10:00 am. It was decided the Room Parent meeting will follow the next general PTO meeting.

The meeting was adjourned by Secret Mbaye at 6:44 pm.