

MARSHALL UNIVERSITY ALUMNI ASSOCIATION

Executive Committee Minutes

March 26, 2020



I. Call to order

Max called the meeting to order at 5:30 p.m.

II. Discuss the Cancellation of the April Board Meeting and Alumni Awards (Max and Matt)

Max expressed that the Department of Defense is predicting the COVID-19 pandemic to last into July 2020 for the U.S. Matt indicated the University leadership is not planning any events for April, May and June. The Executive committee decided that a physical meeting should not be held during the remainder of the FY – June 30, 2020.

Matt and Larry stated that while all the voting has been completed for the Alumni Awards and recipients have been notified there is no expectation that the Awards Banquet can be held before July 2020. There was a general discussion about options. It was noted that scholarship recipients need to be awarded so that they are able to benefit during the next school year.

Max noted there are a number of topics need to be completed before the next fiscal year starting 1 July 2020 including election of officers. It was pointed out that the Bylaws allow for a special meeting and that it can be conducted by electronic vote as long as there is a quorum of officers participating. Below are the pertinent sections of Bylaws. The President must provide a 5-day notice and a list of specific topics to be discussed. The Executive committee voted to have a video/telephonic Board meeting on Thursday April 16, 2020 to last 90 minutes.

Max will send out a meeting notice of the date, time and the topics to include – officer elections, nominating committee designations, approval of October 2019 Board Minutes, approval of the Treasurer report, setting a date of the first board meeting for the next Fiscal Year, website conversion, and discuss the Awards banquet. Hopefully we will also be able to have a prerecorded video from the Director of the Foundation and the University President.

Section 3.7. Meetings. The Board shall meet at least two (2) times per year at a time, date and place designated by the President. The annual business meeting of the Corporation will be held at the last scheduled Board meeting of the current fiscal year. A "fiscal year" runs from July 1—June 30. Special meetings may be called by the President or at the written request of a number of Directors constituting a quorum of the elected Directors then in office and entitled to vote upon notice to each Board member stating the purpose, time, date and place of the meeting. Only matters relating to the business for which the special meeting is called shall be discussed and acted upon. Meetings of the Board of Directors, whether regular or special, may be held by

means of telephone conferences or equipment of similar communications by means of which all Directors participating in the meeting can hear each other. Any vote of the Directors in connection with any corporate action may be taken orally or by written vote during any such telephonic meeting or may be taken subsequent to any regular or special meeting via electronic means such as e-mail or text messaging. The result of any vote thus taken shall have like effect and validity as if reached by the voting Directors at a meeting at which the Directors were present in person.

Section 3.8. Quorum. A quorum consisting of fifteen (15) Directors shall be required to transact any business of the Board. Once a quorum is established, all transactions thereafter are deemed valid.

Section 3.10. Notices. Written notice of the date, time, and place of each meeting of the Board of Directors shall be sent to all Directors at least five (5) days in advance of the date of the meeting. For special meetings, the notice shall state the general nature of the business to be transacted. Such notice shall be sent by the Secretary or another designated officer of the Corporation and shall be delivered to each Director either personally or by mail, facsimile or electronic mail to each Director's residence or place of business as listed on the records of the Corporation.

Section 4.3. Election. The officers shall be slated by the Nomination Committee and must currently hold office as a Director of the Corporation in good standing; provided, however, that any person nominated for the offices of President or First Vice-President of the Corporation shall also be a graduate of Marshall University. Nominations for officers may also be made from the floor by any Board member provided the person nominated meets the qualifications for officers. If more than one Director is nominated for office, that officer shall be elected by secret ballot by the Board. The election of officers shall be conducted at the last scheduled Board meeting of the fiscal year. Newly elected officers shall assume office at the beginning of the subsequent fiscal year.

III. Finance committee report (Matt)

Financials have not been released yet. It is expected the financial information and the endowment status will be available by the end of April 2020.

IV. Updates from Alumni Office (Matt)

Matt plans to send out a regular email to Board members updating on the University actions related to COVID-19.

Matt suggested the Board adopt Microsoft Teams for its video/audio calls. It is a free service included within Microsoft software projects and therefore free to the foundation and Alumni Association. It has a phone and tablet app as well and incorporates the features of skype including instant messaging. Adoption would eliminate the annual cost

of using Zoom. The Executive committee voted to begin using on committee calls to introduce to the Board.

The website conversion includes a better search program, easier sign on. Currently testing with a planned roll out in July 2020.

Matt suggested the Board consider a revised Board member selection process with more Board participation before alumni vote. Desire to obtain qualified members and in sufficient number.

V. New Items

Ben reported Parkersburg chapter annual scholarship dinner was cancelled due to COVID-19. There were a record number of scholarship applicants at 24.

VI. Meeting was adjourned at 6: 25 PM

[illegible]