

House Rabbit Network, Inc.

Minutes Board of Directors Meeting January 29, 2012 Arlington Center for the Arts - Arlington, MA

Roll Call

Present: Cheryl Arena, Kathleen Bourdelais, Shannon Cail, Justin Lyons, Melissa Lyons, Linda Massey, Diane Mayer, Cherryl Reinhardt, Bill Southworth, Suzanne Trayhan

Absent: Jillian Harlow, Heather Toland

The meeting was called order at 2:30 PM. A quorum was present.

Approval of minutes

Minutes from the previous meeting held on Nov. 12, 2011 were not available for review and approval.

Bylaws

Proposed changes to the Bylaws circulated by email on Jan. 22, 2012 were approved and signed by all members present at the meeting. (See Attachment 1).

Future Meeting and Reports Schedule

Proposed meeting dates for 2012 were passed around. Dates for meeting through June were agreed to and finalized. The meeting schedule for the remainder of 2012 will be set at the May 2012 meeting. Committee reports will always be due on the 15th of every month. Agenda items are due a week before a scheduled meeting, and the agenda will be published approximately 5 days prior to a scheduled meeting. (See Attachment 2)

Code of Conduct

A proposed Code of Conduct as drafted at the Retreat on Jan. 14, 2012 was presented to Board members. (See Attachment 3)

MOTION: Accept the Code of Conduct as drafted. The motion passed unanimously.

Shelter

A discussion list for a new Shelter Committee was created on Yahoogroups. Anyone interested in joining should contact Cheryl R. or Kathleen. Ideas, information, and documents should also be forwarded to Cheryl R. and Kathleen to be shared with the committee.

Kathleen reported she found another potential space located in Lowell and will get more information. A suggestion was made to create a more detailed shelter surveys where potential volunteers would identify themselves by name so that the Shelter Committee could follow-up with individuals interested in working at or helping with a shelter.

Jan 14th Retreat Recap

Suzanne gave a brief recap of the retreat meeting that took place on Jan. 14, 2012, and let the group know she has the materials created and used at the meeting for people interested in reviewing them.

Website/Technology

Shannon reported she had spoken to Megan on Thursday, Jan. 26, 2012. Megan tendered her resignation from the Board and her position as Secretary effective Jan. 29, 2012 but plans to stay working on Tech until June 2012.

MOTION: Accept Megan's resignation from the Board of Directors and as Secretary effective Jan. 29, 2012. The motion was passed unanimously.

- ➔ **Action Item:** Shannon will write an email to the Board list stating the Board has received and accepts her resignation.

Megan will need to be replaced as Secretary and Clerk. MA state law requires a Clerk residing within the state of Massachusetts. This item was tabled until the next Board meeting at which time a new Secretary will be elected by the Board.

Megan forwarded the information for FTP access to Shannon and will give Suzanne access information to the account and associated services but did not specify a specific date. Beth Santo, who was working with Megan, may have 100% access. Shannon will contact Beth and find out more. Linda offered to speak with Beth directly about the access information.

- ➔ **Action Item:** Shannon will forward Suzanne information about FTP access.
- ➔ **Action Item:** Shannon will have Beth contact Linda regarding access information.

Additional Business

Rabbits being housed outside of Massachusetts are no longer being transferred into Massachusetts due to MA state regulations requiring quarantine. Rabbits may be transferred freely between NH and VT locations and out of MA into NH/VT.

Kathleen requested exact numbers of rabbits in the system. This can be done by someone who has access to custom reports in ASM.

Ideas for promoting and increasing adoptions were discussed.

- Recruit people to write press releases
- Contact local TV and radio stations

Some Board members are interested in a conference call option for future meetings.

The meeting was adjourned at 3:50 PM. The next meeting is scheduled for Saturday, Feb. 25, 2012.

Minutes submitted by Linda Massey.

Attachment 1 House Rabbit Network – Proposed Changes to Bylaws

Section 8

At the regular annual meeting of Directors for the month of January, Directors shall be elected by the Board of Directors and the Active Members. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director and Active Member, as designated in Article 3, shall cast one vote for each position available, with voting being by ballot only.

New Wording (first sentence changed):

The Board of Directors shall hold an annual meeting in April or May where Directors shall be elected by the Board of Directors and the Active Members. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director and Active Member, as designated in Article 3, shall cast one vote for each position available, with voting being by ballot only.

SECTION 1. ACTIVE MEMBERS

Active Members will be chosen individually by the Directors upon evidence of significant ongoing contributions to the corporation's activities. Individual membership in this class may be terminated by the Directors, with or without cause, or after an individual has not contributed to the corporation's activities for one year. Active Members shall have the right to elect Directors for terms of one year at the January annual meeting and have other rights as provided in the Bylaws. Active Members must support the philosophy of this corporation and be well informed about rabbit care.

New Wording (3rd sentence changed):

Active Members will be chosen individually by the Directors upon evidence of significant ongoing contributions to the corporation's activities. Individual membership in this class may be terminated by the Directors, with or without cause, or after an individual has not contributed to the corporation's activities for one year. **Active Members shall have the right to elect Directors at the annual meeting and have other rights as provided in the Bylaws.** Active Members must support the philosophy of this corporation and be well informed about rabbit care.

Change for the finance committee:

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer if they are under \$250. Veterinary debts over \$250 may be signed by the Treasurer, but all other debts over \$250 must be signed by the Treasurer and another Director as authorized by the Board.

New Wording:

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer **or authorized finance committee member. All debts over \$1000, except for veterinary/medical bills, must be approved by the board of directors.**

Attachment 2

Board of Directors Calendar 2012

January

- **29 1pm** Arlington Center for the Arts Annual Volunteers Meeting, Board Meeting

February

- **15** Committee Reports Due
- **17** Agenda items due
- **19** Agenda, supporting documents published
- **Sat 25 10 am** Board Meeting at Bulger

March

- **15** Committee Reports Due
- **23** Agenda items due
- **25** Agenda, supporting documents published
- **Sat 31 10 am** Board Meeting at Bulger

April

- **15** Committee Reports Due
- **No scheduled meeting**

May

- **4** Agenda items due
- **6** Agenda, supporting documents published
- **Sat 12 10 am** Volunteers meeting, elections, Board meeting at Burlington
- **15** Committee Reports Due

June

- **15** Committee Reports Due
- **15** Agenda items due
- **17** Agenda, supporting documents published
- **Sat 23 10am** Board Meeting at Bulger

July

- **15** Committee Reports Due
- **No Board meeting scheduled**

August

- **15** Committee Reports Due
- No board meeting scheduled

September

- **15** Committee Reports Due
- **21** Agenda items due
- **23** Agenda, supporting documents published
- **Sat 29 10am** Board Meeting at Bulger

October

- **12** Agenda items due
- **14** Agenda, supporting documents published
- **15** Committee Reports Due
- **Sun 21 1 pm** Volunteers Meeting, Board Meeting at Bulger

November

- **9** Agenda items due
- **11** Agenda, supporting documents published
- **15** Committee Reports Due
- **Sat 17 10am** Board Meeting at Bulger

December

- **15** Committee Reports Due
- No board meeting scheduled

Attachment 3
House Rabbit Network Code of Conduct

Code of Conduct

Respect People and Ideas

Speak one at a time

Listen to and consider what others are saying.

Refrain from unsupportive language

Avoid personal attacks

Board votes must be respected

Rules of Engagement

Safe word - Bunny. To stop things before they get out of control.

Anyone can say bunny.

Take time to discuss

Call on the phone to discuss feelings.

If you can't call within 24 hours, email to say when you plan to call.

Commit to schedule at least 3 months in advance.

Discussions and votes should be at board meetings.