

Unapproved minutes of the November 5th, 2001 Board of Directors Meeting.

HOUSTON AREA LEAGUE OF PC USERS  
MINUTES OF November 5th, 2001  
BOARD OF DIRECTORS MEETING  
4543 Post Oak Place  
Houston, Texas

Any corrections, changes, additions to these minutes will be noted in the next month's minutes when the minutes are approved by the Board.

ATTENDEES:

Officers

President Robert Gunn  
First Vice President - SIGs Mike Mashburn  
Vice President - Communications Jay Thomas  
Vice President - Programs Josie Duffey  
Treasurer Wes Leggett  
Membership Secretary Marvin Kaiser      Absent  
Recording Secretary Anne Sipes

Directors:

Michelle Annis  
Norman Blaylock  
Bret Branon                      Absent  
Joe A. Brown  
John P. Chambers  
Stephen Cravey                  Absent  
Scott Doctor                      Absent  
William A Goetschius          Absent  
Monte Goodman  
Robert P Grefe  
Donald McGowan                  Absent  
Joseph E Morris Jr  
Mike Novominsky  
Sharon O'Fiel                      Absent  
David R. Pausky                  Absent  
Brian Sadler

Parliamentarian: Marilyn Gore

1      **I.      CALL TO ORDER AT 7:00 PM**

2      Brain Sadler asked that the Agenda be modified to include a motion to remove the  
3      contact information of Pat Freeman.

4 Brian Sadler also asked that the United Way Management Assistance Program be  
5 moved to the top of the reports.

6 There were no objections.

7 The President called for the approval of the minutes of the September 13<sup>th</sup> Board of  
8 Directors Meeting.

9 The minutes were approved.

10 The President called for the approval of the minutes of the October 4<sup>th</sup> Board of  
11 Directors Meeting.

12 The minutes were approved.

## 13 **II. REPORTS**

14 R. A. Blome of the United Way Management Assistance Program presented his report.  
15 **(Attachment 1)**

16 There was a great deal of discussion. It was generally agreed that the Board would  
17 need some time to read over the recommendations and consider the implications of  
18 each before taking action.

19 The President did not offer a report.

20 The VP SIGs called for questions.

21 The VP Communications presented his report. **(Attachment 2)**

22 The Membership Secretary was not present.

23 The Treasurer Presented his report. **(Attachment 3)**

24 Aubrey Farb of the Audit Committee left without presenting a report.

## 25 **III. UNFINISHED BUSINESS**

## 26 **IV. NEW BUSINESS**

27 Brian Sadler made a motion ( **Attachment 4** ) to remove the contact information of  
28 Pat Freeman.

29 The motion passed.

## 30 **V. ADJOURN**

31 Brian Sadler made a motion to adjourn.

32 The November 5th, 2001 Board of Directors Meeting adjourned at 9:24 pm.

33      Respectfully Submitted,  
34      Anne Sipes  
         Recording Secretary

**Attachment 1**

PRESENTATION TO HAL-PC BOARD OF DIRECTORS

BY

THE UNITED WAY MANAGEMENT ASSISTANCE PROGRAM

R. A. BLOME

NOVEMBER 5, 2001

Strengths of HAL-PC :

- \* Education as the prime mission.
- \* Large membership.
- \* A large budget that is funded by HAL-PC activities.
- \* Very active SIG's.
- \* Many willing volunteers.
- \* Dedicated paid staff.
- \* A very well run internet service.
- \* A help desk that is complimented.
- \* A very good web site that is kept current.
- \* An excellent magazine with well written articles.
- \* A good central location
- \* Engaging Blazek & Vetterling for audit.

## Changes Needed to Build on Hal-PC Strengths :

### 1. Employ a full-time, paid Executive Director.

- \* Allows Board of Directors to spend it's time on policies, procedures and planning for the future.

- \* Removes day to day operation from Board responsibilities.

- \* Provides for more professional operation.

- \* Allows priority setting, daily staff guidance and quicker response to the daily questions.

- \* In Bylaws, provide for other paid manager positions as needed.

### 2. Strengthen Conflict of Interest statement.

- \* Build trust in organization.

- \* Continued protection for HAL-PC assets and operations.

- \* All Directors and employees are expected to work in the best interests of HAL-PC.

- \* Consider covering SIG leaders for non acceptance of any gifts or meals from PC industry vendors.

- \* No officers or directors of HAL-PC shall receive any direct or indirect compensation from HAL-PC.

### 3. Reduce and redo the standing committees.

- \* Current standing committees are Finance, Publications, Property, Legal, Rules, Library, Bulletin Board, Member Services, Elections, SIG's, Fund Raising, Public Relations, Education, Product Distribution, Programs, Communications, Membership Database, Volunteer , Youth , Welcome , and Audit. (21 with many inactive.)

- \* For the Board, the main committee focus should be on the mission of HAL-PC, the financial well being of HAL-PC, membership services, continuity and the future growth of HAL-PC.

- \* Some suggestions for committees are Education (including SIG's), Finance, Audit, Member Services, Human Resources ( including Board nominating, Executive Director and staff evaluation, etc.) and Membership Development.

- \* All committees should be significant enough to be active.

- \* As much as possible the committees should have equal work loads.
  - \* The Board should have the responsibility for establishing committees.
4. Change the term of office for the Board and the number of directors.
- \* The term of office should be three years for improved continuity.
  - \* One third of Directors should be elected each year.
  - \* Directors can have more than one term but not contiguous.
  - \* Elect a totally new Board next June with candidates being designated for one, two and three year terms. The following elections will be for three years.
  - \* All Directors should serve on a committee.
  - \* The number of Directors needed, can be determined by the number of standing committees.
  - \* The Executive Director should be a non voting member of the Board.
  - \* As always, it is desirable for Board members to be professional people with business experience who can properly represent HAL-PC to its members and the public.
5. Review the Officer positions of HAL-PC.
- \* The President's term should remain at one year.
  - \* The First Vice President should be designated the next years President to provide continuity.
  - \* With an improved and more active committee structure, additional Vice President positions should not be needed.
6. Provide for non voting classes of membership.
- \* Providing membership for computer industry vendors could be a real asset for HA-PC.
  - \* Providing for youth membership supports the education mission and can lead to future full members.
  - \* A conflict of interest letter sent annually to computer industry vendor members should cover the HAL-PC non gift policy unless approved by the Board.

## 7. Miscellaneous.

- \* Change other areas of the Bylaws that conflict with the above recommendations.
- \* Consider having an attorney on retainer or at least developing a relationship with an attorney who can be familiar with HAL-PC issues.
- \* Make a decision on DSL and BBS and then move on.
- \* Have written policies and job descriptions.
- \* Consider joining an organization such as the National Center for Non Profit Boards. ([www.ncnb.org](http://www.ncnb.org))
- \* Use a Consent Agenda to use Board members time on the most important issues and expedite Board meetings.
- \* Next year when new Board is in place, engage United Way Management Assistance Program for Board training and a Self Diagnostic review.

## 8. Communications on Bylaw changes.

- \* Total Board commitment
- \* Board meeting with SIG leaders. Consider asking SIG Leaders for suggestions.
- \* Board attend SIG meetings.
- \* Use HAL-PC web site.
- \* Use the HAL-PC magazine.
- \* Start communications now.
- \* Provide forum for questions and answers.
- \* Publish Q & A's.
- \* Board members use their individual influence/contacts in HAL-PC to promote approval.



## TIME TABLE FOR CHANGING BYLAWS AND IMPLEMENTING CHANGES

Current Board agrees with the changes	November, 2001.
Establish Committee to rewrite Bylaws	November, 2001
Establish Human Resources (Nominating) Committee	November, 2001
Establish Executive Director search Committee	November, 2001
Establish Committee to rewrite Conflict of Interest	November, 2001
Complete rewrite of Bylaws	Feb/March, 2002 Board Meeting
Special election on Bylaws	April, 2002
Nominating Committee completes work	April, 2002
Hire Executive Director	May, 2002
Complete revised Conflict of Interest	May, 2002
New Board approves C of I	June, 2002
Elect new Board of Directors	June, 2002
Engage U.W. MAP for Director training Board Meeting	July, 2002
Engage U.W. MAP for Self Diagnostic Review	August, 2002

## Attachment 2

Vice-President/Communications Report  
to the HAL-PC Board of Directors  
November 5th, 2001

### Internet

We currently have approximately 7,846 users on the HALNet system. Of that number, approximately 380 are users of our ADSL service.

A three-hour interruption in HALNet's DS-3 connection to AT&T Internet Services occurred on Saturday morning. All traffic was automatically shifted to our Insync/Reliant Communications feed and HALNet users should not have noticed any major difficulty.

### The Magazine

The November HAL-PC Magazine was delivered (at least to me) before the target of the 1st of the month.

### Advertising

We have placed a small amount of advertising in the Houston Cougar, the University of Houston's daily student, faculty, and staff newspaper, as an experiment. These ads will run until the Thanksgiving holiday period.

Respectfully submitted,  
Jay Thomas / Vice-President Communications

### **Attachment 3**

HAL-PC Treasurers Report  
November 2001

At the time of this writing, November 5, HAL-PC has a balance of \$197,841 in the Bank of America cash account. There have been no transfers to or from any of HAL-PC's other accounts during this period. I intend to transfer about half of the cash account to HAL-PC's interest bearing Prudential account as soon as possible.

Respectfully submitted,  
Wesley L. Leggett, Treasurer

## **Attachment 4**