JTEL Policy Re-Write Committee Minutes – September 26, 2017

Meeting began: 6:30 PM

Members Present: Carrie Correia and Syrilyn Tong

The bylaws were discussed, as the annual membership meeting was upcoming. These are the changes recommended by this committee:

**Article V – Directors. Section 6. ELECTION AND TERM OF OFFICE OF DIRECTORS.** The directors shall be elected at the annual meeting of members except where a vacancy is filled pursuant to Section 15 below. Each director shall be elected to a term of 2 years. ~~hold office for two years and until his or her successor is elected and qualifies with staggered elections except for the initial election or in the event of a resignation or death.~~

The directors shall meet immediately after and at the same place as the Annual Meeting of Members to elect vacant officer positions. Only Directors will cast this vote.

**Article V – Directors, Section 8. Director Compensation.** Directors shall serve without compensation. They shall be allowed reimbursement of expenses incurred in the performance of their duties as permitted by JTEL’s Financial Management ~~Reimbursement~~ Policy. Any payments to directors shall be approved in advance in accordance with the corporation’s conflict of interest policy as set forth in Article XI of these bylaws.

**Section 9. DIRECTORS’ MEETINGS.** Regular meetings of the board of directors may be held without public notice at such time and place as agreed upon by the board of directors. Regular non-annual meetings of the board of directors shall be held at the corporate offices or such other places as may be designated, ~~on the second Wednesday of each month,~~ monthly, with time and date agreed upon in advance by the Board of Directors ~~or other agreed upon alternative date~~.

~~If the date for the regular meeting falls on a holiday, the meeting shall be held within that month as agreed upon by the board of directors.~~

**Section 10. ANNUAL MEETING AGENDA.** ~~The board of directors shall hold an annual meeting without notice immediately after and at the same place as the annual meeting of members.~~ The board shall meet to set the agenda of the annual meeting of members no less than ten (10) days before the date of the annual meeting.

**Section 15. VACANCIES ON THE BOARD.** The members may elect directors at any time to fill vacancies on the board which have not been filled by the directors. Such election shall require a majority of members at a regular or special meeting called in accordance with [Article IV Section ~~4~~](https://www.esterlibrary.org/bylaws.html#articleivsection4) 5. *My note: the “4” is a strike-out. 5 is the replacement. This was an incorrect paragraph in the original by-laws.*

**Section 8. DUTIES OF SECRETARY.** The secretary shall: (c) Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be ~~contemporaneously~~ recorded in the corporate records of this corporation within two weeks. ~~“Contemporaneously” in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.~~

**Section 8. DUTIES OF SECRETARY.** The secretary shall: (e) Be custodian of the records ~~and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.~~

**ARTICLE VII COMMITTEES OF DIRECTORS Section 2. COMMITTEE MINUTES.** All committees created by the Board shall keep regular and detailed records of their activities and make regular reports to the full Board of Directors. All committee heads will submit their meeting minutes to the Secretary for placement in Committee Meetings Binders at the monthly board meeting following the committee meeting.

**ARTICLE VII COMMITTEES OF DIRECTORS 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 and countersigned by the president~~ 2 officers of the corporation.

**ARTICLE IX. CORPORATE RECORDS, REPORTS, AND SEAL. ~~Section 2. CORPORATE SEAL.~~** ~~The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.~~

Meeting adjourned at 8:30 PM.