

**WYOMING STATE BAR FOUNDATION
MEETING OF THE BOARD OF DIRECTORS**

Date: September 16, 2009
1:30 p.m. to 5:00 p.m.
Call in number: 1-800-270-1153 // Code: 174361

MINUTES

Present: Stuart Day, Lance Harmon, Chris Reimer, Tim Beppler, Scott Kath, Rick Lavery, J. Burke, Bill Hiser, Brian Hultman
Teleconference: Keegan Flaherty, Kim McKelvey
Absent (excused): Jim Salisbury, Pat Carpenter, Chad Hooker

I. Stuart Day called the meeting to order. A quorum was present.

II. Additions to agenda

Stuart D. added: Equal Justice Commission acquired grant of \$30,000 and would like to house monies with the WSBF.

III. Board of Directors Elections

a. Director elections: Brian Hultman, Chris Reimer and Jim Salisbury were nominated and announced, according to the requirements in the By Laws, as new members of board of directions.

Scott K. moved to approve; Lance H. seconded. Unanimous.

b. Officer elections: the following members were nominated as officers: Stuart D. as President, Scott K. as Vice President, and Lance H. as Secretary/Treasurer

Rick L. moved to approve; Chris seconded. Unanimous.

c. Bylaws changes: WSBF Board of Directors approved addition of Section 2.6 (a-b) to By Laws at the July 29, 2009 Board of Directors meeting. Adding Section 2.6(c) proposed at this meeting.

Tim B. moved to add section 2.69(c) to the By Laws and ratify Section 2.6(a-b); Brian H. seconded. Unanimous.

d. Waiver of notice of meeting: sent back to Governance Committee for clarification

e. Public comment: none reported

IV. Consent Agenda

a. July 29 Board of Directors meeting minutes

- b. Committee reports (Governance 8/12 & 9/10, Finance 8/17 & 9/1, Grants 8/17, IOLTA 8/12 & 9/10)
- c. Board roster (Board Manual p. 104)
- d. Letterhead
- e. Committee list (Board Manual p. 106)
- f. Jim Salisbury Nomination for Board of Directors submitted to secretary August 13, 2009

No items were removed from the consent agenda. Lance H. moved to approve; Scott K. seconded. Unanimous.

- V. Committee Recommendations
 - a. Governance

Recommendation I: Board Committees

As per WSBF By Laws 4.3 The Board of Directors may appoint from time to time such special committees as the handling of the affairs and the obtainment of the objects and purposes of the corporation may require, and may define their duties and prescribe their powers. A majority of the members of every special committee created hereunder shall at all times be members of the Wyoming State Bar, and at least one member of the Board of Directors shall be appointed to each committee.

Governance/Executive

Chair: Immediate Past President (Pat Carpenter)

Board Members: Officers (Pat Carpenter, Stuart Day, Scott Kath, Lance Harmon)

Finance

Chair: Treasurer (Lance Harmon)

Board Members: Lance Harmon, Scott Kath, Chris Reimer

Fundraising

Chair: Stuart Day

Board Members: Stuart Day, Justice Burke, Bill Hiser, Brian Hultman

Other Members: Jim Belcher, Justice Kite

Stuart believes we need to raise our visibility within the legal community. We are not prepared to fundraise until our visibility is increased.

Grants

Chair: Scott Kath

Board Members: Scott Kath, Chad Hooker

Other Members: Scott Meier

IOLTA

Chair: Tim Beppler

Board Members: Stuart Day, Jim Salisbury

Members: Tim Beppler, Justice Kite

Board Committees: Justice Burke moved to approve with Jim Salisbury added to the Finance Committee; Brian H. seconded. Discussion: Stuart D. commented on the importance of raising WSBF's visibility within the legal community. We are not prepared to fundraise until our visibility is increased. Unanimous.

Recommendation II (joint recommendation with the Finance Committee): Meeting schedule and topics

- A. The Governance Committee recommends the Board of Directors meet in person four times a year.
- B. Directors will be expected to attend each meeting in person. A Director may attend one meeting a year by teleconference.
- C. Directors may be reimbursed up to \$445 for travel expenses per meeting or opt to wave reimbursement (*Governance Committee has reservations about this portion of the recommendation*).
- D. Meetings will be held at locations to be determined by a committee of the Board, with the September meeting held at the same location as the WSB annual meeting.
- E. 2009 meeting topics:
 - a. July
 - i. Thank yous and farewells to Board members terming off
 - ii. New members proposed and reviewed
 - iii. Officer slate proposed and reviewed
 - iv. Grant application review
 - v. Grants awarded (without amounts), if time
 - vi. Quarters 1 and 2 financial reports
 - vii. Form 990 reviewed
 - b. September
 - i. New Board member orientation
 - ii. Officer slate approved
 - iii. Budget draft reviewed
 - iv. Grants awarded (without amounts) if not done in July
 - v. [Conversations with grantees about new payment system]

- F. Starting in 2010, meeting topics scheduled as follows:
 - a. Early February
 - i. Quarter 4 and year-end financial report
 - ii. 2010 only – grant amounts approved
 - iii. Grant applications reviewed
 - iv. Grants awarded
 - v. Form 990 reviewed to submit in May
 - b. Early May
 - i. Quarter 1 financial report
 - ii. Long-range planning review
 - iii. Thank yous and farewells to Board members terming off
 - iv. New members proposed and reviewed
 - v. Officer slate proposed and reviewed
 - c. September (at WSB annual meeting)
 - i. New Board member orientation
 - ii. New Board members elected
 - iii. Officer slate approved
 - iv. Quarter 2 financial report
 - v. Budget draft reviewed
 - vi. Long-range planning continued from May
 - d. November
 - i. Operational plan approved
 - ii. Budget approved
 - iii. Quarter 3 financial report

Scott K. moved to approve with removal of Subsection C and addition of the language “unless excused by the board of directors for good cause” after “each meeting in person” to subsection B; Lance H. seconded. Unanimous.

Recommendation (joint recommendation with Finance Committee) III: Storage Unit

The Governance Committee recommends closing the storage unit rented by the WSBF; reducing an annual cost of \$540.00.

Bill H. moved to approve; Lance H. seconded. Unanimous.

b. Finance

Recommendation I: Board Meeting Travel Budget

The Finance Committee recommends the following budget for Board Member travel to in-person meetings:

Reimbursement	Cost	Total	
Up to 300 Miles	.55 per mile	\$165	
Up to 2 Nights Hotel	\$120/night	\$240	
Up to 2 Days Per Diem	\$20/day	\$40	
		\$445	Per person per meeting
6 reimbursements per meeting		\$2,670	
4 Meetings/Year		\$10,680	TOTAL BUDGET 2010

See Governance Committee recommendations.

Recommendation II: Account Closures

The Finance Committee recommends the WSBF approve the account closures of the following banks:

1. FNB Buffalo (\$238 @ .37%)
2. Pinnacle (\$2,000 @ .5%)
3. Jonah Bank (\$2,600 @ .2%)
4. WY State Bank (\$4,000 @ .1%)
5. Hilltop (\$6,000 @ .25%)
6. Security First (\$2,800 @ 1%)
7. Bank of Jackson Hole (\$4,000 @ 0%)

Bill H. moved to approve; Chris R. seconded. Unanimous.

Recommendation III (joint recommendation with Governance Committee): Storage Unit

The Finance Committee recommends closing the storage unit rented by the WSBF; reducing an annual cost of \$540.00.

See Governance Committee recommendations.

Recommendation IV: Resolve Equity Accounts

The Finance Committee recommends resolving the following equity accounts:

1. Equal Justice Campaign Account
2. LRE Account
3. UWCOLAA Scholarship Fund
4. Jim Tiemann Fund

Bill H. moved to approve; Chris R. seconded. Unanimous.

Recommendation V: Keep \$30,000 for Equal Access to Justice Commission

ALPS FS suggests referencing these meeting minutes in Quickbooks. Chris R. moved to approve; Scott K. seconded. Unanimous.

c. Grants

Recommendation I: 2010 Grantees

The Grants Committee recommends the following actions for 2010 grants:

1. Foundation of the Board of Trial Advocates: Denial; national organization
2. Adoption Intermediary Commission: Denial, not direct legal services
3. WY Children's Law Center: Denial; unclear what their specific need is
4. Rocky Mountain Innocence Center: Yes; partial funding toward contracted services
5. Shoshone and Arapahoe Tribal Court: Yes; partial funding toward contracted services
6. U of WY Legal Services Program: Yes; full funding

J. Burke moved to approve as amended: Rocky Mountain Innocence Center, Shoshone and Arapahoe Tribal Court, and U of WY Legal Services Program are approved for funding at an amount to be determined at the 2010 February Board Meeting. Chris R. seconded. Unanimous.

VI. Scheduling of future committee meetings

Governance: October 7 at 10-11a

Finance: October 7 at 2-3p

IOLTA: October 7 at 11a-12p

Fundraising: October 13 at 12-1p

Grants: October 13 at 10-11a

November, February and May Board Meeting Dates, Times, Locations:

November: 9th in Casper, WY at 11:30a-1:30p

February: Day and Time TBD in Jackson

May: Day and Time TBD in Sheridan/Gillette

VII. Draft 2010 budget:

- a. Explanation of draft 2010 budget line items
- b. Question and answer period/discussion

Budget to be approved during November board meeting.

- VIII. Access to Justice Commission report: Justice Burke reported on the progress of Access to Justice to date.
- IX. 2009 Wyoming State Bar Member Survey results report: Stuart D. discussed the report findings.
- X. IOLTA conference report: Stuart D. reported on the July IOLTA conference.

J. Burke moved to adjourn. Bill H. seconded. Unanimous.

Consent Agenda Materials:

Board of Director Meeting Minutes 7/29/09
WSBF Board Manual and Appendix
Letterhead
Nomination for Jim Salisbury
Governance Committee Notes 8/12 & 9/10
Finance Committee Notes 8/17 & 9/1
IOLTA Committee Notes 8/12 & 9/10
Grants Committee Notes 8/17

Agenda Materials:

By Laws Action without Meeting E-mail Provision (Board Manual p. 8: additions in red)

Recommendations:

Governance Committee recommendations

Board Committees (Board Manual p.106)
Meeting schedule and topics (in recommendations)
Storage unit (in recommendations)

Finance Committee recommendations

Board meeting travel budget (in recommendations)
Draft 2010 budget (e-mailed)
Account closures (in recommendations)
Storage unit (in recommendations)

Grants Committee recommendations

Grant application summaries (e-mailed)