

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

Date: November 9, 2009
12:00 p.m. to 4:00 p.m.
Call in number: 1-800-270-1153 // Code: 174361

MINUTES

In attendance: J. Burke, Scott Kath, Chad Hooker, Pat Carpenter, Jim Salisbury, Chris Reimer,
Bill Hiser, Stuart Day, Lance Harmon

ALPS Foundation Services: Kim McKelvey

Absent/excused: Brian Hultman

- I. Welcome/call to order. A quorum was present.
- II. Additions to agenda
ALPS Foundation Services added Orlando NCBF/IOLTA meeting to agenda.
- III. Consent agenda
 - a. September 16 Board of Directors meeting minutes
 - b. October 16 Board of Directors meeting minutes
 - c. Committee reports (Governance 10/7 & 10/29, Finance 10/8, Grants 10/9, IOLTA 10/21, Fundraising 10/13 & 10/28)

September 16 and October 16 Board of Directors meeting minutes were removed from consent agenda. Lance H. moved to approve consent agenda. Jim S. seconded. No discussion. Unanimous.

- IV. Committee recommendations
 - a. Governance

Recommendation I: Policies

The Governance Committee recommends developing the following policies for the Wyoming State Bar Foundation: Confidentiality, Record Retention and Document Destruction, Duties of Officers, Donor Relations, Donor Acknowledgement, Gift Acceptance, Sponsorships and Endorsements, Board Members Donations

Scott K. moved to approve. Chad H. seconded. No discussion. Unanimous.

Recommendation II: Access to Justice proposal letter
(See attached "ATJ Letter")

The Governance Committee recommends approving the letter to the Access to Justice Commission regarding the Wyoming State Bar Foundation becoming the entity for proposed earmarked funds.

Bill H. moved to approve once spelling between J and C is corrected. Jim S. seconded. Unanimous.

Recommendation III (joint recommendation with the Fin. Committee): Website redesign (See attached “WyomingNetwork Estimate”)

The Governance Committee recommends redesigning the current WSBF website using WyomingNetwork, our current website host. The total cost would be \$650.00.

J. Burke moved to approve. Chris R. No discussion. Unanimous.

Recommendation IV: May board meeting location

The Governance Committee recommends the May board meeting be located in Gillette, WY.

Scott K. moved to approve. Jim S. seconded. No discussion. Unanimous.

b. Finance

Recommendation I: 2010 Budget
(See attached “WSBF 2010 Budget FINAL”)

The following changes have been made to the agenda since the September 16, 2009 board meeting:

- Travel/conference fees (line 564) has been changed to \$3,000 to include 2 trips for board members to attend IOLTA/NCBF meetings
- Board meeting costs (line 581) has been changed to include all costs for board meetings including location, ALPS staff attendance, and food
- Technology (line 584) now allows for a website update, website host, and IOLTA software
- Professional organization dues (624) has been reduced to only include NCBF and IOLTA
- Service charge has been reduced (690) due to closing several bank accounts

The Finance Committee recommends the proposed 2010 budget to be approved with above changes.

Pat C. moved to approve. Chad H. seconded. No discussion. Unanimous.

Recommendation II: Equal Access to Justice Commission Monies

The Finance Committee recommends housing the \$30,000 Equal Access to Justice Commission monies at Wells Fargo Bank, which holds a high money market interest of .65%.

Discussion:

- Chris R. will talk with grandson of founder of FIB to raise rates all around
- Stuart D. suggested researching interest rates with HR banks
- Stuart D. and Chris R. will coordinate schedules to talk with FIB to raise rates on IOLTA, CDs, and checking account. As well as simultaneously check HR rates.

Pat C. moved to check rate with HR banks with intention to place \$30,000 with best HR bank. Bill H seconded. Unanimous with abstention.

Recommendation III (joint recommendation with the Gov Committee): Website Redesign (See attached “WyomingNetwork Estimate”)

The Finance Committee recommends redesigning the current WSBF website using WyomingNetwork, our current website host. The total cost would be \$650.00.

See above Governance Committee recommendations.

Recommendation IV: Approve Q3 Financial Reports

The Finance Committee recommends the WSBF approve the Q3 Balance Sheet, the Q3 Profit and Loss Statement, and the Q3 Narrative Statement (see attached).

Mistake found in narrative. Pat C. moves to approve as amended. Scott K. seconded. Unanimous.

- c. Fundraising
 - i. See below
- V. Fundraising option discussion
 - a. Stuart D. reviewed Fundraising Committee process : the point is to generate money outside of IOLTA
 - b. UW fundraising: raise money to fund clinics in honor of Burman. Still in initial stages.
 - c. Earmarked funds: Access to Justice is drafting a bill to request \$500,000 from legislation for 2010 session. Ultimate funding source would be increasing filing fees by \$10 for a potential revenue of \$1.5million.

- d. Recommended option from fundraising committee: conduct a founder's campaign with the funds to be used to support the ATJ initiative.
 - Fellows campaign over a period of 4-6 months
 - ID certain number of people to become fellows
 - Figure out an monetary amount to become fellow

Discussion:

- J. Burke provided an overview of the Access to Justice legislative efforts. He recommended not going with a fundraising campaign at this time.
- Stuart D. informed board of directors that fundraising is not in ALPS Foundation services contract. He also suggested asking Jim Belcher to take lead role in organizing a fellows campaign by appointing him chair of the Fundraising Committee.
- Chris R. was appointed to Fundraising Committee
- Issues: restructuring the sales pitch and determining monetary amount for fellows

Stuart D. recommended get the process for a fellow's campaign in place in order to start it when timing is right as per Access to Justice and University of Wyoming Law School. Chris R. moved to approve. Lance H. seconded. Unanimous.

VI. Term expirations discussion

- a. By Laws section 3.2: The Commissioners of the Wyoming State Bar shall select two (2) of the following, the President, President-Elect, Vice-President or Immediate Past President of the Wyoming State Bar, to serve as an ex-officio member of the Board of Directors of the Foundation during such person's term in such office, providing that person is otherwise qualified. The remaining members of the Board of Directors shall be divided into three classes as nearly equal in number as may be practicable with the term of office of one class expiring each year. At the annual meeting of the members in 1988, three classes of Directors shall be elected. The term of the Directors of the first class shall be elected to hold office for one year, the term of the second class shall be two years, and of the third class shall be three years. At each annual meeting of the members, the successors to the class of Director whose term shall then expire as set forth above, shall be elected to hold office for a period of three years. If additional Directors are elected to the Board, the length of the term of each such Director shall be set at the time of election. The term of a Director elected to fill a vacancy shall expire at the time of the expiration of the office being filled. No elected Director shall serve more than two consecutive, full three year terms.
- b. Who is "expiring"
 - i. 2010: Bill
 - ii. 2011: Scott, J. Burke, Brian, Lance
 - iii. 2012: Stuart, Pat, Chad, Chris, Jim

Recommendation for Jim S. and Chad H. to "expire" in 2010 and then be reelected automatically. Pat C. moved to approve. Lance H. seconded. No discussion. Unanimous.

VII. Access to Justice Commission report
J. Burke reported on the progress of Access to Justice to date.

- VIII. Future Board Meeting dates and locations
- a. February 2^{3rd} at 12pm in Jackson: Chris R. will establish a location and Stuart D. will research a hotel.
 - b. May 24th at 12pm in Gillette
 - c. September in Laramie

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