

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

Date: September 16, 2010
1:30pm to 2:00pm
Hilton Garden Inn, Laramie, WY

NOTES

In attendance: Tim Beppler (member-at-large), Justice Burke, Pat Carpenter, Stuart Day, Jim Dinneen (member-at-large), Lance Harmon, Bill Hiser, Chad Hooker, Brian Hultman, Scott Kath, Chris Reimer, Jim Salisbury

ALPS F.S.: Kim McKelvey

- I. Stuart D. called the meeting to order at 1:40. A quorum was present.
- II. Addition to agenda: Stuart D. Stuart presented Bill H. with a plaque and thanked Bill for his work on behalf of WSBF over the past two years.
- III. Addition to agenda: Stuart D. Judge Down's portrait will not be covered by federal funds. Chris R. was able to solicit the funds from an anonymous donation.
- IV. Addition to agenda: Stuart D. Thank you to Tim Beppler, WSBF Immediate Past President, for everything he's done for us.
- V. Stuart D. will be finishing the By Laws with all changes related to members and membership. Board will review at next Board of Directors meeting.
- VI. Chris R. provided an overview of the purpose of the changes to the Articles of Incorporation and By Laws.
 - a. Chris R. moved to approve the resolutions from August 26, 2010. Bill H. seconded. Discussion: Stuart D. – people should still be encouraged to participate in Foundation membership. Pat C. – concern about financial loss if no members. Stuart D. – will need to determine how to get people engaged. Pat C. – will there be a perception issue with Bar as whole? Will WSBF look as though it's moving backwards? This seems like a bad time for this change. Bill H. – will need to be very careful to explain the change to those who have been members and explain we've just taken away a technicality. Check to see if can send it with the mailer? J. Burke – it is confusing to have members. What matters is the mission. Counsel has advised members should be eliminated – mention this when explaining it to current members. Brian H. – can we still call people who donate “members”? Chris – yes, and could have different classes of membership. Stuart D. – will have to send something because dues statement

still says “members.” Jim S. – don’t people give money to be a member because they care about the mission, not so they can vote? Chad H. – concurs that it is generally altruistic. Could up the amounts. Our mission will remain important as a complement to Access to Justice Commission’s work. Chris R. – if make fundamental change of WSBF, would like to see the current Board make the decision. Scott K. – initially had same concerns as Pat C. but hasn’t heard anything. Agree this may pose an opportunity and membership seems to be form over substance. Tim B. (member-at-large) – would be happy to see this move to a contributor rather than member organization. Motion unanimously approved.

b. Will adopt amended and restated By Laws at next Board meeting.

VI. Lance H. moved to adjourn the meeting. Chad H.. seconded. Unanimous.

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

Date: September 16, 2010
2:00pm to 4:00pm
Hilton Garden Inn, Laramie, WY

NOTES

In attendance: Justice Burke, Pat Carpenter, Stuart Day, Lance Harmon, Bill Hiser, Chad Hooker, Brian Hultman, Scott Kath, Chris Reimer, Jim Salisbury
ALPS F.S.: Kim McKelvey

- I. Stuart D. called the meeting to order at 2:05. A quorum was present.
- II. No additions to the agenda.
- III. Consent agenda:
 - a. August 26, 2010 meeting minutes
 - b. Board contact list
 - c. Committee assignments
 - d. Committee reports (Governance 8/30, Finance 8/16, IOLTA 8/13)
 - e. Board elections
 - i. Jim Salisbury
 - ii. Chad Hooker
 - f. Board officers
 - i. Stuart Day, President
 - ii. Scott Kath, Vice President
 - iii. Lance Harmon, Treasurer

Jim S. moved to approve the consent agenda. Brian H. seconded.
Unanimously approved.
- IV. J. Burke and Stuart D. provided a report on the Access to Justice Commission meeting in July. The Commission is currently working on a report to the legislature and a website. The Commission will hire an Executive Director.
- V. Stuart D. reminded the Board that they have signed a pledge with UWY to raise funds for the scholarship fund. Stuart D. will contact Board members directly to determine possible sources of funding.
- VI. Committee recommendations
 - a. Pat C. reported on a Governance Committee recommendation to hold a February teleconference meeting and other 2011 Board meetings to be determined. Brian H. moved. Lance H. seconded. Motion unanimously approved.

- b. Lance H. reported on Finance Committee recommendations.
 - i. Finance Committee recommends approval of the Q2 financial reports.
 - ii. Finance Committee recommends approval of the 2008-2009 audit. Lance noted they were unable to locate two supporting documents. The documents were insignificant and from between January and mid-April, 2009.
 - iii. Finance Committee recommends a change in the check signing policy. Checks under \$2,500 will require only one signature to be forwarded to a vendor.
 - iv. Scott K. moved. J. Burke seconded. Chad H. asked if the organization has D&O coverage (WSBF does not). Motion unanimously approved.
- VII. Stuart provided an overview of why ALPS F.S. has provided a new list of services and rates and new contract. As WSBF looks to decrease overhead, WSBF would like to reduce administrative cost. Kim M. (ALPS F.S.) provided an overview of the comparison between the old and new contracts. Stuart D. – IOLTA enhancement is significantly diminished because the campaign will not be continuing. Would like to continue to work with ALPS F.S. for coming year. Pat C. – contract is designed to allow WSBF out of any particular service easily. Bill H. – Bar’s preference would be to see WSBF stand alone and grow. However, if there is a reason to change to become leaner and have less overhead, Bar would be interested in discussing those possibilities. Stuart D. moved to adopt new services and rates contract; Stuart D. to review and send contract to Board for changes. Pat C. seconded. Motion unanimously approved.
- VIII. Committee meetings to be scheduled by doodle.com. Eric Jones to join the Governance Committee.
- IX. J. Burke moved to adjourn. Jim S. seconded. Unanimously approved.