

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
July 5, 2016**

Meeting called to order by President Don Fuson at 8:30 a.m. CDT on July 5, 2016

The meeting was opened with:

- “The Star Spangled Banner,” directed by Murray Phillips
- “O Canada,” directed by Shannon Elswick
- “The Old Songs,” directed by John Santora
- Reading of Mission and Vision statements by Dick Powell
- Invocation lead by Skipp Kropp

The following action was taken:

Quorum: The Executive Secretary, Marty Monson, confirmed the presence of a quorum to President Fuson.

The following officers were present:

Officers

Society President Don Fuson
Society Executive Vice President Skipp Kropp
Society Immediate Past President Shannon Elswick
Society Treasurer Dwayne Cooper
Society Executive Secretary Marty Monson (non-voting)

Board Members

Murray Phillips
John Donehower
Dick Powell
John Santora
Matt Mercier
Clarke Caldwell (non-voting)
Ed Bittle

Society Staff

Erik Dove, CFO
Chip Gallent, COO

Erin Harris, Director of Projects
Michele Niec, Executive Assistant/Office Manager

Guests

Society Nominating Committee Chair, Bill Biffle

Society Board Nominees:

Board Member-At-Large Candidates

Steve Zorn

Steve Denino

David Haedtler

Mark Erickson

Noah Funderburg, G&B Committee Chair

Carolyn Faulkenberry, CFO Harmony Foundation

Meeting Appointments

President Fuson appointed:

Noah Funderburg as Parliamentarian

Matt Mercier as Parking Lot Attendant

Ed Bittle as Governance Advocate

Ed Bittle as Sergeant-At-Arms

John Donehower as Keeper of the Keys

Waiver of Notice Requirement

Motion made and passed to waive Treasurer and CFO Report that was not sent in within the 5-day period.

Consent Calendar

Motion made and passed to receive the following Committee reports:

- CEO Evaluation Committee Report
- Honorary Membership Committee Report
- JAC Committee Report
- Governance and Bylaws Committee Report
- Nominating Committee Report
- Ethics Committee Report

Minutes

Motion made and passed to approve the May 22, 2016 Society Board meeting minutes as presented.

DP Moderator Update

Associate Moderator, Rob Macdonald, addressed the Society Board on behalf of the District Presidents' Council. The DP Council met on July 4-5, 2016 and Macdonald updated the Society Board on the meeting.

Financial Committee

John Santora, Finance Committee Chair, highlighted the Finance Committee report. Discussion was held.

CFO Report

Erik Dove, Chief Financial Officer, presented and reviewed the Treasurer and CFO report, and status of the 2015 Tax Return Form 990. Discussion was held specific to the BHS Programs, balance sheet highlights, and the 2016 Budget Forecast.

Motion made and passed to receive the Treasurer and CFO report as presented.

Honorary Membership for the Barbershop Harmony Society

The approval of The Fairfield Four as Honorary Members had previously been agreed upon by the Board by unanimous consent by electronic means, after the Board unanimously agreed to take action electronically in order to arrange for the presentation at the convention. President Fuson acknowledged this action by reading the result of the vote into the minutes of the meeting.

Sing Canada

Sing Canada Board Chair Murray Phillips reported on the Sing Canada Harmony Scholarship Fund and status of Sing Canada needs.

Open Board / Flexible Board

Marty Monson provided an update on the pilot chapters and there was discussion in regard to the number of available positions based on chapter size. The Society staff was tasked to develop and manage the process for request of waiver in regard to the number of non-member participation. This topic remains open and G&B will have draft language by the August Board Meeting for proposed revision to the Standard Chapter bylaws. Society staff will have their reviewing and granting report prepared by the September Society Board meeting.

G&B Updates and Approvals

G&B Chair Noah Funderburg reported on the need to review Appendix A (staff and committee) and Appendix C (financials) of the Board Policy Manual to make recommendations for any changes or updating. President Fuson was asked to appoint a task force to accomplish this prior to the August Society Board WebEx meeting.

There was a request of G&B to draft clarification on the timing of the District Board Members-At-Large elections in the Standard District Bylaws. The following language was added to 6.01.

6.01 Composition

There shall be a District Board of Directors consisting of the president, executive vice president, secretary, treasurer, immediate past president, and such number of board members at large as the District House of Delegates shall, by resolution adopted from time to time, determine. **The Board members at large shall be elected at the same**

time and in the same manner as the election of officers as provided in section 5.03 of these bylaws.

Motion made and passed to approve the resolution.

Resolution to Approve New HFI Board Members

President Fuson announced the Harmony Foundation Nominating Committee Chair submitted recommendations for three nominees to the HFI Board of Trustees. The nominations are as follows:

- Mike Deputy
- Gary Plaag
- Mike Moisio

Motion made and passed to approve election of new HFI Board of Trustee members.

District Gold Medal Moments and Needs

President Fuson opened the floor to all District Presidents to share with the Society Board their 2015/2016 Gold Medal Moment and one need they have of the Society Board going into 2017. Many Gold Medal Moments touched on Youth Camps, Leadership Academy, the Top Gun Program, and new Director development. Increased communication within Districts and the Society was a common growth opportunity, as was additional resources for frontline Directors, the restructuring of District Boards to consolidate functions, and the need for succession planning.

Barbershop Harmony Society Election of Board Officers and Members

The Nominating Committee report was previously submitted to the Board as follows:

Pursuant to Section VII of the Society Bylaws, the following candidates are hereby placed in nomination for election by the Board of Directors of the Barbershop Harmony Society, at its meeting to be held in Nashville, Tennessee on July 5, 2016. All terms of office begin January 1, 2017.

Uncontested and nominated by the Society Nominating Committee:

One-year term:

Society President	Skipp Kropp
Society Treasurer	Dwayne Cooper

Motion made and passed: that the uncontested nominee(s) for Society President (Skipp Kropp) and Society Treasurer (Dwayne Cooper) be elected by acclamation.

The following were nominated by the Society Nominating Committee for the position of Executive Vice President for the term to begin January 1, 2017:

One-year term:	John Donehower
	Richard "Dick" Powell

The nominees for Executive Vice President addressed the Board before a secret ballot was taken. Following the tabulations of the ballots by the parliamentarian and Michele Niec, executive assistant to the CEO, President Fuson announced the results as follows:

One-year term:

Executive Vice President Richard "Dick" Powell

The following were nominated by the Society Nominating Committee with the recommendation of the seventeen Districts for the two open Board positions of the Society Board Member-At-Large.

Three-year term:

Board Member-At-Large Steve Denino
(two to be elected) Steve Zorn
 Jeremy Brann (not present)
 David Haedtler
 Mark Erickson

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Board Member-At-Large Steve Denino
Board Member-At-Large David Haedtler

CLOSING

Parking Lot

1. The Society Board was tasked to give feedback to staff on the Annual Report by July 11, 2016.
2. President Fuson was asked to appoint a task force to review Appendix A and C of the Society Board Policy Manual for a report to be presented in August.

Adjournment

The meeting was adjourned at 12:15 p.m. Central Time.

Respectfully submitted,

Martin L. Monson, Executive Secretary