



**Protectors of Animals, Inc.**

Board Meeting – November 18, 2014  
144 Main Street, Unit E, East Hartford, CT

Board Members present: Jody Macrina, Sara Taylor, Zach Stewart, Ron Plante, Debbie Nichols, JoAnn Azzara, Roopa Rajaramadoss, Jordan Price, Mukesh Sharma, Jim Byrne

Board Members absent: Stacey Doan

Staff Member present: John Thomas (Executive Director)

1. **Call to Order:** The meeting was called to order at 6:30 p.m.
2. **Consent Agenda**
  - Minutes of the October 21, 2014 Board of Directors Meeting
  - Treasurer's Report
  - Executive Director's Report
  - Grant Coordinator's Report

**J. Macrina made a motion to accept the Consent Agenda; Z. Stewart seconded. The motion unanimously passed.**

3. **Proposed Bylaws and Board Expectations**

**Proposed Bylaws**

- Board members discussed the proposed First Amended and Restated Bylaws (the "Bylaws") of Protectors of Animals, Inc. There was a discussion regarding raising the quorum requirement to 75% of the number of Directors, and there was general agreement among the Directors at the meeting that it made sense to do so.
- There was general agreement that the version of the mission statement that appears in the Bylaws should be broadly stated.
- The membership, meeting and term provisions in the Bylaws were discussed and agreed to. It was noted that there is no proxy provision in the Bylaws, but there is a provision allowing for meetings by conference telephone.
- S. Taylor proposed that current Directors serve until POA's annual meeting in May 2015, at which time Directors will be elected to two-year terms. Directors will be slotted into Classes I, II and III, with Class I eligible to serve for three

two-year terms, Class II eligible to serve for two two-year terms, and Class III eligible to serve for one two-year term. This structure will prevent a situation in which all Directors will transition off the Board simultaneously, and it will also assist with future Board recruiting efforts.

**Z. Stewart made a motion to accept the Bylaws as written, with a 75% quorum requirement, and to extend the terms of current Directors until May 2015, in accordance with the proposal submitted by S. Taylor; R. Plante seconded. The motion unanimously passed.**

### **Board Expectations**

- Board members discussed the Expectations of Board Members document that was distributed prior to the Board meeting. S. Taylor stated that the Governance and Nominating Committee's goal is to have this document and the Bylaws available as part of a Board orientation binder available to new Board members.
- There was a discussion regarding the annual expected contribution to POA. S. Taylor noted that there are several ways to meet the annual expected contribution of \$250, and that Board members should discuss with the President (or the President's designee) regarding other ways that they can help to fundraise if they cannot contribute \$250. As stated in the Expectations, a financial contribution is necessary, as it is imperative that the Board of Directors has 100% participation in annual giving to POA.
- R. Rajaramadoss suggested that the section of the Expectations regarding Fundraisers be revised to state the following: "Each year, directors are expected to attend and contribute to the annual spring gala and to attend and contribute to at least one other POA fundraiser."

**J. Azzara made a motion to accept the Expectations of Board Members document as revised; R. Rajaramadoss seconded. The motion unanimously passed.**

#### **4. Investment Committee Charter**

- J. Price discussed the Investment Policy and Guidelines document (the "Charter") that he drafted for the Board's review.
- There were various comments regarding certain provisions in the Charter, and J. Price agreed to make minor changes to those provisions.

**S. Taylor made a motion to accept the Charter with the revisions noted by J. Price; M. Sharma seconded. The motion unanimously passed.**

#### **5. New Business:**

- None

**6. Executive Session**

- At this time, the Board convened an Executive Session, and J. Thomas departed the meeting.

**7. Adjournment:**

- The meeting adjourned at 8:50 p.m.
- The next Board of Directors meeting is scheduled on December 16, 2014 at 6:30 p.m. at 144 Main Street, Unit E, East Hartford, CT.

Submitted by: Sara Taylor, Secretary