

MINUTES OF THE JANUARY 19, 2017 BOARD MEETING
JOHNSTOWN BRANCH AAUW

Present: President Patricia Grzybicki, Program VP Paulette Solomon, Fund raising VP Barbara Zaborowski, Treasurer Doris Leidy, Secretary Kathy Howanek, AAUW Finds Chair Ann Furlong, Communication Chair Deanna Haddle, Book Sale Co chair Georgia Yeager, Education/Scholarship Chair Nancy Miller. Membership VP Linda Messer participated via conference call through the Membership Committee report.

President Pat Grzybicki called the meeting to order at 2:42 pm. The minutes of the July 18, 2016 Board Meeting were approved following a motion by Ann Furlong and second by Barb Zaborowski.

President's Report: Pat attended the District meeting where the focus is on recruitment, engagement and retention of members. Board members discussed the importance of engaging new members in committees, inviting them to attend conferences and encouraging them to propose projects for the Branch to consider.

This year's state convention is in York on April 21, 22 and 23. Our branch will donate a basket for the raffle. As of yet, no one from our branch has registered to attend. The convention format is Friday State Board meeting; Saturday, presenters and discussion groups and Sunday, business meeting and awards presentations.

The Johnstown Branch will host the 2018 State convention at Seven Springs April 13, 14 and 15. While a state program committee plans and organizes the meeting, our branch members will be asked to work the registration tables and perhaps assemble "freebies" for attendees.

The national convention is in Washington DC this year, June 14 through 17.

Pat will discuss application for attendance to these conferences at the February business meeting.

Treasurer's Report: The Branch bank balance is \$40,736.20. Doris received a thank you note from one of our scholarship recipients, Miss Yonko and shared it with the board.

As part of our application to become a 501-C3, Barb Zaborowski had to assemble Profit and Loss statements and budget sheets for the past three years organize the information in a manner acceptable to the government entities which will review them. In order to continue this format consistently in the future, Barb presented a proposed budget format which the board agreed to. The expenditure categories will have a total amount to be used at the discretion of the committee or office responsible for that category. The board then discussed the Expenditure proposals for the 2017-18 budget and approved the attached proposed budget, which will be presented to the membership for approval.

The treasurer's report was approved following a motion by Barb Zaborowski and a second by Ann Furlong.

Program Report: Paulette Solomon reported that the February business meeting is set and will be held at the Cambria County Library and will feature Sgt. Michael Strank Documentary. March's program will feature a speaker from Conemaugh on Women's health and Wellness and April's public meeting will feature a speaker from the National Park service on the Flight 93 Memorial. Any suggestions for next year's programs are welcome as the committee will begin planning this May.

Membership Report: Linda Messer reports that the Branch has enrolled 13 new members thus far this program year. Contact information was sent to Deanna Haddle for inclusion in the newsletters as they enrolled. After compiling interest surveys, committee lists were edited to reflect their interests. Amy Miller expressed an interest in starting a student affiliate chapter at UPJ, but not at this time.

Linda also submitted a draft for a student affiliate chapter for future consideration.

Florence Warfel becomes a Life Member in 2017. Doris Leidy will submit required paperwork to national for approval.

Linda has decided not to seek another term as Membership Vice President but will mentor her replacement.

The board thanked her for her outstanding service and noted the increase in membership during her term.

Fund raising Report: Barb Zaborowski reported that our Branch is officially listed with the Groups of Corporation and Charitable Organizations in Pennsylvania. Our next step is to be so listed at the Federal level. This Branch Board meeting will serve as the Organizational meeting of our 501-C3 nonprofit corporation. The elected officers will serve as the Board of Directors and as such approved the attached Conflict of Interest policy after a motion by Deanna Haddle and a second by Georgia Yeager. Our application to be a 501-C3 is on track but will take another 4 to 6 weeks as we have to dissolve our 501-4 status as well as apply for new status. The Board also discussed the possibility of getting a Safety Deposit box to keep our Federal Tax letter, but deferred any decision.

Public Policy Report: Deanna Haddle reported on the meeting of the newly formed Public Policy committee. The current public policy priorities of PA AAUW are : Inaccurate Reporting of Sexual Harassment and bullying in our Schools. Our Branch will contact local Title IX personnel in local school districts and become knowledgeable about Title IX compliance in our communities .AAUW-PA has become an endorsing organization of Fair Districts Pennsylvania. This is a coalition of organizations across the state, including the League of Women Voters and Common Cause Pennsylvania, working on redistricting. Deanna asked permission to set up a public meeting with a speaker from Fair Districts PA. The board approved this following a motion by Barb Zaborowski and second by Paulette Solomon.

Education Report: The April awards Banquet has been set for April 9. In that regard the Board discussed nominations for Gateway to Equity, Outstanding Woman, Member Making a Difference and Named Gift Award.. The Board decided that Francine Cashaw will receive the Gateway to Equity Award for her leadership in the local NAACP, the Johnstown High NAACP, and a puppet ministry for youth. The Outstanding Woman Award will go to Paulette Solomon. The Member Making a Difference Award will go to Judy Petrusic and Barbara Zaborowski will receive the Named Gift Award.

Communication Report: The suggestion was made to send our newsletter to other women's groups in the area and nearby AAUW branches. This suggestion was approved and Deanna will follow up with this action.

Book Sale Report: The date of the sale will be June 7-10, 2017. The spring collection will run from April 17 to May 20. The board discussed when to get a third unit at Ace Hardware. The decision depends on how long one of our large donors can wait to give us their book donation. The dates for the book sale have been reserved at the Galleria. Doris will get the new insurance information to Kathy and the Board approved that if necessary we pay the Galleria \$250.

Nominating Report: We will need nominees for Treasurer, Membership VP and Fund raising VP . After much discussion Pat Grzybicki appointed a nominating committee of: herself, Doris Leidy, Kathy Howanek and Nancy Miller. Pat will ask members at the February meeting.

Old Business

Goodwill Tea: Georgia is working on a date in March for the event which will be held at the Moxham Lutheran Church where the group meets. There are about 15 high school girls in the Good Guides, Georgia will get a committee together and members will be recruited at the February meeting to attend and/or bake. . A program around the theme of "My future Story" will be developed.

Please review the revised By-Laws and revised Officer and Committee Responsibilities.

The Indiana Branch is hosting a program Start Smart about salary negotiation on April 8 and approached Pat about our branch being involved. Pat will email for more details.

New Business

Barb presented the idea to explore an AAUW High School level group similar to Key Club. She will present this to the membership in February.

The board was asked if we are interested in the Adopt a Highway Program. We are not.

The meeting was adjourned at 5:31 following a motion from Deanna Haddle and a second from Paulette Solomon.

Respectfully submitted,



Kathy Howanek
Branch Secretary

Attachment: Conflict of Interest Policy

American Association of University Women, Johnstown Branch
CONFLICT OF INTEREST POLICY

The purpose of this Statement is to protect American Association of University Women, Johnstown Branch (the "Corporation") interest when it is contemplating entering into a transaction that might benefit the private interest of an officer, director, member or relative of an officer, director, or member, or that might result in a possible excess benefit transaction.

I. Applicable Law:

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. This Agreement, its validity, construction and effect will be by the laws of the State of Pennsylvania, with venue proper in Pennsylvania.

II. Definitions:

1. Interested Person: Any director, officer, committee member or relative of any director, officer, or committee member, who has a direct or indirect financial interest.
2. Financial Interest: A person has a financial interest if the person directly or indirectly, through business, investment or family has an ownership or investment interest in any entity with which Corporation has a transaction or arrangement or a compensation arrangement with Corporation or with any entity or individual with which Corporation has a transaction or arrangement or a potential ownership or investment interest in or compensation agreement with any entity or individual with which Corporation is negotiating a transaction or arrangement.

111. Procedures:

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors or Committee considering the proposed transaction or arrangement.
2. Decision Making Authority: A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists. After the disclosure of material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or Committee Meeting while the determination of a conflict of interest is discussed and voted upon.
3. Procedures for Addressing the Conflict of Interest:
 - A. An interested person may make a presentation at the Board of Directors or Committee meeting, but after the presentation. he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

- B. The chairperson of the Board of Directors or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the Board of Directors or the Committee shall determine whether Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or Committee shall determine by a majority vote of the disinterested directors or Committee members whether the transaction or arrangement is in Corporation's best interest, for its own benefit, and whether or not it is fair and reasonable.

4. Violations of the Conflict of Interest Policy:

- A. If the Board of Directors or Committee has reasonable cause to believe a party has failed to disclose an actual or possible conflict of interest, it shall inform the party of the basis for such belief and afford the party an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the party's response and after making further investigation as warranted by the circumstances, the Board of Directors or Committee determines the party has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IV. Recording of Proceedings: The minutes of the Board of Directors and all Committee meetings shall contain the names of the persons who disclosed or were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest exists, and the decision as to whether or not a conflict of interest existed. The minutes shall also include the names of the persons who were present for the discussion and the votes relating to the proceedings. Alternatives to the proposed transaction shall also be recorded in the minutes.

V. Compensation:

- 1. A voting member of the Board of Directors or a Committee who receives compensation, directly or indirectly from Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 2. Any voting member of the Board of Directors or any Committee whose responsibilities include compensation matters and who receives compensation, directly or indirectly, from Corporation, either individually or collectively, is prohibited from providing any information to any Committee regarding compensation.

VI. Annual Statements: Each director, principal officer and/or member of a Committee with decision making authority should annually sign a statement which affirms that such person has received a copy of the Conflict of Interest Policy, has read and understands such policy, has agreed to

comply with such policy and understands that Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

VII. Periodic Reviews: To ensure Corporation operates in a manner consistent with the charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable based on competent survey information and arm's length bargaining and whether relationships with management organizations conform to Corporation written policies, are properly recorded, reflect reasonable investment and payments for goods and services, further the exempt purpose of Corporation and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

VIII. Use of Outside Experts: When conducting periodic reviews or as needed for investigative purposes, Corporation may, but need not, use outside advisors and/or experts. If the outside experts are used, their use shall not relieve the Board of Directors of Committee of its responsibility for ensuring that periodic reviews are conducted.

ADOPTED 1/19/2017
DATE

Signature:



Kathy Howanek, Secretary