

**ASSOCIATION OF ESD PROFESSIONALS
4601 FAIRFAX DRIVE
ARLINGTON, VIRGINIA**

**MINUTES OF THE BOARD OF DIRECTORS MEETING
VIA ZOOM VIDEO CONFERENCE
APRIL 2, 2021, 7:30 P.M.**

BOARD MEMBERS:

Julie Harmon	Chair
Magdalena Diaz	Director
Sally Van Wright	Director
Michele Elefante	Director
Michael Peñafiel	Director
Onyemma Obiekea	Director

GUESTS:

Samantha Waterman	Executive Director
Cassidy Civiero	Recording Secretary, Minutes Solutions Inc.

1. CALL TO ORDER

There being a quorum present, and the Directors having been given adequate and proper notice of the meeting, the meeting was called to order at 7:54 p.m. by J. Harmon, acting as Chair.

The Directors outlined their backgrounds and reasons for joining the Board. J. Harmon stated that Directors and Officers insurance would be obtained. The original copies of the incorporation were signed and sent through the proper channels. The goal is to build the Association and provide members something that involves the entire ESD community.

2. CONSENT AGENDA

There were no consent agenda items arising.

3. DISCUSSION OF BYLAWS

The Board made the following amendments to the bylaws annexed as Schedule "A":

Article II. Purposes and Objectives

Section 2. Objectives: The Board agreed to replace "fulfill" with "further" in the first sentence.

Article III. Membership

Section 2. Categories of Membership: The Board discussed the different categories for “Instructor” and “Student”. S. Waterman noted that this distinction is a way to charge less to students; typically, students do not have voting rights. O. Obiekea inquired whether there are issues that students could vote on. S. Waterman responded that it is possible, but she recommended considering this at a future meeting. Membership organizations sometimes even have their own legislatures and delegates to handle these complicated pieces.

M. Peñafiel asked whether “Instructor” covers an instructor in training or if they are considered a student. J. Harmon suggested that, until they are fully certified, they are a student. M. Peñafiel recommended that the bylaws outline this distinction. S. Waterman noted that the Association could undertake reciprocity agreements with other organizations so that people do not have to re-certify in order to be a member.

M. Elefante inquired about individuals who have not been certified in ESD but have been teaching its principles for many years, such as violence prevention instructors.

The Board amended the language under “A) Instructor” to read “...run organizations that teach the principles and tenets of ESD” rather than “...run organizations that teach ESD”. It was agreed that these tenets should be outlined in a supporting document, but not the bylaws themselves.

M. Peñafiel suggested adding “those who can show competency and efficiency in ESD practices” can become members. The Board agreed to state this in the Association’s supporting documents rather than being included in the bylaws.

The Board amended the language under “B) Student” to read “...are studying ESD” rather than “...are studying to become ESD instructors”.

The Board amended the language under “C) Advocate & Supporter” to read “...shall consist of professionals who have an interest in ESD and the purpose and objectives of the Association...” rather than “...shall consist of ESD professionals who have an interest in the purpose and objectives of the Association...”

The Board amended the language under “D) Organization” to read “...or a portion of their organization represents professionals who have an interest in ESD and the purpose and objectives of the Association...” rather than “...or a portion of their organization represents ESD professionals who have an interest in the purpose and objectives of the Association...”

Article V. Membership Meetings

Section 4. Quorum: The Board changed the quorum requirements from 25 members to 30% of voting members.

Article VI. Board of Directors

Section 2. Eligibility: The Board added “Voting members can be elected” to the Bylaws to include advocates, advisors and retired persons. J. Harmon suggested in future that Board consider adding “ad-hoc members” as well.

Section 3. Composition of the Board: The Board removed “In addition, the Chief Executive Officer shall be an ex-officio, non-voting member of the Board”.

Section 15. Gifts: O. Obiekea inquired whether donations would be considered gifts. S. Waterman stated that the Association can accept donations; however, they are not tax deductible and there is no fundraising in a 501C6. The Board agreed to rename Section 15 “Contributions”, as opposed to “Gifts”.

Article VII. Officers of the Board of Directors

Section 3. Eligibility: The Board added that “advocates and supporters” can be elected to the Board.

Section 4. Terms of Office: J. Harmon suggested term limits be added for Directors. The Board replaced “...may not serve consecutive terms in such offices” with “...may only serve as an officer once every two terms”.

Article IX. Chief Executive Officer of Association

S. Waterman removed “ex-officio” from Article IX.

Approval of Bylaws

On a motion made by M. Peñafiel, seconded by S. Van Wright, it was resolved that the Bylaws, a copy of which is attached to these minutes, are unanimously adopted as the Bylaws of the Association, as amended. Motion carried.

4. RESOLUTIONS

Select Board Chair and Secretary

On a motion made by Sally Van Wright, seconded by Michael Peñafiel, it was resolved that each of the following persons shall be, and hereby are, elected to serve as officers of the Board ("Officers"), to hold the following office or offices until the first Annual Meeting of the Board, until the Officer's earlier resignation or removal, or until the Officer's successor is chosen and shall qualify Julie Harmon as Chair, and Sally Van Wright as Secretary. Motion carried.

Articles of Incorporation

S. Waterman stated that the Articles of Incorporation state that the Board is self-perpetuating; however, there will be members at some point. Once there are members, the members will elect the Board and Officers. Therefore, the articles of incorporation should be amended. In the absence of members, the positions can be appointed.

On a motion duly made and seconded, it was resolved to amend the Articles of Incorporation to state that the Association members elect Board Directors and Officers. Motion carried.

Chief Executive Officer

On a motion made by M. Peñafiel, seconded by J. Harmon, it was resolved that the Executive Director shall be the Chief Executive Officer of the Association of ESD Professionals. It was further resolved that the Executive Director shall be Samantha Waterman, and that she shall receive an annual salary of \$120,000 for work performed and to be performed on behalf of the Association beginning March 1, 2021. Motion carried.

General Contracting Authority

On a motion made by J. Harmon, seconded by M. Elefante, it was resolved that the Chief Executive Officer, or the Chair or another director of the Board ("Director") authorized by the Board shall be, and hereby is, authorized to negotiate and enter contracts and to execute and deliver such instruments in the name of and on behalf of the Association. It was further resolved that any contract that commits the Association to make an expenditure of \$25,000 or more must be cosigned by the Chief Executive Officer and the Chair or one (1) other Officer authorized by the Board. Motion carried.

Adoption of Fiscal Year

On a motion made by J. Harmon, seconded by S. Van Wright, it was resolved that the fiscal year of the Association shall be the calendar year. Motion carried.

Further Authorization for Organization

On a motion made by J. Harmon, seconded by M. Diaz, it was resolved that the Chief Executive Officer and, in their absence, the Chair or another Director authorized by the Board shall be, and hereby are, authorized, empowered and directed to take all necessary or appropriate action, including the expenditure of funds, in order to fully and expeditiously complete the organization of the Association. Motion carried.

Authorization for Bank Account

On a motion made by S. Van Wright, seconded by M. Elefante, it was resolved that:

- Chase Bank shall be a depository where the Association's funds are deposited.
- Any checks, drafts or other orders for the payment of money drawn in the name of the Association on any and all bank accounts maintained by the Association of less than \$25,000 need only be signed by the Chief Executive Officer.
- Any checks, drafts or other orders for the payment of money drawn in the name of the Association on any and all bank accounts maintained by the Association of \$25,000 or more must be signed by the Chief Executive Officer and one (1) Officer or other Director authorized by the Board.
- Any notes, agreements or other documents related to the borrowing of money of \$25,000 or more by the Association or the issuance of letters of credit from any bank of \$25,000 or more, must be cosigned by the Chief Executive Officer and one (1) Officer or other Director authorized by the Board.

Motion carried.

Tax Exempt Status

On a motion made by J. Harmon, seconded by M. Elefante, it was resolved that the Chief Executive Officer is authorized to apply for tax exempt status with IRS Form 1024 and Form 8718 under IRS Section 501(c)(6) on behalf of and for the Association. Motion carried.

Business, Worker's Compensation, and Directors & Officers Insurance

On a motion made by J. Harmon, seconded by M. Diaz, it was resolved that the Chief Executive Officer is authorized to secure business insurance, including but not limited to professional liability insurance, cyber, and data breach insurance, for and on behalf of the Association and that the Chief Executive Officer is authorized to secure worker's compensation and directors & officers' insurance for and on behalf of the Association and the Board. Motion carried.

2021 Regular Board Calendar:

On a motion made by S. Van Wright, seconded by M. Diaz, it was resolved that the Regular Board Calendar beginning April 2021 shall be as follows:

- April 2021 (Annual Meeting)
- May 2021
- June 2021
- July 2021
- August 2021
- November 2021

Motion carried.

2022 Regular Board Calendar:

On a motion made by J. Harmon, seconded by M. Diaz, it was resolved that the Regular Board Calendar beginning January 2022 shall be as follows:

- January 2022
- March 2022
- April 2022 (Annual Meeting)
- June 2022
- September 2022
- November 2022

Motion carried.

5. BOARD INFORMATION ITEMS

Town Hall for ESD Coalition: The ESD Coalition is comprised of ESD Global, and the for-profit associations PAVE and POWERxyz. The Coalition is conducting a Town Hall on April 19, 2021 to hear questions and concerns about the associations and Coalition. S. Waterman suggested that the Association remain as independent as possible from the Coalition. She encouraged the Board to attend the Town Hall, although it is not required.

Logo and Website Update: The logo and website are in progress and will be sent to the Board once completed.

Personnel and Administrative Update: There are consultants for the Association. There are no employees yet, except the Executive Director and an intern who will remain with the Association for another month and a half.

Code of Ethics Collaboration: S. Waterman is participating in the FB Self Defense Discussion Group drafting of a code of ethics and when it is completed, S. Waterman will present it to the Board for review, with a recommendation for adoption.

A survey was recently distributed by the FB Self Defense Discussion Group for feedback on the working code of ethics. All ESD practitioners are expected to have integrity and adherence to professionalism.

The code of ethics is an effort by part of the ESD community to ensure consistent values are adhered to. J. Harmon encouraged Directors to join the meetings undertaken by the ESD community (FB Self Defense Discussion Group) which occur on the second Monday of each month at 2:00 p.m. ET.

6. **NEXT MEETING**

The next Board of Directors meeting will be held on April 30, 2021, at 7:30 p.m. EDT.

7. **ADJOURNMENT**

On a motion duly made and carried unanimously, it was agreed that there was no further business of the Association to transact; the meeting was closed at 9:40 p.m.

DISCLAIMER

The above minutes should be used as a summary of the motions passed and issues discussed at the meeting of the members of the Association. This document shall not be considered a verbatim copy of every word spoken at the meeting.

Board Secretary

Date