

**LCC Foundation  
Meeting Minutes**

**I. Call to Order**

Time: 2:47pm

**II. Roll Call:**

Present: Matt Martinez, Bonnie Bolton, David Luna, Annissa Apodaca, Harold Garcia, and Ella Arellano

Absent: Jonathan Madrid, Reina Fernandez

**III. Approval of March 5<sup>th</sup>, 2020 Agenda**

Motion to approve Agenda with amendments made by Ella Arellano, Motion seconded by Harold Garcia; Motion passed.

Amendments as follows:

Motion made by Ella Arellano to relocate - Item V Open Issues: b) Review and discussion of drafted MOU between Foundation and LCC moved to first item under Section V of the Agenda. Motion seconded by Harold Garcia; Motion Passed.

**IV. Approval of January 31, 2020 Minutes**

Approval of the January 31, 2020 minutes was tabled as motioned by Harold Garcia and seconded by Ella Garcia; Motion passed.

**V. Open Issues**

- a) Review and discussion of drafted MOU between Foundation and LCC
- b) Review and discussion of By-Laws

**VI. New Business**

- a) Action to accept By-Laws

Bonnie Bolton noted that due to previous LCC Foundation Board lawsuit, she would like to have the Bylaws reviewed by an attorney.



The Bylaws were discussed and reviewed; the following edits were made and approved by the Foundation Board.

#### **Section 4.1-A**

It was recommended and approved to read as follows:

"A. The Board of Directors of the Foundation shall not be less than five (5) nor exceed eleven (11) members, each of whom are dedicated to the purpose of the Foundation, shall be appointed by the President of Luna Community College."

#### **Section 4.4 Special Meetings**

It was recommended and approved to read as follows:

"Special meetings of the Board of Directors shall be called by or at the request of the Chairman or the President. The Chairman must, upon an electronic written request of a majority of Directors, call a special meeting to be held no more than fourteen (14) days after the receipt of such request.

#### **Section 4.5 Notice**

"Notice of any special meeting shall be given at least seventy (72) hours notification."

#### **Section 4.7 Quorum**


It was recommended and approved to read as follows:

" A simple quorum as defined by Roberts Rules of Order shall constitute a quorum. A Teleconference may be used to meet a Quorum."

#### **4.10 Removal of Directors**

It was recommended and approved to read as follows:

"At a Board of Directors' meeting called expressly for that purpose, one or more directors may be removed with cause by vote of two thirds (2/3) of the Foundation Board of Directors present and voting and upon approval of the President of LCC."



b) **Section 5.4 Duties of Officers:**

It was recommended and approved to read as follows:

"The duties and powers of the officers of the Foundation shall be as follows and shall hereafter be set by resolution of the Board of Directors:

**Chair**

The Board of Directors shall have the right and power to elect a Chairman from among the members of Directors. The Chairman shall preside at all meetings of the Foundation and may also cast a vote on all questions. The chairman may have other duties as set by resolution of the Board of Directors. The chairman will be responsible for the LCC Foundation Board Meeting Agenda.

**Secretary**

J. The Secretary may direct the Executive Director to assist with any and/or all the items listed above.:

ARTICLE VII INDEMNIFICATION was tabled for next meeting

Harold Garcia motioned to approve the Bylaws as amended and discussed; Ella Arellano seconded the motion; Motion passed.

c) **Action to elect officers**


Election of Officers conducted with the following elected:

Matt Martinez – nominated for President/Chair - Motioned by Annissa Apodaca- Motion carried by Harold Garcia; Motion passed.

Bonnie Bolton - nominated for Vice-President/Chair – Motioned by Harold Garcia – Motion carried by Harold Garcia; Motion passed.

Jonathan Madrid – nominated for Treasurer – Motioned by Harold Garcia – Motion carried by Ella Arellano; Motion passed.

Annissa Apodaca- nominated for Secretary – Motioned by Harold Garcia – Motion carried by David Luna; Motion Passed.



d) Action to accept MOU between Foundation and LCC

It was noted that the Foundation was founded 09/03/1997;

A discussion was held regarding the salary of the Executive Director – historically the LCC Foundation paid half of the salary while the Luna Community college aided in the remaining half of the salary. It was decided that assistance with the Executive Director salary will be needed by the school in the near future. Audit finding was questionable. Bonnie Bolton stated she would like this reviewed by an attorney. Matt Martinez stated he would like to see the audit finding.


An agreement must be entered with the school for the Executive Director. Matt Martinez will ask the Luna Community College President to generate an agreement for the Executive Director position. Harold Garcia will ask Mr. Dave Romero, Attorney to review the agreement.

Harold Garcia motioned to approve the MOU with amendments discussed; David Luna seconded the motion; Motion passed.

## VII. Other business

- a) Robot Rodeo Budget presentation – Harold Garcia motioned to table for the next meeting; Ella Arellano seconded the motion; Motion passed.
- b) Presentation from Foundation to LCC Board of Trustees at March 10, 2020 Regular Meeting

Matt Martinez will attend the Board of Trustees meeting on behalf of the Foundation Board and invited all officers and members to attend.

- c) Future items and other actions for the Foundation to consider;
- i) Review of Foundation Policies and Procedures document (urgent; audit finding)
  - ii) Directors and Officer's Insurance
  - iii) Vendor List to include Database of Alumni and supporters of the College (ultimately a Duty for the Executive Director)
  - iv) Bylaws Article VII Indemnification
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- v) Next Meeting set for Thursday, April 2<sup>nd</sup>, 2020 at 2:00pm; Location – To be Determined

**VIII. Adjournment**

Matt Martinez motioned to adjourn the meeting at 3:40pm; Harold Garcia seconded; Motion passed.

Approvals:

  
\_\_\_\_\_  
Chairman 7-10-20  
Date

  
\_\_\_\_\_  
Treasurer 7-13-20  
Date



