

CCAB

July 11, 2011 Meeting

Brookline Town Hall, 333 Washington Street

MINUTES

Co-Chairs Paul Harris and Susan Martin called the meeting to order.

1. Green Homes Brookline – Paul introduced Lyndsay Schandel of Next Step Living, Inc., which is the contractor implementing the Green Homes Brookline program for the Town using ARRA (American Recovery and Reinvestment Act) funds. Ms. Schandel described progress under the program, using a Power Point presentation. Since the program began in October and November 2010, 711 households have been identified as prospects for weatherization work. Of these, 323 have been scheduled for or received energy audits. The majority of these were scheduled during the past three months (in part because of the success of door-to-door canvassing in April). Because there is typically a three-month lag between the audit and completion of weatherization work, only 19 have been completed so far.
2. Introductions - Those present at the meeting introduced themselves.
3. Organizational Structure (§ 501(c)(3) status) - Alan Leviton and Susan reviewed details of the proposal adopted at last month's meeting to restructure CCAB as a Massachusetts corporation to qualify as a tax-exempt charitable organization under § 501(c)(3) of the Internal Revenue Code. (This idea has now been discussed five or more CCAB monthly meetings.) Though the proposal was adopted last month, several practical questions had been raised, and the answers have already been distributed by email to our entire email list. Alan briefly summarized those answers (which appear in full at the end of these minutes).

Susan indicated that she and Alan will continue to move forward with incorporation, ideally completing it within a month, though that may be a bit optimistic.

4. Announcements - Susan made the following announcement:

Since summer is a slow season (agenda and attendance at this meeting were limited), there will be no formal monthly meeting in August. Instead, Susan will host the second annual CCAB potluck dinner from 4:00 until 7:00 on Sunday, July 31. Everyone interesting climate change is invited, and should bring a vegetarian food item to share. Susan will send out an invitation by email. The potluck will be at her home, 11 Abbotsford Road, Brookline.

The meeting was adjourned at 8:15 pm.

Our next meeting will be on Monday, September 12, as usual, in Room 103, Town Hall, 333 Washington Street, Brookline, beginning at 7:00 p.m.

Items and Questions Concerning CCAB Bylaws

Item 1: Need to specify length of term for board members as three years.

Response: This will be changed.

Item 2: Need to specify length of term for Clerk and Treasurer as two years.

Response: This will be changed.

Item 3: Would like to make it clear that all board meetings will be open meetings, unless there is a specific need for an executive session.

Proposed Resolution: This will not be changed. The problem is that if the by-laws state that all meetings will be open it could result in problems if sub-groups of the board met without announcing the time and place of the meeting. It would be a violation of the by-laws if, for example, a sub-group met at Starbucks and to discuss CCAB business without announcing the meeting and making it open to all other board members.

Item 3 Follow-up: If the by-laws that stated that all meetings would be open, would that stipulation also apply to unannounced meetings of only elected officers (co-chairs, treasurer, clerk) and the unelected campaign director? What about meetings of only elected officers?

Proposed Resolution: It all depends on what meetings we would require to be open. If we stated in the by-laws that all meetings of the board of directors were open, that would not necessarily apply to meetings of the officers. The officers are charged with handling the *day-to-day operations of the organization*, and in that spirit, not everything they do has to be done in front of a public meeting.

With that said, if the officers and board are one and the same, and there are discussions of matters that would typically be addressed by the board (rather than day-to-day transactions), then we could find ourselves in violation of an "all meetings are open" mandate.

Having a written mandate that requires board meetings to be open to everyone makes CCAB less flexible. We could put language in the bylaws that board meetings are intended to be open to all, but that the board may elect to hold meetings without public notice, if that would make folks feel better.

Question 1: Do we need to specify in the bylaws persons other than the treasurer who can sign checks or is this already covered under Paragraph VIII – Checks, bank Accounts, Notes? One example of needing a check-signer other than the Treasurer would be if a check needs to be written and the Treasurer is out of town.

Answer: This does not need to be in the by-laws. The board can issue a resolution naming persons, in addition to the Treasurer, who can sign checks.

Question 2: We would like to require two signatures on checks above some certain dollar amount. Does that need to be in the by-laws? If not, how can we mandate this practice?

Answer: This does not need to be in the by-laws. The board can issue a resolution naming persons, in addition to the Treasurer, who must sign checks exceeding some specified amount.

Question 3: Our Campaign Director is paid for her work. We would like her to be a board member but suspect she'll need to be a non-voting member to avoid conflicts of interest. It's possible we could have addition examples like this in the future. How should we handle this in practice? Do we need something in the bylaws to cover such situations?

Answer: The board can establish a Compensation Committee by resolution, stipulating that persons who are compensated for their work cannot be members of the Compensation Committee.

Question 4: What are the annual fees for filing various documents with federal and local government agencies?

Answer: The only annual filing fee will be \$15 for the Massachusetts Corporation annual report.