

# Friends of Spectrum, Inc. (FoS) Board of Directors

## Meeting Minutes

**Date:** June 11, 2019

**Scheduled Time:** 5:30 p.m.

### Attendance:

<b>Member</b>	<b>Position</b>	<b>Attendance</b>
Jessica Anacker	Member	Present
Tina Bondy	Member	Present
Dana Carlson	Member	Absent
Scott Gangl	Member	Absent
Mary Gattis	Member	Present
Dan DeBruyn	Executive Director – Ex-Officio	Present
Rick Peterson	Athletic/Facilities Director – Ex-Officio	Present
Dawn Sorenson	Executive Assistant	Present

### I. Call to Order

At this initial meeting of the Board for which officers were not yet elected, Mr. DeBruyn chaired the meeting. The meeting was called to order at 5:40 p.m. with a quorum present.

### II. Introductions

The Board and staff members present provided a brief introduction of themselves – sharing their past experiences and areas of expertise.

### III. Reading of Vision and Mission Statements

Mr. DeBruyn shared that the agenda contains items that are yet to be developed, such as the Vision and Mission of Friends of Spectrum, Inc. In the future, the Board will develop a Vision and Mission, which will be read at each of the meetings.

### IV. Conflict of Interest Check

Mr. DeBruyn called for any Conflict of Interest Check. None were noted.

### V. Board Agenda

Mr. DeBruyn called for approval of the agenda.

*On a motion duly made and seconded, Anacker/Bondy, the Friends of Spectrum, Inc. Board of Directors unanimously approved the agenda as presented.*

### VI. Consent Agenda

#### A. Interim Financial Transactions

None

#### B. Important Documents and Policies

None

#### C. Friends of Spectrum, Inc. Board Meeting Minutes

None

### VII. Ongoing Business

## **Friends of Spectrum, Inc. (FoS) Board of Directors**

### **A. Budget Report**

Mr. DeBruyn shared that at future meetings, the Board may anticipate receiving a budget and update report; however, since no budget has been developed yet, there is not a report this evening.

### **B. Executive Director's Report**

Mr. DeBruyn stated that at each meeting of the Board, a brief report will be provided; however, for this evening's meeting there was none. These reports may be provided in written or verbal format.

### **C. Athletic Director's Report**

Mr. DeBruyn noted that at each meeting of the Board, Mr. Peterson will provide a brief report on the activities associated with the athletic department; however, for this evening's meeting there was none.

## **VIII. Old Business**

There was no Old Business before the Board.

## **IX. New Business**

### **A. Overview of history and purpose for Friends of Spectrum, Inc.**

Mr. DeBruyn provided an in-depth overview of the history and purpose for forming the Friends of Spectrum, Inc. separate 501(c)(3) organization. He explained Charter School law, Minnesota Statutes, section 124E, in addition to Minnesota Statutes, sections 123B.35 – 123B.39, Minnesota Public Fee Law, and how it governs what is and isn't an allowable expense. In addition, he explained the relationship between Spectrum's Building Company 501(c)(3) entity and Spectrum High/Middle School.

Mr. Peterson provided a history of athletic revenue and spending, including past attempts at forming a booster club, which were unsuccessful for a number of reasons. Currently, there are separate accounts set up for each sport so that each sport is aware of how much it has to spend on allowable expenditures; however, additional monies are necessary to support the growing program. Approval for expenditures goes through the Athletic Director, which is the intended process once funds are transferred over to FoS.

Mr. DeBruyn shared that the Spectrum School Board's intent is that Friends of Spectrum, Inc. will not function as a booster club. Instead, it will be an organization supporting all of the activities and needs of Spectrum programs and facilities. This includes a place to house all donated funds for these purposes and possible avenue to raise funds in the future.

### **B. Election of Officers**

With the absence of two of the five members of the Board, it was determined that it would be best to elect a Chairperson at this time in order to move the meetings forward, but to wait on filling the remaining positions ( Secretary, Treasurer, and Vice Chair) when all members could be present.

By consent, the Board approved Tina Bondy as the chair of Friends of Spectrum, Inc.

All other positions will be voted upon at the next meeting.

The Board then went on to briefly discuss initial term limits, as called for in the Friends of Spectrum, Inc. Bylaws, but it was determined that terms should be decided when all members could be present.

### **C. Friends of Spectrum, Inc. Articles of Incorporation**

The Board reviewed the Amended and Restated Articles of Incorporation of Friends of Spectrum, Inc. as provided by the attorney assisting the school in setting up the organization. It was noted on the signatory page that there was a spelling error in the name of Tina Bondy. As such, it was requested that the Articles be amended further to have the signature line read *Tina M. Bondy*. An updated signature page will be provided at the next meeting of the Board for final execution.

## Friends of Spectrum, Inc. (FoS) Board of Directors

Following discussion, on a motion duly made and seconded, Bondy/Annacker, the Friends of Spectrum, Inc. Board of Directors unanimously approved the Amended and Restated Articles of Incorporation of Friends of Spectrum, Inc. as amended.

### D. Friends of Spectrum, Inc. Bylaws

The Board reviewed the Friends of Spectrum, Inc. Bylaws as presented. It was noted that because the Board chose to delay the election of a Secretary, it would wait to fully execute the Bylaws until the next meeting of the Board, but would entertain a motion for approval.

Following discussion, on a motion duly made and seconded, Gattis/Bondy, the Friends of Spectrum, Inc. Board of Directors unanimously approved the Friends of Spectrum, Inc. Bylaws as presented.

### E. Meeting Dates/Times

Mr. DeBruyn shared that once the organization is up and running, he envisions meeting on a quarterly basis. However, due to the amount of start-up work necessary, it may be wise to meet monthly. Ms. Anacker shared that she has a drive from St. Paul to Elk River and so making a 5:30 p.m. start time is difficult for her. Following discussion, the Board determined the next meeting to take place on **Tuesday, July 23, 2019, beginning at 6:30 p.m., in the College and Career Center of Spectrum's high school building.** Ms. Sorenson will send out a notice to all regarding the meeting date/time and hopefully all members will be available for this next meeting. Further meeting dates/times will be determined at the July meeting.

### F. Robert's Rules of Order

Mr. DeBruyn shared briefly on using Robert's Rules of Order to conduct orderly and organized meetings. It was noted that all members of the Board have had past experience serving on boards. A "cheat sheet" was included in the Board packet for Board members' reference.

### X. Next Meeting and Future Agenda Input

- A. Next Meeting Date – Tuesday, July 23, 2019, beginning at 6:30 p.m.
- B. Determination of Bank Signatories
- C. Selection of Banking Institution/Account
- D. Additional discussion of working relationship between entities
- E. Logo/Letterhead discussion
- F. Decision Matrix for the solicitation and expensing of funds
- G. Approval of Form 1023 Narrative
- H. Approval of Initial Budget
- I. Board protocols
- J. Final execution (signatures) of Articles of Incorporation
- K. Final execution (signatures) of Bylaws

### XI. Adjournment

On a motion duly made and seconded, Anacker/Bondy, the Friends of Spectrum, Inc. Board of Directors unanimously adjourned the meeting at 7:27 p.m.



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Board Secretary Certification (Jessica Anacker)