

Cooper County Extension Council Foundation Committee Meeting
7:30 p.m. May 27, 2008
Emergency Preparedness Center meeting room

Attending: Dudley Kaiser, Bob Brandes, Art Schneider, ex officio. Art Schneider was to prepare the minutes.

Dudley called the meeting to order at 7:30 p.m.

Art gave the committee two sets of by-laws used by other organizations. He offered these as samples or the committee could start from scratch.

After reviewing the two samples, the committee agreed to use Sample Draft A as the core and examine elements of Sample B to include.

They affirmed in **Article I** to name the foundation The Cooper County University of Missouri Extension Foundation.

In **Article 2** they modified the draft to note the purpose was educational and to construct an Education Research Information Center (ERIC) and to provide future support for programs or positions.

In **Article Three** they set membership at 12, half Extension Council appointments and half non-Extension Council (one appointed by the presiding Commissioner for Cooper County and two from financial institutions and three from businesses, including agri-business.

They agreed to three year terms with the first year having staggered appointments of one, two and three years.

In **Article Four** they recommended four officers, 50% of board members constituting a quorum, have the president preside at board and executive committee meetings, suggested three committees (publicity/public relations, finance, gifts and endowments) and agreed the president be ex-officio of all committees, but not a voting member. Officers will be elected at the annual meeting.

In **Article Five** they recommend the annual meeting be the third Thursday of March (a month after the Extension Council members are elected) and the board set the meeting dates. (Bob and Dudley noted that some years may require more meetings than others.)

In **Article Six** they recommend that the accounts be maintained by the Extension Center and checks signed by the treasurer and a second board officer. They also stipulated an annual audit.

Under this article two different proposals were included for legal review and recommendation. The first simply said:

No personal liability shall in any event be attached to any member in connection with any of the Foundation's undertakings.

The alternate proposal stated:

The Foundation shall indemnify each member of the Board of Directors, as described in Article III hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law. The Foundation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Foundation and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Foundation shall be advised by its Board of Directors acting: (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that; or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel. Every reference herein to a member of the Board of Directors or officer of the Foundation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Foundation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Under **Article Seven** the foundation has scientific and educational purposes, that it shall not provide propaganda or seek to influence legislation or intervene in a political campaign nor provide financial benefit to a director.

Article Eight provided 10 days notice before a meeting of the foundation.

After the meeting it was agreed Bob was to take the draft (including the two alternatives under Section Six to a local attorney for review and that the attorney's recommendation be included in the final draft to go before the council.

The meeting adjourned at 9:20 p.m.