



# People First<sup>®</sup> of California, Inc.

## Board of Directors Meeting

April 17, 18, 19, 2009

Courtyard by Marriott, 4422 Y Street  
Sacramento, California 95817

### MINUTES

#### BOARD MEMBERS PRESENT (region)

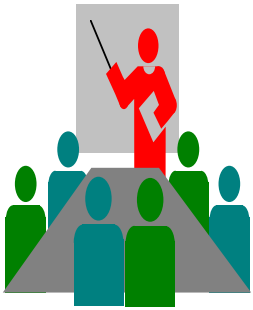
Wayne Folkes (1)  
Roger Pulliam (2)  
Cindy Lee Richards (3)  
Cathy Daggett (4)  
Carmen Quinones (5) (Alternate)  
Krisi Frazone (6)  
Jody Barker (9) (Sargeant @ Arms)  
Kecia Weller (10) (Absent-Excused)  
Hallie Long (11)  
Ralph Skoner (12) (Treasurer)  
Trena Wade (13)

Scott Winfield (President)  
Roy Rocha (8) (Member@ Large)  
Deanna Brandon (Member@Large)

#### OTHERS PRESENT

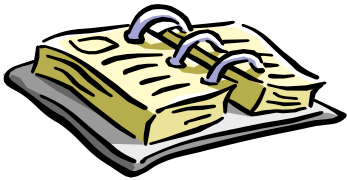
Joe Meadours (Executive Director)  
Robin Rhoades (Deputy Executive)  
Carlos Palacios (Clerical Support)  
Linda Thompson (CMP)  
Dennis Craig (Area Board 5)  
Wanda Henderson (Helper – 1)  
Cindi Freshour (Region 2 Advisor)  
Ramon Dejas (Kern Region)  
Paula Johnson (Reg-8 Supp-Staff)  
David Miklas (Helper-9)  
Ryan Duncanwood (SABE Rep)  
Tim Cabral (Self-Adv Council 6)  
Brad Putz (Region 6 Alternate)  
Waylon Rudd (Region 2 Alternate)  
Patricia Omowale (Region 4 Helper)  
Jolene Bradford (Region 6 Helper)  
Dave Cohen (Esquire, Human Resources)

## Friday, April 17, 2009



### **Meeting called to order 1:00 p.m.**

- Introductions – self introductions
- Sang Anthem – Acappella (without CD accompaniment)
- The minutes from January 2009 meeting in Los Angeles were approved as presented
- Donald Roberts Memorial



### **PFCA Board Meeting Schedule**

All meetings will be held in Sacramento, due to Budget Cuts. Eliminated two board meetings August 21-22<sup>nd</sup>, October 23-24<sup>th</sup> and replaced them with a meeting on September 25-26, January 29-30 (formerly in Los Angeles) April 23, 24, 25

Roy Rocha made a motion to accept the schedule as presented to the Board, Roger Pulliam seconded. Motion carried

### **T-Shirts**

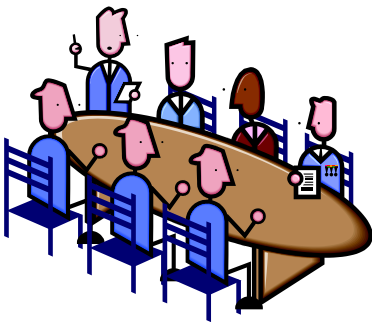
PFCA logo in the center, Respect, Responsibility, Realizing Your Dreams, surrounding the logo.

Roger motion, Cindy seconded the motion. Motion carried. Unanimous

### **T-Shirt design**

Bright colors

1. White tee shirt with logo/black lettering - 2
2. Yellow Tee/logo/black lettering - 0
3. Yellow Tee/logo/same blue eagle - 1
4. Light blue/ logo/white lettering – 3 (dark blue if you



can't see the white lettering)

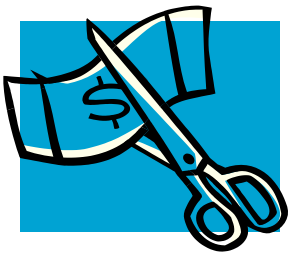
5. Purple Tee/logo/red lettering - 0
6. Medium light green, logo/dark blue - 1
7. Tied Dyed/ logo/black - 0

### **Budget Approval**

Budget Report/Treasurer's Report

Ralph Skoner, Treasurer, read the details of the April 2009 General Account for Fiscal Year July 08-June 2009

The projected budget will cut Scholarships for the year 2009-2010



### **Grant Outline**

Joe reviewed the proposed budget cuts and explained each line item with the Board.



### **Dave Cohen, Esquire**

PFCA Fiduciary Duties of the Board

California Corporations Code #5231

Director's responsibilities

5231. (a) A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

The law requires that a person act in good faith.

Key Areas of Liability Exposure

- Financial management
- Decision making
- Ethics
- Membership/endorsements/authority

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## Ways to Get into Trouble

- Negligence = not acting with ordinary care
- Anti-trust = collusion with others
- Breach of contract
- Libel/slander/defamation
- Conflicts of interest

Mr. Cohen recommends that we establish a financial committee/and have an annual outside audit.

- Board directs policy v. Executive Director runs operations. (day to day)
- Employee Handbook created by ED adopted/approved by Board
- Conducting performance evaluations is ED job; except for ED evaluation which must be done by the Board.

## Maintain Sound Financial Management

1. Annual audit of finances by accountant.
  2. Monthly review of financials by board
    - a. Who receives reports? How often? What type of verification process do you have?
- Establish check signing procedures
  - Segregation of duties

## Review Insurance Policies

- Directors and officers (D&O) coverage – protects board members from damages arising from performance of duties as directors
- General liability – protects organization for negligence (attendee falls at meeting, chapter

damages hotel property during meetings)

**Board Elections for Secretary (position for the remainder of the year to Complete Christina's term.**



Nominations: Deanna Brandon  
Since Deanna was the only nominee, President Scott declares Deanna appointed as Secretary.

The Board of Directors decided that PFCA will not collect dues at Board Meetings.

**Ryan Duncanwood**

If he wants to be on the Board, your local region could vote him on to PFCA.

As the SABE representative, you can come to meetings and make reports, all costs is on your own. Give Board updates on what's going on.

**Saturday, April 18, 2009**

**PFCA BY-LAWS**

**Article 1, Offices**

Section 1: Principal Office - Change to Suite 360

Section 2: Changing Address - no change

Section 3: Other Offices – no change

**Article 2, Purposes**

Section 1: What People First is All About

i. Help people be able to do more for themselves and have more money. **Instead of money replace with independence.**

f. Add: **and remember our responsibilities**

d. Add: **and others.**

l. Do fundraising to keep PFCA going strong **and**



encourage local groups to do the same.

j. Teach society about who we really are as individuals, and how we CAN help the community.

m. Impact Local, State, and Federal policies.

n. Board Directors will help to look for future funding for the organization.

a. Train self-advocates by self-advocates.

### **Article #3 - Directors**

#### Section 1. Number of Directors

No Change

##### Section 1.1 – Alternates

Each region can have an additional person attend the Board meeting. The alternate is only able to vote when the board regional representative is not in attendance at the board meeting. The alternate position can be used for a People First region to train up their next Board member in the future or can just be a part of the meetings to help with discussion from their region.

##### Section 1.2 – Members-At-Large (MAL)

Three more directors can come from anywhere in the state and they will be called “members-at-large” (MAL).

##### Section 2. – What the law says about directors

No change

##### Section 3. – What the Directors Can Do

No change

Section 4. – How long Do Board of Directors Stay on the Board (Terms) Include all thru this (Board of Directors) delete the example, and spell out MAL (Member at Large) Financial support from their local region.

##### Section 5. – Pay of Directors

No Change

Section 6. – What About Directors who have some Ties to the Corporation.

No Change

##### Section 7. – Where are meetings held

No Chang

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Section 8. – Annual Meeting

No Change

Section 9. – All Other Meetings

Change vacant to available

Second paragraph is about term and should be moved to Section 4 put something about MAL

Section 10. – Notes About When Meetings are Held

No Change

Section 11. – What the Meeting Notice Should Say

Replace “you” with PFCA

Section 12. – Having Enough People at the Meeting

No Change

Section 13. – When Directors Vote

No Change

Section 14. – Who Runs the Meetings

No Change

Section 15. – When There are Vacancies on the Board

No Change

Section 16.- When There are Vacancies on the Board

Add the language that has already been approved for absentees.

Directors can't, change to cannot.

Section 17. – Board Members are not Responsible for Some Things.

No Change

Section 18. – Costs of Lawsuits

No Change

Section 19. – Insurance for the Corporation

Insert: buy and maintain an insurance policy to protect themselves .....

**Article 4 – Officers**

Section 1. – Number of Officers

No Change

Section 2. – Term of Office for Officers

No Change

Section 3. – Removal and Resignation

No Change

Section 4. – Vacancies

No Change

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Section 5. – Duties of the President

No Change

Section 6. – Duties of the Vice President

No Change

Section 7. – Duties of the Secretary

No Change

Section 8. – Duties of the Treasurer

The Treasurer shall work with the financial administrator and executive director to do the following:

Section 9. – Duties of the Sergeant-At-Arms

Remove the word **to**, should read "Remove people from Board meetings if they do not respect the Board, its officers, or these bylaws."

Help keep order during Board meetings **using Robert's Rule of Order.**

Section 10. – Duties of the Past President

At Board's discretion, Get the correct word change from previous Board Minutes.

**Article 5 – Committees**

Section 1. – Executive Committee

No Change

Section 2. – Advisory Committees

Omit this advisory committees

**Article 6 – Members**

Section 1. - Membership

**Put the five principles in the correct order.**

Section 2. – **Since People First of California is the statewide People First Organization**

**Article 7 – Contracts, Deposits and Funds**

Section 1. – Signing Contracts

The Board of Directors can designate the Executive Director to represent the corporation and sign contracts or speak for them. Everything else stays the same.

Section 2. – Check Signatures

If the Treasurer is not available then the Executive

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Director or Financial Administrator may sign checks. Checks having a value of \$5,000 or more shall have two signatures.

Section 3. – Bank Account

Have Mike Everson clarify what accounts we currently have. Add credit card usage/old TISS account

Section 4. – Gifts

No Change

## **Article 8 – Corporate Records and Reports**

Section 1. – Maintenance of Corporate Records

No Change

Section 2. – Directors' Inspection Rights

Change to Board of Directors. No Change

Section 3. – Annual Report

No Change

## **Article 9 – Fiscal Year**

Section 1. – Fiscal Year

No Change

## **Article 10 – Amendment of Bylaws**

No Change

## **Article 11 – Amendment of Articles**

Section 1. – Amendment of Articles

No Change

Section 2. – Amendments regarding initial directors and initial Agent for Service of Process

No Change

## **Article 12 – Prohibition Against Sharing Corporate Profits and Assets**

Section 1. – Prohibition Against Sharing Corporate Profits and Assets

As agreed by the Board.

Give to a charity that shares the PFCA Mission, Vision and Values.



### By-Laws parking lot

Record Retention – We can save our records for longer but not shorter than recommended by David Cohen.

## Sunday, April 19, 2009



### Working Breakfast:

- **Regional Reports (optional)**



### California Memorial Project – Linda Thompson

Since we have not received a grant for the project, we are beginning to use money that was donated. CMP is only a committee, not an organization. They would like to use the PFCA 501(C) number so they'll be able to apply for a grant.



### Core 4 – Getting Ready for the Conference

Conference Registration packets have all been sent out. (Carlos will check if we have registration forms for all Board members)

Team descriptions – Each group of volunteers will be designated by different colored name tags. (PFCA & SLI)

Admirals – Kecia Weller, Joe Meadours (walkie talkie)

Support Captain: Robin Rhoades (walkie talkie)

Team Captain's Responsibilities

- Give breaks
- Gives the team directions
- Follow-up – make sure the team members are in the right place

- Responsible position
- Show up first and leave last.
- Captains will go over the assignments
- Captains meet with Admirals (at least once during the conference)
- All Captains will have walkie talkies
- Captains will meet with Joe Meadours on Thursday from 3:00 – 5:00 p.m.

### **PFCA Board volunteers**

Cindi Freshour – to substitute for breaks, Bakersfield (1 person from BARC), David, Carlos, Robin, Linda Thompson, Keith, Lyndsey

**Host Volunteers** - Area 3 will be the host region (10 people needed)

### **Supported Life Institute – volunteers**

SLI will have their own volunteers, designated by a different colored name tag.

### **Accommodations**

1. Hallie Long, Trena Wade, Kecia Weller, Scott Winfield, Jody Barker

(Trena Wade, Gold Team/stay in this room where she is presenting)

(Krisi Franzone, Gold Team/choose which room to stay in/DDS)

(Hallie Long, Green Team/is taken care of)

Deanna Brandon and Cindy Lee Richards will get the names of 10 volunteers to Joe Meadours, and then the office will call each volunteer to see what Group we need help. All volunteers (PFCA and SLI) will be required to come to a meeting @ 9:00 a.m. on Friday morning

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before the conference for a Leadership Training.  
Friday, Salon 1 – 3:00 p.m. – 5:00 p.m.

**Panel Stakeholders –**

Bob Baldo – ARCA

Alan Kerzin – SCDD

Terri Delgadillo – DDS

Joe Meadours – PFCA

Tony Anderson – The Arc of California (backup)

Assemblyman Chesbro ?

Marty Omoto (backup)

Scott Winfield will be the MC

**Format:**

Panel up front

Questions first hour/panel to answer questions the second hour

Have speakers talk first (10 minutes each) talk about budget cut concerns during the first hour.

**Procedures:**

**To send this guide with the confirmation packets**

Audience /Share their stories (Limit time for each person to 2-3 minutes)

Room set-up / Microphone at either side of room

Have a guide to write your story. Send this guide with the confirmation packets

- Name and what area or city they are from
- Tell how this budget is going to affect you
- Do you have any questions for the panel members

Room set-up / Microphone at either side of room

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**Red Team**

Roy Rocha (Team Captain)

Cindy Richards

**Green Team**

Hallie Long (Team Captain)

Linda Thompson

Deanna Brandon

Jody Barker & Dave



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### **Gold Team**

Ralph Skoner  
Jody Barker  
Cathy Daggett  
Kristina Franzone  
Carmen Quinones  
Roger Pulliam (Team Captain)  
Trena Wade

### **Blue Team**

Waylon Rudd  
Trena Wade  
Roy Rocha (Team Captain)

**Movies** – Friday, Ralph Skoner & Carmen Quinones

**Dating Game** – Saturday, Krisi Franzone

**Photo Booth** – Saturday, Host Volunteers

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### **Parking Lot**

#### **Conference Expense- Krisi**

Joe Meadours – will make the decision if we will have another conference after this conference

#### **PA System – Jody**

It would help us a great if we had a PA system so that we can hear everyone's comments. (cordless microphone)

Have operations (Executive Director) research for different prices and options, Craig's List, find the cheapest price.

One wireless microphone system/ Lapel "mic" system for everyone.

Jody made a motion to have Joe check into the cost and options to purchase a PA system. Seconded by Krisi Franzone. Motion carried.

#### **Nurse's Award – Krisi**

Krisi made a motion to give the nurse at the conference an award.



Yes. We will give a simple plaque that is given at the awards dinner.

Wayne Folkes seconded the motion. Motion carried.  
Company name, all the nurses that have come to the conference.

Thanks for all your support over the years. We appreciate everything you do to make this conference a success in helping People First of California.

Wayne Folkes made a motion for Krisi Franzone to make the presentation on behalf of the Board. (call on the phone as a medical emergency)

Roger Pulliam seconded the motion. Motion carried.



Next Board Meeting: September – 25-26, 2009  
Sacramento, CA.