

School Project Foundation (Doing Business as North Dakota Study Group)
Board of Directors Meeting
Monday, August 3, 2020

In Attendance: Daniel Baron, Mary Harris (Secretary), John Lockhart (Chair), David Wasserman (Treasurer)

Meeting Location and Time: Zoom
12:15 p.m. EST

Meeting Opening: Board Chair, John Lockhart, called the meeting to order. A quorum was present.

Approval of the By-laws: Mary reported that the Bylaw Revision Committee composed of herself and Daniel Baron recommended changes to the bylaws. The primary revisions support The School Project Foundation's doing business as the North Dakota Study Group as permitted in Article 1: Name. In addition, the committee proposed that the James and Grace Lee Boggs School be designated as recipient of the treasury in the event of dissolution of the Corporation. Second, since NDSG has no executive director, we recommended that references to the Executive Director be removed from the bylaws, with a co-chair or member of the primary programming group designated as a program link to the Board of Directors. Third, we recommended that the expectation of face-to-face meetings be changed to allow meetings to be held by conference call or interactive technology

Lockhart asked that Article 4.1 Directors, Number not be changed so that the minimum number of Directors would remain 3, not 5. He also asked for change in Article 6.2 Regular Meetings so the first sentence would read, "The Board of Directors shall meet at least annually."

Lockhart moved approval of the by-laws as amended. Daniel seconded, and the motion passed unanimously. Implementation requires the Corporation's filing a certificate of assumed business name.

Registered Office and Agent.

Daniel suggested his home address, 5011 N. Limberlost Lane, Bloomington, Indiana 47408, to replace the address of the Bloomington, Indiana, school currently listed as the principal and registered office of the Corporation in Article 2.1. Principal Office and Registered Office and Agent. The agent is John Lockhart.

Transfer of Treasury

Lockhart said he will open an account in a credit union within two weeks. There will be several signatories to the account. Daniel said he would send Lockhart the remaining treasury of the School Project Foundation. Mary said Helen Featherstone and Judy Lescarbeau have been notified about the transfer of the NDSG treasury to the new account.

Addition of Sascha Betts to the Board of Directors

David moved that Sascha Betts be added to the Board of Directors. He said that he had talked with her and she is willing to serve. Mary seconded. The motion passed unanimously.

Next Meeting

Daniel said that paperwork required by the Internal Revenue Service is due annually on May 15. Lockhart said and we should meet to review this material at an annual meeting will be held before this date in 2021.

Lockhart asked whether there would be an NDSG meeting at which members could be informed about the formation of the Corporation and its relationship to NDSG. Mary said the co-chairs were trying to form three committees, one of which would be charged with defining the role and membership of a program steering committee. There would likely be a membership meeting to report its recommendations.

Mary asked how the program committee would receive funds from the treasury. Lockhart recommended that they request an annual budget from the treasurer and make an annual report in spring 2021.

Date of Doing Business as North Dakota Study Group

Daniel moved that the School Project Foundation commence doing business as North Dakota Study Group effective August 4, 2020. David seconded, and the motion passed unanimously.

Next Steps with Bylaws

Mary said she would submit the revised bylaws for signature by the four members of the Board.

Meeting Adjourned

Lockhart thanked everyone for their work on the bylaws.

He adjourned the meeting at 12:40 p.m. EST.

Respectfully Submitted,

Mary Harris,
Secretary