

SIVB BOARD OF DIRECTORS CONFERENCE CALL
JULY 6, 2004

1.0 INTRODUCTION: The conference call was called to order by President David Altman at 12:00 pm (EST). Participating Board members included: David Altman, David Ellis, John Harbell, Richard Heller, Dennis Laska, Paul Price, Nancy Reichert, and David Songstad. Marietta Wheaton Ellis, New Beginnings Management, Inc. also participated.

1.1 Adoption of Agenda. Richard Heller moved, and Dennis Laska seconded, adoption of the agenda that had been sent to the Board electronically on June 25, 2004. Motion Passed (7:0:0).

2.0 FREE STUDENT REGISTRATION

2.1 Background: This initiative was originally proposed as a two-year trial for the 2003 and 2004 meetings. Continuation of this initiative was discussed at the May, 2004 Board meeting, but was not voted on.

2.2 **David Songstad moved, and Paul Price seconded, to extend this student initiative for 2005 through 2007. Richard Heller proposed, and Paul Price seconded, a friendly amendment to approve the continuation of free student registration at our annual meeting until the Board determines it is not feasible to continue. David Songstad accepted the friendly amendment. Motion Passed (7:0:0).**

3.0 PROPOSED CHANGES TO THE CONSTITUTION

3.1 Background: The Constitution and Bylaws Committee forwarded their recommended changes to the Board electronically on July 2, 2004. Each of the following changes to their draft were proposed, discussed and agreed to by all voting conference call participants.

3.1.1 **Article IV** (Officers of the Society). **C.** “The terms of office shall be for two years or until a successor shall have been duly chosen.” was moved to **Article V** (Governance of the Society). **B.** with the following changes “The terms of office shall be as designated for each position or until a successor shall have been duly chosen.”

3.1.2 **Article VII** (Meetings). **A.** first sentence, single word change: “As called by the Board...” was changed to “As approved by the Board...”

3.1.3 **Article XI** (Amendments to the Constitution and Bylaws). **G.** “Adoption of amendments to the Bylaws of the SOCIETY requires a unanimous, affirmative vote of the Board of Directors.” was changed to “Adoption of amendments to the Bylaws of the SOCIETY requires a two-thirds affirmative vote of the entire Board of Directors.”

3.2 **Paul Price moved, and Richard Heller seconded, that the proposed changes made to the SIVB Constitution by the Constitution and Bylaws Committee and the Board be put to the membership for a vote. Motion Passed (8:0:0).**

4.0 FIDUCIARY RESPONSIBILITIES – SIGNATURE AUTHORITY ON CHECKS

4.1 Background: Since the SIVB has closed its business office and contracted with a management company, the Board must determine specific signature authority and limits. The Board Executive Officers discussed this in a conference call on June 18, 2004 and asked Richard Heller to continue the discussion with Marietta Wheaton Ellis, New Beginnings Management, Inc. The proposal is to increase the number of SIVB signatories with increased check dollar amounts which shouldn't cause an undue burden on day-to-day operations. These proposed levels were sent to the Board electronically on July 2, 2004 and are listed below.

4.1.1 New Beginnings Management, Inc. will be authorized to sign checks, not to exceed \$1,000, using the Treasurer stamp as the second signature.

4.1.2 New Beginnings Management, Inc. will be authorized to sign checks, that exceed \$1,000, signed by the Treasurer as the second signature.

4.1.3 New Beginnings Management, Inc. will not be authorized to sign checks that exceed \$15,000. These checks will require two signatures, typically the SIVB Treasurer and an additional officer. The Secretary will be the standard officer authorized to be the second signature. In the event the Secretary is unable to perform this duty, the President will be requested as the second signature.

4.2 In the discussion, it was proposed that in section 4.1.2, the sentence "In the event the Treasurer is unable to perform this duty, the Secretary will be requested as the second signature." be added. **John Harbell moved, and Dennis Laska seconded, that the plan be accepted as listed with the addition of the new sentence. Motion Passed (8:0:0).**

5.0 PLANT SECTION'S PROPOSED CHANGES TO BYLAWS

5.1 Background: Nancy Reichert discussed modifications to the Plant Section's Bylaws initially presented at the 2003 Plant Section Business Meeting. Modifications included a name change to Plant Biotechnology, an expanded definition of scientific areas encompassed, officers' duties were defined, and the requisite for paper-based ballots was deleted. Members in attendance voted to forward the proposed changes to all regular members by ballot. Section members accepted the modified Bylaws by the required two-thirds majority of voting members.

5.2 **Nancy Reichert moved, and John Harbell seconded, that the modified, Plant Section-approved Bylaws be accepted by the Board. Motion Passed (8:0:0).**

6.0 ADDITIONAL ITEMS

6.1 David Altman announced the creation of an ad hoc committee to address the 2007 meeting in regard to proposing alternatives to traditional formats and venues. The committee will put together various alternatives and will bring their suggestions to the Board meeting in June, 2005. Indra Vasil will chair the committee. At present, members include those who have proposed alternate venues: Wayne Parrott (University of Georgia), Dennis Laska (Indianapolis), Tom Zimmerman (Virgin Islands), and either Maureen Fitch or Dennis

Gonsalves (Hawaii). Ideally the committee should be comprised of approx. 50:50 “plant” and “animal” members, so more animal people will be needed. Paul Price suggested William Smith be asked to serve. David Altman will also ask the appropriate section Chairs for additional nominations.

- 6.2 As per the SIVB Constitution, the Secretary presides over the Teller’s Committee in tallying ballots for elections and proposed changes to the Constitution and Bylaws. David Altman stressed that the Secretary is the responsible person for certifying the vote, which becomes more critical now since the SIVB no longer has a business office, but has contracted a management company. Nancy Reichert discussed how the vote on proposed changes to the Constitution will be conducted, which had been discussed during a Board Executive Officers conference call on June 18, 2004. A paper ballot will be used because: not all the members have email accounts, using a web-based firm for voting is cost-prohibitive, and it would serve a dual purpose of announcing the new contact information for the SIVB. Some Board members also pointed out that the current SIVB Bylaws mandate use of a paper ballot. Nancy Reichert indicated the ballots will be sent to her and to rule out bias in counting, she will have the President and Vice President of the Mississippi State University Faculty Senate act as the tellers for this ballot and will report the results to her. No one objected, or proposed modifications, to this plan.

Paul Price moved, and John Harbell seconded, that the meeting be adjourned. Motion Passed (8:0:0). Meeting adjourned at 1:00 pm (EST).