

ALP Advisory Board Meeting & Organizational Meeting, March 27, 2014

In attendance:, Marion Kellihur; Janet Murphy; Bob Ellis; Polly Ellis; June Johnson; Shirley Dudley; Jim Yaeger; Paula Fisher;; Ann Parkhurst; Peter Cruikshank.

Guests: Ivan Backer; Diane Harris; Bertina Williams; Barbara McGrath, Executive Director of CULI; Katherine Gent, Associate for CULI

Co-chair Peter Cruikshank called the meeting to order at 1 PM.

As a first order of business, Incorporator Peter Cruikshank appointed the Board of Directors: Peter Cruikshank, Patrick Hatcher, Shirley Morrison, David Winer, Ann Parkhurst, Jim Yaeger, Janet Murphy, Marion Kellihur, June Johnson, Shirley Dudley, Bob Ellis, Polly Ellis, and Paula Fisher.

Certificate of Incorporation: Moved by Shirley Dudley and seconded by June Johnson to amend the language of "Section 6, Directors" to read "The Corporation shall be managed by the Board of Directors composition of which is set forth in the Bylaws. " The text starting with "At the organizational meeting..." remains as stated in the original. Polly Ellis moved and Shirley Dudley seconded to ratify the Certificate of Incorporation of ADULT Learning Program, INC. as amended; carried unanimously.

Bylaws: Moved by Bob Ellis and seconded by Jim Yaeger to ratify the resolution concerning the Bylaws and that they be filed with the IRS before the next ALP Board meeting; carried unanimously.

Election of Officers: Jim Yaeger moved and Bob Ellis seconded to ratify the resolution concerning the election of officers with the correction of the spelling of David Winer's name; carried unanimously.

Conflict of Interest: Janet Murphy moved and Bob Ellis seconded to ratify the resolution concerning the Conflict of Interest Policy; carried unanimously.

New bank account and signatories: Marion Kellihur moved and Polly Ellis seconded to ratify the resolution concerning accounts for the Corporation as amended to add Coordinator Bertina Williams as a signatory; carried unanimously.

Transfer of funds: Shirley Dudley moved and June Johnson seconded to ratify the resolution concerning the transfer of funds and any other assets; carried unanimously.

Authorization of officers: Shirley Dudley moved and June Johnson seconded to ratify the resolution concerning the authorization of officers to take further action as necessary and desirable; carried unanimously.

Copies of the twelve resolutions adopted by the board are attached hereto and incorporated herein by this reference.

Other business: Janet Murphy moved and Paula Fisher seconded to hire Albertine Williams as an independent contractor at the beginning of the next fiscal year; carried unanimously. Peter Cruikshank noted that this position's salary will be decided at the April 2014 Board meeting.

Minutes of the January 23, 2014 meeting: Bob Ellis moved and Jim Yaeger moved to accept the minutes; carried unanimously.

Treasurer's report: Janet Murphy noted the need for a reconciliation meeting with University of Connecticut regarding the account. Also, membership is at the level projected in the budget. The

treasure will make a recommendation in the future regarding the process for signing the Coordinator's check. The treasurer's report was accepted.

Coordinator's report: accepted.

Committee reports:

ALP-Horn. Jim Yaeger and Shirley Morrison are co-chairs. Jim Yaeger noted that Gwen Sibley will be designated as co-editor in the next edition.

Communication. Bob Ellis noted that Diane Harris will take over as web master. There will be a meeting to plan the fall publicity campaign.

Curriculum. Ivan Backer reported that there were 187 responses to the survey, a 68% response. Details of results will be given to committees and the Board in late April to early May. The drawing for the winner of free tuition for one year will be announced at the Annual Meeting. The fall semester is being developed, and the committee seeks suggestions for the spring of 2015. ALP will be co-sponsoring a course with Seabury.

Membership. Paula Fisher noted the need for a co-chair for the Curriculum Committee. Signage may be created noting ALP programs at the site of classes. There will be an early September date for the Preview Meeting and a Social in October.

Committee reports are due to Bertina by May 15.

Old Business: none.

Janet Murphy moved and Marion Kellihur seconded to adjourn at 2:30; carried unanimously.

Respectfully submitted

Ann Parkhurst, Secretary

RESOLUTIONS OF DIRECTORS'  
ORGANIZATIONAL MEETING  
OF  
ADULT LEARNING PROGRAM, INC.

**RESOLVED:** That the Bylaws for the regulation and management of the business and affairs of the Corporation, which reflect primarily the continuing operations of the organization, which have been reviewed by counsel and a copy of which is attached to this consent, are hereby adopted as and for the Bylaws for the regulation and management of the business and affairs of the Corporation.

**RESOLVED:** That the following named persons are hereby elected officers of the Corporation to serve for a term of one year and until their successors are duly chosen and qualified:

Pat Hatcher	-	Co-Chairperson
Paul "Pete" Cruikshank	-	Co-Chairperson
Ann Parkhurst	-	Secretary
Janet Murphy	-	Treasurer

**RESOLVED:** That the Conflict of Interest Policy, for the process and procedures regulating any potential excess benefit transaction or potential conflict of interest between the Corporation and any officer, director, member or other disqualified person, a copy of which is attached to this consent, having been reviewed by the Directors, is hereby adopted as the Conflict of Interest Policy for the Corporation.

**RESOLVED:** That an account or accounts for the Corporation be opened at a financial institution or institutions to be selected by the officers and that the Board Co-Chairpersons and Treasurer [and any other individuals or officers identified at this time] be severally authorized to sign checks drawn on said account or accounts; that the officers are severally authorized to execute such instruments as may be necessary or desirable in opening said account or accounts; and that any specific resolution required by the financial institution or institutions is hereby adopted.

**RESOLVED:** That the officers are authorized to execute any documents necessary in order to transfer funds and any other assets accumulated from the Corporation's former operations as

"Adult Learning Program (ALP)" to the Corporation's newly formed bank account.

**RESOLVED:**

That the officers are authorized and directed to take such further action as may be necessary or desirable for the conduct of the Corporation's activities, including but not limited to the filing of any applications for recognition of tax exempt status, the preparation and filing of any information relating to the Corporation or its activities, and the payment of any necessary or appropriate fees or charges in connection therewith.