



Approved Minutes
NIRSA Foundation Board of Directors
January 12, 2011
Teleconference Meeting

MISSION STATEMENT: The NIRSA Foundation, through fundraising and stewardship efforts, works in cooperation with the National Intramural-Recreational Sports Association to enhance the effectiveness of collegiate recreational sports by providing its members meaningful opportunities for scholarship, research, and personal and professional development.

VISION: The NIRSA Foundation will lead in providing educational and scholarly opportunities for members of the National Intramural-Recreational Sports Association through the cultivation and distribution of developmental resources.

CONFIDENTIALITY POLICY: A Foundation Board Member of NIRSA or Non-Director Committee Member shall not disclose Confidential Information. Confidential Information is information that is acquired while participating in an executive session of a meeting of the Board of Directors or of a NIRSA committee that is being conducted in executive session.

The Chair of the NIRSA Foundation Board and any other Director or any other NIRSA Foundation Board member shall advise individuals to conduct meetings in executive session where confidential information shall be disclosed.

Official minutes of all NIRSA Foundation Board meetings, complete with meeting handout and support materials, are archived at the NIRSA National Center.

Key: FB=NIRSA Foundation Board; NNC=NIRSA National Center; BOD=Board of Directors; "Bold"=Motion; "Italics"=Follow-up Action Item; "Exhibit"=contact the NIRSA National Center (NNC) or NIRSA Foundation Board member for a copy of the "Exhibit."

I. Call to Order

The meeting was called to order at 10:00am PST.

II. Roll Call

Chair (2008-2011)	Steve Young
Vice-Chair (2010-2013)	Suzi Smith
Member at Large (2010-2011)	Eric Stoutner
Member (2010-2013)	Dave Koch
Member (2008-2011)	Loretta Capra
Member (2009-2012)	Beau Rugg
Member (2010-2012)	Jennifer Rezac
Member (2010-2013)	Eric Nickel
Designated Director (2010-2011)	Mike Waldron
Secretary/Treasurer	Kent Blumenthal absent & excused

NNC Staff

Karen Bach, Chief Operating Officer

Brittany Rejda, NIRSA Foundation and Education Coordinator

III. Approval of Minutes

A. December 15, 2010 Teleconference Minutes (Exhibit)

MOTION: Waldron/Smith. Approve December 15, 2010 Teleconference Minutes with following changes. Passed unanimously.

Item V. C. (page 3)

The ~~FB~~ **Board** discussed how the current scholarship in Mark's name would be handled. A general scholarship would continue to be **awarded in Mark Fletcher's name** to the overall high score ~~recipient~~ **applicant** while the proposed endowment in Mark Fletcher and Mark Leionda's name would be a separate scholarship offering. The Fletcher/Leonida Endowment would first be awarded to a student ~~who graduated from a school~~ **with a connection** to a Virginia school ~~or currently attends a Virginia school~~. After funds were available to add a second scholarship, it would then be awarded to a Region II student. **Details will be outlined in the Memorandum of Understanding.** The FB would like to announce the new endowment at the 2011 National Conference in New Orleans.

IV. Endowment Updates

A. J. Michael Dunn update

MOTION: Nickel/Rugg. Approve J. Michael Dunn Endowment MOU. Passed unanimously.

Action: Suzi will send Nickel final updated MOU.

Action: Following this meeting Bach/Rejda will make updates to the Scholarship Webpage.

Bach stated that the J. Michael Dunn donation report will now be sent out monthly instead of weekly.

V. Scholarships

A. Schedule and Members

1. Teleconference Schedule:
 - a) Student scholarship selection- 2/1 Noon (PT)
 - b) Professional scholarship selection- 2/1 12:30pm (PT)
2. Work Team/members - Scholarship Chairs for each area are listed first and in bold
 - a) Student work team: **Capra, Rezac, Smith, Nickel**

- b) Professional work team: **Koch**, Stoutner, Rugg, , Young
 - c) Founders: **Stoutner**, Rugg, Stan Shingles, Matthew Fortune, April Boone and Mirum Washington White.
3. Braden: **Capra**, Smith, Laurie Braden and Andrea Dutcher. The Board discussed the procedures on how the Scholarship applications would be sent to the committees. It was noted that our work teams also included previous scholarship recipients and that their names needed to be included. Heather Van Hall and Ben Smith will serve on the Student Selection Committee and Kendra Violet and Alison Epperson will serve on the Professional Selection Committee.

Action: Capra/Smith will organize a teleconference for the Braden Endowment.

B. Decision concerning Chivetta Endowment Allocation

Koch has made several attempts to contact Chris Chivetta since Midyear, but has not been able to have a conversation with him. Due to the current balance of the Chivetta Endowment fund, the FB will not be awarding a Chivetta Scholarship in 2011..

C. Michael Dunn Recipients

FB decided that due to space restrictions in the Conference Program and because the recipients of the J. Michael Dunn Student Professional Development Workshop Scholarship are selected in a random drawing, they will not be included in the Conference Program. A sign will be placed at the entry of the SDPW and then could be used at the Foundation Table.

Action: Rejda will find out how the FB will be receiving the scholarships applications and notify FB members.

Action: FB will give Rejda information on which non-FB members needs to receive scholarship application information.

Action: Smith requested that the Foundation pages be organized together in the Conference Program if possible.

Action: Smith requested that a photo be taken of the J. Michael Dunn recipients during the SPDW by the NIRSA photographer. If the NIRSA photographer is not available, then a member of the FB would be assigned to facilitate this photo. Bach will let Smith know which direction will need to be taken.

VI. Associate Member Update (Exhibit)

Young asked FB to look over the associate member document and contact vendors about opportunities to contribute.

VII. Executive Session

MOTION: Capra/Koch. Move into Executive Session to discuss Corporate Partners, and Bylaws. Passed unanimously.

MOTION: Koch/Rugg. Move out of Executive Session.

MOTION: Young/Smith. Move into Executive Session to discuss leadership roles on the Board and the selection committee. Passed unanimously.

MOTION: Stoutner/Capra. Move out of Executive Session.

VIII. By-Laws Changes

The following are revised By-Laws presented by Rugg.

A. Article 1, Section 3, A

“Designated Directors” shall mean the appointed representative from the NIRSA Board of Directors and the member at large or business representative;

B. Article II, Section 9, Proxies

Proxies. Every member shall have the right to cast his/her vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney in-fact. Such proxy shall be filed with the Foundation Board Chair before or at the time of the meeting. No unrevoked proxy shall be valid after eleven months from the date of its execution unless some other definite period of validity shall be expressly provided therein. No proxy may be effectively revoked until notice in writing of such revocation has been given to the Foundation Board Chair.

C. Article III, Section 2, Composition

Composition. The Board of Directors shall consist of nine members to be known as the Foundation Board of Directors (the “Foundation Board”). Seven of the members must be Professional Members, Professional Life Members or Emeritus Members of NIRSA. The other members shall be the representative from the NIRSA Board of Directors and one member at large or business representative, who expresses an interest in serving on the Foundation Board, to be nominated by the Foundation Board Chair and confirmed by a majority vote of the Foundation Board.

D. Article III, Section 3, Tenure

Tenure. Each Professional, Professional Life Member or Emeritus Member shall serve for three years, with at least two positions expiring each year. The member at large or business representative shall serve for one year and may serve for as many terms as nominated by the Foundation Board Chair and confirmed by a majority vote of the Foundation Board.

E. Article III. Section 7, A

The nominating committee shall be comprised of two Directors who are Professional Members, Professional Life Members or Emeritus Members and the Foundation Board Chair.

F. Article III, Section 8, A

The seven Professional Member, Professional Life Member or Emeritus Member Directors of the Foundation Board shall be nominated for the position of Director by the existing Foundation Board. The member at large or business representative Director shall be nominated by the Director who is the current Chair of the Foundation Board and confirmed by a majority vote of the Foundation Board.

G. Article IV, Officers, Section 1

Officers. The officers of the Foundation shall be appointed by the Foundation Board and shall be the Chair, Vice-Chair, and Secretary/Treasurer, who is an ex-officio, non-voting member.

H. Article V, Section 1

Earnings on Principal Funds. Earnings on the principal funds shall be retained and reinvested until the balance in the fund reaches \$100,000, hereinafter referred to as the Endowment Fund Balance. The Endowment Fund Balance shall be kept separate from and accounted for separately from the general operating funds and assets of the Foundation.

I. Article XVI, Headings

I, Kent J. Blumenthal, as Secretary/Treasurer of the NIRSA Foundation, do hereby certify the foregoing to be the Bylaws of said Foundation, as adopted by resolution of the NIRSA Foundation Board on January 12, 2011.

These bylaws were adopted by the Board of Directors and are effective January 12, 2011.

MOTION: Rugg/Smith. Accept all of the Bylaw updates as discussed and confirmed by the Foundation Board of Directors above. Passed unanimously.

IX. Conference Activity Updates

A. Annual giving ad for conference program

Action: Rugg will send annual giving ad to NNC by January 21, 2011.

B. Annual giving marketing piece
Rugg is working on this as well.

C. Golf

Bach confirmed that information about the Foundation Golf Tournament will be included in the next eFASTNEWS.

D. VIP Reception

Smith is finalizing details for the reception.

Action: Rejda will send Smith a new gold level donation list after cumulative report is distributed.

E. Scholarship Breakfast

Action: Emily Boyd will send Smith menus from the hotel.

Action: Bach will ask the conference photographer to take group photos at the scholarship breakfast.

F. Time allotment for Foundation at General Sessions

Waldron explained that the Foundation will have four minutes at the Opening General Session and four minutes at the Closing General Session.

G. Fun Run

Koch stated that the course and race permit are finalized. The race is not a true 5K because the amount of intersections was reduced to minimize costs. Smith discussed race registration issues from last year.

Bach stated that Sid Gonsoulin from the Host Committee was able to get a corporate sponsor for the Fun Run for \$1,500.

Action: Bach will include information about sponsor in conference program.

H. T-shirt competition

Action: Rejda will send Smith the draft text for the T-shirt conference program page.

I. Quilt Raffle

Bach explained to the FB that the NNC is awaiting permission from the state of Louisiana to have a quilt raffle. Preliminary plan is to hold the raffle during the Closing General Session.

Action: Bach will send an email to FB when she hears from Louisiana about the quilt raffle.

J. Meeting Schedule:

a) Board Meetings

1. Year End/Old Board- 4/12 6:30-7:30pm

2. Annual Meeting of Members- 4/14 8:00am-8:30am
Capra will create RSJ report one week prior.
3. New Board- 4/14 8:30am-9:30am

Action: Bach will forward award exhibit from the NIRSA Board Meeting to the FB by January 31.

K. Plaques for Corporate Partners

Sports Imports will receive a renewal plaque and Matrix will receive a new partner plaque. The plaques will be distributed at the VIP Reception.

X. Action Item List Review

Action: Bach will forward the 2011 Member Communication Schedule to the FB by January 13.

XI. Adjournment

The meeting was adjourned at 11:51am.