

Unapproved minutes of the February 1st, 2001 Board of Directors Meeting.

HOUSTON AREA LEAGUE OF PC USERS
MINUTES OF February 1st, 2001
BOARD OF DIRECTORS MEETING
4543 Post Oak Place
Houston, Texas

Any corrections, changes, additions to these minutes will be noted in the next month's minutes when the minutes are approved by the Board.

ATTENDEES:

Officers

President Robert Gunn
First Vice President - SIGs Mike Mashburn
Vice President - Programs Matthew Castillo Absent
Vice President - Communications Jay Thomas
Recording Secretary Anne Sipes
Membership Secretary Jeff Boggan
Treasurer Wes Leggett

Directors:

Michelle S Annis
Mel Babb Absent
Norman Blaylock
James Coon
Stephen Cravey
William A Goetschius
Robert P Grefe
Moe Jones Absent
J Kolenovsky
Tiffany Kong Absent
Donald McGowan Absent
Ray Morris
Joseph E Morris Jr
Mike Novominsky
David R. Pausky Absent
Brian Sadler

Parliamentarian: Marilyn Gore

Guests:

11972 Carla Cawlfild
29427 Jeff Hupp

26990 Nancy Ward
32 Charles Evans
34069 Joy Debark
30460 Pat Freeman
46330 David Turner

1 I. CALL TO ORDER AT 7:00 PM

2 Jeff Boggan made a motion (**Motion 010201, Agenda Attachment 1**) that the Minutes of
3 the January Board of Directors Meeting be approved.
4 The Motion passed.

5 The Treasurer offered his report.(**Attachment 6**)

6 Wes Legget made a motion (**Motion 010202, Attachment 1**) to change the accountant
7 which HAL-PC retains to perform the annual audit and to file HAL-PC's annual Form
8 990 tax return.

9 Ray Morris asked what the length of the accountants contract was.

10 Wes Legget stated that it was a one year contract.

11 Ray Morris asked if we intended to pay the accountant even if we did not use him.

12 Wes Legget stated that we would be released from the contract. He also stated that legal
13 counsel had advised that we seek a different accountant.

14 Ray Morris asked why we were seeking a different accountant.

15 Robert Gunn stated that we would not go into the details in an open meeting.

16 Ray Morris asked the recording secretary to include his question in the minutes.

17 There was a request for a roll call vote on the motion:

18	Mike Mashburn	Abstain
19	Matthew Castillo	Absent
20	Jay Thomas	Yea
21	Anne Sipes	Yea
22	Jeff Boggan	Yea
23	Wes Leggett	Yea

24	Michelle S Annis	Yea
25	Mel Babb	Absent
26	Norman Blaylock	Yea
27	James Coon	Abstain
28	Stephen Cravey	Yea
29	William A Goetschius	Yea
30	Robert P Grefe	Yea
31	Moe Jones	Absent
32	J Kolenovsky	Yea
33	Tiffany Kong	Absent
34	Donald McGowan	Absent
35	Ray Morris	Abstain
36	Joseph E Morris Jr	Yea

37 Mike Novominsky Yea
38 David R. Pausky Absent
39 Brian Sadler Yea

40 The motion passed.

41 The VP-Communications offered his report.(**Attachment 7**)

42 J Kolenovsky said that he had overheard a volunteer trying to help a member who wanted
43 a fixed IP address. It was his opinion that the volunteer handled the issue very well. He
44 wanted to know if we could provide fixed IP addresses.

45 Jay Thomas said that we could provide value added services but that we had to charge for
46 those services. He said that the price for a fixed IP address is \$10 for the first and \$5 for
47 each additional IP address. He said that might sound like a lot. He said that we have to
48 charge more for value added services because we start from such a low base.

49 J Kolenovsky said that a lot of people are signing up with Warner right now. He said
50 that they are charging \$40 to people who have cable and \$45 to people who do not have
51 cable.

52 Jay Thomas said that is the equivalent to SWB's \$39 aDSL line charge. He said that he
53 is planning to meet with SWB. He said that we have another new Account Manager and
54 that he hoped that the New Account Manager would work with us and help us to get
55 some savings.

56 Ray Morris asked if we could expect to see any additional savings on the Magazine.

57 Jay Thomas said that the savings is currently as anticipated.

58 Jay Thomas also said that we now have two months of no bad magazine reports.

59 J Kolenovsky said that he had noticed that we have some new full color ads in the back
60 of the magazine.

61 Michelle Annis said that these are paying ads. She also said that Adobe just committed
62 to six months of Ads for the National Ad Campaign.

63 Mike Mashburn said that he had heard of some communication from the Ad Manager
64 stating that we were paying user groups six months in advance.

65 Jay Thomas stated that he did not interpret the communication that way. He also said
66 that would represent a shift in policy that he is not comfortable with. He said that there
67 will be further communication on that issue.

68 The Membership Secretary offered his report.

69 He distributed magnets from Comdex. He suggested that we might consider something
70 like that for HAL-PC.

71 Mike Novominsky said that he would like to discuss the upcoming election. He said that
72 there had not been any notice given in the magazine. He also suggested that the Election

73 Committee ask Carla Cawlfild for help. He said that she was the expert.

74 Jay Thomas said that the magazine would need the candidates statements by April 10th.
75 He said that we will need them to declare in March and that the candidates statements
76 should be published in May.

77 The Member Services Director offered a verbal report.

78 He said that sales were not great at the last General Meeting. He said that much of the
79 existing product will be turned over to the Product Distribution Committee to distribute to
80 the membership.

81 He said that the focus now is on getting shirts and other things.

82 J Kolenovsky asked if we were looking into stylish shirts with the logo.

83 William Goetschius said yes he is looking into Golf Shirts with the HAL-PC Logo.

84 The Recording Secretary read the VP-Programs Report. (**Attachment 8**)

85 Wes Legget made a **Motion to charge the Product Distribution Committee with the**
86 **development and implementation of a policy to address the distribution of Product (**
87 **as defined in the Product Distribution Policy) acquired on behalf of HAL-PC**
88 **whether that product be acquired by donation, purchase or other means. (Motion**
89 **010203, Attachment 2)**

90 The motion was passed by acclamation.

91 Mike Mashburn made a motion (**Motion 010204**) that the Board approve the Product
92 Distribution Committee's appointment of John Chambers as chair and the appointment of
93 Charles Evans to the Product Distribution Committee.

94 The motion passed by acclamation.

95

96 Jay Thomas made a **Motion to Rescind Appointment of Mr. Al Massey as Reviews**
97 **Editor. (Motion 010205, Attachment 3)**

98 The motion passed by voice vote.

99 Norman Blaylock made a **Motion that the Board of Directors instructs the President,**
100 **or his designee, to inform Mr. Dowdall, in writing, of our intent to terminate said**
101 **agreement. (Motion 010206, Attachment 4)**

102 Mike Mashburn said that Carla Cawlfild has been working closely with Bob Dowdell on
103 the Jeff Davis High School project. He said that he would like to ask Carla Cawlfild
104 some questions.

105 Mike asked Carla how long Bob Dowdell had been working on this project. She
106 responded that he had been working on this project since March of last year.

107 Mike asked if the project would require a lot of outside grant money. Carla said yes.

108 Mike asked where Mr. Dowdell was on this project. Carla said that she had received
109 more than 300 e-mails from Mr. Dowdell. She said that he had sent her the proposal and
110 that he was within a week of presenting a letter to the President for his signature. She
111 also said that Mr. Dowdell was planning on attending a meeting in St. Louis on Feb. 8th.

112 Mike asked if Mr. Dowdell had communicated with the Greater Houston Community
113 Foundation to see if they would give us a grant. Carla said no.

114 Mike said that Mr. Dowdell had indicated that the Greater Houston Community
115 Foundation was getting involved and getting excited about the project. He asked Carla if
116 she thought Mr. Dowdell would be successful with the Greater Houston Community
117 Foundation. Carla said she did not know.

118 Carla Cawlfeld said that we needed to decide if we wanted to go into Fundraising and if
119 we did want to go into fund raising, then, was Bob Dowdell the vehicle we wanted to use
120 to do this.

121 Jay Thomas asked for a synopsis.

122 Carla Cawlfeld said that the primary project is Project Grad. The purpose of the project
123 is to get students to stay in school. Our part of the project is to provide these students
124 and their families with free computers and free internet access for three years. HAL-PC,
125 by virtue of the grant money can provide the computers and HALNet for three years.

126 Wes Leggett asked what percentage of the grant money would go to Mr. Dowdell.

127 Carla Cawlfeld said 15%.

128 Robert Gunn asked how much Mr. Dowdell had received last year.

129 Michelle Annis said that last year he was paid a \$500 a month retainer and that he was
130 billing for his hours as well as his 15%.

131 Someone said that 15% of the income from the “beg letter” was not comparable to 15%
132 of 5 million dollars. We have to provide the internet service.

133 Carla Cawlfeld said that Mr. Dowdell was trying to get a grip on the administrative
134 costs. She referred to the budget that Mr. Dowdell had presented to the Board at the
135 January BoD Meeting.

136 The Recording Secretary reported that Mr. Dowdell had been asked to provide a copy of
137 his budget and that he had refused to provide the Recording Secretary with a copy of the
138 budget.

139 Nancy Ward asked if Mr. Dowdell also expected to be paid 15% of the value of donated
140 equipment.

141 Mike Novominsky said that this project is a wonderful thing for HAL-PC. He said that
142 Mr. Dowdell’s cost is outrageous. He made a motion (**Motion 010207**) that we table the
143 motion to terminate the contract with Mr. Dowdell and form a committee to refine HAL-
144 PC’s position and report back to the Board.

145 The motion passed by voice vote.

146 The Board appointed Mike Mashburn, Mike Novominsky, Carla Cawlfeld, J Kolenosky,
147 Robert Gunn, Jeff Hupp and Norman Blaylock to the committee.

148 Anne Sipes asked Michelle Annis to confirm that Mr. Dowdell was currently being paid a
149 \$500 a month retainer, 15% of any revenue he brings in and \$50 an hour for any hours
150 that he bills.

151 Michelle Annis stated that was what Mr. Dowdell was currently being paid.

152 Anne Sipes made a **Motion to hold a special meeting at HAL-PC Headquarters on**
153 **March 31st, 2001 (Motion 010208, Attachment 5)**

154 Ray Morris stated that he had not seen the proposed bylaws changes. He said he would
155 like an opportunity to review the proposed changes.

156 Ray Morris was presented with a copy of HAL-PC Magazine opened to the published,
157 proposed bylaws changes.

158 Ray Morris asked if the proposed bylaws changes had been reviewed by the legal
159 committee. He said that he thought there was a problem with trying to establish classes
160 of membership. Marilyn Gore said that she thought all the proposed changes had been
161 taken from the bylaws of other non-profit organizations.

162 Robert Gunn said that he would run the bylaws changes past the legal committee.

163 The motion passed by voice vote.

164 Anne Sipes withdrew her **Motion to cancel the March Board of Directors Meeting.**

165 Norman Blaylock made a Motion: All Product Shall Be Shipped to HAL-PC Offices.

166 The motion failed.

167 Norman Blaylock made a Motion (**Motion 010209**): Rename Product Dist. Committee to
168 the Acq., Tracking, & Dist. Committee.

169 The motion failed.

170 Norman Blaylock withdrew his Motion (**Motion 010210**): That the above Comm. Shall
171 oversee the Distribution of all Review Product. The Reviewer shall only receive one item.

172 Norman Blaylock withdrew his Motion: Magazine Shall Report to the Board All Product
173 Received, and it's Distribution.

174 Mike Novominsky said that we need to write up a nice thank you for Al Massey.

175 Brian Sadler moved (**MOTION 010211**) to adjourn

176 The February 1st, 2001 Board of Directors Meeting adjourned at 8:36 pm.

Respectfully Submitted,
Anne Sipes
Recording Secretary

Attachment 1

I wish to seek permission from the Board to change the accountant which HAL retains to perform the annual audit and to file our annual Form 990 tax return. The following motion is made pursuant to this.

Whereas, HAL-PC is expanding both the variety and size of its charitable efforts and

Whereas, the financial transactions and reporting requirements of such operations are a specialized discipline of accounting,

Be it therefore resolved that HAL-PC shall contract for the services of an accountant or accounting firm whose practice is more focused on the special needs of non-profit organizations.

Respectfully submitted,

Wesley L. Leggett, Treasurer

Attachment 2

Motion to charge the Product Distribution Committee with the development and implementation of a policy to address the distribution of Product (as defined in the Product Distribution Policy) acquired on behalf of HAL-PC whether that product be acquired by donation, purchase or other means. (Wes Leggett)

Whereas HAL-PC has an established Product Distribution Committee,

Whereas the Product Distribution Committee has written a Product Distribution Policy,

Whereas the HAL-PC Board of Directors has adopted the Product Distribution Committees' Product Distribution Policy,

Be it hereby resolved that the HAL-PC Product Distribution Committee is hereby charged with development and implementation of a policy to address the distribution of product (as defined by the Product Distribution Policy) acquired on behalf of HAL-PC whether that product be acquired by donation, purchase or other means.

Be it further resolved that the Product Distribution Committee will have the authority to appoint individuals to assist in the implementation of the established Product Distribution Policy.

Be it further resolved that the Product Distribution Committee shall have the authority to revise the Product Distribution Policy as required so long as the Product Distribution Committee Chair notifies the Board of Directors of said changes at the next regularly scheduled meeting of the Board of Directors.

Attachment 3

Motion to Rescind Appointment of Mr. Al Massey as Reviews Editor (Jay Thomas)

Whereas Mr. Al Massey was placed in the position of Reviews Editor of the HAL-PC Magazine by a motion of the HAL-PC Board of Directors at the October, 1997 Board Meeting, Motion 971010; Attachment 11 and

Whereas, Mr. Al Massey has communicated to the publisher of the HAL-PC Magazine, Ms. Meredith Foster, his resignation from the post of Reviews Editor,

Be it therefore resolved that Motion 971010 establishing Mr. Al Massey as Reviews Editor is hereby rescinded.

Attachment 4

Motion that the Board of Directors instructs the President, or his designee, to inform Mr. Dowdall, in writing, of our intent to terminate said agreement. (Norman Blaylock)

Whereas Mr. Bob Dowdall's letter of agreement regarding professional Fundraising services with HAL-PC, as recorded in the Board minutes of June 1998(?), requires 30 days notice to terminate his services to HAL-PC.

And, whereas the Board of Directors wishes to terminate said agreement with Mr. Dowdall.

Be it resolved that the Board of Directors instructs the President, or his designee, to inform Mr. Dowdall, in writing, of our intent to terminate said agreement.

Attachment 5

Motion to hold a special meeting at HAL-PC Headquarters on March 31st, 2001 (Anne Sipes)

Whereas the majority of our current Board Members have made promises to the membership that require changes to the bylaws.

Whereas the current HAL-PC Bylaws state: Written notice of proposed amendments must be published to all members at least 30 days prior to the meeting called in accordance with Section A of this Article.

Whereas the proposed bylaws changes will be published in the February issue of the HAL-PC Magazine.

Whereas the publication date of the HAL-PC Magazine is always the first of the month.

Whereas the current HAL-PC Bylaws state: These Bylaws may be amended at any Annual meeting or at a Special meeting of the members called for such purpose. Such meeting shall be subject to the notice requirements of Section A of Article

Be it hereby resolved that HAL-PC shall hold a Special Meeting of the members at HAL-PC Headquarters on March 31st, 2001 for the purpose of voting on the proposed bylaws changes as they are published in the March 2001 issue of the HAL-PC Magazine.

Attachment 6

HAL-PC Treasurers Report February 2001

At the time of this writing, January 23, HAL-PC has no significant outstanding debt and a balance of \$144,389 in HAL's Bank of America cash account. There have been no transfers to or from any of HAL's other accounts during this period. The IRS form 990, the equivalent of a tax return for a non-profit organization such as HAL, has been sent to the IRS.

While some accounts on the books are still out-of-balance, Michelle informs me that the amount of the error is now the same from month to month. Efforts have been made to clear the errors manually and we have concluded that we will probably need to hire the accounting program's manufacturer to assist. It seems there is no way to correct these errors given the limitations of the program's user interface. At least a consistent error between months provides a check against the usual entry errors that might have occurred during the month.

This month, I would like to propose what I hope to be some improvements to HAL's charitable operations. These are in the form of a reorganization of the committees' handling the movement of assets given to HAL intended either for internal use or redistribution. It is hoped that this reorganization will provide HAL with better tracking mechanisms of these activities. I feel it necessary to point out that this is necessary for us to claim matching grants that have been offered to us. It will also serve to reinforce the confidence in HAL's ability to properly handle these activities for our contributors.

Respectfully submitted,

Wesley L. Leggett,
Treasurer

Attachment 7

Report of the Vice-President - Communications to The Board of Directors of HAL-PC

Internet -

We will soon be able to reach a much larger population of users using ADSL. Southwestern Bell has implemented a number of "remote terminals" to provide ADSL service to their telephone customers who receive their service by means of Remote Digital Service Concentrators. This is a population that is most anxious for faster connections as dial-up connections over these lines usually connect no faster than 26,000 bps.

We learned of the "remote terminal" service issue late last week and, just today, a request was accepted from us by Southwestern Bell to connect us to the various active ADSL Remote Terminals in the Houston area. They did not make a specific commitment as to when those connections would be completed though one representative stated that it usually takes about 2 weeks.

I will, of course, be anxiously awaiting the completion of that process.

Magazine -

Based on member reactions received by the magazine publisher, the transition to Western Lithograph and the direct-to-plate printing process has been successful. Printing costs for the January issue were \$15,075.00, approximately \$1,000.00 less than they for an equivalent number of issues with the previous printing firm.

Advertising / Promotions -

I would very much like to solicit input from any of our members who might be skilled in the art of advertisement design. Just E-mail me, jayt@hal-pc.org.

Respectfully submitted,
Jay Thomas, Vice-President Communications

Attachment 8

Programs Report As of February 1, 2001

Future Events

June General Meeting: June 2nd, (11 – 4pm)

Plans include a booth setup similar to a exposition, with multiple stages for vender presentation.

Bylaws Changes

I formally request the Rules Committee consider presenting the fiscal state of HAL-PC on a yearly basis, but not on any particular month, as this hampers meeting plans.

Committee Structure

This is my proposed committee.

Matthew Castillo

Noe Lopez

Nancy Ward

Lance Neidig

Norman Blaylock

Rueben Wilson

January Barbecue

The January Barbecue went well. I have not finished looking over the exact figures, but the event will probably break even. The event was catered by Brenden's Smokehouse on Westheimer, and the sides were purchased through Glacier, a local restaurant wholesaler. I'd like to thank Norman Blaylock for his hard work on the Vender area, which was the key to the success of this event.

I'd also like to thank **ALL** of the volunteers that helped serve and run the event. With these volunteers, the event was pulled off with little difficulty.

Conclusion

I have enjoyed my short term as VP of Programs, as well as my almost two years as a board member. I greatly enjoyed working with the people of HAL-PC, and my dedication to this organization will continue as long as computers do. It is, however, time for me to end my directorship.

Effective at the close of this board meeting, I *resign* from my position as VP of Programs and from this board.

While I am leaving this board, I would like to leave a bit of advice to whomever replaces me as Vice President of Programs: Do the best you can, and never listen to those who aren't helping in your mission to provide the best programs for our membership. Empty suggestions are just that.

I will continue to serve as a member of the Programs Committee if that is the wish of the board.

Sincerely and respectfully,
Matthew Castillo