



# Board of Directors Special Meeting

## OUR MISSION:

Preparing students for college in an academically challenging, arts integrated environment.

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**Meeting Date:** Monday, September 16<sup>th</sup>, 2019  
**Time:** 5:00-6:00pm  
**Place:** 1<sup>st</sup> Floor, HFAA, Media Center

## Agenda

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<u>ITEM</u>	<u>PERSON RESPONSIBLE</u>	<u>ACTION REQUIRED</u>
<b>1. CALL TO ORDER</b>		
1.01 Call to Order	J. Hendrickson	
1.02 Roll Call	M. deBrugge	
<b>2. BOARD DEVELOPMENT COMMITTEE</b>		
2.01 Bylaws	S. Bentley	Motion
2.02 Certificate of Incorporation (Articles)		Second
2.03 Conflict of Interest Policy		Vote
2.04 Ad Valorem Tax Exemption Application		
2.05 Filing of Trade Names		
2.06 Discussion of other Trade Names		
<b>3. APPROVAL OF PURCHASE ORDERS</b>		
4.01 Financial Committee	C. Borelli	Motion
a. Approval of Purchase Orders		Second
		Vote
<b>4. NEW BUSINESS</b>	J. Hendrickson	
Per Oklahoma statute, 25 O.S. §311(9), New Business means: "any matter not known about or which could not have been reasonably foreseen prior to the time of posting."		Motion
		Second
		Vote
<b>5. BOARD MEMBER COMMENTS</b>		
<b>6. ADJOURN</b>	J. Hendrickson	Motion
6.01 Motion to adjourn		Second
		Vote

## Minutes of the Harding Fine Arts Academy

### September 16, 2019 Board Meeting

Held at Harding Fine Arts Academy 3333 N Shartel Ave, Oklahoma City, OK 73118

## 1. CALL TO ORDER

### 1.01 Call to Order

Susan Gabbard, Board President, called the meeting to order at 5:01 p.m.

### 1.02 Roll Call

Roll Call given by Michaela deBrugge and quorum was declared.

#### Board Members Present:

Rod Baker, Sally Bentley, Cheryl Borelli [*arrived 5:09pm*], Susan Gabbard, Jean Hendrickson, Kirsten Hurley Lindsay, John Dexter “Dex” Marble, and Rosalynn Wade

#### Board Members Absent:

Glenda Jensen and John Yoeckel

#### Others in Attendance:

Barry Schmelzenbach, Superintendent; and Michaela deBrugge, Business Manager/Board Clerk

## 2. BOARD DEVELOPMENT COMMITTEE

### 2.01 Bylaws – 5:03pm

Sally Bentley introduced Jeri Holmes with Nonprofit Solutions and thanked her for her guidance in this transition. Bentley gave reference to the documents of discussion that had been previously submitted to the Board for review prior to and available at the meeting.

Jeri opened the meeting by asking if there were any questions about the Bylaws. At this time there were several clarification questions answered.

Bentley informed the Board that the Board Development Committee will be now known as the Governance Committee.

Motion to approve the Harding Fine Arts Academy Board amended and restated Bylaws.

*Motion by Baker, seconded by Bentley*

*Motion Resolution: Motion carries unanimously*

### 2.02 Certificate of Incorporation (Articles)– 5:24pm

Jeri Holmes highlighted the changes that were made to the Certificate of Incorporation.

Motion to accept Certificate of Incorporation.

*Motion by Hurley-Lindsay, seconded by Wade*

*Motion Resolution: Motion carries unanimously*

### 2.03 Conflict of Interest Policy – 5:26pm

Jeri Holmes briefly touched on the changes made to the Conflict of Interest Policy and stated that this was customized from the standard IRS template.

Motion to accept Conflict of Interest Policy.

*Motion by Borelli, seconded by Bentley*

*Motion Resolution: Motion carries unanimously*

**2.04 Ad Valorem Tax Exemption Application – 5:31pm**

Jeri Holmes informed the Board that the rolls are set at the end of September. Application will be filed by October 31<sup>st</sup>, 2019.

Motion to allow the officers of the Board to acquire and maintain Ad Valorem Tax Exemption.

*Motion by Baker, seconded by Hurley-Lindsay*

*Motion Resolution: Motion carries unanimously*

**2.05 Filing of Trade Names – 5:38pm**

Jeri Holmes informed the Board that she can apply for trade names online, but if the website is not functioning, she will need to come back for signatures. When filing Jeri Holmes will change our business name from Harding Fine Arts Center to Harding Fine Arts Academy. The following trade names will be filed in conjunction with this change: Harding Fine Arts Center; Harding Fine Arts; HFA; and HFAA

Motion to adopt Trade Names and allow Nonprofit Solutions to file for Trade Names.

*Motion by Hendrickson, seconded by Wade*

*Motion Resolution: Motion carries unanimously*

**2.06 Discussion of Other Trade Names**

Discussion was held during previous

**3. APPROVAL OF PURCHASE ORDERS**

**3.01 Finance Committee**

**Approval of Purchase Orders – 5:45pm**

The following purchase orders were presented for approval:

**GIFTS FUND**

PO	VENDOR NAME	DESCRIPTION	AMOUNT
19	Nonprofit Accounting Services	990 services	\$2,500.00

Motion to approve Purchase Orders

*Motion by Borelli, seconded by Bentley*

*Motion Resolution: Motion carries unanimously*

**4. NEW BUSINESS**

No new business

**5. BOARD MEMBER COMMENTS**

No Board Comments were made.

**6. ADJOURN**

Motion to adjourn Special September 2019 Board meeting.

*Motion by Baker, seconded by Borelli*

*Motion Resolution: Motion carries unanimously*

There being no further business, the Board adjourned at 5:47 p.m.

Susan Gabbard  
President of Board

Michaela deBrugge  
Clerk of Board