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**Board of Directors Meeting  
Minutes for Addendum Meeting  
Thursday, August 22, 2019  
7:30 pm (EST)**

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**I. Meeting Open: (Ken)**

- Board in Attendance:
  - President: Ken Clark
  - Treasurer: Joe Crocco
  - Secretary: Jim Evans
  - Member at Large: Jay Russell
  - Member at Large: Chuck Gerber
  - Member at Large: Chuck Jewell
- Welcome & Call to Order
- Review and approve agenda for August addendum meeting, August 22, 2019:

**II. Conflict of Interest Disclosure form:**

- a. **Review Disclosure Form and questions.** All board members have confirmed they received and reviewed the disclosure form and understand it. Chuck Gerber will modify the ethics disclosure statement and policy to ensure the wording is accurate and that the disclosure form is completed upon announcing candidacy for a board position, acceptance of a committee seat, or accepting a seat on the BOD if appointed. Additionally, all board members must complete a new form annually no later than January 1<sup>st</sup> and each subsequent year that an individual serves. With those changes a motion to adopt the disclosure by Jay second by Chuck J. All members approve and agree to adopting and putting into place the disclosure form.  
Current BOD will fill out form and return it to [eaaboard@empirealpacaassociation.com](mailto:eaaboard@empirealpacaassociation.com) by Monday, August 26<sup>th</sup> 7:00pm.  
Current BOD nominees/candidates will be asked to fill one out. This request will come from the nominating committee.  
The completed form will be posted on the election site next to or with the candidate's bio.
- b. **Review Code of Ethics.** All board members have confirmed they received and reviewed the code of ethics and understands it. Motion to approve by Jay second by Chuck J. all members approve of the "Code of Ethics" and agree to adopt, distribute and advertise it. This will be posted on the Empire website.
- c. **Review Conflict of Interest Policy.** All board members have confirmed they received and reviewed the policy and understand it. Motion to adopt the conflict of interest policy by Jay, second by Chuck J. all members approve of the "Conflict of Interest policy" and agree to adopt the policy. This will be posted on the Empire website.

### III. BOD Election:

- **Annual Meeting date in relation to voting date.** A wavier to the annual meeting date in the by-laws due to the change in date for Extravaganza is being instituted for 2019.  
Joe motion to waive annual meeting date for 2019 Jay second and all members approve.
- **Voting deadline date.** Based in relation to wavier above, 2 week voting period, dates ballots go out to be decided.
- **Online voting.** Motion by Ken to spend up to \$100 on voting second by Jay. All members approve. Add to online voting instructions to plainly spell out how to read bio of each candidate.
- **Balloting for election to be handled by Chuck Gerber as Jim is up for election.** All members approve
- **Selection of election officer.** Fox & Company has been used in the past. Ken is contacting them so we can use them as the official election officer to send the results to BOD president.

**IV. Additional comments:** Ken has brought to the attention of the BOD that contrary to what the BOD was told, there was a bid as well as yarn samples sent to EAA from Battenkill Fibers. This bid was not provided to the BOD for review along with the other bids. A member of the association has casually spoken to Mary Jean Picker from Battenkill Fibers. Mary Jean is very annoyed that she has submitted bids to EAA for the last 3 years but has never heard back from anyone. It was also noted that Battenkill Fibers does not have a de-hairer, however they use commercial equipment in the yarn making process which includes de-hairing process. Jim suggested we reach out to Battenkill and apologize, Ken has agreed to do that.

**V. Meeting Adjourned:** Jay motion to close meeting, second by Chuck G. all in favor.  
Meeting adjourned at 8:35 pm