Board of Directors Minutes
Special Meeting Called by President

August 18, 2015

1. Call to order

   SMLL President, David Harris, called the meeting to order at 7:15pm. This was a Special meeting called by the President to address the topics of: 1) Fall Ball; 2) the update of the SMLL Constitution; and 3) the Election Committee's work on the upcoming election.

   Other Board Members in attendance: Jasan Sherman, Ric Munoz, Matt Edelman, Richard Lee, Peter Yu, Andy Anagnos

   Additional Board Members in attendance: Wes Terry – arrived at 8:55pm

   Board Members not in attendance: Stu Grusin, Daniel Callahan, Mavi Livni, Christa Harris

   Non-Board Members in attendance: Noah Graff

2. Fall Ball
   a. Registration

      Andy explained that we have just under 100 players registered and that he expects us to land at 180-200 based on the pace from last year. Last year we had 250 total registered players.

      Andy explained that MP games will be Sun afternoon at Stewart. A discussion ensued about where the MP machines would be stored.

   b. Managers and Commissioners

      Andy explained that prior to the Board meeting, as Fall Ball Commissioner, he had called a meeting for potential and declared Fall Ball managers to explain how Fall Ball would be organized in 2015, including the potential Fall Ball Selects program through District 25. Based on the discussion at that meeting, Andy presented a list of proposed Managers for the Board to approve.

      Andy and David explained that if there were not enough players to field teams for every approved Manager, he would work with the Commissioners and approved Managers to determine the final mix of Managers, with some possibly doubling up to share teams. A discussion ensued about the candidates.

The proposed list of Managers included the following individuals:

Juniors
- Jimenez
- Turkel
- Goldstein (Goldstein was added based on comments he had made to several Board members, although withdrew himself from consideration after the fact, electing instead to be an asst coach)
- Terry (Terry subsequently withdrew himself from managing)

Majors (11/12)
- Armstrong
- Carey
- Hobert
- Ries/Smith

Minors (8-10)
- Asad
- Bender/Graff
- Edelman/Yu
- Hsieh (under 18 years of age)
- Sherman
- Shockley/Sears
- Walker

Andy proposed that Armstrong and Walker be approved as Managers for the Selects teams in the event that the program is launched.

Andy requested a vote to approve the slate. A vote was taken and passed.

Andy then explained that Ric Munoz has agreed to be the Majors Commissioner and that Tom Kemper has agreed to be the Minors Commissioner. A vote was held and they were approved.

The Board acknowledged that the Juniors and MP Commissioner positions currently are vacant and may remain vacant during the Fall season.

c. Registration

Ric provided an update on registration and proposed several ways that the Board and other volunteers could continue to help drive registration numbers.

3. Constitution Update

Matt explained that he had not yet formally revised the Constitution for the Board's review but that he planned to have a revised version for review at the next Board meeting so that a revised Constitution could be circulated to Members in advance of the Annual Members meeting on 9/15.

A discussion ensued about the process and timing for reviewing and revising the league's constitution. A decision was made to have the newly elected Board proceed with revising the Constitution, as the new Board would be better positioned to carefully consider the changes and be able to take the necessary time to do so.

4. Election Committee Update

The Election Committee, composed of Matt Edelman, Ric Munoz, Jasan Sherman, Noah Graff and Tom Kemper (who was not present), presented its final recommendations for administering the election.

The recommendations began with a review of what had been discussed at the prior Board meeting, which included:

- o All Board positions should be listed in the email and/or on the SMLL website.
- o Anyone interested in running for a position should be asked to declare their interest by email to the Secretary no later than Aug 31st, with an explanation of their qualifications and reasons for wanting to be in the position. The indication of interest should include their vision for the League, what improvements they would make to the league, what their vision is for the league over the next 2-3 years and any experience they may have in a related position.
- o The qualifications then would be shared by the Secretary with the Election Committee, which the Secretary would chair as per the SMLL Constitution.
- o The Election Committee then would have an opportunity to engage with candidates to assess their qualifications further and would be empowered to recommend to the Board whether or not a candidate should appear on the ballot, based on a reasonable standard.
- o If possible, the website should be updated to show a high level description of each Board position.
- o The e-blast and/or the website should reference that the Board has formed an Election Committee consisting of individuals who have several years of experience with SMLL in multiple volunteer roles.
- o The e-blast and/or the website should make it clear who would be able to vote based on who qualifies as a Regular Member.
- o The e-blast and/or the websites should explain that the voting process for elections will be shared by email and/or on the website in the days or ideally weeks leading up to the elections.
- o The Board should present a proposed "Slate" of qualified candidates as part of the Ballot, as well as alternative candidates on part of the Ballot, to be voted up or down by the Members on Election Night.
- o The concept of a Slate would ensure that certain Board positions that require a specific skill set, such as bookkeeping skills for the Treasurer,

are accommodated. Otherwise, the League would be relegating what should be a carefully considered process to be parceled out privately between the 13-most popular candidates -- if the Board is to be elected without a slate and based solely on the top vote-getters -- none of whom may have the particular skill sets for certain Board positions.

- o The league should present the Slate and the Ballot by e-blast and/or on the website by or close to Tue Sep 8th.
- o The e-blast and/or the website should explain that candidates not on the Ballot on Sep 8th will be considered only as a last resort, i.e. if there are positions for which there are no qualified candidates on the Ballot or if there are positions for which no candidate receives a majority vote on Election night. In the event that this were to occur, the newly elected Board Members should re-engage with any individuals who expressed interest in being on the ballot initially, as well as solicit interest from additional individuals about being on the Board, and then appoint people to serve in these open roles, by majority vote of the new Board Members.
- o The e-blast and/or the website should explain that elections would begin with the Slate and then, if the Slate were voted down, continue with votes on individual Board positions. The conclusion of elections would occur immediately after the votes are counted, which is when the new Board would be formed.

Because there was not a Board quorum present at the prior meeting and certain Board members had not reviewed the Minutes from that meeting prior to this meeting, a detailed discussion ensued in which all Board Members present, which did constitute a quorum, were given the opportunity to discuss the Elections Committee's preliminary recommendations made at the prior meeting (noted above) and provide input. During the discussion, the following points were made, after which certain modifications to the Election Committee's recommendations were finalized, in advance of a Board vote on the election process:

a. The deadline to declare one's candidacy for the upcoming Board elections was moved up from August 31 to August 30 in order to accommodate a Board Meeting on August 31.

b. Wes noted that, in years past, candidates were not required to declare their intention to run for Board positions, and the League should give as much advance notice about this change as possible. Wes added also that nominations from the floor allow potential candidates to be inspired on election night to run for a Board position.

c. The Members in attendance also acknowledged and considered reasons in favor of identifying the election candidates in advance, as per the Election Committee's recommendation, which included:

   i. Allowing the Elections Committee an opportunity to vet the candidates and to possibly include them on the Committee's Slate of recommended candidates or as alternative candidates on the ballot;

      ii.   Allowing the Elections Committee to fill the recommended Slate by working with declared candidates to consider alternative Board positions, especially when considering each individual candidate's skill set and how their skills could best complement the skill sets of other declared candidates;

     iii.   Allowing the Elections Committee to counsel declared candidates to run for positions that would otherwise be vacant, or run for positions that would best suit their skills and interests;

     iv.   Allowing SMLL Members time to consider and learn more about the candidates before Board elections; and

     v.   Offering all of the declared candidates the opportunity to present their candidacy to SMLL Members by posting a short statement by each candidate on the SMLL website. A short statement would not overburden the candidates by asking them to prepare too much material.

     vi.   It allows for more transparency to inform SMLL Members in advance who would be running for Board positions. More transparency is expected to generate more interest in League affairs and hopefully a more representative elections process.

     vii.   Publicly identifying the candidates in advance is consistent with other organized elections, including Presidential and other political elections.

     viii.   If is unfair to SMLL Members to keep them in the dark about the identity of potential candidates until the General Meeting and then pressure them to decide on the spot and cast their vote quickly, as it effectively denies SMLL Members the opportunity to make a considered selection.

     ix.   Requiring the candidates to identify themselves in advance should not diminish the candidate pool, because the Election Committee and the Board intend to send multiple email blasts to inform SMLL Members of the opportunity to run for Board positions. Furthermore, both the Elections Committee and the Board would be actively soliciting SMLL Members before the next Board Meeting to seek election.

     x.   Individuals who would be inspired only at the last moment at the General Elections to run for Board positions would be encouraged to volunteer in other ways and would not be dissuaded from participating in SMLL.

d. The Elections Committee further explained that, while it would vet the candidates, it would not determine, on its own, whether a candidate is qualified to be on the Slate or the Ballot. That determination would be made by the Board.

e. The Committee also reiterated its recommendation that any position that was not filled through one of the above alternative processes would be filled by assignment by the newly elected Board.

The Committee then proposed two alternatives regarding how the Slate could be presented and how the voting process would occur:

a. Providing the Membership with a slate of candidates running in unopposed positions, which the Members could vote up or down. For positions that are contested by two or more candidates, having a simple majority vote election.
b. Providing the Membership with a slate of candidates for all Board positions, which the Members could vote up or down. If the slate were voted down, the Members would cast votes for all candidates irrespective of positions and the top 13 vote-getters would be the newly elected Board, who then would meet on their own to elect a President and assign all other positions.

A discussion ensued in which the Committee's proposed alternatives and amended versions of the Committee's proposed alternatives and completely different alternatives were debated and considered. During this discussion there was a heated exchange between Wes and other Board members provoked by comments made by Wes. David reprimanded Wes for his choice of words in an attempt to calm the situation.

A vote then took place between three alternatives for the Election process, each of which reflected the views of at least one Board Member present.

a. Providing the Membership with a slate of candidates for all Board positions, which the Members could vote up or down. If the slate were approved, the newly elected Board would be formed. If the slate were voted down, the positions would be voted upon one-by-one based on the candidates already on the Ballot (ie there would be no nominations from the floor), starting with the President, including any position for which a candidate was running unopposed. If any position were not filled by someone receiving a majority of the vote, that position would remain open, to be filled by appointment by the newly elected Board.
b. Providing the Membership with a slate of candidates for all Board positions, which the Members could vote up or down. If the slate were voted down, the Members would cast votes for all candidates already on the Ballot (ie there would be no nominations from the floor), irrespective of positions and the top 13 vote-getters would be the newly elected Board, who then would meet on their own to elect a President and assign all other positions.
c. Not providing the Membership with a Slate and also allowing nominations from the floor for each position, with floor-nominated candidates to be considered along with the candidates on the Ballot who were sourced by the Election Committee and approved by the Board. The Members would vote for each position, with the candidate receiving the majority vote being elected. If any position were not filled by someone receiving a majority of the vote, that position would remain open, to be filled by appointment by the newly elected Board.

David Harris advocated for alternative "b". Wes Terry voted for alternative "c". All other Board members present voted for alternative "a", which therefore was approved, along

with the elements of the election process recommended by the Election Committee that were consistent with alternative "a".

After the vote, Ric explained that we need to work hard as a Board to solicit quality candidates before Aug 30th.

Membership

Matt reminded the Board that the Secretary is responsible for maintaining the roll of Members per the SMLL Constitution and that he was in the process of doing that.

Matt explained that, as per the SMLL Constitution, a person may become a Member of the League if they are interested in furthering the objectives of the league. Matt suggested that the official roster of Members should start with the list of approved volunteers. Matt proposed than anyone not on the list would need to have an email sent to the Secretary by an existing Member verifying that the person is a legitimate member and should be allowed to vote in the Annual Meeting.

Andy recommended that anyone not on the approved volunteer list who wanted to become a member could become one simply by sending an email to the Secretary expressing their desire to become a Member and then should be added to the list. Andy explained that this would be the most inclusive approach and would diminish confusion or disagreement about the definition of a Regular Member as noted in the SMLL Constitution.

The Board agreed with Andy's suggestion.

f. Upcoming Meetings

The next meeting was set for Monday, 8/31 at the VCA.

6. Adjourn

The meeting was adjourned at 10:30pm.