

PRO Board Meeting
December 7, 2005, PFT Conference Room

Present: Jerry Herman, President, Shirley Timm, Treasurer, Juanita Peterson, Secretary
Absent: Bruce Jacobs, Vice-President

Board: Remo Arancio, Pat England, George Herring, Phyllis Jones, Shirley Nedham,
Sondra Neiman
Absent: Alex Pappas

Treasurer's Report: There are 202 paid members for 2006.

Current bank balance: \$7,240.72
Expenses: 171.25

Jennifer Seibert has made available a list of deceased retirees which will be recorded by the Secretary of PRO.

Secretary's Report: Juanita announced that there were two typing errors in the November 3, 2005 meeting minutes as reported by Bruce Jacobs. These minutes were sent via email to all members of the Board at an earlier time and there were no other corrections to report.

MSU(Shirley Nedham, Remo Arancio) that the Treasurer's report and the Secretary's report be accepted.

Committee Reports

Social Committee: The Committee met on November 21st with many members present. The book donation program was a success and the Committee will make book donations an annual event. Chair Sondra Neiman will contact the college librarians to plan for book sales events. The Committee will continue to work on obtaining volunteer tutors, especially needed during exam times. Smokey Wilson will follow up with the colleges. No work was done on scholarships. The Committee decided to reduce its outreach to one campus. A no-bake sale is being planned and the funds will be used for smaller awards to students, such as for BART tickets or textbooks. The Committee will meet again on January 19th.

Jerry reported that Chancellor Harris approached Jerry and Bruce about contributing to the Peralta Foundation. There will be a follow-up on this. Shirley Timm reminded us that scholarship funds are given to a college which in turn are given by the Foundation.

Membership Committee: George Herring reported that there are 674 retirees of the Peralta District. George has telephone numbers that will be given to his group of workers. Each worker will phone retirees they know or want to call, will follow up with a letter by President Herman. George has identified 55 retirees to contact and asked the Board members to identify others to contact by phone and follow up. The Membership Committee will meet the week of December 12.

Remo: Thanks to Jerry Herman for the excellent letter he sent to Mr. Chavez acknowledging the session on corporate law given by Mr. Chavez.

Benefits Committee: Remo reported that the Benefits Committee has not been meeting. Jerry reported that the PCCD Board has passed the bond for healthcare, and that the language in the bond indicates that it is specifically to pay for health benefits for retirees.

Shirley Nedham said that Kaiser has issued new cards indicating coverage for Medicare Part D. The accompanying letter was confusing. She announced that there will be a District Benefits Committee meeting on December 14th.

The next order of business involved the Bylaws of Incorporation:

PRO Membership Status: Initially, three types of membership were proposed:

1) Dues paying PCCD retiree, 2) Non-dues paying PCCD retiree, and 3) Any person who supports the purposes of PRO.

[At the October 24th ad-hoc meeting, two types of membership were agreed upon: regular members who are PCCD retirees who pay annual dues, and auxiliary members who are non-retirees of PCCD or any interested individual who is willing to support the goals and objectives of PRO and who contributes at least an amount equal to annual dues. Regular members can vote, hold office, and receive the Newsletter by US mail. Auxiliary members may not vote or hold office.]

Discussion followed concerning further qualifications and name for the auxiliary members. Shirley Timm reminded the group that the incorporation bylaws clearly define the distinction between the two classes in Article 12, Sections 1, 2, and 3.

MSU(George Herring, Sondra Neiman) that Article 12, Sections 1, 2, 3 as submitted by Dr. Timm be accepted.

It was suggested that the name “auxiliary” be changed to “sustaining” or “associate”. After some further discussion, the following motion was made and voted upon.

MSC(George Herring, Phyllis Jones) that the second category of members be called **associate** members.

Election of Officers:

MS (Shirley Timm, Phyllis Jones) that PRO officers be selected by the Directors according to Section 2 of Article IV of the incorporation bylaws. [Vote given when question was called. 4,3,2]

Since different proposals for selecting officers had been presented by Jerry Herman, Shirley Nedham, Juanita Peterson, and Remo Arancio, further discussion followed in which different points of view were given.

George Herring said his experience is that a board elects the officers since the board works more closely with the officers

Phyllis Jones called for the question.

MSC(Phyllis Jones, Juanita Peterson) that the proposed motion be voted on.

President Herman asked for those in favor of the Timm, Jones motion (4); those opposed (3), those abstaining (2).

Remo presented his plan which specifies that the Board select the officers, then the selection be presented to the full membership for ratification. If an officer doesn't get a majority vote, the Board submits another. This process would continue until all officers have been ratified.

MS(Remo Arancio, George Herring) that officers be selected by the Board and presented to the PRO membership for ratification.

MSU(George Herring, Shirley Timm) that the question be voted on.

Next concern: Are officers members of the board?

MSU(Shirley Nedham, Remo Arancio) that officers be members of the board.

Next concern: Officers term of office.

MSU(Shirley Nedham, Remo Arancio) that the term of the officers shall be 2 years and that the term of office be added to section 2 of Article IV.

Next order of business: Read and amend bylaws from Page 1 to the end. Jerry asked Shirley Nedham to lead the group through the readings and changes.

Speaking for the Board, Jerry Herman thanked Shirley Timm for the extensive work she has done on the bylaws for incorporation.

MSU(Remo Arancio, Shirley Timm) that the bylaws of incorporation be adopted as corrected.

The meeting adjourned at 3:10 pm.

Respectfully submitted,
Juanita Peterson, Secretary