

Planning and Review Committee Meeting November 25, 2019 3:00 PM Pacific Daylight Time

Members Present; Ken Johnson, Ray Burchett, Luke Northway, Kevin Griner, Megan Disselkoen

Also present; Lynette Thompson

Meeting purpose- to continue work on updating ApHC By-Laws

The following changes were discussed:

1. Fix the error in Article II Section 1 part B 8th line to read “shall not **be**”.
2. Change Article IV Section 10 line by striking “one year” and changing to “**two years**”.
Section 10. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors; provided, however, that a special election by members shall be conducted consistent with the provisions of these Bylaws if the unexpired term of the vacancy to be filled exceeds ~~one year~~ **two years**. The Board of Directors may make a temporary appointment of any directorship to be filled by appointing an ApHC member domiciled in the affected geographical territory pending such special election as required above. A director elected to fill a vacancy shall be elected for the unexpired term of the director’s predecessor in office.
3. Change Article V Section 1 by striking “Any two or more offices may be held by the same person, except the offices of President and Chief Executive Officer”.
Section 1. Officers. The officers of the ApHC shall be a President, a Vice President, a Chief Executive Officer and a Treasurer. The Board of Directors may elect or appoint such other officers or assistant officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. ~~Any two or more offices may be held by the same person, except the offices of President and Chief Executive Officer.~~
4. Change Article VI Section 2 by striking the word “President” in the 6th line and replacing it with “**Executive Committee**”.
Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the ApHC may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the ApHC, and the ~~President~~ **Executive Committee** shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the ApHC shall be served by such removal.

5. Article VI Section 3. ApHC Executive Committee needs to be addressed to make the wording to take into account elections every other year.

There shall be an ApHC Executive Committee, comprised of members of the Board of Directors, which shall consist of the President, who shall chair the ApHC Executive Committee, the Vice-President, and four (4) additional directors who shall be elected annually at the commencement of the regular meeting of the Board of Directors next held following the regular election of directors at a time and date during January through April as determined by the Board of Directors and shall serve on the ApHC Executive Committee until the election of the ApHC Executive Committee members at the commencement of said regular meeting of the Board of Directors the next year.

Some suggestions were- to reword when the election of the Executive Committee is held due to now being election every other year, to decide if the Executive Committee is made up of the heads of which committees, to include in this section the responsibilities of the Executive Committee other than those listed in the ApHC rulebook

6. Article VI Section 5 strike “appointed chairman by the person or persons authorized to appoint the members thereof” and replace it with “**elected chairman by the members of said committee**”.

Section 5. Chairman. One member of each committee shall be ~~appointed chairman by the person or persons authorized to appoint the members thereof~~ **elected chairman by the members of said committee.**

Next meeting set for January 7, 2020 at 3:00pm Pacific daylight time.

Meeting adjourned at 3:55 pm

Respectfully submitted

Lynette Thompson
ApHC Interim CEO