



# AMERICAN SIGN LANGUAGE TEACHERS ASSOCIATION

## Online Board Meeting Minutes

Sunday, December 2, 2018

Time: 6:30 PM [EST], 5:30 PM [CST], 4:30 PM [MST] & 3:30 PM [PST]

### 1. Roll Call

Janice Smith-Warshaw, President

James Wilson, Vice President

Beatrice Pfaff, Chapter Affiliation / Bylaws Chair

Lorraine Flores, Professional Development Chair

Jason E. Zinza, Secretary/Acting Treasurer

Special Committee: Communications, David Martin

Evaluation Chair, Amy June Rowley (joined at 9:40pm EST)

Treasurer [vacant]

a. Absence(s):

Special Committee: ASLHS Coordinator, Christine Sharkey

Special Committee: Conference Chair, Kristine Hall (meeting with Conference committee)

### 2. Meeting called to order at 6:42 pm EST

**MOTION #2018-118:** I, Lorraine Flores, move that ASLTA pay \$344.95 now due and authorize an additional amount of up to \$1,000.00 (maximum) for Kehr Legal Services.

**Seconded:** Jason E. Zinza

**Vote:** Passed via e-vote on 11/25/18 (Aye: Lorraine Flores, James Wilson, Jason E. Zinza, Amy June Rowley. Nay: 0. Abstain: 0)

**MOTION #2018-119:** I, Beatrice Pfaff, move to approve the minutes from the 11/11/18 special meeting as read.

**Seconded:** Lorraine Flores

**Vote:** Passed

**MOTION #2018-120:** I, James Wilson, move to approve the minutes from the 11/11/18 meeting as read.

**Seconded:** Jason E. Zinza

**Vote:** Passed

**MOTION #2018-121:** I, Lorraine Flores, move to approve the minutes from the 11/14/18 special meeting as read.

**Seconded:** James Wilson

**Vote:** Passed

### 3. President's Report

- a. Accolades. Appreciate Chapters Chair Pfaff and Vice President Wilson for the focused progress regarding the Phase 1 Bylaws amendments. Appreciation to Secretary Zinza for working on the conference finances. Much appreciation to Conference Chair Hall and her committee for the hard work raising interest in conference attendance.
- b. Approve a copy of the contract for the parliamentarian for ASLTA conference. **TABLED UNTIL 12/16/18.**

**ACTION ITEM:** Secretary Zinza to revise the proposed contract to reflect desired pre- and post-Business meeting debriefings with the Parliamentarian. Will send to Board for approval.

- c. ASLTA website should identify Secretary Zinza as the Acting Treasurer, to alleviate concerns that the Treasurer's responsibilities are not being fulfilled.

**ACTION ITEM:** Secretary Zinza to update the Board graphic.

- d. Update with Dan Kehr, Attorney. President Smith-Warshaw and Secretary Zinza met with Dan Kehr on 11/30/18. Vice President Wilson planned to attend but couldn't due to an urgent family issue. Kehr responded to the questions the Board sent to him last week.

#### Points to Consider:

- Kehr suggests a settlement, which is much less expensive than going to court.
- ASLTA's position is very strong, since the issue is ASLTA's dissatisfaction with Heart Cruises' performance.
- The three violation complaints by Heart Cruises are shaky. The first complaint - breach of contract - will likely fail. The second complaint - quantum meruit - has some grounds, since Heart Cruises did do some work on ASLTA's behalf. The third complaint - bad faith - will likely fail.
- There is no clear rationale for Heart Cruises' demand of \$13,000.00 for services rendered. Kehr will contact the plaintiff's attorney to request a breakdown of exactly what services were provided.
- It is possible opposing counsel will prefer not to settle. To prepare for this, ASLTA must secure the services of a litigation attorney. Kehr will recommend three

individuals who can serve in this capacity. If the settlement proceeds, then there will be no need for litigation attorney services.

- e. Evaluation Chair and ASLHS Coordinator's Plans for 2019 Conference. Would like to see both programs develop a comprehensive plan for conference visibility and participation.

**ACTION ITEM:** Assign ASLHS Chair Sharkey and Evaluation Chair Rowley to develop plans for how each program will be represented and visible at the upcoming conference.

- f. Assign Professional Development Chair Flores as the contact person for the 2023 ASLTA conference. Reach out to various ASLTA chapters to gauge interest in hosting the 2023 conference. Bids will need to be made at the 2019 conference.

**ACTION ITEM:** Contact FASLTA to see continue the dialogue with hosting a conference in Florida. Also, contact Tim Riker of the proposed New England ASLTA chapter for possible interest.

#### **4. Vice President's Report**

- a. Bylaws committee update 1: Leadership transition. The role of chair of the Bylaws committee will transition to Vice President Wilson after Phase 2 of the proposed Bylaws amendments is completed.
- b. Bylaws committee update 2: Phase 1 proposed Bylaws amendments. Members will be asked to vote on the following amendments:
  - 1. Nepotism policy to prevent conflict of interest between individuals in a familial / domestic / business relationship from serving the ASLTA Board simultaneously. Board feels that the policy should apply not only to the Board but to all committees as well.

**ACTION ITEM:** Vice President Wilson and Chapters Chair Pfaff to bring the Board's proposal to have the nepotism policy apply to the Board and committees to the Bylaws committee.

1a. Board suggests that the Bylaws committee separate the nepotism policy into two different provisions: Nepotism and Business conflicts. The concern is that "business relationships" needs to be clearly defined to avoid confusion or misunderstanding. Would like to see this clarification placed in a new Section 4. Suggestion: The Bylaws committee ask members to vote on the nepotism policy in Phase 1, and then place the revised business relationship wording in Phase 2 or 3.

**ACTION ITEM:** Vice President Wilson and Chapters Chair Pfaff to bring the Board's proposal to have a separate paragraph fully describing a business relationship to the Bylaws committee for remediation.

2. Revised membership categories and benefits. The additions of membership categories for Paraprofessionals, Retired. Concerns are that by introducing a new membership category for \$60.00 will cannibalize the Associate level, since many people may see this as a way to save \$20.00.

Discussion Points:

- Rather than adding separate membership categories, what about the following:  
Certified (for certified individuals)  
Associate (for full-time instructors, adjuncts, paraprofessionals, and other ASL-field professionals)  
Supporting (for students and other individuals who support ASLTA's work)
- Concern: The proposed Retired category does not address the unique needs of those who retire and have ASLTA certification. This is an urgent need.

**ACTION ITEM:** President Smith-Warshaw to call a special meeting and invite the Bylaws committee to meet with the Board to discuss in more depth the proposed membership categories. Proposed meeting set for Thursday, 12/6/18, at 8:30 pm EST. It is critical that we meet quickly in order to send out the proposal to members in December.

3. Nominations timeline Bylaws amendment. The proposal does not allow for nominations from the conference floor, due to the need for the Nominations committee to vet all candidates for eligibility.

Discussion Points:

- If no nominations are received during the nominations window, then the President can make an announcement at the first business meeting that no nominations were made; thus, nominations will be allowed from the floor. (This procedure might make the proposed process moot, so isn't strongly endorsed.)
- If no nominations are made during the period, then ask members at the conference to apply, and the President will appoint from that applicant pool, with approval by the Board.
- Desired solution: Executive officers (President, Vice President, Secretary, and Treasurer) must be nominated during the window. Other officers can be nominated from the floor during the conference.

**ACTION ITEM:** Vice President Wilson and Chapters Chair Pfaff to bring the Board's proposal to allow some Board positions to be nominated from the conference floor to the Bylaws committee for consideration.

**5. Secretary’s Report**

- a. Volunteer recognition for December. Nominating the ASL Can-Do Statements committee as a whole.

**ACTION ITEM:** Secretary Zinza to make a video honoring the ASL Can-Do Statements committee members. Communications Director Martin to distribute this to members via e-blast.

- b. Policy clarification: Online / e-vote procedures (example: CED letter). Prior to posting an online / e-vote, please obtain a motion number from the Secretary. This will help keep motions organized.
- c. ASL Can-Do Statements request. The committee would like to use part of its designated budget for hotel costs at the NPDC. This budget was provided by ACTFL to ASLTA, so there is no net loss of revenue.

**MOTION 2018-122:** I, James Wilson, move that ASLTA permit the ASL Can-Do Statements committee to use their designated budget for conference expenses as needed.

**Seconded:** Beatrice Pfaff

**Vote:** Passed

**6. Treasurer’s Report (reported by Secretary Zinza)**

- a. CPA / Mark Apodaca update. **TABLED UNTIL 12/16/18.**
- b. Donor recognition (required by law). See <https://asлта.org/donations-test-page/>  
**TABLED UNTIL 12/16/18.**
- c. Financial support for next NPDC Chair. What is ASLTA’s policy regarding future conference chairs to attend the current NPDC? There is no clear policy. This was never done until after the 2017 conference when a portion of Kristine Hall’s hotel expenses was reimbursed by ASLTA.

**ACTION ITEM:** Vice President Wilson and Secretary Zinza to draft a policy regarding conference chairs. ASLTA will not pay for future conference chairs to attend the current conference. This is expected to be an expense carried by the future host chapter. If the future conference does well, then reimbursement from the conference account may be made.

- d. Membership update:

Category	Current #	Last Meeting	2018-19 Goal #
Supporting	95	83	145
Associate	335	282	445

Certified	173	167	250
Institutional	9	9	8
Chapters	1	1	10
Conference	120	76	500

e. Bank Balance Update

**NOTES:**

1. About \$28,000.00 in the Main Checking account is from Conference registrations. Funds will be transferred to the NPDC account.

**Bank of America:**

Account Name	BoA Balance	QuickBooks Balance
ASL Honor Society	\$ 47,543.78	\$ 43,980.49
Evaluation Program	\$ 9,749.32	\$ 9,838.47
Main Checking	\$ 111,240.23	\$ 80,820.86
NPD Conference	\$ 8,807.49	\$ 1,567.26
National Standards Project	\$ 4,003.84	\$ 4,003.68

**Schwab Investment:**

Account Name	Account Balance	Available Funds
LF2	\$ 3,728.61	\$ 0.00 (until \$10,000)
L1 Initiatives Fund	\$ 7,233.80	\$ 0.00 (until \$10,000)
Riggs Fund	\$ 6,083.94	\$ 0.00 (until \$10,000)
Main Investment	\$ 64,469.31	\$ 64,469.31
Money Market Fund (cash)	\$ 14,152.27	\$ 14,152.27

**7. Chapter Affiliation / Bylaws Chair Pfaff**

c. Chapter Form and Guidelines **TABLED UNTIL 12/16/18.**

**8. Evaluation/Certification Rowley**

No report.

**9. Professional Development Chair Flores**

No report.

**10. Special Committee: Communications David Martin**

No report.

**11. Special Committee: ASL Honor Society Coordinator Sharkey**

No report.

**12. Special Committee: 2019 NDPC Conference Chair Hall**

No report.

**MEETING ADJOURNED AT 9:53 pm EST**

Meeting Minutes respectfully submitted by Secretary J. Zinza

**Future meetings:**

December 16, 2018 at 6:30 pm EST

January 6, 2019 at 6:30 pm EST

January 20, 2019 at 6:30 pm EST

February 3, 2019 at 6:30 pm EST

February 17, 2019 at 6:30 pm EST

March 3, 2019 at 6:30 pm EST

March 17, 2019 at 6:30 pm EST