

American Numismatic Association
Board of Governors Open Session Videoconference
Wednesday, November 18, 2020 at 3:00pm MT/ 4:00pm CT/ 5:00pm ET

Call to Order – President COL Steven Ellsworth, ret.

Roll Call – Secretary Sandy Pearl

1. Approval of Open Session Minutes [2 minutes] – President COL Steven Ellsworth, ret.

MOTION by _____, second by _____ to approve the minutes of the Board of Governors' Open Session Meeting Videoconference held October 13, 2020.

2. Ratify Approval of Committee Personnel Changes [2 minutes] – President COL Steven Ellsworth, ret.

In accordance with ANA Bylaws Article IV, Section 4i, the board was asked to approve committee personnel changes as follows:

Awards Committee:

Add Caleb Noel

Finance & Budget Committee:

Add Brent Howe

Conventions Committee:

Remove Jennifer Ackerman; add Brianna Victor.

Information Technology Committee:

Remove Cary Hardy

Education Committee:

Add Jeff Swindling

Outreach Committee:

Add Logan Curtis

Security and Loss Prevention:

Remove Carol Hull; add Sam Joseph

MOTION by _____, second by _____ to ratify the email vote of Vice President Ross and Governors Ellis, Garrett, Oberth, Eymery, Schmidt and Mishler approving the aforementioned committee changes.

3. Donation Approval & Naming Rights [5 minutes] – President COL Steven Ellsworth, ret.

The ANA Policy Manual section titled DONATIONS—DONATION APPROVAL states:

The Executive Director will promptly notify the President of any proposed donation of \$10,000 or more, whether in cash, materials or kind.

In addition, the Executive Director will promptly notify the Board of Governors of any proposed donation of \$20,000 or more, whether in cash, materials or kind for board approval.

On amounts under \$20,000 the Association reserves the right to decline any donation in part or in its entirety at the sole discretion of the Executive Director.

On amounts of \$20,000 or more, the board will evaluate them on a case by case basis and reserves the right to decline any donation in part or in its entirety.

The Executive Director has received an anonymous donation in the amount of \$20,000 and a donation of \$20,000 from the Rickard Family Foundation, both for the ANA General Fund.

The Executive Director has also received a donation from Martin D. Weiss [LM – 1452] in the amount of \$50,000 designated to benefit YN Scholarships. Weiss passed away on November 1st, and his friend and colleague Kitty Quan requests approval for naming rights for YN Scholarships to be endowed by Weiss' gift.

Naming Rights Motion via Telephone Vote, April 24, 2008

Motion by Governor Mishler, second by Governor Rochette, that naming rights of the Association's awards, physical spaces, events, or activities will be considered on a case by case basis and will require review and approval by the Board of Governors.

Vote: Passed – Unanimous

A. MOTION by _____, second by _____ to approve acceptance of an anonymous \$20,000 donation; a \$20,000 donation from the Rickard Family Foundation; and a \$50,000 donation from Martin D. Weiss designated for YN Scholarships.

B. MOTION by _____, second by _____ to approve naming rights for the Martin D. Weiss Memorial YN Scholarship to benefit youth attending Summer Seminar.

4. Motion to Amend the Bylaws Regarding Duties of General Counsel [5 minutes] –
President COL Steven Ellsworth, ret.

CURRENT ANA BYLAWS, ARTICLE IX:
Duties of Corporate Officers & Special
Officers, Section 2. General Counsel

The duties of the General Counsel shall be to provide legal services on behalf of the Association to the Board of Governors, the Executive Director and the Association as may be requested or required. The General Counsel may appoint local counsel to perform legal services on behalf of the Association in connection with Association conventions and litigation occurring outside of the state of residence of the General Counsel, subject to approval by the Board of Governors, provided, however, that all expenditures for local counsel shall be subject to any limitations imposed by the Board of Governors. The General Counsel shall attend all Board of Governors meetings, unless excused therefrom when his or her compensation and/or performance is discussed by the Board.

PROPOSED ANA BYLAWS, ARTICLE IX:
Duties of Corporate Officers & Special
Officers, Section 2. General Counsel

The duties of the General Counsel shall be to provide legal services on behalf of the Association to the Board of Governors, the Executive Director and the Association as may be requested or required. The General Counsel may appoint local counsel to perform legal services on behalf of the Association in connection with Association conventions and litigation occurring outside of the state of residence of the General Counsel, subject to approval by the Board of Governors, provided, however, that all expenditures for local counsel shall be subject to any limitations imposed by the Board of Governors. ~~The General Counsel shall attend all Board of Governors meetings, unless excused therefrom when his or her compensation and/or performance is discussed by the Board.~~ **The General Counsel shall attend Board of Governors meetings when asked by the President or by a majority of the Board.**

[If the amendment is approved, the strikethrough text will be removed and replaced by the text shown in red.]

MOTION by _____, second by _____ to amend ANA BYLAWS, ARTICLE IX: Duties of Corporate Officers & Special Officers, Section 2. General Counsel to read as proposed: The duties of the General Counsel shall be to provide legal services on behalf of the Association to the Board of Governors, the Executive Director and the Association as may be requested or required. The General Counsel may appoint local counsel to perform legal services on behalf of the Association in connection with Association conventions and litigation occurring outside of the state of residence of the General Counsel, subject to approval by the Board of Governors, provided, however, that all expenditures for local counsel shall be subject to any limitations imposed by the Board of Governors. The General Counsel shall attend Board of Governors meetings when asked by the President or by a majority of the Board.

PROS:

- The costs of paying legal billings and expenses to have legal counsel attend meetings when there are no legal issues is a needless expense and misuse of members' funds.
- Most legal issues are complex and require extensive review by the board before a decision is to be made which does not need to be done in meetings where 99% of discussions are based on business decisions, not legal.
- Legal counsel would be best served to be given time to review the board meetings' minutes and then give counsel as needed.
- When legal issues are raised, the President or Board can utilize counsel as needed.
- There have been numerous conventions after expending travel costs and hourly billing to require counsel's attendance to have counsel announce, "No legal actions or issues to report."

CONS:

- None

5. Motion to Amend the Bylaws Regarding Duties of Executive Director [5 minutes] –
Governor Clifford Mishler

CURRENT ANA BYLAWS ARTICLE IX,
Section 1. Executive Director,
Subsection c:

To keep all expenditures within the scope of the approved budget, to adhere to expenditure limits established by the Board of Governors, and to manage the financial affairs of the Association within the approved budget.

PROPOSED ANA BYLAWS ARTICLE IX,
Section 1. Executive Director,
Subsection c:

To ~~keep all expenditures within the scope of the approved budget, to adhere to expenditure limits established by the Board of Governors,~~ **present a proposed budget annually to the Board of Governors for their approval,** and to manage the financial affairs of the Association within the approved budget.

[If the amendment is approved, the strikethrough text will be removed and replaced by the text shown in red.]

MOTION by Governor Mishler, second by _____ to amend ANA Bylaws Article IX: Duties of Corporate Officers & Special Officers, Section 1. Executive Director, Subsection c to read as proposed: To present a proposed budget annually to the Board of Governors for their approval, and to manage the financial affairs of the Association within the approved budget.

COLLOQUY

On September 3, 2020, ANA Finance/Budget Committee Chair Larry Baber requested that an amendment to the ANA Bylaws be considered by the Bylaws Committee. "The Bylaws Committee review and modify, if necessary, for presentation of the budget to the Board by September 15. The board to review and approve a budget by the October Board meeting. I do not want to be doing anything the Bylaws Committee does not feel [is] needed."

On October 7, 2020, ANA Bylaws Committee Chair Joe Boling responded, "The Bylaws Committee has discussed your proposal for adding budget-preparation elements to the Bylaws. Our conclusion is that most of the proposals (all of the scheduling elements) should be placed in

the Policy Manual, not the Bylaws. We do agree that the preparation of the budget should be placed under the Executive Director’s purview.”

Chairman Boling reported, “Upon examining this paragraph, we concluded that the three clauses all say the same thing – ‘stick to the budget.’ We propose that a new initial clause be added regarding preparation of the budget, and that the remaining three clauses be reduced to only the final clause, eliminating the redundancies.”

It is proposed that the Board consider revising Article IX, Section 1c, to read as follows: “To present a proposed budget annually to the Board of Governors for their approval, and to manage the financial affairs of the Association within the approved budget.”

On October 7, 2020, Baber responded, “I agree with your recommendation 100%.”

On October 8, 2020, Boling requested that, as a board member and member of the Bylaws Committee, the requisite motion be advanced by [Mishler] for consideration on a timely basis.

6. Discussion of Staffing Options for Museum Cataloging [5 minutes] – Governor Greg Lyon, Museum/Library Committee Member

| Table | Staffing Plan | Data Entry Resources | Time To Complete Data Entry | Photography Resources | Time To Complete Photography | Additional Cost Per Year |
|--|---|----------------------|-----------------------------|---------------------------------|------------------------------|--|
| Baseline | Current staffing, losing P/T data entry resource in January for deaccession sales | Current minus 1 P/T | 7 years | Current (1 F/T at 50%) | 5 years | \$0 |
| Option 1 | Current staffing, replacing P/T data entry resource | 1 P/T @ 70% | 4 years | Current (1 F/T at 50%) | 5 years | \$18,928 |
| Option 2 (Opt. 1, plus photographer) | Option 1, adding part time photographer | 1 P/T @ 70% | 4 years | Current (1 @ 50%) + 1 P/T @ 70% | 2.5 years | \$37,856 (+\$5,333 for photo station) |
| Option 3 (Opt. 2, plus 1 part-time data entry staff) | Option 2, adding additional P/T data entry response | 2 P/T @ 70% | 3 years | Current (1 @ 50%) + 1 P/T @ 70% | 2.5 years | \$56,784 (+\$5,333 for photo station) |

MOTION by Governor Lyon, second by _____ to approve museum staffing option #_____ in order to expedite cataloging of the museum collection as approved by the Board during the September 15, 2020 meeting (20200915, OS Agenda Item 5b).

7. Membership Committee Report [5 minutes] – Membership Committee Chair
Governor Muriel Eymery

8. Upcoming Board Meeting Schedule – President COL Steven Ellsworth, ret.

The next Board videoconference is set for Tuesday, January 19, 2021 at 9:00am MT/
10:00am CT/ 11:00am ET.