**Minutes of IBHA Board Meeting, January 14-15, 2011**

1/15/2011, Penelope Markle, Advisory Council, submitted by Barry Rodrigue, Secretary, amended by Fred Spier, Vice President, February 2, 2011

1. **Minutes of IBHA Board Meeting, January 14, 2011**

The Board Meeting of the International Big History Association (IBHA) was called to order on January 14, 2011 at 9:15am, Conference Room, Center for Interdisciplinary Studies, Grand Valley State University, Allendale, MI by Fred Spier, Vice President, IBHA. The Vice President did not vote on any of the motions.

Also in attendance: Craig Benjamin, Treasurer

Barry Rodrigue, Secretary

Cynthia Brown, Board Member

Lowell Gustafson, Board Member

Absent: David Christian, President

Walter Alvarez, Board Member

Also in attendance, as invited by the Board Members, were Advisory Committee members:

Pamela Benjamin

Gina Giandomenico

Penelope Markle

After introductory remarks, the meeting agenda commenced with a review of documents previously provided to the Board (see attached). The following motions were made:

**Motion:** To adopt as a Board Member structure a system whereby the Board Members nominate candidates for Board Member positions and these nominees are voted on by the General Membership.

Proposed by Rodrigue

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Membership in the IBHA is allowed to anyone who pays dues.

Proposed by Rodrigue

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Amend Proposed Bylaws in Article 3.1:

Replace: The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons.

With: The Board of Directors shall consist of not fewer than three (3) nor more than eleven (11) persons.

Proposed by Benjamin

Motion seconded by Rodrigue

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Amend Proposed Bylaws in Article3.1:

Replace: Directors shall be elected for one-year terms at each annual members meeting.

With: Directors shall be elected for three-year terms.

Proposed by Brown

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Amend Proposed Bylaws in Article 3.2:

Replace: Any director(s) or the entire Board of Directors may be removed, at any time with or without cause, by action of the members.

With: Any directors or the entire Board of Directors may be removed with cause by a two-thirds vote of the General Membership at an Annual Meeting.

Proposed by Gustafson

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Strike the first sentence of Proposed Bylaws Article 3.3 which reads:

“Vacancies on the Board of Directors occurring for any reason, including an increase in the number of directors, may but need not necessarily be filled by action of the members. “

Proposed by Brown

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** A nominal membership dues of $25 for new members who will become Founding Members will be available until the IBHA Annual Conference, 2012. Regular membership dues structure will begin after the IBHA Annual Conference, 2012.

Proposed by Gustafson

Motion seconded by Brown

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** The position of International Coordinator shall be added to the Board of Directors.

Proposed by Benjamin

Motion seconded by Lowell

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Amend proposed Bylaws in Article 4.1:

Replace: The officers of the Corporation shall be a President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors.

With: The officers of the Corporation shall be a President, Vice-President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Directors. In addition, the Board Members may elect a Chair and an International Coordinator who shall also be officers of the Corporation if elected.

Proposed by Benjamin

Motion seconded by Brown

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Amend the proposed Bylaws Article 4.5, to strike from proposed bylaws:

”…including, if the Board of Directors shall so determine, acting as the chief executive officer of the Corporation in which case the Chairman shall have general supervision, direction and control of the business of the Corporation and shall have the general powers and duties of management usually vested in or incident to the office of the chief executive officer of a Corporation.”

Proposed by Rodrigue

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** 4.7 Amend the proposed Bylaws Article 4.7:

Replace: Each Vice President shall have such power and shall perform such duties as may be assigned by the Board of Directors, and may be designated by such special titles as the Board of Directors shall approve.

With: The Vice President shall have such power and shall perform such duties as may be assigned by the Board of Directors, shall be considered the President-elect, and may be designated by such special titles as the Board of Directors shall approve.

Proposed by Rodrigue

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion :** Amend the proposed Bylaws Article 4.6:

Add: The immediate past President may serve as an ex-officio member for the year immediately following their term.

Proposed by Benjamin

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** To amend the agenda to table the discussion of the bylaws and move to the discussion of relations with Grand Valley State University (GVSU)

Benjamin proposed

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Action:** Dean Wenner and Provost Davis were invited to meet the IBHA Board Members and joined a discussion of hopes for future relations between IBHA, the Global Institute for Big History, and GVSU.

The Board Members agreed to a one hour break for lunch at 1:00pm and reconvened at 2:00pm.

**Motion:** Define the role and membership of the IBHA Advisory Committee for the Strategic Plan:

The Advisory Committee will be made up of people with a demonstrated and committed interest in Big History who have expertise, skills and/or resources which they would like to contribute for the benefit of the IBHA and its mission. Members of the Advisory Committee are selected by a vote of the full IBHA Board of Directors. The Advisory Committee members will be non-voting and will serve as a knowledge resource for the Board of Directors.

Proposed by Rodrigue

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** The Board adopts the membership method of governance and organization.

Proposed by Brown

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Amend Articles of Incorporation, Article II:

Replace: In furtherance of these purposes, the purpose of the Corporation is to sponsor, support and promote the academic and scholarly inquiry into, and the research and teaching of, the scientific field of endeavor commonly known as "Big History," and to engage in activities related thereto.

With: “ In furtherance of these purposes, the purpose of the Corporation is to promote, support and sponsor the diffusion and improvement of the academic and scholarly knowledge of the scientific field of endeavor known as “Big History” by means of teaching and research and to engage in activities related thereto.”

Benjamin proposed

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** The Board requests that the current Advisory Committee members investigate the insurance requirements for IBHA, such as the purchase of Directors and Officers Insurance for Board Members, General Liability, etc., and report their findings back to the Treasurer.

Proposed by Brown

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** The Board requests that Spier investigate the terms in Article IX and report back to the Board.

Proposed by Brown

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** The Board requests that Spier investigate any terms or clauses that are unclear to the Board Members in the proposed Bylaws and report back to the Board

Proposed by Benjamin

Motion seconded by Brown

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Resolution:** The Board resolves to designate the IBHA fiscal year as July 1 to June 30

Proposed by Benjamin

Motion seconded by Brown

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Amend proposed Bylaws Article 3.1:

Replace: The initial number of directors shall be the number specified by the incorporator as constituting the first Board of Directors.

With: The initial number of Directors was chosen by mutual consent by the founders, all scholars involved in Big History, as constituting the Board of Directors.

Proposed by Benjamin

Motion seconded by Rodrigue

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Amend proposed Bylaws Article VII:

Replace: These Bylaws may be amended or repealed or new Bylaws adopted only by action of the members.

With: These Bylaws may be amended or repealed or new Bylaws adopted only by two-thirds majority of members present at the Annual Meeting. Proposed amendments must be ratified by the Board Members and distributed to the membership for consideration 30 days prior to the Annual Meeting.

Proposed by Brown

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Resolution**:

Craig Benjamin, Treasurer be designated to sign checks, or other orders for the payment of money on behalf of IBHA.

Proposed by Rodrigue

Motion seconded by Brown

-The Motion passed by unanimous vote of the present IBHA Board Members.

David Christian, President, joined the meeting in the afternoon. The actions of the meetings were reviewed, and Christian expressed his approval and support for Board actions taken.

**Motion**: To adjourn and to reconvene January 15, 2011 at 9:00 was made by Gustafson.

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

Meeting was adjourned at 5:00pm.

1. **Minutes of IBHA Board Meeting, January 15, 2011**

The continuation of the Board Meeting of the International Big History Association (IBHA) which began January 14, 2011 was called to order on January 15, 2011 at 9:30am, Conference Room, Brooks College of Interdisciplinary Studies, Grand Valley State University, Allendale, MI by Fred Spier, Vice President, IBHA. The Vice President did not vote on any of the motions.

Also in attendance: Craig Benjamin, Treasurer

Barry Rodrigue, Secretary

Cynthia Brown, Board Member

Lowell Gustafson, Board Member

Also in attendance, as invited by the Board Members, were Advisory Committee members:

Pamela Benjamin

Gina Giandomenico

Penelope Markle

The Board Members agreed that the Board would consider and discuss the draft Strategic Plan and the Budget projects.

**Motion:** If a suitable candidate can be found, appoint Board Member(s) to the IBHA Board representing a discipline outside the Humanities and outside the Anglophone world (UK & the colonies - Australia, USA, etc.).

Proposed by Rodrigue

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** The office established at GVSU shall be known as:

The Global Institute for Big History

The Office of the International Big History Association

Proposed by Benjamin

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** The Global Institute for Big History is an agency of GVSU. Whereas the Office of IBHA is the official office of the International Big History Association, a separate organization.

Proposed by Rodrigue

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion**: The Board requests a conversation with GVSU regarding:

1. Executive Director shall be an employee of IBHA, who will hire, evaluate and pay the salary and benefits for the ED on an annual renewable contract. Salary will be paid by a transfer of funds to GVSU.
2. A mutually agreed percentage of Funds raised by GVSU for GIBH shall be transferred to IBHA.
3. IBHA and GVSU will coordinate fundraising activities related to Big History.

Proposed by Gustafson

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Member

**Motion**: The website will be managed by the Executive Director.

Proposed by Rodrigue

Motion seconded by Benjamin

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Action:** Rodrigue states he will resign as Secretary, to be effective at the conclusion of this meeting.

**Motion:** Rodrigue be appointed to position of International Coordinator.

Proposed by Benjamin

Motion seconded by Brown

-The Motion passed by a vote of all the IBHA Board Members, exclusive of Rodrigue

**Motion**: Gustafson be appointed to position of Secretary, to be effective at the conclusion of this meeting.

Proposed by Rodrigue

Motion seconded by Benjamin

-The Motion passed by unanimous vote of all the IBHA Board Members, exclusive of Gustafson

**Action:** Gustafson will investigate membership categories and fees and submit a fee structure proposal to the Board as soon as possible.

**Motion:** The Board will engage in discussions with GVSU to discuss resources needed to administer IBHA and GIBH during its initial year and make a request to GVSU that a one course release per semester be given to the IBHA Treasurer.

Proposed by Gustafson

Seconded by Brown

-The Motion passed by unanimous vote of all the present IBHA Board Members, exclusive of Benjamin

**Motion:** The Board approves the Treasurer Benjamin to discuss the points approved above concerning arrangements for IBHA and GIBH and any other discussion points approved during this meeting with GVSU, and to report the results of those discussions to the Board.

Proposed by Gustafson

Seconded by Brown

-The Motion passed by unanimous vote of all the present IBHA Board Members,

exclusive of Benjamin

The Board Members agreed to a one hour break for lunch at 1:00pm and reconvened at 2:00pm.

**Motion:** The Board expresses its profound gratitude to Pamela Benjamin, Gina Giandomenico, and Penelope Markle for their invaluable assistance in founding IBHA. The Board appreciates that they are willing to continue as members of the Advisory Committee and votes to award them Founding Memberships of the IBHA.

Proposed by Benjamin

Motion seconded by Brown

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** The Advisory Committee shall be renamed the Advisory Council.

Proposed by Rodrigue

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Move to accept the Operational Budget v.15 as defined during the meeting, subject to final revisions by January 19, 2011. (See Attached)

Proposed by Benjamin

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Move to accept the Project Budget v.15 as defined during the meeting, subject to final revisions by January 19, 2011. (See Attached)

Proposed by Benjamin

Motion seconded by Brown

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Action:**  Board Members will review the Operating and Project Budgets and the Project List, and submit any revisions to Benjamin by January 19, 2011. He will compile the information as a funding request from IBHA to Daron Green, Microsoft and Michael Dix, The Big History Project.

**Motion:** The Board will issue invitations to the following individuals to join the IBHA Advisory Council:

Daron Green, Microsoft External Research

Michael Dix, The Big History Project

Wendy Wenner, Dean of the Brooks College of Interdisciplinary Studies, GVSU

Proposed by Rodrigue

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

**Motion:** Move to Adjourn the meeting.

Proposed by Benjamin

Motion seconded by Gustafson

-The Motion passed by unanimous vote of the present IBHA Board Members.

The Meeting was adjourned at 5:00pm.