



BOARD OF DIRECTORS INFORMATION

Mission and Vision

Fox Valley Memory Project collaborates with other organizations to build communities that welcome, include, and support persons with dementia and those who care for them. We work to create dementia-friendly communities where the fear and isolation often associated with dementia are eased by connecting people with one another and with resources to live well with dementia.

BOARD OF DIRECTOR MEETINGS

Board meetings are six times each year, generally on the Fourth Thursday of each month from 7:30 to 9:00 AM. There will be an annual meeting at the end of the fiscal year. Board members are expected to attend four of the six meetings and avoid missing two consecutive meetings.

2023 Board Meetings	Draft 2024 Board Meetings
January 26, 2023	January 25, 2024
March 23, 2023	March 28, 2024
May 25, 2023	May 23, 2024
July 27, 2023	July 25, 2024
September 28, 2023	September 26, 2024
December 14, 2023	December 12, 2024

BOARD MEETING AGENDA

The Consent Agenda is approved by the Executive Committee of the Board. Agenda items may be submitted by any Board member or Committee Chair for consideration. All supporting documentation should accompany the agenda item. The Board of Directors are expected to read all meeting attachments beforehand and come to the board meeting prepared to discuss each topic.

Board Meeting Agendas include the following sections:

- **Call to Order:** Review of Agenda and Call for Additions
- **Consent Agenda:** Committee Meeting Minutes
- **Executive Director Update:** Programs, Funding, Events, and Dashboard
- **Committee Updates:** Marketing, Champions, Finance, Fund Development
- **Board Discussion and Approval Actions:** as needed.
- **Executive Session:** as needed.

BOARD COMMITTEES

The Board will have standing committees and ad-hoc committees as needed. These will be in accordance with the article and bylaws of the Fox Valley Memory Project. Standing committees may be chaired by a Board Member, or a non-Board member, who is approved by the Board. The Committee Chair, or a committee board member, shall report the progress of that committee to the Board of Directors. Current committees include:

- Marketing
- Finance
- Champions
- Fund Development

ADDITIONAL INFORMATION ABOUT THE FOX VALLEY MEMORY PROJECT

- Website: www.foxvalleymemoryproject.org
- Latest Financial Statement
- Current Annual Report and Giving Brochure
- Board Agreement Document (attached below)
- Current List of Board Officers and Members (attached below)
- FVMP Articles of Incorporation and Bylaws (attached below)



BOARD MEMBER DESCRIPTION AND AGREEMENT

DESCRIPTION OF RESPONSIBILITIES:

- Understand, support and communicate the mission, vision and values of Fox Valley Memory Project (FVMP)
- Accept responsibility for FVMP financial accountability
- Attend 75% of board meetings per year; avoid three consecutive board meeting absences
- Engage in all FVMP fundraising events
- Contribute or procure regular financial donations
- Identify friends, associates, business and community leaders who may be prospective donors or board members
- Chair or participate in at least one committee
- Develop, analyze and refine strategic goals and objectives for FVMP
- Participate in periodic evaluation of Board performance
- Participate in establishing, revising and enforcing organizational policies
- Participate in periodic evaluation of FVMP Executive Director
- Support the Board President and Executive Committee as appropriate
- Support the Executive Director as appropriate
- Represent FVMP in the community
- Invite FVMP to speak at meetings, programs, organizations where you are affiliated i.e., religious, professional associations, service groups
- Devote time and effort to the success of FVMP
- Maintain confidentiality

AGREEMENT:

I understand and accept the responsibilities as a Board Member of Fox Valley Memory Project. I will carry out these responsibilities with Duty of Care, Duty of Loyalty, and Duty of Obedience. Furthermore, I will devote equal time and attention to my fiduciary role and my supporting role as a Board Member.

I agree with the responsibilities and chose to remain a member of the Board

I wish to opt out of the Board but remain involved as a committee member

I wish to opt out of the Board and have no interest in serving on a committee

Signed: _____ Date: _____
Board Member

Signed: _____ Date: _____
Board President



Board of Directors
As of June 16, 2023

<u>Name</u>	<u>Board Title</u>	<u>Affiliation</u>
John Barkmeier, MD	Board President	Retired MD, ThedaCare
Jim Reid	Board Vice President	Retired Owner, ADCi
Mike Hablewitz	Board Treasurer	CFO/Partner, IVI Inc.
Lori Ohland	Board Secretary	Auditor, State of Wisconsin
David Morton	Board Member	President, Morton Pharmacy
Lisa Kokontis, MD	Board Member	Neurologist, Neuroscience Group
Jonathan Krause	Board Member	Brand Manager, Woodward Communications
Tara Heindl	Board Member	Fund Development, Rawhide
Becky Reichelt	Board Member	EVP, St. Paul Elder Services
Tara Crawford	Board Member	Case Manager, Ascension
Eric Broten	Board Member	Director Econ. Development, Fox Cities Chamber of Commerce
Keith Kostecke	Board Member	Retired Private Attorney

ARTICLES OF INCORPORATION
Fox Valley Memory Project, Inc.

Article I

Name

The name of this organization shall be Fox Valley Memory Project.

Article II

Principal Office

The principal office of this organization is 1800 Appleton Rd, Menasha, 54952.

Article III

Purpose

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article IV

Governance

This organization shall be governed by a Board of Directors as described in the Bylaws.

Article V

Officers

The officers of this organization shall be a President, Vice President, Secretary, and Treasurer who shall have the duties and responsibilities as described in the Bylaws.

Article VI

Amendment

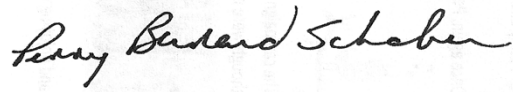
These articles may be amended by the Board of Directors at any regular meeting, or special meeting called for that purpose, by a two-thirds vote of the Board after a 15-day notice via methods authorized in the Bylaws is given to all Board members of the proposed amendment.

Article VII

Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

July 25, 2018, Date Approved



Corporate Secretary

Amendment Accepted: 2-8-2019

Bylaws
Fox Valley Memory Project, Inc.

Section 1
Board of Directors

- A. Size -- The Board of Directors shall consist of at least 6 but not more than 18 members.
- B. Powers – Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- C. Qualifications – The Board of Directors may, from time to time, determine the qualifications for any person to sit on the Board as a voting Director.
- D. Quorum -- A quorum shall consist of at least 60% of the membership of the Board of Directors. Unless otherwise specified all business shall be conducted by a majority of the quorum present.
- E. Terms -- The term of office for Directors shall be three years. No Director may serve more than two successive full terms. The initial terms of office for specific Directors will be determined by the Board of Directors at its initial meeting. Those Directors serving an initial term less than three years may serve for two successive three-year terms. After serving two full terms a Director may be re-elected to the Board after a one-year absence. Terms of office shall coincide with the calendar year starting on the first day of January and ending the last day of December.

- F. Resignation and removal – A Director may resign from the Board of Directors in writing effective when the writing is delivered to the President or Secretary of the Board. A Director may be removed from the Board for any reason, with or without cause, by a two-thirds vote of the Board at a meeting called for that purpose, as permitted by and in accordance with the laws of the State.
- G. Election of Directors – A person may be elected, by approval of a majority of the current Directors, at any time to a full term on the Board of Directors or to fulfill an unexpired term. If the number of Directors, then in office is less than the minimum permitted in Section 1. A, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director.

Section 2 Meetings

- A. Regular Meetings – The Board of Directors shall schedule up to six Board meetings in each calendar year. The President shall set the schedule of regular monthly meetings prior to the end of each calendar year and shall provide each Director with a notice of that schedule before the end of the calendar year.
- B. Annual Meetings – The Board of Directors will by resolution designate one meeting each year as the organization’s annual meeting in its discretion.
- C. Special Meetings – Special meetings of the Board of Directors may be called by any Director, as specified in Section 6B of the bylaws, or by the persons specifically authorized under the laws of this State to call special meetings of the Board.
- D. Participation via Electronic Means – A Director may participate in any Board of Directors meeting via any electronic means that allows the Director to hear and be heard by all others in the meeting.

Section 3 Officers

- A. Election – Officers shall be elected to serve a two-year term by a majority vote of the Board of Directors. Officers may be elected at any meeting depending on the need.
- B. The duties of the officers shall be:
 - 1.) President – The president shall preside at all meetings of the Board of Directors and shall carry out additional duties as assigned by the Board or required by law.
 - 2.) Vice President – Shall preside at meetings of the Board of Directors in the absence of the President and shall carry out additional duties as assigned by the Board or required by law.

- 3.) Secretary – Shall be responsible for taking minutes of Board of Directors meetings and shall keep a permanent record of those minutes, the Articles of Incorporation and Bylaws, and any amendments thereto, at the principal office of the organization. Additionally, the Secretary shall be responsible for making and keeping a record of Board members’ terms and shall keep a record at the principal office of current Board members’ names, addresses, phone numbers, and email addresses. Also, the Secretary shall carry out such other duties as may be assigned by the Board or by law.
- 4.) Treasurer -- The Treasurer shall oversee the financial records of the organization, shall give financial reports at the Board of Directors’ monthly meetings, and shall work with the fiscal agent, if any, of the organization. The Treasurer shall also oversee the receipt and disbursement of funds in and out of appropriate accounts as currently exist or as created by the Board. The Treasurer shall also perform such additional duties incident to the office of the Treasurer and as required by law or by the Board.

Section 4 Committees

There shall be the following standing committees:

- (1.) Executive Committee – The Executive Committee shall consist of the officers and the past year’s board President, may conduct any business authorized by the Board, shall be chaired by the President, and shall meet before each Board meeting to prepare for the business of the Board.
- (2.) Board Development Committee – Shall develop Board Member job descriptions; create and refine Board Member matrix to identify diverse Board Member skills necessary for organizational sustainability; recommend Board Candidates for election to the Board; align terms and limits; create and execute Board Member orientation and education; and enact Board of Directors self-assessment process.
- (3.) FVMP Champions - Committee Shall attend community events, expos, fairs, and farmer’s markets to spread awareness of the services that the FVMP offers. In addition, the Champions will build and maintain partnerships and collaborations with local organizations in the FVMP service area to foster the development of dementia-friendly communities. Furthermore, the Champions will support FVMP in initiatives across the state with collaborators such as the Wisconsin Department of Health Services, Wisconsin Dementia Resource Network, nonprofit agencies, County Aging and Disability Resource Centers, and other efforts that support the elimination of fear and isolation due to the dementias and memory loss disabilities.

(4.) Marketing Committee – Shall be responsible for developing and executing marketing, advertising, and public relations strategies for FVMP. These strategies will include target markets/audiences, branding, awareness campaigns, and sponsor/donor recognition to the community.

(5.) Fund Development Committee – Shall plan and execute various revenue generating efforts in collaboration with the BOD including, but not limited to, annual appeals, planned giving, major gifts, special events, and grant funding. The Committee will also assist FVMP staff in researching and applying for grants, collecting, and compiling data, monitoring grant award budgets, writing progress reports and final reports for awarded grants.

(6.) Finance Committee - Shall be chaired by the treasurer and be responsible for oversight of accounting for revenues and expenses and budget development.

A.

Section 5

Fiscal Year

The fiscal year of this organization shall begin and end with the calendar year.

Section 6

Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board.

- A. Regular Meetings – The President shall set the schedule of regular meetings prior to the end of each calendar year and shall provide each Director with a notice of that schedule before the end of the calendar year.
- B. Special Meetings – Notice shall be given in writing or via electronic means to all Directors by any Director of the BOD at least 5 business days in advance of the meeting.
- C. Waiver of Notice – Whenever any notice of a meeting is required to be given to any Director under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing or via electronic means signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of notice.

Section 7

Amendments

These Bylaws may be amended by a two-thirds vote of the Board at any regular meeting or at any special meeting called for that purpose. Notice must be given to Board members of any proposed amendments via any of the methods authorized in Section 6 of these Bylaws at least 15 days in advance of the meeting at which the amendments will be considered.

Section 8
Compensation

Directors shall serve without compensation. Directors may submit, to the Finance Committee, a request for reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Directors shall be approved by the Finance Committee in advance in accordance with this corporation's Policy and Procedures Manual.

Section 9
Indemnification

The Directors and officers of this corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Wisconsin.

Section 10
Conflict of Interest

The Board shall adopt and keep current a conflict-of-interest policy and procedure to protect this corporation's interest.

March 23, 2023 Date Approved

_____ Corporate Secretary

Amendments approved and applied: 2-8-19

Amendments approved and applied: 8-22-19 (Section 4, Paragraph A)

Amendments approved and applied: 10-24-19 (Section 1, paragraph G and Section 4, paragraph A)

Amendments approved and applied: 02-24-2022 (Section 4 Committee rewrite)

Amendments approved and applied: 03-23-2023 (Sections 1 and 2 Committee rewrite)