

DIVERSITY AND EQUALITY FAIRS OF VIRGINIA

Minutes of the Annual Meeting and Board of Directors Meeting by Zoom September 18, 2021

1. Attendance and Absentee Voting:

Attending were: Larry Roeder (chair), Julie Goforth, Gert Evans, Pastor Carlos Lawson, and Doug Miller.

Anthony Arciero could not attend; but did vote absentee:

- Yes to the proposal to rename the corporation the Edwin Washington Society,
- No to the proposed requirement for board members to give or get a specified amount of money each year,
- Yes to proposed changes to the bylaws.

Hari Sharma had a last-minute commitment and could not attend ;but registered his agreement by absentee vote to the agenda.

2. **Updates:** Larry Roeder (Chair) updated the Board on recent development regarding our effort to move our operations to the Douglass High School Building.
3. **The agenda** was approved without objection by all seven members of the Board, (Hari and Anthony by absentee vote).
4. **Introduction to the meeting and its purpose:** Larry Roeder, Chair made introductions and explained the purpose of the meeting. In addition, he reminded the Board that he has been conducting an evaluation of the organization's progress and whether our activities have been well married to our strategic goals and mission. He also mentioned that he is developing a new budget structure, which also means reevaluating how work is done, how its value is calculated, etc, which will be done by early February. That will be a good time to consider additions to the Board. We have a vacancy right now and another will pop up in January. But before taking on new members, Larry asked to complete the process.
5. **Renaming the corporation from Diversity and Equality Fairs of Virginia to the Edwin Washington Society.** The Board passed a resolution proposed by Larry and seconded by Doug to rename the organization. The resolution was passed by six directors. One voted absentee. One director was absent without voting.
 - a. " Feeling that the current name Diversity and Equality Fairs of Virginia does not capture the current strategic vision of the organization, the Board resolves to change the name to the Edwin Washington Society and tasks

the Treasurer, in coordination with the CEO to submit the proper paperwork at the county, state and federal levels.”

6. **Role of Directors as it relates to fund raising.** (see attached memo). After a spirited discussion, all Board members present decided to table until October 2022 the proposal to require board members to give or get a specified amount of money each year. Two members were absent.
7. **Changes to Bylaws.** (see attached draft bylaws. After a spirited discussion, the new Bylaws were approved without amendment by the directors present. Anthony Arciero had also voted in favor by absentee vote. Hari Sharma was considered absent without vote.

Following the formal part of the meeting, much discussion also took place on the project by Larry Roeder to enhance operations, due in February, the methods of electing new Directors and the need not to be absent from meetings too often.