

Special Meeting of the Members and Governing Board

April 18, 2024 | 4:30 pm (EST) | West Virginia Academy and online

Attendance: John Treu – Board Chair (online), Heidi Treu – Member / CEO / Foundation Director (online), Holly Honeycutt – Member / COO, Susan Dull – Board Member / CFO / Foundation (online), Carolyn Sharette – Board Member (online), Trista King – Board Member / Board Secretary (in person), Kevin Summers - Board Member (in person)

Meeting called to order by Board Chair. Board Chair notes that a quorum of the members and directors was present.

I. Approve Meeting Minutes to Prior Member and Board Meetings (Members and Directors) and Prior Board Meetings (Directors Only)

MOTION: Kevin Summers moves to approve meeting minutes from February 9, 2024 meeting. Seconded by Heidi Treu.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved by the governing board with one abstention by Trista King.

MOTION: Susan Dull moves to approve meeting minutes from February 15, 2024 meeting. Seconded by Kevin Summers.

DISCUSSION: Trista King requested a discussion on how quorum was established during the February 15, 2024 meeting. John Treu explained that West Virginia Academy abides by WV non-profit corporation law which states that there is a quorum of members if there is at least one member from every class of members. The meeting had more than two members present and therefore a quorum was established.

OUTCOME:

In favor – John Treu, Heidi Treu, Holly Honeycutt, Susan Dull, Carolyn Sharette, Kevin Summers

Opposed – Trista King

The Motion passes six to one.

II. Resolution to Reduce Number of Authorized Positions on the Board to Five Directors (Directors Only)

MOTION: Kevin Summers moves to reduce the number of directors on the Board to five. Carolyn Sharette seconds the motion.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved by the directors with one abstention by Trista King.

III. Resolution to Remove Board Secretary from Position as Board Secretary and from position as Director on the Board and to Replace Board Secretary's Position as Board Secretary and as Director on the Board with a New Director (Members and Board)

MOTION: Susan Dull moves to remove Board Secretary from position as Board Secretary and from position as Director on the Board. Heidi Treu seconds the motion.

DISCUSSION: John Treu stated the West Virginia Academy Bylaws (3.16) states a director can be removed with a 2/3 vote without cause. He feels this one should be with cause and gave several reasons. Trista King read a statement.

John Treu stated because some of the members are remote that this vote must be conducted in writing so they will have a record. This was accomplished by using the Zoom meeting chat function.

OUTCOME: Motion is unanimously approved by the directors with one abstention by Trista King.

MOTION: Heidi True moves to add Melissa Copen to Board as a Director and to the position of Board Secretary. Carolyn Sharette seconds the motion.

DISCUSSION: John Treu stated Melissa has been supportive from the beginning of the school and is very active within the school.

John Treu stated because some of the members are remote that this vote must be conducted in writing so they will have a record. This was accomplished by using the Zoom meeting chat function.

OUTCOME: Motion is unanimously approved by the directors with one abstention by Trista King.

IV. Resolution to Appoint Members to Vacant Members Seats and set term limits (Members and Board)

MOTION: Susan Dull moves to appoint two parents (Heather Sears for one year term and Kayli Ash for two years term) and two employees (Jodi Dalton for two years term and Dani Summers for three years term) to Board as members. Seconded by Heidi Treu.

DISCUSSION: John Treu stated this motion does not need to be written but suggests it be conducted in writing so they will have a record. This was accomplished by using the Zoom meeting chat function.

OUTCOME: Motion is unanimously approved by the directors with three abstentions by Kevin Summers, Trista King and Heidi Treu who had to step away prior to the vote.

V. New / Additional Business

MOTION: Kevin Summers moves to adjourn the meeting. Holly Honeycutt seconds the motion.

DISCUSSION: None.

OUTCOME: Motion is unanimously approved by the members.

End of Meeting Minutes

Meeting minutes approved by Board on 06/17/2024