



Executive Board Meeting • Emergency Session January 21, 2020

I. CALL TO ORDER: January 21, 2020, 4:10P – via email

II. ATTENDEES:

Email sent to:

President	Yvette Moreno	Marion County	Region 2
Past President	Kathleen Casper		
Treasurer	Olysha Magruder	Alachua County	Region 2
Advocacy Chair	Viviana Prieto	Marion County	Region 3
Bylaws Chair	Missy Kennedy	St. Johns County	Region 2
Membership Chair	Tiombe Kendrick-Dunn	Miami-Dade County	Region 4
Education Chair	Sandra Parks	St. Johns County	Region 2
Region I Coordinator	Kim Perez	Leon County	Region 1
Region II Coordinator	Arlene Cameron-Lloyd	St. Johns County	Region 2
Region III Coordinator	Samantha Goodowens	Orange County	Region 3

*Open Post also sent to all General Membership Via FLAG Facebook Home Page, informing them of the emergency meeting and inviting them to request copies of the minutes.

Vacant Board Positions

Governance Secretary
Public Relations Chair
Region IV Coordinator
Region V Coordinator

III. DESCRIPTION OF EMERGENCY SESSION

After informing the membership through Facebook (due to not having access to the membership lists due to restricted access,) at 4:10P a meeting email was distributed to the Executive Board regarding the recent actions of President, Yvette Moreno:

1. Reserving an Air BnB location for a “board retreat” at a cost of \$1400 for one night and continuing towards this plan even while several board members expressed concern through email about the excessive cost for only 3 board members being able to attend in person. There was no vote on spending this amount of money and multiple members of the board requested it be changed.

2. Sending multiple emails to specific board members without board approval, informing them that their past participation on the board was not adequate and that they would have to reconsider their roles on the board, which led to the following board members resigning: Dory Muller, PR Chair; Kama Cannon, Region 4 Chair; Lesley Thompson, Secretary.
3. Sending a letter to board member, Missy Kennedy, Bylaws Chair without board approval, telling her she was being removed from her position on the board; then when Missy questioned it and multiple board members informed her that she did not have authority to remove board members unilaterally, she stated that she had the power of appointment and therefore could remove them (the bylaws specifically require board approval for appointments.)
4. She sent out an electronic vote request using Survey Monkey, in violation of Roberts Rules of Order without a motion or second and without board approval, requesting that board members approve another non-board member for the role of Bylaws Chair, in opposition of the emails from board members informing her that she could not replace a currently-held board position. This action was also done while a motion by Region 3 Coordinator, Samantha Goodowens was on the table to delay any vote regarding this issue. The person she was nominating also was not a member in good standing at the time of nomination.
5. When her vote did not pass, Yvette summarily and without board approval cut almost all of the remaining board members (Kim Pereze, Region 1 Chair; Arlene Cameron-Lloyd, Region 2 Chair; Samantha Goodowens, Region 3 Chair; Kathleen Casper, Past President; and Missy Kennedy, Bylaws Chair and Sandra Parks, Education Chair) out of their email accounts and access to FLAG resources and financial/business documents by using her administrative role to change board member account passwords, thereby preventing board members from continuing their regular work. She even archived some of the board member's membership accounts. She sent an email to those board members informing them that since their 2020 dues were not paid, she could kick them off the board too. This truncated their access to their official FLAG email accounts and their usual access to administrative actions on the website, over their objections to her refusal to act in accordance with the bylaws.

Unilateral actions without board approval are in direct violation of the bylaws. These actions are also violations of the fiduciary duties of board members of Florida Corporations under Florida Statutes. Even more egregious, the result of these actions left this organization without enough Executive Officers with official access to the organization accounts and without the total board members to fill important roles, with only Yvette Moreno, President; Olysha Magruder, Treasurer; Tiombe Kendrick-Dunn, Membership Chair, and Viviana Prieto, Advocacy Chair remaining able to access accounts. Board members had never been kicked off the board due to nonpayment of dues in the past without communications being sent to them to remind them that their dues were late and offering the option of renewal. There was no justification for removing them from their email accounts and interfering with FLAG business.

All board members who were removed were active members of the organization and had participated throughout the year. Most memberships were historically overdue for many months because of the nature of the computer service that FLAG uses, and no reminders or demands for renewal of the memberships were sent out. These accounts were overdue and not an issue while the board members conducted major FLAG business including the annual conference and annual membership meeting. And many of the directors who were removed from FLAG access were actually owed money from FLAG for reimbursements, therefore were not actually in arrears. Regular members with similar outstanding dues were not removed from the membership rolls. It was obvious retaliation against whistleblowers in the board of directors.

In an effort to return stability to the organization, an email notification was sent to the board stating the following:

Due to emergency circumstances regarding accusations by multiple board members of violations of the FLAG bylaws and the Florida nonprofit rules, the board is being called for a special meeting. We need to vote on the following issues:

1. To waive meeting notice for an emergency vote by email,
2. To approve the additional budget expense of hiring a Florida nonprofit attorney for the board to consult with as needed regarding bylaws questions and to reach out to this attorney regarding the current board emergency,
3. To vote on whether the board still has confidence in Yvette Moreno as president.

Motion made by Kathleen Casper, Past President that we vote on the above three items today and that the votes be tallied by an unbiased third party, Amy Trujillo (former FLAG board member and PR Committee Chair).

There was a second to the motion via email by Missy Kennedy, Bylaws Chair at 4:13PM.

Voting was to take place anytime until 5pm on 1/22/2020.

Prior to the emergency meeting, members were informed on the FLAG Facebook page:

“Notice to FLAG members: the FLAG Board of Directors has openings for several board positions and will be discussing this issue and concerns about the structure of the board today by a special meeting through email. If you are interested in applying for a board position or would like a copy of meeting minutes today or in the future, please reach out by sending us a message. Thank you!”

The positions that need to be filled are the following:

President-Elect
Public Relations
Governance Secretary
Region 4 Coordinator
Region 5 Coordinator

End of entry of this portion of minutes 4:20P. This session will remain open until 5P Jan 21, 2020 and additional information may be posted until that time.

Wednesday, January 22, 2020 (minutes continued):

6:42A – Yvette Moreno sent an email to Arlene Cameron-Lloyd, Region 2 Coordinator, that even though her membership was not in arrear she will not be re-appointed as the Region 2 Coordinator. Arlene is currently active in planning a Region 2 Conference and had been working directly with Ms. Moreno on this event. There was no reason given for her decision to dismiss Ms. Cameron-Lloyd nor was there mention of the conference. She did not send the email to the rest of the board. The email states: “On Wed, Jan 22, 2020 at 6:42 AM FLAG President <FLAGpresident@flagifted.org> wrote: Good Morning Arlene,

This email is being sent to let you know I will not be looking to re-appoint you to Region 2 Coordinator chair position. You do a tremendous service to the children that you serve in your community and it is hoped that you will continue to partner with the Florida Association for the Gifted for various projects in your county and region. Thank you for your service with our great organization”

6:44A – Yvette Moreno again reset the passwords of most of the board members' email accounts without board approval and locked them out for a 2nd time.

6:53A – Yvette Moreno emailed some members of the board to inform them that she had reinstated their access to their email accounts and that they could use the password that she provided to access their accounts. She did not, however, update the web site to show who was and was not on the board according to her.

7:08A – Yvette Moreno sent Tiombe Kendrick-Dunn, Membership Chair an email to inform her that she also was being removed from the board, without the participation of the board. She did not state any reasoning and did not include the other board members in the announcement. Tiombe Kendrick-Dunn forwarded the email to the rest of the board, and it states:

“On Wed, Jan 22, 2020 at 7:08 AM FLAG President <FLAGpresident@flagifted.org> wrote:
Tiombe,

The matter that I would like to discuss is that I will not be continuing your appointment as Membership chair. There are other ways that may be a good fit that I would like to discuss with you. Thank you for your service in your role on the FLAG board and I am hoping we will be able to continue to work together.

Respectfully
Yvette Moreno
President
Florida Association for the Gifted”

7:28A – Ms. Kendrick-Dunn sent an email to the full board, addressed to Yvette Moreno, expressing her disappointment about the attempt to remove her from the board. She forwarded Ms. Moreno's email to everyone on the board and also announced that she intends to remain in her position.

*It is important to note at this time that both Ms. Cameron-Lloyd and Ms. Kendrick-Dunn are both Black.

11:08A- Former FLAG board member, Amy Trujillo announced that more than 2/3rd of the FLAG Board of Directors had voted. The results were unanimous among the voting pool and met the 2/3rd standard per the FLAG Bylaws. She announced the results as:

1. The notice requirement was waived.
2. The board approved the additional budget expense of hiring a Florida nonprofit attorney for the board to consult with as needed regarding bylaws questions and to reach out to this attorney regarding the current board emergency.
3. The board no longer has confidence in Yvette Moreno as President of FLAG.

12:00P - An email was sent by Past President, Kathleen Casper, requesting that Yvette Moreno vacate her post as required by the no-confidence vote by the FLAG Board of Directors, and to return all passwords and access to accounts, documents, and any other FLAG-related materials (digital or otherwise,) to the FLAG board by delivering them to another board member to be distributed to the FLAG interim-president (To be appointed by the board.)

3:29P on 1/22/20 - Viviana Prieto, Advocacy Chair sentd an email to Amy Trujillo stating that her vote was no. Ms. Trujillo attempted to obtain more information about what item/s she was voting on, and at 5:11P, Viviana clarified that she was voting yes to waiting notice, yes to the board hiring the attorney, and no to the section about having confidence in Yvette as president. She then clarified at 5:12P that she meant

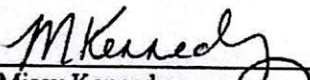
that she still has confidence in Yvette. This additional vote did not change the results of the voting, but the addition was noted and shared with the Board by Amy Trujillo.

Follow-up business: The Board discussed the issue of the need for all accounts to be notified of the change, and Suntrust Bank, Wild Apricot, and Google were notified that Ms. Moreno was no longer the president of the Florida Association for the Gifted. The board members were notified that a board member must go to a Suntrust branch to enact the changes. Tiombe Kendrick-Dunn said she was available to go to the bank to replace Ms. Moreno as a co-signor on the account and the board approved for her to do so.

The Board of Directors then voted to appoint Missy Kennedy and Samantha Goodowens as Interim Co-Presidents of the organization due to the emergency vacancy. Kathleen Casper made the motion, Tiombe Kendrick-Dunn seconded the motion, a vote was held by email and it was approved by a majority of the board members including Arlene Cameron-Lloyd, Kim Perez, Missy Kennedy, Tiombe Kendrick-Dunn, Kathleen Casper, and Samantha Goodowens. No other board members voted, however the motion carried, and Missy and Samantha were appointed Interim Co-Presidents, as announced on 1/23/20.

IV. ADJOURNMENT

These meeting minutes accurately reflect the actions taken by the organization.

Signed: 
Missy Kennedy
Interim Co-president

Signed: 
Samantha Goodowens
Interim Co-president

****ALL SUPPORTING DOCUMENTATION REFERENCED DURING THE MEETING AVAILABLE BY REQUEST.***

Violation of Federal Whistleblower Act:

The Sarbanes-Oxley Act prohibits all corporations, including nonprofits, from retaliating against employees who blow the whistle on their employer's financial management and practices.

Multiple board members informed Yvette and the whole FLAG board of directors that they had concerns about Yvette's financial decisions and requested that she stop acting outside of her scope as president.

YVETTE'S ACTIONS TO BLOCK BOARD MEMBERS WHO COMPLAINED ABOUT HER MANAGEMENT AND PRACTICES FROM ACCESSING FLAG RESOURCES AND HER ATTEMPTS AT REMOVING THEM FROM THEIR POSITIONS WERE RETALIATORY AND A VIOLATION OF THIS ACT.

Violation of minimum officers under FLAG Bylaws:

FLAG BYLAWS, Article IV. Officers:

1. The officers of FLAG shall be the President, the President Elect, the Immediate Past President, the Governance Secretary, and the Treasurer.
2. The initial number of officers of FLAG shall be five (5), which equals the initial number of officers of the FLAG, but such number may be increased or decreased by amendment to these Bylaws, in the manner set forth herein for amendments, but such number shall never be less than three.

THE BYLAWS HAVE NOT BEEN AMENDED TO ALLOW FOR UNDER 5 BOARD MEMBERS.

Violation of process for removing officers and committee chairs under FLAG Bylaws:

The FLAG Bylaws requires board approval for all appointments and nominations. There is no unilateral power given to the president to add or remove board members.

Violation of FLAG Bylaws limits on executive committee actions:

FLAG Bylaws, Article VI (2) states:

The Executive Committee [the President, Treasurer, Past President, President-Elect, and Secretary,] shall have, and may exercise, the powers of the Executive Board in the interim between Board meetings, except that the Executive Committee shall not have the power to adopt the budget, or take any action which is contrary to, or a substantial departure from the direction established by the Board, or which represents a major change in the affairs, business, or policies of FLAG. The Executive Committee shall submit report on actions taken to the Board.

THE ACTIONS OF YVETTER MORENO ARE DIRECTLY AGAINST THE DIRECTION OF THE BOARD AND ARE MAJOR CHANGES THAT MUST BE APPROVED BY THE BOARD. ALSO, HER ACTIONS HAVE NOT BEEN REPORTED TO THE BOARD FOR APPROVAL. SHE IS ACTING WITHOUT APPROVAL AND IS PERSONALLY LIABLE FOR HER ACTIONS. IF ANY OTHER OFFICERS ARE PARTICIPATING IN YVETTE'S ACTIONS, THEY ALSO ARE IN VIOLATION OF THE BYLAWS AND LIABLE FOR THEIR OWN ULTRA VIRES ACTIONS.

Violation of Florida Statutes' Fiduciary duties of a Director:

F.S. 617.0830(3): A director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted...

YVETTE MORENO HAD MULTIPLE NOTICES FROM THE BOARD THAT SHE WAS NOT ACTING WITHIN HER SCOPE UNDER THE FLAG BYLAWS AND THAT SHE DID NOT HAVE BOARD SUPPORT FOR REMOVING ANY FLAG OFFICERS OR COMMITTEE CHAIRS OR BLOCKING ANYONE FROM ACCESS TO THE FLAG RESOURCES AND ACCOUNTS.

Additional Information:

Published FLAG Board of Directors Pages Prior to Jan 20 and after Jan 20.
Changes were made unilaterally by Yvette Moreno without a vote by the board.

Home | Join | Donate | Contact Us

Enter search string

Florida Association for the Gifted

About Us | Get Involved | Events | Awards | Resources

About Us > Board of Directors

Executive Board of FLAG

The Executive Board of FLAG consists of the officers of FLAG, Standing Committee Chairpersons, Regional Coordinators, and the Gifted Program Consultant from the Florida Department of Education.

Please feel free to contact any of our board members with questions or comments.

President 2019-2022 Yvette Moreno Region 5, Alachua County, FLAGpresident@flagift.org	Past President 2019-2022 Kathleen Casper Region 5, Alachua County, Pastpresident@flagift.org	Treasurer 2019-21 Olysha Magruder Region 2, Alachua County, treasurer@flagifted.org
Governance Secretary 2019-21 Lesley Thompson Monroe County, Region 4 secretary@flagifted.org		

Committee Chairpersons

Advocacy Viviana Prieto Region 2, Monroe County, parent@flagifted.org	Bylaws Vacant bylaws@flagifted.org	Education Sandra Parks St. Johns County, Region 2 training@flagifted.org
Membership Involvement Tiombe Bisa Kendrick-Dunn Miami-Dade, Region 4 membership@flagifted.org	Public Relations Dory Muller Pasco County, Region 3 pr@flagifted.org	

Regional Coordinators

Region 1 Kimberly Leon Leon County Region1@flagifted.org	Region 2 Arlene Brown Leon County Region2@flagifted.org	Region 3 Samantha Brown Orange County Region3@flagifted.org	Region 4 Kathleen Magruder Alachua County region4@flagifted.org
Region 5 VACANT POSITION			

Home | Join | Donate | Contact Us

Enter search string

Florida Association for the Gifted

About Us | Get Involved | Events | Awards | Resources

About Us > Board of Directors

Executive Board of FLAG

The Executive Board of FLAG consists of the officers of FLAG, Standing Committee Chairpersons, Regional Coordinators, and the Gifted Program Consultant from the Florida Department of Education.

Please feel free to contact any of our board members with questions or comments.

President 2019-2022 Yvette Moreno Region 5, Alachua County, FLAGpresident@flagift.org	Treasurer 2019-21 Olysha Magruder Region 2, Alachua County, treasurer@flagifted.org
---	---

Committee Chairpersons

Advocacy Viviana Prieto Region 2, Monroe County, parent@flagifted.org	Membership Involvement Tiombe Bisa Kendrick-Dunn Miami-Dade, Region 4 membership@flagifted.org	Public Relations Vacant Pasco County, Region 3 pr@flagifted.org
---	--	---

Regional Coordinators

Region 5 VACANT POSITION

Florida Department of Education

Gifted Education Specialist
Alicia Foy
Bureau of Standards and Instructional Support
Florida Department of Education
325 W. Gaines St.
Tallahassee, FL 32399
850-245-0830
Alicia.Foy@fldoe.org

Copyright © 2016 Florida Association for the Gifted. All rights reserved.
Florida Association for the Gifted is a 501(c)3 non-profit organization.
A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION