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**ASPIRA Inc. of IL
Regular Board of Directors' Meeting
Wednesday, January 24, 2024 – 6:30 pm
ASPIRA Business & Finance High School
2989 N. Milwaukee Ave.
Chicago, IL 60618**

MINUTES

1. Call to Order: Chairman Santiago called the meeting to order at 6:47 pm
2. Roll Call: Quorum was determined to be present.

Present:

Dr. Armen Alvarez, Director
Debra Cruz, Director
Luis Diaz-Perez, Director
Yolanda Frontany, Director
Gabriela Gonzalez, Director - College Rep
Rosemary Lugo-Gross, V.C. for Personnel
Luis Martinez, V.C. for Development
Marco Morales, Director
David Rodriguez, Treasurer / Finance Chair
Julio Santiago, Chair

Absent:

Dr. Rosanna Diaz, Secretary (*pending zoom attendance*)
Anthony Pritchett, Director - High School Rep

3. Motion to allow Director Rosanna Diaz to join meeting on Zoom.
Chairman Santiago stated that Director Diaz has a business obligation that prevents her from in person attendance. She has requested to join the meeting via Zoom.
**Director Lugo-Gross made a motion to allow Director Diaz to join meeting on Zoom.
Seconded by Director Frontany. Motion prevailed by unanimous vote.**
4. Approval of the agenda:
Director Rodriguez made a motion to change the order of the agenda by moving items #15 and #18 to the beginning of the agenda after Public Comments. Seconded by Director Alvarez.

Motion to accept the change of order to the agenda prevailed by a roll call vote of 6-5.

Alvarez:	Yes	Cruz:	No
Diaz:	Yes	Lugo-Gross:	No
Diaz-Perez	Yes	Martinez:	No
Frontany:	Yes	Morales:	No
Gonzalez:	Yes	Santiago:	No
Rodriguez:	Yes		

Director Cruz made a motion to approve the agenda. Seconded by Director Morales. Motion prevailed by unanimous vote.

5. Public Comment: None made

6. Approval of 10-25-2023 Minutes

Director Martinez made a motion to approve the 10-25-2023 Minutes. Seconded by Director Morales. Motion to approve the 10-25-2023 Minutes prevailed by unanimous vote.

7. Approval of the 12-4-2023 Special Meeting Minutes

Director Lugo-Gross made a motion to approve the 12-4-2023 Special Meeting Minutes. Seconded by Director Morales. Motion to approve the 12-4-2023 Special Meeting Minutes prevailed by unanimous vote.

8. Approval of new Parent Board Member

Director Cruz made a motion to approve Cynthia Yuqui Andrade as the new Parent Board Member to the ASPIRA Board of Directors. Seconded by Director Rodriguez. Motion to approve new Parent Board Member Cynthia Yuqui Andrade prevailed by unanimous vote.

Ms. Yuqui Andrade will begin her term at the next board meeting.

9. Election of Officers

Motion made by Director Morales that the election of officers be tabled to the meeting of April 24, 2024 and that there be a nomination process that requires members that are interested in one of the officer positions to make their interest known and provide their resumes to the board with a statement of interest as to why they want to serve in that position; and that a description of what is required of each committee be provided to the board members. Motion seconded by Director Cruz.

Motion prevailed by a roll call vote of 6-5

Alvarez:	No	Cruz:	Yes
Diaz:	No	Diaz-Perez	Yes
Frontany:	No	Lugo-Gross:	Yes
Gonzalez:	No	Martinez:	Yes
Rodriguez:	No	Morales:	Yes
		Santiago:	Yes

10. Chairman's Report:

Chairman Santiago yielded his time to Nestor Corona who made a presentation regarding Dual Language Education. A copy of Mr. Corona's report will be added to these minutes.

11. Interim CEO Report:

Interim CEO Edgar Lopez presented his report with an update of his last five months as interim CEO. A copy of the full CEO report will be sent to the board members and made available upon request to the public.

Copies of the financial statements were distributed to the board members in their folders. Director Diaz will receive the copies via email.

12. Treasurer / Finance Chair Report

Director Rodriguez presented the Finance Committee report.

A copy of his report was sent to the board members in advance of the meeting.

13. ASPIRA Bylaws Discussion

Chairman Santiago distributed proposed changes to the bylaws via email to all the members prior to the meeting. He highlighted some of the changes.

- Chairman Santiago recommended that the Vice-Chair for Programs be replaced in the bylaws with a Vice-Chair for Academics due to ASPIRA being primarily an educational organization. The Academics Vice-Chair would be added to the Executive Committee.
- Chairman Santiago recommended that the position of the high school student member should be a non-voting member, due to high school members being a minors, they may lack the maturity to fully understand some of the sensitive issues that occasionally are being voted on by the board. The student member would also not be included in closed sessions of the board due to the confidential nature of issues discussed there.
- Chairman Santiago recommended that the duties of the board secretary be revised as many of the duties in the 1999 bylaws are outdated, for example, the minutes are now transcribed by ASPIRA staff assigned to assist the board.

Director Rodriguez recommended that a bylaws committee be created to review and recommend changes to the bylaws. The committee will then present the revisions to the full board.

A committee was formed for the purpose of reviewing the bylaws and recommend changes to the board. Committee members are, Chairman Santiago, Director Lugo-Gross, Director Rodriguez, and Director Frontany.

14. Board Training

Chairman Santiago reported that he has received a bid from GCR Consulting to provide board training. He is waiting for a quote from North Park so the board can compare and see which of the two best meets the needs of the board.

15. Closed Session

Director Lugo-Gross motioned to enter closed session to discuss the appointment, employment, compensation, discipline, performance, or dismissal of specific employees, specific individuals who serve as independent contractors, specific volunteers, or legal counsel for Aspira. Seconded by Director Cruz. Motion prevailed by unanimous vote.

16. Return to Open Session: 9:03 pm

Motion to return to Open Session made by Luis Martinez. Seconded by Yolanda Frontany. Motion prevailed by unanimous vote.

17. Adjournment

Motion to adjourn made by Luis Martinez. Seconded by Yolanda Frontany. Motion prevailed unanimously.

**Prepared by Sonia Sanchez
Special Assistant to the CEO / Board Liaison**

Approved by the Board of Directors on April 24, 2024