

Board of Directors Annual Retreat Meeting

October 7, 2001

**MINUTES**

- I. Neil Seitz, as Chairperson, called this meeting to order at 10:22 AM.
- II. There were no additions or deletions to the agenda.
- III. Present: Neil Seitz, Terry Seitz, Linda Joseph, Kirk Navo, Jim McCalpin (by speakerphone), Doug Bishop (by speakerphone) and Sonia Walter.
- IV. Treasurer's Report:
  - A. Donations are \$710.00 (8 applications.)
  - B. Pledges total \$3150.00 (43 applications.)
  - C. Aluminum can recycling has brought in \$468.78; See's chocolate sales \$1099.00; expenses total \$62.00.

Moved by Doug, seconded by Linda, passed unanimously to accept the Treasurer's report.

V. Old Business:

- A. Form 1023 partial rough draft presented to the Board. Board will be presented with completed 501(c)3 application (rough draft) by next meeting (December 2, 2001.)
  1. Linda pointed out that the government likes the 501(c)3 applications to be short and concise with a projected timeline (both past and future) and which percentage of time given to each aspect.
  2. Kirk wants the number of bats listed on 1023 draft to be changed from "250,000 to 500,000" to "100,000 to 250,000." He also wants their scientific name added.

VI. New Business:

A. Bylaws changes

1. Move governmental directors to positions of advisors to avoid a conflict of interest.
  - a. Change wording of bylaws to reflect that advisors are to have no voting rights: that they are "advisors to the board."
  - b. Need to also clarify in bylaws that governmental advisors do not have to pay dues nor those appointed by a governing body.
  - c. Change Section 5.9 to say "advisors and board will be notified..."
  - d. Change Section 4.1.2 as related to Section 5.9.
  - e. Motion by Terry to change Section 4.1.2 to state that membership dues may be satisfied by donations, in-kind services or other such contributions. Government agencies that appoint advisors are also exempt from paying dues. Seconded by Jim and passed unanimously.
  - f. Motion by Linda, seconded by Doug to redraft Section 5.9 regarding government advisors and email draft version to board members for comments/approval. Unanimously approved.

Neil calls a break at 11:20 AM. Meeting to resume at noon.

Meeting resumes at 12:00 PM.

2. Moved by Linda, seconded by Terry to rename "at-large directors" to "core directors." Passed unanimously.
  3. Change Section 5.2.2 from "shall elect or shall be elected" to "shall elect". Also change Section 5.2.3 to strike paragraph A. Motion made by Jim, seconded by Kirk, unanimously approved.
  4. Motion by Terry that all terms change from two to three years with 1/3 of Director's terms expiring every year. Seconded by Doug.
  5. As Section 1.2.3 in the bylaws about acquiring and selling property too vague, moved by Terry and seconded by Linda to define "core property" which is of interest to Trust as not sellable and all other parcels need full vote of Core Directors and 2/3 of remaining Directors to sell. Also to use a map attachment for bylaws instead of using section numbers. Revised map to be submitted for approval by Board. Unanimously approved.
- B. Transition of Kirk from board member to an advisory position to avoid conflict of interest with the Department of Wildlife. To take effect when working in bylaws approved by board.
  - C. Reviewed OLT insert to be sent with Valley View newsletter. Set a deadline for applications for prospective At-large Directors of November 25, 2001. Secretary to draft a reply letter to those that express interest. Applications will be reviewed at next meeting (December 2, 2001) and new directors picked then. Moved by Linda and seconded by Terry to include OLT insert with Valley View newsletter. Unanimously approved.
  - D. Existing board members can put forth potential candidates for board positions – to be reviewed by the board before next meeting. All new board members must show willingness to work and a high level of motivation. Terry and Sonia will draft newspaper articles to reach local population in search of new directors.
  - E. Terry wishes to change bylaws Section 1.1E to include families in Naturism. Motion by Terry, seconded by Linda to use "non-discriminatory" in Section 1.1 E. Motion failed.
  - F. Motion to insert text from Article 6 (from Articles of Incorporation) about non-discrimination into Section 1.1E of the Bylaws. Moved by Linda, seconded by Doug. Unanimously approved.

Meeting adjourned at 1:45 PM. Next meeting date of December 2, 2001, 10 AM approved.

Submitted by:

Approved by:

\_\_\_\_\_ / \_\_\_\_\_

\_\_\_\_\_ / \_\_\_\_\_

Sonia Walter, Secretary      Date

Neil Seitz, Chairperson      Date