

## Minutes

### The Annual Meeting of the Warm Springs Watershed Association April 26, 2012

Attendance: Stacy Dugan; Gale Foulds; Garreth Foulds; Alana Hartman; Glory Houck; Andy Jurick; Susan Jones; Kate Lehman; Larry Lower; Rebecca MacLeod; Jim Price; Carol Reece; Tim Seims; Jack Soronen; Andy Swaim; Elise Woods

Andy Swaim, interim Board Treasurer, and Susan Jones, interim Board Secretary, determined who had paid 2012 dues, thus determining who could vote for the bylaws and slate of nominees for the Board of Directors.

Kate Lehman, interim Board President, welcomed people to the first annual meeting of the Warm Springs Watershed Association.

Larry Lower, chair of the bylaws committee, talked about the decision of the interim Board to become a 501(c)(3) organization. The adoption of bylaws is one of the requirements to become a 501(c)(3) organization. What will be voted upon tonight has been discussed by members through various forums.

Jack Soronen moved and Kate Lehman seconded that the bylaws be accepted as presented. The issue was then opened for discussion.

Andy Jurick noted that the Executive Committee is mentioned twice before being defined. Larry proposed that Article V, which defines the duties of Board officers, be moved to correct this confusion.

Elise Woods called the question: 14 people voted in favor of the bylaws as amended; 1 person voted in opposition to the bylaws as amended.

Tim Seims offered an amendment to the bylaws. Elise pointed out that based on the bylaws just passed, 30 days notice is required for an amendment to be made. There was general discussion as to what is required/allowed under *Roberts' Rules of Order*. The consensus among those present was that Tim's amendment should be shared with the general membership and voted upon at the June meeting of the Board of Directors.

Tim's amendment reads as follows:

#### **Article IV, Section 2:** Regular Meetings:

Regular meetings of the Board of Directors will be held monthly or as otherwise determined by the Board of Directors, to which the general membership will receive notice and be encouraged to attend. *In the presence of a quorum of directors, all members shall have equal rights with the directors to discuss, sponsor motions, and vote, at regular meetings except:*

a) *in the election of officers and;*

*b) if any two directors shall, for any reason and at any time, even in the course of a meeting, vote to close the meetings or confine these powers to the directors for that meeting alone.*

Susan Jones, chair of the Nominating Committee, presented the process by which the slate was established. She also gave a brief introduction of each of the people nominated.

Kate asked if there were any nominations from the floor. Glory Houck nominated herself, and gave her qualifications to be considered as a member of the Board of Directors. Members were invited to write in Glory's name on the ballot, and then to vote for 10 people to serve on the Board of Directors. Susan Jones and Andy Swaim counted the ballots; the 10 persons nominated by the Nominating Committee won the majority of the votes.

After a presentation by Bob Denton, Senior Geologist for GeoConcepts, and primary investigator for the WSWA Comprehensive Watershed Management Plan, the meeting was adjourned at 8:30PM.

The newly elected Board of Directors, minus Betty Harmison who had called in ill, and Norman Dean, who had indicated that he had other obligations, met to determine when the Board will meet. It was decided that the third Wednesday of each month at 7:00PM is generally good for everyone. Rebecca MacLeod nominated Kate Lehman to serve as President of the Board of Directors. Kate accepted and indicated that Betty Harmison is willing to serve as Vice-President and Susan Jones is willing to serve as Secretary. Andy Swaim and Norman Dean are both interested in serving as Treasurer. A candidate will be voted upon at the May meeting of the Board of Directors.

Finally, the Board members present gave Kate general permission to proceed with a project proposal to be made to the Potomac Headwaters Resource Conservation and Development Council. The deadline for submitting the proposal is Monday, May 7. Kate will send Board Members a copy of the proposal, written by Rebecca; comments and changes can be suggested prior to the May 7 deadline. Should we receive this grant, we can work with various businesses and especially those adjacent to the Run, to adopt practices designed to help restore, protect and preserve Warm Springs Run.