

Special CLDA Board of Directors Meeting Minutes Thursday, 17 October 2019

Call to order

A special meeting of the Curlew Landings Dock Association (CLDA) Board of Directors (BoD) was held at the Curlew Landings Clubhouse on Thursday, October 17, 2019. The meeting was called to order by Dana Windhorst (DW), Secretary at 6:30 PM

Board members attending: David Newman (DN) (via conference call). Board members not in attendance: Scott Peterson (SP). Board members in attendance constituted a majority of the members, thereby constituting a quorum.

CLDA members attending: Jim Beaty (JB) and Mike Brooker (MB)

Proof of Notice:

A copy of the notice of the meeting, emailed to all members of the CLDA, was included in the packet available to the members present and is attached to the minutes.

Approval of Minutes

The minutes of the previous BoD meeting were reviewed by the members present. DW moved to approve the minutes and DN seconded. The minutes were approved, DW and DN voting "aye."

Business of the Special Meeting (IAW Published Agenda):

Agenda Item 1. Appointment by the Board of a replacement for outgoing President/Director Scott Peterson.

SP's Treasurer term expires following the annual Members meeting during the first quarter of 2020. DW asked if there were any association members who wished to be considered for this appointment. JB, a past Treasurer, had previously indicated his willingness. DW asked if there were any other association members who wished to be considered for this appointment. There were not. DW moved to have the BoD appoint JB Treasurer for the remainder of SP's Treasurer term. DN seconded the motion. Both Directors present voted "aye." JB was therefore appointed as the Curlew Landings Dock Association Treasurer.

DW discussed: At a minimum, the BoD is required to be made up of three members. SP's Director term expires following the annual Members meeting during the first quarter of 2020.

DW asked if there were any association members who wished to be considered for this appointment. JB, a past Director, had previously indicated a willingness. DW asked if there were any other association members who wished to be considered for this appointment. There were not. DW moved to have the BoD appoint JB a Director for the remainder of SP's Director term. DN seconded the motion. Both Directors present voted "aye." JB was therefore appointed to the DLDA BoD.

Agenda Item 2. The Association requests interested parties to consider serving on the Board of Directors and/or as officers now (for vacant positions) or starting in 2020 for 2 and 1-year terms, respectively.

DW discussed: SP's term as President expires following the first BoD meeting of 2020, which follows the members annual meeting, during the first quarter of 2020. DW asked if there were any association members present who wished to be considered for this appointment. There were no volunteers to fill the position of President for the remaining term. DN, the Vice President, will continue to monitor and perform activities that would have been performed by SP. DW stated that until the current President term runs out, the BoD will consider any members interested in appointment to the position.

3. The Association requests interested parties to volunteer for a position on the Nominating Committee for the submission of nominations for election of members of the Board of Directors.

DW discussed: The CLDA has a need for volunteers for nomination for election to fill all four Officer positions for 2020 and at least two Director positions for 2020. DW asked if any members present were interested in serving as a BoD member or and Officer. There were none.

DW discussed: The BoD needs to form a Nominating Committee to formulate a slate of nominees for election to the Board of Directors. The committee needs to submit at least two names, the number of required positions that will be open at the end of the currently expiring terms. DW's term runs through 2020; all other Directors terms in 2020. Three Directors are required, up to 5 authorized. The Nominating Committee must consist of one board member as the chairperson and a minimum of two additional members. DW asked for volunteers among the BoD members present for chairing the Nominating Committee. There was one volunteer for this position, DW. DW asked for volunteers for additional Nominating Committee positions and MB volunteered. DW determined the minimum required Nominating Committee will consist of DW (chair), JB and MB. Additional members may be added. Association members are encouraged to consider assisting the process of nominating candidates for Directors by volunteering for membership on the Nominating Committee.

Related to the business of a new Treasurer: JB, after reviewing the Treasurer report from the last BoD meeting, thinks there might be one or two minor errors. He will go over the numbers and make any necessary corrections.

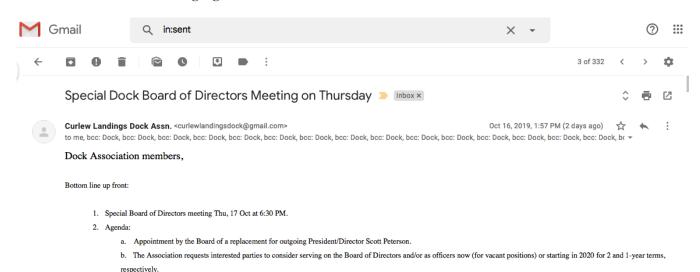
Having no further published agenda business, DW moved to adjourn the meeting. DN seconded the motion. The meeting was adjourned at 6:45 PM on 17 Oct 2019.

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Dana Windhorst	19 December 2019	
Secretary	Date of approval	

Attachment to Minutes of 17 Oct Special CLDA Board of Directors Meeting

Proof of Notice and Meeting Agenda:



This message is to announce a special Curlew Landings Dock Association Board meeting on Thursday, 17 Oct., at 6:30 PM. This is a Board meeting, not a Members meeting, but as with all Board meetings all association members are encouraged to attend. There are only 3 items on the agenda for this special meeting, so the meeting will likely be very brief.

c. The Association requests interested parties to volunteer for a position on the Nominating Committee for the submission of nominations for election of members of the Board of

Scott Peterson, the current Dock Association President, has sold his unit and that sale will close on Friday, 18 Oct. As he cannot continue as a director or officer as a non-owner, he has officially tendered his resignation from the Board. His last official day will be Thursday, 17 Oct.

The Board of Directors must have at least 3 members, so in accordance with the By-Laws regarding resignations, the Board will appoint a replacement for the vacant (as of 18 Oct) director position and for the vacant president and treasurer positions if there are candidates. Jim Beatty, a past CLDA treasurer, has volunteered to serve in the vacant treasurer position through the completion of the term. As for all officers, that term is runs until the first Board of Directors meeting following the 2020 Members annual meeting. The Members annual meeting will be scheduled early in the first quarter. Any other interested association member can volunteer (please contact me prior to the Thursday meeting buy responding to this email) and if there multiple candidates for the vacant treasurer/director position the Board will consider the various candidates and make the decision on Thursday, and appoint. Appointment of a person to the Board vacancy will keep the Board of Directors number at the required three members following Scott's departure.

The other position that will become vacant upon Scott's departure, pending officer elections in 2020, is president. The Board is seeking volunteers for that vacant position as well (again, volunteers please contact me prior to the Thursday meeting). If there are is no appointment of a president at the Thursday meeting, the current Vice President, David Newman, will execute the functions of the office of the president pending such appointment, or until a president is elected by the Board of Directors in early 2020.

There will be openings for election at the 2020 Members annual meeting of a minimum of 2, and up to 4, Board of Directors positions. The By-Laws document requires a Nominating Committee to nominate director candidates for election by the full association membership at our 2020 Members annual meeting (nominations for directors can also come from the floor during the meeting). The Nominating Committee must consist of a director as the chairperson and at least 2 members of the association. Please strongly consider volunteering for the Nominating Committee. Finding the right candidates for these Board of Directors positions is crucial to the future of the Association.

Officer positions open for election at the first Board of Directors meeting following the 2020 Members annual meeting will be President, Vice President, Secretary and Treasurer.

Interested parties also please strongly consider an opportunity to be elected and serve as a director and/or an officer. We encourage newer members and veteran members, including former directors/officers. Going forward with a strong and full set of directors and officers will greatly benefit our dock/boating community. Challenges lie ahead.

Respectfully,

Dana Windhors

Secretary, Curlew Landings Dock Association