

TWDC Board of Directors Meeting

Tuesday, February 5, 2009

TWDC Offices 6:00 PM

Present: S. Smith, L. McLaughlin Murray, K. Moss, S. Yambor, J. Chiplis, H. Crowther, A. Judd, D. Purpera, R. Riker, M. Hundt, A. LeMieux, D. Mehring, S. Nagy

Excused: R. Richardson

Ex-Officio: T. Jenkins

Staff: C. Garland

Guests: T. Cook, D. Malaker, E. Russ, C. Alvarado, K. Bulava, T. Russo, M. Thal, J. Brandt, J. Justis, M. Slone, A. Bakalar

6:00 S. Smith, First VP opened the meeting. She thanked all Board members and guests for attending this special meeting.

6:01 Role/Purpose of First Vice President: Since there was no quorum at the Annual Meeting, we are presently without a sitting Board President. Article V, Section 3 of the TWDC By-Laws state, "The 1st Vice President shall take the place of the President and perform the President's duties whenever the President is absent or unable to act.

6:05 General Decorum: S. Smith reviewed the process for the meeting. T. Jenkins stated that there is video recording in the room and that he does not give permission to use his image on a website, in media or bring into the room arguments on the street. M. Hundt agreed with T. Jenkins statement. The remaining board members agreed. T. Russo was asked not to use his video recording except for his own private records. S. Smith stated that we have allowed recording at other meetings.

6:07 Purpose of Meeting: S. Smith thanked the current, but outgoing Board members for their support in staying on the Board. S. Smith said that the meeting's specific purpose is to select new Trustees if those presently sitting on the Board choose to resign. She stated that there would be no other business on the agenda for this meeting.

6:10 Legal Opinion and Review of Relevant By-Laws: C. Garland presented the legal review and opinions of Kermit Lindt, Attorney at CSU's Law Clinic. He said that no Board members were elected to replace those at the Annual Meeting due to no quorum. Board members remain until a replacement is assigned. The Board of Trustees consist of the same Board as prior to the Annual Meeting. According to Article IV, Section 7 of the TWDC By-Laws, "When a vacancy arises for either an officer or a trustee, the vacancy shall be filled by the Board. The previous slate of candidates will be taken into consideration for filling that vacancy." A Board member must resign in order to have the Board replace that person.

6:15 Clarify Questions and Needed Resolutions: Issues facing us: 1) We have no Board President. How and when shall we address that? 2) There are five current Board members that have asked for resignation from the Board. 3) There are two current Board members that ran for re-election at the Annual Meeting.

6:25 Consensus on Interpretation of By-Laws: We have to consider the TWDC By-Laws in filling any vacant positions. M. Hundt asked if we should consider choosing the Board President first. Board consensus was to have the new Board elect the President. A. Judd asked if the winning slate of candidates will be placed on the Board. T. Cook said that the results of the election will be taken into consideration. There are seven current Board members that are choosing to change their status. All seven members have the opportunity to stay on the Board or resign. Five members are requesting to resign. Two members are requesting resignation and reappointment. All Board members agree with the interpretation of the TWDC By-Laws.

6:30 Call for Appropriate Motions:

R. Riker requested resignation from the Board. Motion by D. Mehring to fill the vacancy with C. Alvarado. L. M. Murray 2nd the motion. The Board approved the appointment with K. Moss and H. Crowther abstaining.

M. Hundt requested resignation from the Board. She submitted a written request. Motion by D. Mehring to fill the vacancy with K. Bulava. A. Lemieux 2nd the motion. The Board approved the appointment with K. Moss and H. Crowther abstaining.

J. Chiplis requested resignation from the Board. Motion by S. Yambor to fill the vacancy with S. Coy. D. Purpera 2nd the motion. The Board approved the appointment with K. Moss and H. Crowther abstaining.

S. Nagy requested resignation from the Board. Motion by L. M. Murray to fill the vacancy with D. Malaker. D. Mehring 2nd the motion. The Board approved the appointment with K. Moss and H. Crowther abstaining.

K. Moss requested resignation from the Board. Motion by A. Judd to fill the vacancy with K. Moss and reappoint to the Board. L. M. Murray 2nd the motion. The Board approved the appointment with H. Crowther abstaining.

H. Crowther requested resignation from the Board. Motion by D. Mehring to fill the vacancy with H. Crowther and reappoint to the Board. D. Purpera 2nd the motion. The Board unanimously approved the appointment.

6:45 Upcoming / Options for Next Meeting(s)

- February 19th is the next Board Meeting.
- March 3rd is the Board retreat. Is this good for all?

6:50 L. M. Murray moved to adjourn the meeting. D. Mehring 2nd the motion. All approved.

