

PORA ANNUAL MEMBERSHIP MEETING
Tuesday, January 26, 2010 @ 1 pm
Minutes

Attendees: Larry Woods, President Louis Annacone
 Susan Lewis, Treasurer Bill Hansen
 Bob Jones Doug Rhodes
 Dean Bauer
 Mary Fullerton, Executive Director

Absent: Dusty Bowenkamp, Vice President
 Mary McGrath, Secretary

1. Call to order at 1:02 pm. Pledge of Allegiance. Establish quorum. Larry Woods
Larry read requirements from the bylaws for a quorum at the annual membership meeting
- Article VII, Section 4 – Quorum: *A minimum of 100 Active Members shall constitute a quorum at any General Membership Meeting. In the absence of a quorum, matters proposed for action may be discussed by the Active Members present, but in lieu of Membership action, will be referred to the Board of Directors for their sole determination and resolution at a subsequent publicized open meeting of the Board.*

Bill Hansen stated there was not a quorum to hold the annual meeting.
The annual auditors report for approval was moved to the February Board meeting. There were no comments from members of PORA and the meeting was adjourned at 1:04 pm.

SPECIAL BOARD MEETING

1. Call to order 1:04 pm Larry Woods
2. Report from the nominating committee: Four candidates came forward for the election – Dusty Bowenkamp, Mary McGrath, Merlyn Carlson and Mike Trent. Mike Trent has since withdrawn his candidacy.
MOTION: Bill Hansen moved to approve the slate of three candidates as indicated above. The motion was seconded and passed unanimously.
3. In accordance with Article XI, Section 1, (A), Bill Hansen
which permits the Board to make amendments to the bylaws, the following proposals are presented for approval.
a) Article III, Section 5, add paragraph C:
Following the annual meeting, just prior to an election, and following the report of the nominating committee, and providing that no write-in candidate has been approved and wherein there is only one candidate for each vacant position following the nomination process, the board may then conclude that no election process is required and declare the proposed slate of candidates elected as of the beginning of the following term for the position they sought.

b) Article III, Section 1, A. add the following two sentences:
PORA shall be administered by a Board of nine to eleven Directors (as determined from time to time by the sitting Board) elected by the Membership. *In addition to the prescribed elected board members, the directors may, from time to time, create an ex-officio board member position to represent a subsidiary division of PORA's activities. That person shall be entitled to attend all board meetings but that person's voting capacity shall be restricted to only those items which relate to the entity which gave rise to their selection on the board.*

4. **MOTION**: Bill Hansen moved that the board adopt the election procedures as stated above, effective immediately. The motion was seconded and passed unanimously.
5. Adoption of election procedures:
 - a. **MOTION**: Bill Hansen made a motion to suspend the 2010 election due to the fact that we have three candidates for three seats. The motion was seconded and approved unanimously. Candidates will take office on April 1, 2010 per the bylaws.
 - b. **MOTION**: Bill Hansen made a motion to appoint Mike Trent as an ex-officio member of the Board, effective immediately. The motion was seconded and passed unanimously.
6. Comments from members
Chuck Ullman and Bruce Posey had questions regarding the new ex-officio board position. Bill Hansen clarified the need for the ex-officio board position and cited Lifelong Learning (LLL) as an example. LLL has a 501C-3 financial and legal status. The new ex-officio position will help keep and preserve this, along with informing the PORA board of LLL activities at the PORA monthly meetings.
7. Adjournment at 1:20pm.

Mary McGrath, Secretary

Date