

Minutes
LPCA Board Meeting
Holy Spirit School Music Room
February 2, 2009

The meeting was called to order at 7:03 p.m. by President Elyse Metune. Board Members in attendance: President Elyse Metune, Secretary Kearse McGill, Treasurer Caroline Peck, Board Members Judy Sundquist, Luree Stetson, and Nikki Rueppel. Vice-President Scott Rose and Board Members Terry Grimes, Craig Powell, and Dennis Kellogg were absent. Quorum established.

President Metune introduced Deon Stein, an attorney retained for the association to advise the association on the process of the upcoming membership meeting to ensure that state law is followed correctly.

Board Member Stetson moved that Item #3 from the 01/25/09 Board Meeting be ratified which provided for the acceptance of the members' petition and the setting of the membership for 02/11/09. Second by Board Member Sundquist. Vote was 6 – 0 – 0. Motion passes.

Attorney Stein discussed that Roberts Rules of Orders should be used as a guide only for the meetings as such rules are not a perfect marriage with the corporation code. Additional discussion on this point was deferred until later in the meeting.

Board Member Rueppel moved to ratify the action taken at the 01/25/09 Board Meeting to hire Deon Stein to represent the LPCA up to a maximum of \$3000. Seconded by Treasurer Peck. A member of the public asked Attorney Stein his hourly rate. He responded that it was \$295 per billable hour. Vote taken was 6 – 0 – 0. Motion passed.

A member of the public requested clarification from the Board about the flyer from the Renaissance group, which stated that LPCA spent \$2190 in legal fees. Board Member Stetson stated that no funds were spent and that the Goldsberry firm sent an email which stated that the firm was not requesting payment unless the Board decided to hire the firm.

Board Member Stetson stated that LPCA has had negative press and there is a need for LPCA to respond. Board Member Stetson moved to develop an executive committee composed of the president, secretary and one other board member, appointed by the president, to draft responses and communicate those responses for the board to the membership and the community regarding issues related to the upcoming special membership meeting. Board Member Rueppel seconded. Attorney Stein responded that it is appropriate to use the resources of the association to respond to defamatory, inaccurate, or incorrect information; the Board has an obligation to respond. Vote taken on the motion is 6 – 0 – 0. Motion passes.

Motion by Treasurer Peck to hire a parliamentarian for the 02/11/09 special membership meeting, who is Scott Burns, for a maximum of \$150. Board Member Rueppel seconded

the motion. Members of the public addressed this issue. Paula Swayne thought this would be a good idea keep things in order. This person should be a disinterested third party, like an escrow officer that is paid. The president is in charge of LPCA, but she is partisan at this point. Rick thinks the Operations Committee should get together with Board Members Grimes and Powell to set up ground rules for the meeting. Vote taken is 6 – 0 - 0. Motion passes.

Board Member Rueppel made a motion to amend the motion adopted at the last meeting regarding the use of Robert's Rules of Order, so that the general principles of the rules would be followed as a guideline in order to ensure a fair and orderly meeting on 02/11/09. Seconded by Treasurer Peck. Secretary McGill stated that if the motion is changed to a loose adherence to Robert's Rules, some board members may be unhappy as they voted for it. Board Member Kellogg appeared at the meeting. Board Member Sundquist wanted to know if there is value added because of the proposed change. Attorney Stein stated that in general Robert's Rules would be good, but the meeting should not be caught up in the minutia of the rules. Vote is taken on the motion, 6 – 0 – 0. Motion passes.

Treasurer Peck moved to delegate to the Operations Committee to set the logistics and meeting format and to set the ground rules for the 02/11/09 special membership meeting. Further, the committee should seek input from Board Members Grimes and Powell on this as well. Board Member Sundquist seconded the motion. Vote taken is 6 – 0 - 0. Motion passes.

The issue of the use of proxies are brought up by a member (Paula Swayne). According to her, LPCA Renaissance is soliciting proxies. Attorney Stein states that members of LPCA have the right to vote by proxy and the board needs to decide if it wants to send out proxies to the members. As our bylaws do not prohibit the use of a proxy, state law says they can be used. Secretary McGill moves for the board to solicit proxies for the 02/11/09 special membership meeting. Attorney Stein will prepare the proxy by tomorrow morning. Board Member seconded motion. Vote taken is 6 – 0 – 0. Motion passes

Secretary McGill moves to have cut off date for eligibility for the vote on 02/11/09 meeting the date of the meeting, before the vote is convened on the issue. Attorney Stein recommends this because under our bylaws we have a moving membership tally. Board Member Stetson seconds the motion. Vote taken is 6 – 0 – 0. Motion passes.

Motion to adjourn made by President Metune. Seconded by Secretary McGill. Vote taken on motion is 6 – 0 – 0. Motion passes. Adjournment at 10:01 p.m.