

Minutes
LPCA Board Meeting
January 25, 2009

The meeting was called to order at 7:08 p.m. by President Elyse Metune. Board Members in attendance: President Elyse Metune, Vice-President Scott Rose, Secretary Kearse McGill, Treasurer Caroline Peck, Board Members Judy Sundquist, Terry Grimes, Luree Stetson, Craig Powell, and Nikki Rueppel. Dennis Kellogg was absent. Quorum established.

President Metune stated that based on additional petitions presented by Board Member Craig Powell, it would appear that 10% of the members have requested the membership meeting and she recommends that we accept the petitions at this time and schedule the membership meeting.

Board Member Powell objects to this meeting going forward as it is violation of the bylaws and state law. Further he stated that he believed that this meeting is not necessary as the membership meeting has already been set as the percentage of members required was only 5%, not 10%.

Motion made by Board Member Luree Stetson that the LPCA Board accepts the petition and to hold a special membership meeting on February 11, 2009 on the issue as raised in the petitions. Second by Board Member Nikki Rueppel. Vote is 6 – 0 – 2. Motion passes. Board Member Powell states that his and Board Member Terry Grimes' abstentions are to be taken to mean that they do not object to the convening of the membership meeting, but believes that the Board no longer has jurisdiction in this matter.

Board Member Powell moves that the Robert's Rules of Order, latest edition, be the rules of operation for the membership meeting held on February 11, 2009. Secretary Kearse McGill seconds the motion. Vote is 8 – 0 – 1. Motion passes.

Vice-President Scott Rose moves that the meeting be adjourned. Board Member Grimes seconds the motion. Vote is 3 – 6 – 0. Motion fails.

The Board discussed the bylaws and its interpretation of who can be a member of the LPCA. Motion by Secretary McGill that every resident, who legally resides within LPCA boundaries and who pays their dues and who is over 18 years of age, is entitled to obtain LPCA membership, including the right to one vote. Motion seconded by Board Member Powell. Vote is 8 – 0 – 1. Motion passes.

On the issue of the president's responsibility to seek legal advice, Board Member Powell reads a resolution into the record (attached) and moves that such resolution be adopted. Board Member Grimes seconded the motion. Board Member McGill states it is his understanding that the legal bill from Goldsberry, et al. has been waived by the attorney Jay Freedman. Vote taken on motion is 2 – 6 – 1. Motion fails. Vice-President Rose

states that his abstention is because there is no documentation that the bill has been nullified.

On the issue of expense for the 1/21/09 Community Forum, President Metune asks for reimbursement of \$400 for the facilitator fee and \$70.80 for refreshments. Board Member Powell moves that President Metune be reimbursed for the \$70.80 for refreshments for the forum. Board Member Grimes seconds the motion. Vote is 9 – 0 – 0. Motion passes.

President Metune moves that she be reimbursed \$400 for the facilitator fee. Board Member Rueppel seconds the motion. A discussion occurs if the fee is reasonable and necessary. Vote taken on the motion is 7 – 2 – 0. Motion passes.

Regarding the issue of obtaining insurance for the organization, President Metune has obtained a quote on general liability insurance (\$800 per year) and Directors' Errors and Omissions (\$600 per year). A discussion occurs about the purposes of obtaining insurance and how the Board should investigate this to make the best choice. Motion made by Board Member Stetson that President Metune obtain 3 quotes for insurance that includes general liability and directors' errors and omissions coverage and that President Metune, Secretary McGill, and Board Member Grimes obtain unanimous agreement among themselves on which policy to choose wherein President Metune has authority to enter into such agreement in an amount not to exceed \$2000. Motion seconded by Vice-President Rose. Vote taken on motion is 9 – 0 – 0. Motion passes.

Board Member Powell moves that the meeting be adjourned. Vice-President Rose seconds. Vote taken on the motion is 4 – 5 – 0. Motion fails.

President Metune moves that she be given permission to encumber LPCA for the purpose of obtaining legal advice related to LPCA business which requires her to respond before the next regular board meeting, such authorization not to exceed \$3000. Vote taken on motion is 6 – 3 – 0. Motion passes.

Motion to adjourn made by Scott. Seconded by Craig. Vote taken on motion is 9 – 0 – 0. Motion passed. Adjournment at 8:51 p.m.