

Tierrasanta *Foundation*

DRAFT MINUTES

of the Inaugural Board Meeting of 18 April, 2008

at the
Tierrasanta Recreation Center, Pool Room

Founding Directors in attendance: Dana Brown, Lee Campbell, Roy Colosimo, Susan Deininger, Eric Germain, Scott Hasson, Fred Zuckerman

Directors absent: none

Guests: Mabi Hasson, Sandy

Organizing Director Eric Germain called the meeting to order at 7:06 PM. A quorum of 6 was present and it grew to 7 a few minutes later.

Item 1: Board Membership

Scott Hasson, President of the Tierrasanta Community Council, agreed to join the TF Board of Directors effective this meeting. This brought the total number of Directors to seven.

Item 2: Review of the Tierrasanta Foundation Bylaws

Eric Germain reviewed his draft of the TF bylaws by presenting the key issues in a slideshow. The slides pointed out nearly a dozen approved projects in the Tierrasanta Public Facilities Finance Plan that are estimated to cost over \$35 million, for which there is only \$25,000 identified by the city. The TF will exist to help fund the shortfall.

The following decisions were made:

1. The mission statements were reviewed and accepted except that the items were shortened from what was proposed to more general single sentences (wording was achieved via unanimous consent).

2. The TF's principal office will be the Tierrasanta Library (unanimous consent).
3. General Members are all who live in Tierrasanta and/or who own in Tierrasanta (unanimous consent).
4. TF business will be conducted in large part by electronic means (unanimous consent).
5. Annual meetings will occur in February (unanimous consent).
6. Directors will be appointed to 2-year terms rather than to 4-year terms (straw vote of 4-3 for 2-year terms). As a result, elections will happen each year at the Annual Meeting rather than only in even years.
7. A quorum of the TF Board of Directors is >50% of the elected Directors, and a quorum of the TF at a General Meeting is a quorum of the Directors and all General Members who are present (unanimous consent).
8. There is no requirement that General Members be named in an all-inclusive list because membership exists solely as a result of residency in Tierrasanta (unanimous consent).
9. There will be no appointed Directors to start although the concept of appointed Directors will be included in the bylaws.
10. Committees of the TF will not be permitted to act on behalf of the TF unless specifically authorized by the TF to do so.
11. Membership fees should not be required (unanimous consent).
12. An Annual Meeting may continue until its business is concluded when a quorum was present even though enough Directors depart such that a quorum no longer exists (straw vote of 6-1 to approve).
13. Board meetings must be noticed to the Directors but not to the public.
14. Meetings will be conducted according to Roberts Rules of Order (unanimous consent).
15. The officers include a President rather than a CEO, and a Treasurer rather than a CFO (unanimous consent).
16. Proxy voting is permitted (unanimous consent).

Motion: The TF Board of Directors directs that the Bylaws be amended as discussed and then be again presented to the Board for a vote to approve and adopt.

Passes: 7-0

Item 3: TF Officers

Organizing Director Eric Germain proposed himself as President and Fred Zuckerman as Treasurer. Dana Brown volunteered to serve as Secretary.

Motion: Hasson / Colosimo

The TF Board of Directors elects Eric Germain as founding President, Fred Zuckerman as founding Treasurer, and Dana Brown as founding Secretary.

Passes: 7-0

Item 4: Terms of Directors

Approximately half of the Directors' terms must expire in February 2009 and the other half in February 2010. The following Director term expirations were agreed to by consent:

Directors terms that expire in February 2009: Lee Campbell, Susan Deininger, Scott Hasson

Directors terms that expire in February 2010: Eric Germain, Fred Zuckerman, Dana Brown, Roy Colosimo

The meeting adjourn by consent at 8:31 PM.

Submitted:

Approved:

Eric Germain, President and
inaugural Recording Secretary

Dana Brown, Secretary