

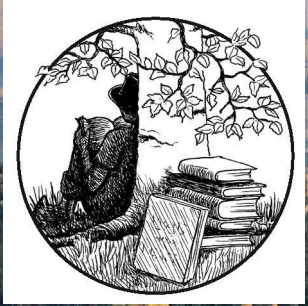


Annual Meeting FY2021

John Trigg Ester Library

Agenda

- Call to Order
- Roll Call
- FY2021 Annual Report
- Resolution to Revise the Bylaws
- Election of Directors for FY2022
 - Syrilyn Tong
 - Mindy Gallagher
 - Kristin Haney
 - Nominations from the Floor
- Adjourn





Clausen Cabin in FY2021

- Completion of HCP ramp/parking
- Now full to near capacity with cataloged books and a cozy reading space, including the Ruth Jasper Children's Library
- Thanks to a Goodcents Grant from the Golden Valley Electric Foundation, new Toyotomi Stove!



Growing Ester's Biodiversity (GEB)

- Successful year!
- Plant sales!
- Collaboration with UAF Greenhouse!
- Seed swap!



Children's Programs

- New ideas and programs were developed, and will continue in 2022.
- Limited due to COVID-19 Delta variant.



2021 Ester 4th of July Parade

The John Trigg Ester Library showed up!



FY 2021 ANNUAL REPORT

Of the John Trigg Ester Library

Message from the President

Our FY21 year started off last October during the ongoing scourge of the COVID-19 pandemic, which continues to affect the world now a full year later. The virus has had a profound impact on the John Trigg Ester Library. Use of the Clausen Cabin has been limited, and our flagship fundraising events, Superhero's Night Out and the LiBerry Festival, have both been suspended for a second year in a row.

However, there was still lots of "positive" that happened in 2021:

- The Clausen Cabin is "open for business" T-W-Th from 4 to 7 pm.
- Throughout the year, the Collections Committee continued to update the catalog and organize through the Dewey Decimal system. The Clausen Cabin is now essentially at capacity for book storage.
- Thanks to a Golden Valley Electrical Foundation "Goodcents" grant, the Clausen Cabin now has a brand new Toyotomi stove.
- Growing Ester's Biodiversity (GEB) has had perhaps its best year ever and brought in community recognition, as well as funding and new memberships through plant sales and the Seedy Saturday seed swap.
- Children's Programs and Knitting classes were held at the Clausen Cabin this summer.
- JTEL had a float in the Ester 4th of July parade!
- The garden beds were fully planted this summer and yielded fruit and beautiful flowers.
- Further facilities improvements were made including installation of the handicapped ramp railings and upgrades to the outhouse.
- Major reorganization and cleaning out of the Clausen Cabin, the white building and the brown building has been accomplished.

For the second year in a row of not being able to host any fund-raisers, we finished the year in the black, thanks to our donors, GEB plant sales and new membership, and community revenue sharing funds from the FNSB.

The JTEL Board of Directors has worked hard, and we are all optimistic about the future. Once we can put the pandemic behind us, the potential for new programs and expansion of activities awaits us.

Gary Pohl, President
FY2021-2022

Resolution to Revise Bylaws, Special Notice

The current JTEL Bylaws prescribe that the Board of Directors shall have nine members, comprised of seven directors and two alternates. FY2021 commenced with a full Board as prescribed, However, on April 25, 2021, two of our long-standing Board members, Carrie Correia and Sarah Moisan, tendered their resignations from the Board. We thank them for their past service and ongoing support.

As a 501(c)3 non-profit corporation in the State of Alaska, JTEL is required by statute to maintain a minimum of seven Board members, including: President, Vice-President, Treasurer, Secretary and three Directors. With the loss two Board members, Mindy Gallagher agreed to take over as Vice-President, and our two alternates, Mina Doerner and Sharon Lockwood, agreed to become Directors. This maintains our legal status as a non-profit in Alaska, and the required updates were filed with the Alaska Division of Corporations, Business and Professional Licensing.

After discussion, the current Board has decided to put forth a resolution to revise the current JTEL Bylaws to change the number and types of Board members to match the Board configuration as it now exists, which is the minimum number of officers and directors required to maintain our non-profit status. Article XII of the Bylaws requires that revisions to the Bylaws are “subject to a majority vote of members at an annual meeting, or a special meeting with such stated purpose, with a valid quorum.” The proposed resolution will be presented and is to be voted on by the membership at the Annual Meeting of October 17, 2021.

Board of Directors, FY2022 Election

On the assumption that Resolution 2021-001 is passed by the membership, the Board of Directors composition will be revised to comply with the Alaska statutes and in compliance with our current Bylaws for a staggered election, continuing Directors whose terms have not expired will be retained through the expiration of their current terms, and to be elected new or incumbent Directors will be elected to two-year terms at this Annual Meeting in accordance with the schedule below. The three incumbent Directors whose terms are expiring have agreed to run for Directorship for FY2022-23.

Continuing Directors (Terms expire October 2022)

- Gary Pohl, President
- Ritchie Musick, Secretary
- Mina Doerner, Director
- Sharon Lockwood, Director

To be Elected Directors (Term expire October 2021)

- Mindy Gallagher, Vice-President (Incumbent)
- Syrilyn Tong, Treasurer (Incumbent)
- Kristin Haney, Director (Incumbent)
- Nominations from the Floor

Immediately after the Annual Meeting, the new Board of Directors will meet to determine the Officers of the Board.

Treasurer's Report

Despite the suspension of our main fundraising events, and a decrease in donations, JTEL finished the fiscal year in the **black** with a net income. This allowed JTEL to pay all its bills and to purchase a badly needed new accounting Windows 10 laptop and upgraded software to replace a nearly defunct, ancient and slow as molasses laptop.

A concise summary of the detailed Balance Sheet, Profit & Loss Statement and FY2021 Budget as shown on following pages, is as follows:

<u>Balance Sheet</u>		<u>Profit & Loss</u>		<u>FY2021 Budget</u>		
<u>Assets</u>		<u>Income</u>		<u>Income</u>	Actual	Budget
Current Assets	\$42,190.46	Direct Public Support	\$1,961.97	Direct Public Support	\$1,961.97	\$3,776.00
Fixed Assets	\$143,826.48	Government Grants	\$7,538.00	Grants	\$7,538.00	\$5,263.00
Other Fixed Assets	\$164,549.84	Interest Income	\$20.95	Interest Income	\$20.95	\$46.00
Other Assets	\$58,660.00	Membership Dues	\$525.00	Membership Dues	\$525.00	\$250.00
Total Assets	\$409,226.78	Other Income	\$2,403.14	Other Income	\$2,403.14	\$100.00
<u>Liabilities & Equity</u>		Total Income	\$12,449.06	Total Income	\$12,449.06	\$9,435.00
Current Liabilities	\$608.62	<u>Expense</u>		<u>Expense</u>		
Total Equity	\$408,618.16	Contract Services	\$370.00	Contract Services	\$370.00	\$370.00
Total Liabilities & Equity	\$409,226.78	Facilities	\$4,447.20	Facilities	\$4,447.20	\$2,675.00
		Operations	\$5,517.34	Operations	\$5,517.34	\$5,190.00
		Total Expenses	\$10,334.54	Total Expenses	\$10,334.54	\$8,235.00
		Net Income	\$2,114.52	Net Income	\$2,114.52	\$1,200.00

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10/09/21
Accrual Basis

John Trigg Ester Library
Balance Sheet
As of September 30, 2021

	Sep 30, 21
ASSETS	
Current Assets	
Checking/Savings	
Mt. McKinley Bank Checking	521.19
Mt. McKinley Bank Savings	27,146.68
Mt. McKinley Bank E Transfers	1.00
Mt. McKinley Passive House	14,521.59
Total Checking/Savings	42,190.46
Total Current Assets	42,190.46
Fixed Assets	
Fixed Assets	
16 double sided bookshelves	800.00
Accumulated Depreciation	-40,338.12
Clausen Cabin	118,061.58
Connex Unit	4,000.00
Furniture and Equipment	9,890.00
Gazebo	5,738.40
Land - 488 Village Road	12,592.00
Land - Clausen Cabin	10,310.00
Land - Gazebo	15,468.00
Land - Main Street & Village	6,116.00
Outhouse Bldg	1,188.62
Total Fixed Assets	143,826.48
Other Assets	
PH Construction in Progress	164,549.84
Total Other Assets	164,549.84
Total Fixed Assets	308,376.32
Other Assets	
Books and DVD's	58,660.00
Total Other Assets	58,660.00
TOTAL ASSETS	409,226.78
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Credit Cards	
Capital One Credit Card	608.62
Total Credit Cards	608.62
Total Current Liabilities	608.62
Total Liabilities	608.62
Equity	
*Retained Earnings	31,632.90
Opening Balance Equity	357,108.29
Retained Earnings	17,762.45
Net Income	2,114.52
Total Equity	408,618.16
TOTAL LIABILITIES & EQUITY	409,226.78

3:20 PM

10/13/21

Accrual Basis

John Trigg Ester Library
Profit & Loss
 October 2020 through September 2021

	Oct '20 - Sep 21
Income	
Direct Public Support	
Individ, Business Contributions	1,961.97
Total Direct Public Support	1,961.97
Foundation Grants	0.00
Government Grants	5,263.00
Interest Income	20.95
Membership Dues	525.00
Other Types of Income	
Cash Back Rewards	170.39
Merchandise Sales	2,072.75
Miscellaneous Revenue	160.00
Total Other Types of Income	2,403.14
Total Income	10,174.06
Expense	
Contract Services	
Accounting Fees	370.00
Total Contract Services	370.00
Facilities	
Clausen Renovation	144.95
Maintenance	352.50
Property Insurance	1,068.95
Taxes	605.80
Total Facilities	2,172.20
Operations	
Programming expenses	1,429.75
Administrative fees	112.00
Bank and Credit Card fees	49.67
State and Borough Fees	307.75
Books, Professional membersh...	150.00
Office Equipment	274.82
Supplies	212.68
Utilities	
Electricity	489.00
Heating Oil	483.48
Telephone, Telecommunicati...	1,840.31
Web fees	167.88
Total Utilities	2,980.67
Total Operations	5,517.34
Total Expense	8,059.54
Net Income	2,114.52

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10/12/21
Cash Basis

John Trigg Ester Library
Profit & Loss Budget vs. Actual
October 2020 through September 2021

	Oct '20 - Sep 21	Budget	\$ Over Budget	% of Budget
Income				
Direct Public Support				
Fundraiser - Miscellaneous	0.00	776.00	-776.00	0.0%
Individ, Business Contributions	1,961.97	3,000.00	-1,038.03	65.4%
Total Direct Public Support	1,961.97	3,776.00	-1,814.03	51.96%
GVEA Grant	2,275.00	0.00	2,275.00	100.0%
Government Grants	5,263.00	5,263.00	0.00	100.0%
Interest Income	20.95	46.00	-25.05	45.54%
Membership Dues	525.00	250.00	275.00	210.0%
Other Types of Income				
Cash Back Rewards	170.39	100.00	70.39	170.39%
Merchandise Sales	2,072.75	0.00	2,072.00	100.0% Plant sales
Miscellaneous Revenue	160.00	0.00	160.00	100.0% Monitor sale
Total Other Types of Income	2,403.14	100.00	2,303.14	2,403.14%
Total Income	12,449.06	9,435.00	3,014.06	131.95%
Expense				
Contract Services				
Accounting Fees	370.00	370.00	0.00	100.0%
Total Contract Services	370.00	370.00	0.00	100.0%
Facilities				
Clausen Renovation	144.95	1,000.00	-855.05	14.5%
Maintenance	2,627.50	150.00	2,477.50	1,751.67% New Toyo
Property Insurance	1,068.95	900.00	168.95	118.77%
Taxes	605.80	625.00	-19.20	96.93%
Total Facilities	4,447.20	2,675.00	1,772.20	166.25%
Operations				
Programming expenses	1,429.75	200.00	1,229.75	714.88% GEB expenses
Administrative fees	112.00	0.00	112.00	100.0% PO fees
Bank and Credit Card fees	49.67	0.00	49.67	100.0% Square fees
State and Borough Fees	307.75	300.00	7.75	102.58% PCG, business fees
Books, Professional memberships	150.00	120.00	30.00	125.0% ALA, Tiny Cat
Office Equipment	274.82	250.00	24.82	109.93% Laptop
Postage	0.00	75.00	-75.00	0.0%
Printing and Copying	0.00	25.00	-25.00	0.0%
Supplies	212.68	600.00	-387.32	35.45%
Utilities				
Electricity	489.00	600.00	-111.00	81.5%
Heating Oil	483.48	1,000.00	-516.52	48.35%
Telephone, Telecommunications	1,840.31	1,800.00	40.31	102.24%
Web fees	167.88	220.00	-52.12	76.31%
Total Utilities	2,980.67	3,620.00	-639.33	82.34%
Total Operations	5,517.34	5,190.00	327.34	106.31%
Other Types of Expenses	0.00	0.00	0.00	0.0%
Total Expense	10,334.54	8,235.00	2,099.54	125.5%
Net Income	2,114.52	1,200.00	914.52	176.21%

Committee and Special Reports

Facilities Committee

Headed by Gary Pohl.

- The grounds at the Clausen Cabin underwent cleanup and planting during the summer.
- The new outhouse underwent several improvements suggested by members, and the old outhouse was broken up and taken to the transfer station.
- Surplus materials were organized and stacked, and unneeded and unusable items also were taken to the transfer station.
- The new “smart” Toyotomi stove has been installed and the aging Monitor stove has been removed, along with the fuel oil smell. This will save on fuel costs and presents a much better indoor air quality and user comfort.
- Balustrades and handrails were installed on the handicapped ramp.

Collections Committee

Headed by Mindy Gallagher.

- Cataloging continued, either at home or in person as COVID permitted. Work groups met less often in summer due to conflicts.
- Total number of books cataloged is 6,749 with 5,872 on the shelves, 877 inventoried, cataloged and returned to the white house for storage.
- Removed titles no longer in our collection from the online catalog.
- Continued going through books in storage to sort through, catalog, discard or return to storage.
- Sorted through and inventoried the rest of the Four Winds collection, and made major progress with the large Guinn donation.
- Participated in the Ester Community Garage Sale to recycle extra books to the community
- Nearly all shelf space inside Clausen is used, with thousands of books still in storage. This will need to be addressed in the near future.
- Donations were received from James Rogan, Gary Graves, Carol Hoefler, Kristin Haney, as well as other small or anonymous donations.
- Thank you to the collections volunteers this year: Kay Sisson, Karyn Holder, and Mindy Gallagher.

Grants Committee

Headed by Gary Pohl and Mina Doerner.

- JTEL submitted a successful grant proposal and was awarded a \$2,275.00 Goodcents grant from the Golden Valley Electric Foundation, Inc. towards the purchase of the new Toyotomi stove for the Clausen Cabin. This was our second successful Goodcents grant request; the first being the roof replacement for the cabin.

Volunteers, Donors & Memberships

Headed by Syrilyn Tong.

- Our membership base includes 59 people, up from 40 members in FY2020, including 13 lifetime members.
- The Donor Tree added four new leaves totaling \$450, down from \$650 in FY2020.
- Fred Meyer Rewards: \$176 was raised with this program this past year, less than the \$213 last year.
- Amazon Smile: \$150.53 was received from Amazon.
- Pick-Click-Give: A total of \$975 was received from 19 donors, up from \$627.75 from 15 donors in FY2020.

Growing Ester's Biodiversity (GEB)

Headed by Kristin Haney and Monique Musick.

GEB was active all year and was a shining star!

- **October**

- Edible Alaska Magazine interview
 - Published in the spring issue

- **February**

- USDA Micro Grants for Food Security
 - Submitted pre-application
- Ordered seeds to restock the library
- Seed Stewardship Program
 - 20 new JTEL members signed up!

- News Miner Article
- **March**
 - Seed Steward Packages
 - Started seeds in the Greenhouse
- **April**
 - Continued starting seeds
- **May**
 - Plant Sale - \$2,072 Revenue Generated
 - Spring cleanup day
- **June**
 - Planted garden beds at:
 - Clausen Cabin
 - Ester Community Park
 - Hartung Hall
 - Goldstream Community Garden
 - GEB placed Experimental Pots at the following local businesses:
 - Ester Volunteer Fire Station
 - Gold Hill Gas Station
 - One Hit Wonder
 - North Star Center
 - Ursa Major Distillery
- **September**
 - Collected seed
 - Fall cleanup day
 - Collected Experimental Pots
- **October**
 - Seed Stock

Children's Programs

Headed by Sharon Lockwood.

- Six programs were planned for June, July, and August. Three were Science and Art based and three were focused on gardening (Jr. Gardeners)
- Due to Covid, sessions were limited to six children between the ages of five and eleven.
- Although a lot of preparation went into the programs, they were not well attended.
- Children's Programs are currently on pause due to Fairbanks experiencing high numbers of Covid due to the Delta variant.

Knitting Sessions

Headed by Mina Doerner

- This get together was initiated in 2021 and occurs every other Tuesday night at the Clausen Cabin during opening hours from 4 to 7.
- Classes have been attended by 2 to 5 people and the program gets likes and inquiries from the Ester Facebook posts.

Social Media

- The JTEL Board recognized our Social Media presence, Facebook and our Website, was not up to date.
- Volunteer Robin Lockwood agreed to update the website and Ritchie Musick agreed to post on Facebook.
- Sharon Lockwood met with Syrilyn Tong by phone and together they identified areas that needed to be updated.
- Updates are periodically provided to Robin, and she updates the website.

Thanks to all the following for their loyal and sustained support this past year!

Board Members: Gary Pohl, Mindy Gallagher, Syrilyn Tong, Ritchie Musick, Kristin Haney, Mina Doerner and Sharon Lockwood.

All of the **board's spouses and significant others** for their support and assistance

Volunteers and donors of time and goods: Linnaea Doerner, Karyn Holder, Colton Laruder, Mike Musick, Monique Musick, Kay Sisson, Suzann Suzawith, Janet Thompson, Robin Lockwood and Greg Selid.

Members: Jeff Adams, Joan Adams, Susan Amundson, Lois Barger, Virginia Bedford, Breezy Bentzen, Carol Berlin, Debby and Bill Bjork, Blythe Campbell, Sandy Dauenhauer, Linnaea Doerner, Kinchel Doerner, Mina Doerner, Mel Durrett, Andrea Earnest, Jackie Forgey, Charlie Gallagher, Mindy Gallagher, Kristin Haney, Jacob Harding, Jesse Hensel, Barbara Horner-Miller, Laurie Hueffer, Deborah Koons, Sharon Lockwood, Varpu Lotvonen, Bridget Loudon, Molly Maakestad, Christine Mattie, Virginia McKee, Celia Miller, Mike Musick, Monique Musick, Ritchie Musick, Kathy Nava, Sandra O'Connor, Gary Pedretty, Amy Pohl, Halie Rady, Kathy Richmond, Joan Robson, Kerry Quillen, Kathleen Sisson, Nancy Slayton, Brian Sprague, Nicole Stewart, Alice Stickney, Spurkland Tobben, David Valentine, Sandra Westcott, and Allison Woodward

Lifetime Members: Scott Allen, Sine Anahita, Deirdre Helfferich, Bill Lockwood, Carol Meares, Birch Pavelsky, June Pinnel-Stephens, Gary Pohl, Sherri Schleiter, Dennis Stephens, Syrilyn Tong, Barbara Trigg, and Judie Triplehorn

2021 Donors: Jeff Adams, Sine Anahita, Anonymous, Blythe Campbell, James Cheydleur, Tania Clusas, Aaron Danielson, Sandra Dauenhauer, Linnaea Doerner, Mel Durret, Andrea Earnest, Jackie Forgey, Mindy Gallagher, Grier Hopkins, Barbara Horner-Miller, Debra Koons, Jeanne Laurencelle, Varpu Lotvonen, Monique Musick, Susan Nesbitt, Gary Pohl, Kemper Riehm, Joan Robson, Jane Sellin, Kathleen Sisson, Albert Sonafrank, Brian Sprague, Gerald Timmons and Judie Triplehorn



Resolution 2021-001

A Resolution to Revise the Bylaws Article V - Directors

WHEREAS the John Trigg Ester Library (JTEL) Bylaws Article V, Section 2 states that “the board of directors shall number seven (7): four (4) officers and three (3) additional elected directors plus two (2) alternates.” and

WHEREAS the Alaska Division of Corporations, Business and Professional Licensing requires that a non-profit Alaska corporation shall number seven (7): four (4) officers and three (3) additional elected directors, and

WHEREAS the current board of directors, due to resignation of two directors, contains the minimum number of officers and directors as required to maintain JTEL's non-profit status under the Alaska statutes, and

WHEREAS it is often difficult and sometimes not possible for JTEL to find nine board members, and

WHEREAS alternates are not expressly required, therefore

BE IT RESOLVED that the John Trigg Ester Library hereby revises Bylaws Article V Section 2 – Number of Directors, to seven, four officers and three directors, as required by Alaska statutes, and removes Article V Section 3 – Alternates, and to remove subsequent references to alternates throughout Article V, and reference to three officers in Article VI, Section 2 as indicated in the attached document showing the revisions in red.

PASSED AND APPROVED on October 17, 2021.

Signed: _____

Gary H. Pohl, President

Signed: _____

Ritchie Musick, Secretary

ARTICLE V DIRECTORS

Section 1. POWERS OF THE BOARD OF DIRECTORS. The board of directors is responsible for the management of JTEL's business, legal affairs and 501(c)(3) purpose. Toward this end, the board will exercise all of the corporate powers to do such lawful acts which are not prohibited by either state law or the Articles of Incorporation.

Section 2. NUMBER OF DIRECTORS. The board of directors shall number seven (7): four (4) officers and three (3) additional elected directors ~~plus two (2) alternates. In the event that the number of officers is reduced to three (3) because the Secretary and Treasurer positions have been combined, there shall be four (4) elected directors plus two (2) alternates.~~

~~Section 3. ALTERNATES. Two (2) additional board members shall be elected as alternates to the regular board in case of absence. An alternate shall have full voting powers in the event that a regular board member is not able to attend a meeting.~~

Section 43. QUALIFICATIONS FOR DIRECTORS. All directors shall be at least eighteen and at least one director shall be an American citizen.

Section 54. GEOGRAPHIC RELATIONSHIP OF MAJORITY OF BOARD TO THE COMMUNITY SERVED. A majority of all board members, ~~including alternates,~~ shall be required to be residents of the Ester area, as defined by the Ester Fire Service District. Moving out of the Ester area shall be tantamount to resigning the board if the majority status is changed by such a move.

Section 65. ELECTION AND TERM OF OFFICE OF DIRECTORS. The directors shall be elected at the annual meeting of members except where a vacancy is filled pursuant to Section 15 below. Each director shall be elected to a term of 2 years. A staggered election, pursuant to the Board Members Roles and Responsibilities Policy, Section II, will be adhered to. The Board of Directors shall meet immediately after and

at the same place as the Annual Meeting of Members to elect officer positions.

Section ~~7~~6. STANDARD OF CARE. Directors shall perform their duties, including those of being a member on any corporate board, in good faith. Directors shall execute their duties through the use of the standard as to what in the director's opinion is in the best interests of the corporation and the Ester community. In making all decisions a director shall utilize such reasonable care and inquiry, as a reasonable prudent person in a like situation would employ.

Section ~~8~~7. DIRECTOR COMPENSATION. Directors shall serve without compensation. They shall be allowed reimbursement of expenses incurred in the performance of their duties as permitted by JTEL's Financial Management policy. Any payments to directors shall be approved in advance in accordance with the corporation's conflict of interest policy as set forth in Article XI of these bylaws.

Section ~~9~~8. DIRECTORS' MEETINGS. Regular meetings of the board of directors may be held with public notice at such time and place as agreed upon by the board of directors. Regular non-annual meetings of the board of directors shall be held at the corporate offices or such other places as may be designated, monthly, with time and date agreed upon in advance by the Board of Directors.

Section ~~10~~9. ANNUAL MEETING AGENDA. The board shall meet to set the agenda of the annual meeting of members no less than ten (10) days before the date of the annual meeting.

Section ~~11~~10. SPECIAL MEETINGS. Special meetings of the board of directors may be called by the president or secretary upon request to do so from a director. The actions taken at a special meeting of directors which was not properly called and noticed will nonetheless be considered valid if:

(a) All of the directors are present at the meeting and sign a written consent to the

meeting and the actions taken thereunder, or

(b) A majority of the directors are present at the meeting and those directors not present sign a written consent to the meeting and the actions taken thereunder. Such consent may be given either before or after the meeting has been held.

If a director attends a special meeting which was not properly called and noticed without objecting upon arrival, that director waives such notice and the actions taken thereunder shall be as valid as if the meeting was properly called.

Section ~~12~~11. NOTICE OF MEETINGS. The following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice for regular meetings set in these Bylaws need be given. Regular meetings may be cancelled if notice has been given to all Board Members no less than seven (7) days prior to the regular meeting date.

(b) Special Meetings. Notice of special meetings shall be given to each director at least seven (7) days prior to the meeting. Such notice shall be given either personally to each director or by phone, by e-mail or other good faith effort.

Section ~~13~~12. QUORUM. A quorum shall consist of a majority of duly elected and appointed directors. ~~If there are not enough directors an alternate may be counted towards the quorum and assume the full voting rights of a director.~~ At any meeting of the Board of Directors no action may be undertaken unless a quorum of Directors is present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section ~~14~~13. CONDUCT OF MEETING. The president, if present and if not then the vice president, shall preside over the meeting as the chair. If neither the president nor the vice president are present, the members shall appoint a person to serve as the chair. The secretary of the corporation, if present and if not a person designated by the president, shall serve as the secretary of the meeting of directors. Board of directors meetings will be conducted based on Robert's Rules of Order.

Section ~~15~~14. VACANCIES ON THE BOARD. A vacancy on the Board shall be deemed to exist (1) upon the death, resignation or removal of any Director, (2) whenever the number of authorized directors is increased, (3) or upon a failure of the members to fill all board vacancies at any meeting of members to elect directors. Vacancies of the board and new positions created by increasing the number of directors may be temporarily filled by a vote of the majority of the remaining directors until the next annual meeting even though they may constitute less than a majority of the full board. The members may elect directors at any time to fill vacancies on the board which have not been filled by the directors. Such election shall require a majority of members at a regular or special meeting called in accordance with Article IV Section 5.

Section ~~16~~15. REMOVAL OF DIRECTORS. The members may at any time remove the entire board of directors or any individual director at a duly called special membership meeting. The remaining board, or the members, at a special meeting, may elect directors to fill such vacancies as may result.

Section ~~17~~16. RESIGNATION. A director may resign at any time effective upon giving written notice to the board of directors. Upon notice of the resignation the board shall notify the members and either fill the vacancy by appointment or schedule a special meeting of members for the election of a new director.

Section ~~18~~17. NONLIABILITY OF DIRECTORS. The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section ~~19~~18 INDEMNIFICATION BY CORPORATION OF DIRECTORS. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state.

ARTICLE VI
OFFICERS

Section 1. DESIGNATION OF OFFICERS. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. ~~The Secretary and Treasurer position can be combined into one position if desired. There will then only be 3 officers.~~