



## **UCSRB ANNUAL BUSINESS MEETING**

Chelan County Commissioners Hearing Room  
400 Douglas Street  
Wenatchee, WA 98801

Thursday, December 17, 2009  
11:15 AM – 1:00 PM

### **MEETING MINUTES**

#### **Board Members Present:**

Ron Walter, Chelan County, Chair  
Lee Carlson for Paul Ward, Yakama Nation  
Bud Hover, Okanogan County  
Mary Hunt, Douglas County  
Bill Towey, Colville Tribes

Julie Morgan, UCSRB Executive Director  
Derek Van Marter, UCSRB Associate Director  
James White, UCSRB Data Steward  
Barbara Carrillo, UCSRB Administrative Assistant

**Others Present:** Lee Carlson, Yakama Nation; Chuck Jones, Alliance Consulting Group for Douglas County; Joy Juelson, J & J Environmental; Mike Kaputa, Chelan County; Char Schumacher, Okanogan County; Bob Steele, WDFW

#### Action Items

1. Julie will work with the UCSRB attorney, Steve Smith to proceed with the legal review of UCSRB bylaws and policies related to state compliance, and will present an update at the January 28<sup>th</sup> Board meeting.

The UCSRB Annual Business Meeting was called to order at 11:15 AM by Chair Ron Walter.

#### **Welcome and Introductions (Chair Ron Walter)**

Ron welcomed everyone to the meeting and asked for a round of introductions.

#### **1. Overview of Objectives for the Annual Business Meeting (Julie Morgan)**

Julie Morgan reviewed the UCSRB business and meeting requirements. She noted that an annual business meeting is required and December has been the unofficial annual meeting date. She then briefed the group that Chuck Jones of Alliance Consulting, at the direction of the Board, recently reviewed the Washington State requirements for a non-profit corporation. She said he has been working with the UCSRB attorney, Steve Smith and others, to assist in finalizing the various UCSRB business documents to ensure the organization is in state compliance as we move into 2010.

#### **2. Review Operations Manual (Julie Morgan and Chuck Jones) Compliance with RCWs Pertaining to Non-Profit Organizations**

Chuck Jones began by giving an overview of his recent work for the Board regarding finalization of the business requirements and documents for the UCSRB as a nonprofit organization. He reviewed his memo dated December 11, 2009 to the UCSRB outlining the organization of the UCSRB Operational Manual that includes the following elements for review:

- Operational Policies
- Personnel Policies
- Annual Meeting Procedures
- Bylaws
- Articles of Incorporation

Chuck then reviewed the Bylaws in detail with the group, and participants suggested various revisions, such as editing the annual business meeting date, flexibility regarding scheduling additional meeting dates as necessary or meeting start/end times, video conferencing, the secretary-treasurer position and all officer positions being one year. The Board also discussed the addition of the Implementation Team to the Bylaws to reflect continuity with the other groups currently listed in the document. After the discussion, the edits to the Bylaws were approved as official amendments by the Board. It was also noted that a legal review of the Bylaws will be completed based on the amendments made today prior to the January 28, 2010 Board meeting and will be presented at that meeting.

*Bud Hover made a motion to approve the Board amendments to the UCSRB Bylaws. Lee Carlson seconded the motion and all approved.*

Chuck then noted that the next steps include drafting the UCSRB Conflict of Interest Policy in its entirety, a legal review of the Personnel Policies, a legal review of the Operational Policies as well as addressing the issue of registered agent/registered address for the organization. Chuck asked the Board for its approval to proceed as outlined above, and said that a presentation of the legal review of these additional documents will also be presented at a future Board meeting.

*Bud Hover motioned to approve the legal review as outlined in the "Operations Manual for the UCSRB Review at their December 2009 Business Meeting" paper. Mary Hunt seconded the motion and all approved.*

### **3. Transition and Selection of Officers, and Committee Members (Chair Ron Walter and Julie Morgan)**

Julie Morgan and Ron Walter outlined the new Board officers for the 2010 UCSRB calendar year, and asked for the Board's approval of those positions. Julie also said that Bud Hover and Ron Walter are currently on the UCSRB Finance Committee and they will continue to fill those roles in 2010. The UCSRB Executive Committee is now Bill Towey, Mary Hunt, and the Julie Morgan. Chuck Jones suggested including and incorporating the Finance Committee and Executive Committee in the Bylaws at the next annual meeting and the Board agreed.

*Bud Hover made a motion to approve the officers of the Board for the 2010 calendar year with Bill Towey as Chair, Mary Hunt as Vice Chair, and Paul Ward as secretary/treasurer.*

**4. Overview of 2010 (Julie Morgan and Barb Carrillo)  
2010 Holiday Schedule (Carrillo)  
2010 UCSRB Meeting Schedule (Morgan)**

Julie and Barb Carrillo reviewed the UCSRB Employee 2010 Holiday Schedule memo with the Board and asked for its approval. Julie then presented the 2010 UCSRB meeting schedule to the Board and asked for approval. The Board approved both documents.

*Mary Hunt made a motion to approve the UCSRB Employee 2010 Holiday Schedule memo as well as the 2010 UCSRB meeting schedule. Bill Towey seconded the motion and all approved.*

**5. Paperless Meeting Materials Discussion (Chair Ron Walter)**

Due to time constraints, the Paperless Meeting Materials agenda item will be discussed at a future UCSRB meeting.

**Public Questions and Comment**

There were no public comments.

**Adjourn Meeting**

Chair Ron Walter thanked everyone for attending, and adjourned the UCSRB annual business meeting at 12:10 PM.

**Summary of Motions**

*Bud Hover made a motion to approve the Board amendments to the UCSRB Bylaws. Lee Carlson seconded the motion and all approved.*

*Bud Hover motioned to approve the legal review as outlined in the "Operations Manual for the UCSRB Review at their December 2009 Business Meeting" paper. Mary Hunt seconded the motion and all approved.*

*Bud Hover made a motion to approve the officers of the Board for the 2010 calendar year with Bill Towey as Chair, Mary Hunt as Vice Chair, and Paul Ward as secretary/treasurer.*

*Mary Hunt made a motion to approve the UCSRB Employee 2010 Holiday Schedule memo as well as the 2010 UCSRB meeting schedule. Bill Towey seconded the motion and all approved.*

BHC