

MINUTES OF THE EAST CASCADES AUDUBON SOCIETY BOARD OF DIRECTORS MEETING

August 1, 2017

Date and Notice: The Board of Directors meeting was held at 6:00 p.m. on August 1, 2017, at The Environmental Center. All meeting dates for 2017 were established by the Board at its meeting on February 11, 2017, and a notice listing all dates was provided to members. An agenda was provided ahead of the meeting.

Attendance and Quorum: Present were Directors Ken Hashagen, John Brune, Tom Lawler, Terri Hyde, Tom Penpraze, Ted Groszkiewicz, Danielle Lordi and Diana Roberts. A quorum was present throughout the Board meeting.

Reports and Discussion:

1. President Ken Hashagen convened the meeting at 5:55 p.m.
2. The financial reports for June 2017 were distributed electronically on July 29, 2017 to the Board. These reports were discussed by the Treasurer. Dean Hale WP Festival had net income of \$5512. No questions or concerns were raised.
3. As reported at the last meeting Bank of the Cascades was acquired by First Interstate Bank. For the time being we will continue with First Interstate Bank using their Basic Checking account.
4. The original Note appears to be missing for the loan made to the Environmental Center by ECAS predecessor Central Oregon Audubon Society.
5. Three Chip Readers will be purchased by ECAS for use at events such as Annual Meeting and DHWP. Doing this will remove the bank holding funds for 30 days because of swiping cards. This is expected to cost around \$300.
6. Three resolutions were presented by Terri H. for the Board's consideration as follows:
 - I. To transfer all funds held in Calvert Capital Accumulation Fund and Calvert Equity Fund to Vanguard FTSE Social Index Fund.
 - II. Danielle Lordi resigns from the Secretary position and Tom Lawler resigns from the Vice President position. Tom Lawler will fill the remainder of the Secretary position and Danielle Lordi will fill the remainder of the Vice President position.
 - III. That the Central Oregon Environmental Center (COEC) has repaid its \$40,000 loan dated May 15, 2002 from ECAS and the title be conveyed to COEC. ECAS will agree to indemnify Amerititle to allow the reconveyance due to misplaced loan note.

To clarify point III the original note for the loan has been lost. Amerititle will not release the lien without the Note unless ECAS agrees to a 40K indemnification if the Note is ever produced and presented for payment. This is highly unlikely to happen and further assurance that ECAS will not be on-the-hook for 40K is that there would have to be a document transferring the Note to another party and we have found no record of such transfer.

7. July Minutes were approved.
8. Tom L. reported that the original 50 "Poo Screens" have been installed at various sites in Central Oregon. Twenty-five more were ordered (approved by the Board earlier this year) and Teton Raptor Center (the screen vendor) donated 10 more to ECAS. The Board also clarified that the funding for the 25 ordered earlier this year will be Laughrige funds.
9. The Discover Nature Festival will be held on September 23, 2017. The application was sent in. Insurance needs to be paid.
10. Tom P who is now the Board Liaison to the Volunteer Committee will meet with Committee Head within the next couple weeks. Many ECAS projects are in need of volunteers.
11. Eric Kancler attended the meeting in hopes of getting him to fill the vacant Board position. Eric did not wish to be appointed to the position at this meeting but will let the Board President know by the next meeting if he is interested. Eric is interested in helping with conservation and science projects.
12. A meeting was held prior to this Board meeting at 4 p.m. regarding the ECAS Annual Meeting. It was attended by eight ECAS members.
13. Approved a matching grant of \$1500 to Native Bird Care of Sisters, OR now that NBC has met their fund raising goal.
14. Mary Y. has resigned from Fledgling Fun. ECAS owes her \$595. The Board agreed that we will not require her to make a report on Fledgling Fun to collect the owed funds. There is no replacement for a Fledgling Fun leader.
15. Danielle Lordi will lead the search for Volunteer of the Year and Conservationist of the Year.
16. The Board agreed that there will be modifications to the auction at this year's Annual Meeting. It will be much smaller and donations of artwork will be held to a minimum. Raffle ticket prices were also discussed and will likely be modified from last year's price.
17. The Board approved signing on a letter from Portland Audubon regarding the Marbled Murrelet surveys.

18. Ken H., Tom P., and Diana R. will make up the nominating committee. There might be two vacant positions.
19. Diana R. inquired about publicity for the Annual Event. It was suggested by the Board that the event be advertised in The Chatter, COBOL, The Calliope, The Source, The Nugget, and The Bend Bulletin. Food and drink will only be mentioned in ECAS publications.
20. The Board agreed that mileage reimbursements for volunteer projects will be made at the rate of fourteen cents/mile when requested.
21. The three resolutions presented by Terri H. were approved by the Board. The signed resolutions are attached to this document.
22. The meeting was adjourned at 7:52.

These Minutes were prepared by Tom Lawler, Secretary.

RESOLUTION

**EAST CASCADES AUDUBON SOCIETY
BOARD OF DIRECTORS**

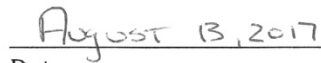
WHEREAS, The Board of Directors of East Cascades Audubon Society has voted to transfer the funds currently held in the Calvert Account # 6067390 to Vanguard funds during 2017 and 2018;

NOW THEREFORE, BE IT RESOLVED THAT:

Terrill Hyde, the Treasurer of East Cascades Audubon Society, is authorized to (1) open a Vanguard Account for East Cascades Audubon Society and (2) take any and all actions necessary to effect the transfer of all funds currently held in the Calvert Capital Accumulation Fund (914) and the Calvert Equity Portfolio (919) portfolios of East Cascades Audubon Society's Calvert Account # 6067390 to the Vanguard FTSE Social Index Fund.



Tom Lawler, Secretary
East Cascades Audubon Society



Date

RESOLUTION

**EAST CASCADES AUDUBON SOCIETY
BOARD OF DIRECTORS**

WHEREAS, Danielle Lordi has resigned as Secretary of East Cascades Audubon Society; and

Whereas, Tom Lawler has resigned as Vice President and has been elected Secretary to serve the remainder of her term; and

Whereas, Danielle Lordi has been elected Vice President to serve the remainder of Tom Lawler's term;


NOW, THEREFORE, BE IT RESOLVED:

The following officers shall have check writing authority with respect to East Cascade Audubon Society's account #10358625, with Bank of the Cascades and its successor First Interstate Bank:

President:	Ken Hashagen
Vice President:	Danielle Lordi
Secretary:	Tom Lawler
Treasurer	Terrill Hyde

AND FURTHER RESOLVED:

That the Secretary and Treasurer of ECAS are authorized to take such actions as necessary to make Terrill Hyde, as Treasurer, and Tom Lawler, as Secretary, authorized signers with respect to ECAS's Calvert investment account # 6067390 and the Vanguard investment account formed with the funds from the Calvert Account.



Tom Lawler, Secretary
East Cascades Audubon Society

August 13, 2017
Date

RESOLUTION

**EAST CASCADES AUDUBON SOCIETY
BOARD OF DIRECTORS**

WHEREAS, the Central Oregon Environmental Center, Inc., has repaid its \$40,000 loan dated May 15, 2002, from East Cascades Audubon Society, together with all interest thereon, and

WHEREAS, Central Oregon Environmental Center, Inc. has requested East Cascades Audubon Society to cancel the note and reconvey to the Central Oregon Environmental Center, Inc., the estate now held by East Cascades Audubon Society pursuant to the deed of trust dated May 15, 2002;

NOW, THEREFORE, BE IT RESOLVED:

The officers of East Cascades Audubon Society are authorized to take any and all actions necessary to reconvey to the Central Oregon Environmental Center, Inc., the estate held pursuant to the deed of trust dated May 15, 2002, including entering into an agreement to indemnify Amerititle, the trustee under the deed of trust, if required to effect the reconveyence.



Tom Lawler, Secretary
East Cascades Audubon Society

August 13, 2017
Date