

MINUTES OF THE EAST CASCADES AUDUBON SOCIETY BOARD OF DIRECTORS MEETING

January 13, 2018

Attendance and Quorum: Present were Directors Ken Hashagen, John Brune, Terri Hyde, Tom Penpraze, Carolyn Rochelle, and Tom Lawler. Not present was Danielle Lordi and Diane Roberts. A quorum was present throughout the Board meeting.

This Board meeting was the ECAS Board's Annual Retreat. The Retreat is usually the first meeting of the calendar year. This all day meeting is used to elect officers, update committee membership, discuss the prior year's goals, and update the Action and Strategic Plans.

Reports and Discussion:

1. President Ken Hashagen convened the meeting at 9:10 a.m.
2. December minutes were approved.
3. Terri Hyde and John Brune distributed, to the Board, the December 2017 (EOY) financial reports and went over details. The balance at EOY was \$216749. Membership and donations totaled \$12497. The DHWP and Annual Event brought in \$10940 (less expenses). Laughrige Grants along with small grants and donations were below 2016 levels.

New Business:

1. Bylaws: The Bylaws were reviewed and a number of changes approved by the Board as follows:
 - Article II, Section 1: Regular ECAS meeting will ordinarily be held on **dates determined by the Board** ~~the third Thursday of each month~~. At least nine regular meetings will be held each calendar year, ~~on dates determined by the Board~~ and communicated to ECAS Members on the ECAS web site in January of each year. Any changes in the date of a regular meeting must be communicated to ECAS members on the ECAS web site at least ten days before the meeting. **A meeting agenda will be provided upon request. Agenda items can be added by contacting the President and/or Secretary.**
 - Article II, Section 2: The Annual Business Meeting of ECAS will be held on **a date and location determined by the Board of Directors**. ~~at a location specified by the Board of Directors~~. If the Annual Business Meeting is held on a date other than the second Saturday of November, notice of date of the Annual Business Meeting must be provided to the membership not less

than thirty days nor more than sixty days before the date of the meeting.

- Article III, Section 2: The Directors are elected for a term of three years, by a majority of the **votes cast by** ECAS Members present at the Annual Business Meeting. Ordinarily, a Director may serve only two full terms. However, if a Board vacancy occurs, a member in good standing can be elected to the Board in order to fill that vacancy and complete the vacant term. That Board member will still be allowed to serve a full two terms beyond the filled vacancy. In addition to the elected Directors, the immediate Past President of ECAS, if his or her Board term has expired, and the Treasurer, if not an elected member of the Board, may serve as members of the Board, without voting privileges.
- Article III, Section 7: There must be at least four regular meetings of the Board of Directors each calendar year, but not more than one regular meeting in any one month. The dates for the regular meetings will be determined by the Board ~~at its first regular meeting following the Annual Business Meeting.~~ Special meetings of the Board may be called by the President or by request of the majority of the elected Directors, provided all members of the Board are given at least ten days prior notice. The President or, in his absence, the Vice President, acts as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board may designate any other currently serving Director to act as Chairman at a meeting.
- Article IV, Section 5: The President directs and administers the affairs of ECAS as its executive head and supervises all phases of its activities, subject to instructions from the Board. The President has an agenda prepared for each Board Meeting and the Annual Business Meeting and ~~ensures that it is posted on the ECAS website no less than seven and no more than thirty days before the meeting~~ **circulates it to the Board prior to the meeting.** The President presides at all meetings of the membership and at all meetings of the Board, and may elect, without limitation, to serve on and attend meetings of any Committee.
- Article IV, Section 8: The Treasurer maintains custody of ECAS's funds and oversees the receipt, disbursement, and budgeting of ECAS funds under guidelines established by the Board. The Treasurer provides the Board with a financial report at each Board meeting; prepares a proposed budget for the coming year for distribution to and approval by the Board at the **December** ~~first Board meeting following the Annual Business~~ **Board** meeting; and provides the NATIONAL SOCIETY with the financial information it requests. The Treasurer is also responsible for filing tax returns and other financial information requested by government.
- Article IV, Section 10: Except as otherwise provided by resolution of the Board, all ECAS checks for ~~\$500~~ **over \$1000** or more must be signed by both the Treasurer, and either the President, Vice President, or Secretary (or, if the office of Secretary has been divided, the

Corresponding or Recording Secretary). Checks for ~~less than \$500~~ **\$1000 or less** are ordinarily signed by the Treasurer, but may be signed by the President, the Vice-President or the Secretary (or, if the office of Secretary has been divided, the Corresponding or Recording Secretary) when requested by the Treasurer). No officer is authorized to sign a check made out to him or herself. All deeds, mortgages, contracts and other instruments affecting the properties and operations of ECAS must be signed by the President and Treasurer or by an officer or employee designated by Board resolution.

2. Terri Hyde was appointed by the Board to a Director position.
3. 2018 Officers: Ken Hashagen, President; Tom Lawler, Vice President; Terri Hyde, Treasurer; John Brune, Assistant Treasurer; Diane Burgess, Secretary. Tom Lawler agreed to act as Assistant Secretary for 2018.
4. New Board members were given handouts and the Board signed required annual documents. 2018 Board meeting dates were reviewed and approved.
5. DLT Hindman Springs \$1000 grant was approved.
6. Annual Event – The Board has agreed to eliminate this event as done in prior years. The Board wishes to move the event to an earlier date and look into other locations. The raffle, silent auction, book sales, t-shirt sales and current food serving will be eliminated. The Board wishes to retain having a speaker (optional), recognition of volunteers and The Year in Review. The Board will provide dessert/cookies, coffee and soft drinks. No alcohol will be served. The event will only be advertised to ECAS members. Non-members can gain entrance by paying a TBD admission fee. Tom P. and Diane B. have agreed to lead the AE committee.
7. ECAS 2018 events were discussed. ECAS will put on/participate in Eagle Watch (Feb 24&25), Earth Day (April 21), DHWF (May 31-June 3), Potluck Picnic (July 19) and Discover Nature Festival (Sept 9). Volunteers are needed for all these events.
8. Tech Soup Needs – We do need software to make an input able PDF.
9. The Board discussed the liability of the Winter Raptor Surveys. The Board would like the Jeff Fleischer to incorporate the Winter Raptor Survey as a 501c3. This would place liability on the Winter Raptor Survey 501c3 and shield ECAS. ECAS would still make its usual grant to the Winter Raptor Survey program. The Board wants this change made by the beginning of the 2018-19 season. ECAS can assist Jeff Fleischer in getting a 501c3 setup. Motion for Winter Raptor Survey program to become its own 501c3 approved by the Board.

10. Trumpeter Swan Grant: \$500, non-Laughrige grant was approved.
11. Snags – Ken brought up that word needs to get out about the need to retain snags. Entire trees are being cut in the area and leaving 8-10 ft snag would be beneficial to wildlife.
12. Sage Grouse – Ken related that Stu Garrett is looking into working with a seed company in Idaho to get an area restored in Oregon.
13. DHWP – Tom P. brought up that the Board has minimal input into this event. The Board does get updates but needs to be more involved in the process. A motion was approved that the Board wishes for the DHWF Committee to discuss raising these fees to cover the cost of eliminating the Annual Event (in its current form). Ken (DHWF Board Liaison), was not in favor). The Board also wants the DHWP Committee to reconsider the picture being used for the 2018 t-shirt and to go back to the prior art work format.
14. Migratory Bird Act Sign on – Approved by Board.
15. 2018 Field Trips – Over a dozen field trips are in the works for 2018. Information will be posted to ECAS website as soon as Tom P. gets trip details from leaders. The Board agreed that ECAS members need to be directly communicated to regarding events and field trips. This can be done via emailing the membership. Eventbrite (event sign up software) will be looked into by Tom L. to allow signup for field trips. Members will get priority for field trip signup. A formal policy will be drawn up by Tom P., Tom L., and Diane B. with input from Judy Merideth.
16. The Board agreed that the Strategic and Action Plans will be reviewed independent of this meeting and will be discussed at the February Board meeting.
17. Meeting adjourned at 4:10.