**FAIR OAKS ROTARY CLUB FOUNDATION**

**Board of Trustees Meeting**

**May 18, 2021**

**Meeting at Hagel Home**

**CALL TO ORDER – Call to order by President Hagel at 6:45 pm**

1. Attending – Bruce Hagel, Shelley Mathews, Dan Smallhouse, Marlow Simonetto, Dennis Dunbar, Nick Broad, , Bonnie McClain, Diana Cralle, Anne Browning, Jake Kurtz
2. Absent – Peter Wick
3. Guests - Vicki Walter, Mazzy Chirwa, Jim Cralle, Alisa Lisagor
4. Roll call of Board – quorum present.
5. Overview of agenda - All approved

**OPENING REMARKS**

President Bruce Hagel welcomed all attendees.

A motion was made by Shelley to approve prior meeting minutes, seconded by Anne, and approved.

**NEW BUSINESS**

* The bylaws will be discussed but not tonight. There will be a group of five Rotarians who will redo the bylaws and MOU later...not an action item tonight. Vicki came tonight to answer any questions.
* Nick will be giving a report and states the purpose of the foundation--- " *a nonprofit public benefit organization to engage in charitable, literacy, educational and humanitarian activities.*
* The article states there are to be up to nine trustees....more than three but less than nine. We have had seven. All trustees on the board are to be voting members....*President, VP, Treasurer, Secretary*, that is 4, plus *3 at large Trustees* and 2 club members, current *Club President and Past president* which is 9. Previously the president elect was a voting members but no longer.
* We now have 4 voting officers: President, Vice President, Treasurer plus Trustees.
* To become a trustee ....A nominating committee is formed by two from the Club and two from the Foundation and they send a name to secretary.
* Section 5.4 term of office: a person may serve an additional year. Vicki shared there is a new rule which allows a person to serve an additional year as president.
* Section 7.4 Insurance. We currently have only General Liability Insurance and do not have Directors and Officers Insurance for errors and omissions. We are asking our current insurance carrier, Bob Crouse Insurance Services for a quote.
* There is no section on how to amend the bylaws. Now using Article 10 amendment by having a 2/3 vote of trustees; approved in 2016. Committee is in process of upgrading bylaws. Then must do the MOU.
* Beth Wilcoxen and Fred Rowe read the bylaws and then Vicki clarified it to make sure compliant. Nick said if you have a suggestion or change to contact Nick and he will contact Beth, Fred, Ralph and Vicki.
* Dan said we will send "Article of Corporation" to state of California. The By-law committee will present final version to be voted on, then the secretary sends to various people for approval.

**ELECTION**

* The nominee for Treasurer, Alisa Lisagor, was introduced and shared some of her experiences. She moved to the USA in 2014, was in property management then went back to banking as a personal banker. She received her BA Degree in Informational Management from Moldova State Univ in 2008.
* Shelley asked what the current requirements are for the treasurer...They must be a current member in good standing. Marlow asked if the current data and records will be shared for the new set up. It is on Quickbooks which will need to be loaded onto her computer.
* Dan will help with the training of the new treasurer. Tax returns will need to be done by October 15.
* A question asking Alisa what drew her to Rotary… they have no family here and she wants to get more involved in community. Diana shared about working with her, sharing that Alisa has a lot of integrity, is not flaky and willing to learn. Her boss raved about her, and they were willing to pay for her membership.

**Election of trustees**

* Bruce and Bonnie discussed the At Large Trustees positions with 6 candidates and 3 positions. The two top names, Alida Bray & Jim Cralle, were unanimously recommended by nominating committee and Anne Browning was also chosen. Bob Vogel, Nancy Regan, Bruce Vincent and Susan Arguelles were prospective candidates. We decided not to have a secret ballot; cannot bundle all your votes for one person.
* Bruce discussed this election process with a fellow election law attorney. Bruce thanked Nick for the nominations. Discussion followed about nominations, elections.
* Nominating committee was Mike Maddox, Nick, Karen Romines & Anne Browning.
* Bruce shared the process to be used tonight. We have 7 candidates for 3 positions. Every trustee will vote while secretary tabulates the vote. Vote showed the top 3 candidates for Trustee at Large were: Alida Bray, Anne Browning and Jim Cralle.
* Bonnie is nominated as Secretary / Trustee per bylaws.
* **MOTION** was made to adopt the Secretary as a *voting trustee* once the bylaws are approved. The motion was *withdrawn* until bylaws are rewritten.
* **Motion** made to elect Nick as President, all approved. **Motion** made to elect Marlow as Vice President, all approved. **Motion** made to elect Alisa as Treasurer, all approved.
* Election results are Nick Broad as President, Marlow Simonetto as Vice President, Alisa Lisagor as Treasurer, all unopposed.
* The top 3 candidates for Trustee are: Alida Bray, Jim Cralle & Ann Browning.

**STUDENT AWARDS**

Seven applications from Bella Vista, one from Meraki and none from Del Campo. Totaling $8,000. Dennis wrote a $1,000 check from Club for Meraki which needs to be reimbursed by Foundation.

**MOTION** made to ratify decision to make payments to the seven at BV & one at Meraki. All approved. Peter Wick will make payments from the Restricted Funds

**BIG DAY OF GIVING**

Nick reported that $7000 was earned from 38 contributors; this should come in mid-June. Money will go to the foundation general fund, then to the next club president’s budget for the year. A big thanks to Bruce Vincent for set up and verifications.

**VIP BONUS REWARDS**

Jake reported we had some bad cards that had to be replaced. We are back on as of next Monday until June 14. We sold $1585 worth of cards. The outlay was $2500 so we’re close to breaking even. The goal was initially $5000 but now the goal is $4000. Some people don't know what team they are on.

**FINANCIAL REPORTS**

* Regarding the letter from The Rotary Club of Fair Oaks requesting a financial report from the Foundation, Bruce requested authorization extending the reply to June 15. Discussion followed. The Foundation is unable to provide the information needed at this time and will respond when the information is available.
* Foundation Checking account balance is $18,806 after $1,540 expenditure for cards. $8,000 from interest earned on restricted funds which will be spent on Senior Awards
* Diana requested a check for $15,000 payable to the Orangevale Fair Oaks Food Bank for the two District Grants approved earlier in the year. $10,000 for the food bank structure and $5,000 for food purchased and distributed during the year.
* MOTION: pay $10,000 for Fair Oaks/Orangevale Food Bank structure....seconded by Anne, approved by all. ($5,000 will come back from District)
* MOTION: pay $5,000 to Food Bank for the Friday food program. ($2,500 will be presented by District)… second by Anne, all approved.
* Bonnie to send information & amounts to Peter Wick.
* Crab feed-- see flyer/memo from 2017. Discussion of Treasurer’s role.
* Recommended the Foundation should present a Paul Harris award after 14 years as Treasurer, Peter Wick.

**DATE & PLACE OF THE NEXT MEETING:** Thursday, June 24, 2021, 6 pm Zoom.

**ADJOURN –** 7:45 pm

Respectfully submitted, Bonnie McClain,
Foundation Secretary