

**Board of Directors Meeting
Minutes**

Meeting Date: October 12, 2022

Meeting Location: ZOOM

Meeting Attendees: Lisa Bishop, Governor, Scott Marcin, Governor Elect, Wally Ochterski, Past Governor, Pene Hutton, Executive Secretary and Board Member at Large, Rino Bidenti Board Member at Large.

Absent: Anne Bermingham, IPDG, Dave Alexander, DGN, Frank Adamson, Vice Governor (non-voting member)

Call to Order by Governor Lisa at 12:08 pm with a welcome.

Announcement by Governor Lisa that PDG Reg is chairing the Nominating Committee for 2022 – 23 because PDG Bob Artis is in bereavement, The search for the next DGND has started. Also announced that Reg Madison, Chair, and the Finance Committee approved the audit and is recommending acceptance by the Board of Directors.

Simple majority quorum established.

I. Minutes of July 13, 2022.

WALLY OCHTERSKI MOVED TO APPROVE THE MINUTES OF THE JULY 13, 2022, SECONDED BY RINO BIDENTI. MOTION CARRIED UNANIMOUSLY.

II. Audited Financial Statements – fiscal year ended June 30, 2022.

MOTION TO ACCEPT THE RECOMMENDATION OF REG MADISON, CHAIR, AND THE FINANCE COMMITTEE TO ACCEPT THE AUDIT BY WALLY OCHTERSKI; SECONDED BY SCOTT MARCIN. MOTION CARRIED UNANIMOUSLY.

Governor Lisa thanked Pene for her work with the auditor in preparing the statements. Pene will be sending the audit out to the member clubs 30 days in advance of the Annual General Business Meeting on November 14, 2022, 6:30pm on Zoom.

III. District Council Minutes of September 10, 2022.

MOTION TO ACCEPT THE MINUTES OF THE DISTRICT COUNCIL MEETING BY RINO BIDENTI; SECONDED BY SCOTT MARCIN. MOTION CARRIED UNANIMOUSLY.

IV. Board Consideration of adding Directors (treasurer and executive secretary).

Both Pene Hutton and Scott Marcin who were tasked from the July board meeting with reviewing the legal documents – bylaws and MOP to see if there was any reason not to add more members. Both concluded the documents allow the increase with minimal change to documentation. Lawyer for the incorporation (Arnie Zelman) was contacted by Pene and he opined that there was no reason not to add the corporate secretary and treasurer to the board if desired, but that at present they are not voting members by their corporate position. Pene is a voting member but not because of the role.

MOTION TO CHANGE THE BOARD SIZE FROM 7 TO 9 MEMBERS TO POSSIBLY INCLUDE THE OFFICERS OF THE CORPORATION BY RINO BIDENTI; SECONDED BY WALLY OCHTERSKI. MOTION CARRIED UNANIMOUSLY.

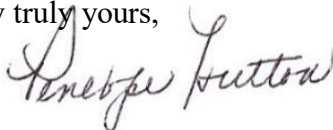
More discussion on this will be held at the next board meeting. Some of the comments included – the treasurer is an important role in the organization and all concluded they would like to have him at the meetings. Also noted is that while we had a quorum for today’s meeting, the size was relatively small (5 members) and that a board of 9 would result in a larger population for decisioning.

V. AGM Discussion. Content of meeting to include:

- Vote by the members on the Audit
- Vote by the members as to accepting the recommendation of the Nominating Committee of the 3 new board members that will take office July 1, 2023
- Resolution to ratify the Manual of Policies updated in March 2022
- Resolution to ratify the actions of DG Anne Bermingham, the District Council and the Board of Directors during year of service July 1, 2021 - June 30, 2022.

VI. MOTION TO ADJOURN THE MEETING AT 12:57 PM BY SCOTT MARCIN; SECONDED BY RINO BIDENTI. MOTION CARRIED.

Very truly yours,



Penelope Hutton
Corporate Executive Secretary
Rotary International District 7090, Inc.

Attachments:

- Meeting Agenda
- Meeting Minutes of July 13, 2022
- Meeting Minutes of District Council September 10, 2022
- Audited Financial Statements for fiscal year ending June 30, 2022