

**Board of Directors
Special Meeting
May 10, 2017**

A special meeting of the Board was called to order by Wayne Pauli, at 8:15 am.

Those present are as follows: Wayne Pauli – President, Kathy Payne – Vice President, Elmer Pritchard – Membership Secretary, Bob McCormick – Treasurer, Tom Kinnison – Secretary (via phone) and Tim Schnabel – Resort Manager.

SPECIAL MEETING OF THE BOARD

- The BOD has a resolution to have a vote to allow members to vote on Articles of Corporation.
- Tom Kinnison made a motion to discuss the Vote of Membership. The 2nd was given by Bob McCormick.
- Discussion:
 - Will BOD go with what the membership decides, or will the BOD over-ride the vote?
 - Tim stated that a specific number is needed for approval of 10% of the membership
 - Bob stated that the BOD should go with what the membership votes.
 - Pg. 4 “Director may be removed with just cause.....notwithstanding...” This was pointed out by Bob as being a point of contention.
 - Tom mentioned that the wording isn’t a concern and that it may be unlikely that a vote to remove a BOD member would happen.
 - Wayne read the resolution as follows, *“Be it resolved that the board of directors at a special meeting held May 10, 2017 approved the voting of all members in good standing of Hart Rach Camping Resort for the purpose of voting on amendments to the corporate Articles of Incorporation and corporate By-Laws. The proposed amendments shall be adopted upon receiving a majority of the votes cast by members. Voting to take place by mail, or in person at Hart Ranch Camping Resort.”*

Motion by: Kinnison

Seconded by: McCormick

By a roll call vote the following members voted aye: Pauli, McCormick, Pritchard, Payne, and Kinnison

The following members voted nay: None

Motion carried unanimously

Those in favor – Elmer – Yes, Bob – Yes, Kathy – Yes, Tom – Yes, Wayne – Yes

- Wayne asked the BOD members to send him name of those (couples) who could be asked to do the opening and counting of ballots. These folks should be those who are staying in the Resort at the time of counting.

A motion to adjourn the Special Meeting was made by Elmer Prichard and a 2nd was given by Kathy Payne.

Motion Carried.