

## **Resolution Regarding the Agenda for Meetings of the Board of Directors**

### **Authority And Purpose For The Resolution**

**WHEREAS**, the Upper Little Warm Spring Association ("ULWSA") is a Wyoming Non-Profit Corporation duly organized and existing under the laws of the State of Wyoming; and

**WHEREAS**, the ULWSA Bylaws Article II, Section 3 provides for the Regular Meetings of the Board of Directors ("the Board") of the ULWSA; and

**WHEREAS**, the Board recognizes its responsibility to fairly and equitably govern the ULWSA on behalf of all Owner/Members of the ULWSA; and

**WHEREAS**, the Board seeks to assure accessibility and openness with the Owner/Members of the ULWSA; and

**WHEREAS**, the Board recognizes the value in a consistent and orderly agenda for regular meetings of the Board.

### **Now, Therefore, Let It Be Resolved:**

The following process will be used for the creation of and the distribution of the agendas for board of directors meetings and owners meetings:

1. Directors seeking to add new Resolutions for Consideration to the agenda of the next regular meeting of the Board shall notify the President and Secretary at least three (3) calendar days prior to a scheduled regular meeting of the Board, and should include details, supporting materials and/or exhibits sufficient to clarify the intended agenda item.
2. Directors are encouraged to circulate their agenda items to and between other members of the Board prior to formal submission for agenda inclusion so as to engage in discussion and refinement of items prior to distribution.
3. The Secretary shall, with approval of the President, release the agenda and relevant supporting materials to the Owners two (2) calendar days prior to every regular meeting of the Board.
4. If a matter merits handling as an emergency and requiring of a Special Meeting of the Board, as defined in the ULWSA Bylaws, Article II, Section 4, the President must document why the action was considered an emergency sufficient to justify the Special Meeting and include the explanation in the minutes.
5. If an owner seeks to place an item on the agenda without being sponsored by a Director, it must be co-sponsored by at least six unique Owners (one representative per lot(s) with common ownership).
6. Owners have the right to be present at any and all regular meetings of the Board, except upon a successful Point of Order motion/ruling to eject an owner for disruptive behavior.

The Agenda for all regular meetings of the Board shall follow this outline:

1. Call to Order
2. Certification of a Quorum
3. Welcome and Opening Comments by the Presiding Officer
4. Review/Revision and Approval of the Minutes of the previous meeting
5. Owner Presentations
  - (a) Any Owner (no more than one representative per lot(s) with common ownership) who is present may speak for up to three (3) minutes on any topic relevant to their membership in the ULWSA.
  - (b) The Owner recognized to speak will be allowed to speak without interruption, until their time expires.

(c) The Owner may supply up to three written bullet points of their topics, concerns or questions to the Secretary following their speaking time and those points shall be included by referenced attachment into the Minutes as member feedback.

6. Officer Reports

(a) President's Report

i. The President shall report the Board as to the highlights of his or her relevant activities since the previous meeting.

(b) Treasurer's Report

i. General Ledger

ii. Balance Sheet

iii. Investment Performance

(c) Other Officer Reports

7. Director Committee Reports

8. Standing Committee Reports

9. Special Committee Reports

10. Old Business

11. New Business

12. Prescheduled Presentations

13. Set Next Meeting Date, Time and Location

14. Adjourn to Executive Committee (if needed)

15. Adjournment

**Vote by the Board of Directors**

Director	Motion By	Seconded	Yea (Yes)	Nay (No)	Abstain	Absent
Eriks Goodwin			✓			
Larry Wilke	✓		✓			
Peter Tattersall			✓			
Mark Hirschberger			✓			
Gail Rae		✓	✓			

**This Resolution, as a result of the actions of the Board of Directors, is hereby:**

         **Failed**  
 for lack of a second to the  
 motion

         **Rejected**  
 for lack of majority vote to  
 support

✓ **Adopted**  
 by a majority vote of the  
 Board and hereby enacted

Given under my hand, this 2nd day of September, 2021 CE

BY: Eriks Goodwin  
 Eriks Goodwin, President

ATTESTED: Gail Rae  
 Gail Rae, Secretary

