

Special Membership Committee Meeting

December 19, 2022

7:00 PM – 8:10 PM

Committee Members Present: Al Westlund (Committee Chair), Marlin Sanvick, Maryhelen Westlund, Jason Hohenstein, Bonnie Harvey, Dennis Dahlblom, Nick Hanna, Jon Jones, Trudy Kjenstad, Mel Neuberger, Diana Saenger, Marlin Sanvick, George Fletcher (Ex-Officio)

Note from Al: I forgot to mention at the meeting that Karen Sivanich had requested to be removed from the committee due to scheduling conflicts.

- Introductions
 - Committee members introduced themselves.
- Committee Meeting Conduct
 - Respectful conduct and conversation.
 - One person talks at a time.
 - Respect everyone's opinion.
 - Wait for your turn to speak – don't interrupt.
- Committee Meeting details – note taker, meeting end time, next meeting date, etc.
 - End time – 1 hour – 8 pm
 - Monday, December 26 at 7 pm
- Purpose of the Committee Meeting(s):
 - Develop a detailed plan for conducting the Special Membership Meeting by Ballot that has been called by members. The plan will be recommended to the CLCSC Board of Directors at a special Board of Directors meeting prior to the January 2023 Board of Directors meeting or at the January 2023 Board of Directors meeting.
- Project deadlines:
 - January 9, 2023 – January Board of Directors meeting.
 - ~January 23, 2023 – Last day to mail meeting notices to members.
 - ~January 25, 2023 – Membership list must be available.
 - January 27, 2023 – Last day for members to receive meeting notice.
 - February 6, 2023 – Vote completed.
- Record Date to determine eligibility to vote
 - November 1, 2022 is the date agreed on.
- Membership List
 - Must be available for inspection by members eligible to notice and to vote beginning two days after the meeting notice is given and continuing through the meeting, and must be available at the meeting.
 - Must contain name, address and number of votes each member is entitled to vote at the meeting.
 - This can easily be compiled using the information in our membership files.

- Ballot
 - Based on the call for the special membership meeting - three questions need to be on the ballot:
 - Should the current President, George Fletcher be removed from office?
 - Should George Fletcher be banned from future board positions for two years?
 - Should the current Treasurer, Al Westlund be installed as President/Treasurer until the President position is filled?
 - There was discussion around second and third questions being dependent on the outcome of the vote on first question.
 - There was much discussion around the third question and whether or not it is valid because it seems to be in conflict with the by-laws, and if it isn't valid does it invalidate the entire call for a meeting.
 - There was also much discussion around whether or not the board of directors has the authority to decide whether to move forward with this call for a meeting or not.
 - It was determined that we will need to get a legal opinion. Al will draft some questions to be used to help us get a legal opinion and will send them out to the committee members.
- Mail-in Ballot vs. In-Person Meeting
 - This question can't be answered without a legal opinion.
 - If needed, the accounting firm we use for our annual tax preparation and financial audit will collect and tally votes for a fee of \$500.
- Meeting notice and ballot questions will need to be developed.

Meeting adjourned at 8:10 PM.

Please review:

Draft of questions for legal opinion:

- Does the board of directors have the authority to determine whether or not to conduct a special membership meeting if it is called for per the by-laws?
- If a "special membership meeting by ballot" is called for, can the meeting be held in person rather than by mailing ballots to all members?
- The by-laws states the Vice President assumes the duties of the President in the absence of the President. In the call for a special membership meeting there are three items and the third item has the Treasurer replacing the President until the position is filled. Is the item in the call for a special membership meeting valid? If not, does it invalidate the entire call for a special membership meeting?
- Is it possible to move out the meeting date deadline that is required for the meeting in the MN Statute 317A.433 Subd. 2?