

Foundation Minutes:

CALIFORNIA STATE GRANGE FOUNDATION

Minutes from October 13, 2019

California State Grange Foundation

First meeting of the California Grange Foundation was called to order by Director, Kent Westwood on October 13, 2019, during a recess of the 144th Annual Session of the California State Grange.

Item for discussion is the adoption of the By-Laws

Jeff Skinner, attorney for the State Grange, was asked to talk about the By-Laws for the Foundation and why they were written. He advised the members that during the lawsuits there were some areas of the previous by-laws which were not as clear as they could be. Using that premise, these by-laws were written to make sure that situation did not happen again.

It was noted by Bill Booth that the fiscal year had a typo – it was accepted by the members to correct the fiscal year to January 1 to December 31.

It was moved by Martha Stefenoni to adopt the By-laws of the California State Grange Foundation as presented. Seconded. Discussion.

It was moved by Steven Hood to amend Article 3 (Members). By changing "Master/Spouse to "Two selected representatives". Seconded. Debate. Motion carried. Amendment adopted.

It was moved by Katie Squire to remove the word "Seven (7) on page 2, Article 4, Section 1. Seconded. Discussion. Extensive discussion. Determined it will be necessary to change the resolution passed during the State Session to add the Treasurer, Christina Webster, to the Articles of Incorporation. Katie withdrew her motion and the second also withdrew.

Question posed to Jeff Skinner Article 10 – Amendments – is there a specific method to amend the by-laws. Jeff recommended the same format be used as the State Grange, except any resolutions would be directed to the State Grange Foundation and acted upon during the Foundation meeting.

Paul Hyland called for the Previous Question. Seconded. Withdrawn by the maker.

It was moved by Rachel Britten to amend the Objectives by adding to additional points:

(g) preservation of farmland

(h) support and encouragement of existing, as well as, beginning farmers and ranchers.

Seconded. No discussion. Vote taken. Motion carried. Amendment carried.

By-Laws as amended on the floor.

It was moved by Rachel Britten to amend to strike Bob Clouse and add William Shaw as the original director and to add Christina Webster. Seconded. Vote taken. Motion carried. Amendment adopted.

It was moved by Bill Booth to amend at Section 4 page 3, after Vice-President add Secretary, Treasurer and strike 5 and change to 3. This aligns with the current Board of Directors for the State Grange. Seconded. Vote taken. Motion carried. Amendment adopted.

By-Laws as amended on the floor.

It was moved by Paul Hyland to call for the Previous Question. Seconded. Motion carried. Debate closed.

By-Laws as amended on the floor. Vote taken. Motion carried. By-Laws of the California State Grange Foundation are adopted.

Foundation meeting was recessed for the purpose of developing a resolution for the procedure to elect Board members. Brother Kent appoint the committee to write resolution for election of officers. Erica Kroesen, Rachel Britten, Jini Reynolds & Steven Hood.

Foundation meeting is recessed until after opening of the Grange on Tuesday morning, October 14, 2019

Minutes from October 14, 2019 Foundation meeting recalled from Recess.

Meeting was called to order during recess of the 144th Annual Session of the California State Grange.

Time certain item resolution:

Election of Additional Directors Resolution was read by Steven Hood.

It was moved by Steven to adopt the resolution. Seconded

It was moved by Christina Webster to amend the resolution to add "Cast" before "votes". Seconded. Vote taken. Motion carried. Resolution as amended on the floor.

It was moved by Lillian Booth to change "More than 25%" to "a simple majority". Seconded. Discussion. Vote taken. Motion carried. Resolution as amended on the floor.

It was moved by Vince Scholten to add that "the two with the top numbers will be the bottom numbers". Seconded. Discussion. Vince withdrew his amendment.

Resolution as amended on the floor for action. Discussion. Vote taken. Motion carried. Resolution as amended adopted.

Election of additional directors for the Foundation.

Nominations were held.

Steven Hood	Kings County
Chad Smith	Trinity County
Buzz Chernoff	El Dorado County
Bill Booth	Butte County
Katie Squire	Kings County
Lanny Cotler	Mendocino County
Bob Canclini	Mendocino County
Rachel Britten	Mendocino County

Nominations are closed.

Paper ballots were passed to the delegates. Votes were cast.

Election results read by Election Chairman Frank Nichols. 45 votes cast. 23 to elect.

Steven Hood	24	declared elected
Chad Smith	20	
Buzz Chernoff	21	
Bill Booth	27	declared elected
Katie Squire	26	declared elected
Lanny Cotler	9	
Bob Canclini	17	
Rachel Britten	33	declared elected

Martha Stefenoni moved to close the Foundation meeting. Seconded. Vote taken. Foundation meeting is closed.

FOUNDATION RESOLUTIONS ADOPTED:

**CALIFORNIA STATE GRANGE FOUNDATION RESOLUTION: ELECTION OF
ADDITIONAL DIRECTORS**

Be it

RESOLVED That California State Grange Foundation members (as defined in ARTICLE 3 of the bylaws) elect four additional board members from the general membership at the 2019 annual meeting of the California State Grange Foundation. And be it further

RESOLVED That these elections take place through a paper balloting process to proceed as follows:

“Nominations will be made on the meeting floor. All candidates will then be added to the same paper ballot. Delegates will have the opportunity to cast votes for up to four candidates. The top four candidates with a simple majority of possible votes are duly elected.”

And be it further

RESOLVED That foundation directors elected in this manner shall not be already serving on the board of directors of the California State Grange Foundation. And, be it further

RESOLVED At the first board meeting following elections, the board of directors will elect one of the directors to serve as the Chairman of the California State Grange Foundation for the duration of his or her term.