

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF HOOD RIVER WATERSHED GROUP

The Board of Directors met on June 27, 2022.

The meeting was held over Zoom.

The meeting was called by the Board of Directors and the Incorporator.

The notice for the meeting was given more than two days in advance by phone or in person or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were Charles Gehling, Ryan Gerstenberger, Sam Doak, Chuti Fiedler, and Greg Short.

The director absent for the meeting was Les Perkins.

The other persons present at the meeting were Cynthia (Cindy) Thieman, Alex Danielsen, and Stephanie J. Dolan, legal counsel.

A Quorum was present because there are currently six directors on the Board and five of them were present at this meeting.

The Incorporator appointed Charles Gehling, Ryan Gerstenberger, Sam Doak, Les Perkins, Chuti Fiedler, and Greg Short to be the initial Directors of the organization. Unless they resign or are removed from office, they shall serve as Directors until their successors are properly elected.

I BOARD RESOLUTIONS AND ACTIONS

1. Minutes to Previous Meeting: No minutes of a previous meeting were adopted.
2. Election of Officers: The Board discussed the nomination and election of officers. The following motion was made, seconded, and passed:

RESOLVED to elect the following officers with terms of office beginning immediately and lasting until their successors are properly elected.

President / Chair	Charles (Chuck) Gehling
Vice President	Ryan Gerstenberger
Secretary	Sam Doak
Treasurer	Les Perkins

3. The Executive Director: The Board discussed the appointment of the Executive Director for Hood River Watershed Group. The following motion was made, seconded, and passed:

RESOLVED that the corporation shall appoint Cynthia (Cindy) Thieman to be the Executive Director. The initial compensation, as of July 1, 2022 will be \$59,068 annually, plus 3% IRA contribution.

4. Depositing Funds and Signing Checks: The following motion was made, seconded and passed:

RESOLVED that the corporation will open and maintain accounts and deposit all funds into these accounts at US Bank, and

RESOLVED that all checks drawn on the bank account of the corporation be signed by Charles (Chuck) Gehling or Cynthia (Cindy) Thieman.

RESOLVED to authorize the account signers or corporate officers to execute any documents or forms required by the bank to open or operate the bank account authorized by the Board of Directors in this resolution.

5. Bylaws: Proposed bylaws were presented at the meeting and discussed. The following motion was made, seconded, and passed:

RESOLVED to adopt the bylaws presented, discussed, and revised at this meeting. The secretary is directed to certify the bylaws and place them in the Corporate Minutes Books.

6. Authority to Sign Contracts on Behalf of Corporation: The following motion was made, seconded, and passed:

RESOLVED that all small and ordinary contracts and agreements necessary for the daily operation of the corporation may be signed on behalf of the corporation by the Executive Director.

7. Continuing Authority To Purchase Office Supplies and Services: The following motion was made, seconded, and passed:

RESOLVED that the officers or executive director of the corporation are instructed to acquire any small and ordinary office supplies and services necessary to keep financial and corporate records and operate an office for the corporation, and they are authorized to expend the funds necessary and appropriate for this purpose up to \$3,000.00.

