

# **Linea de Fuego**

## **Board of Directors Meeting**

**May 23, 2009**

### **Call to order:**

A meeting of the Board of Directors was called to order at the Pala Range by Craig Bowles at 1308.

### **Present:**

Board members present were Paul Freitas, Jim Buccellato, Andrew Rumberger and Craig Bowles. Jeff Gross had given his proxy regarding Articles III, IV and XIV.

### **Old Business:**

#### **LDF Bylaws**

Discussion was made about the restatement of the Bylaws with the intent to approve a draft of bylaws to be sent to the attorney to be reviewed and restated in accordance with current CA law for Mutual Benefit Corporations.

It was agreed Article I was edited to delete Sportsman Association.

It was agreed Article II was acceptable.

Discussion was made about Article III and the inclusion of the Trophy Chase criteria and slot distribution. A motion was made by Craig Bowles and seconded by Paul Freitas to accept Article III as written; Motion passed.

Discussion was made about Article IV, Section 4.8 and the necessary number of members needed to call for a special meeting. It was agreed to edit this requirement to read one third (1/3) of the members.

Discussion was made about Section 4.11.b.) about whether to allow cumulative voting. A motion was made by Craig Bowles and seconded by Paul Freitas to accept Section 4.11.b.) as written; Motion passed.

Discussion was made about Section 4.11.c.) about the necessary number of members needed for a Quorum. It was decided to have this required number remain as written, fifty percent (50%).

Discussion was made about Article V, Section 5.4 a.) regarding the nomination process. The suggestion was to have more specifics included in the bylaws rather than a broad and general authorization as written. It was decided to allow the legal review to state whether specifically nominations for elected positions are a required choice from the California Corporate Code.

Discussion was made about Article V, Section 5.11 regarding the notification to the Members of Director's meetings. It was decided to publish on the web site or communicate with email the announcement of Director's meetings to the Members.

Discussion was made about Article XIV, Section regarding the necessary number of Directors needed to amend the Bylaws or Articles of Incorporation. It was decided to edit the required number to be a majority of Directors.

All other unnamed Articles remain as written for legal review.

**New Business:**

None:

**Adjournment:**

Motion to adjourn the meeting was made, seconded and approved at 1419.

**Approval of Minutes:**

The minutes from the BOD meeting May 23, 2009 were reviewed and approved.

Respectfully Submitted,

Craig Bowles, Secretary