

President Anderson called on Naturalist Rita Phillips to review the list of Naturalist comments and concerns and she explained that all comments were presented in a neutral, informational approach and that several would require further comment and explanation. Rita explained that approximately 25 Naturalists had responded to President Anderson's request. She said the results were divided into three (3) topics, including: Board Procedures, Finances, and Communication (NOTE: Copies of Rita's summary sheet listing comments in each of the 3 topics. See attachment).

President Anderson proposed responding to as many of the remarks as were answerable without research or further study. The discussion touched upon the following topics:

Board Procedures:

- A. By laws reference on web site: Vice President Keating indicated that the By-law's were on the web site and an update would be addressed by a Board sub-committee. Director Bryant indicated that at present the by laws were difficult to find without some extended search.
- B. Organization Logo: Executive Director Mallett indicated that the Logo was being updated and he would put in a link for those persons who wished to follow the development process.
- C. Type of Board: Policy v. Working Board. President Anderson indicated that this Board was a working Board with acknowledged areas of responsibility and duties. Director Bryant distinguished this Board from a City Council Board with very clear but different duties.
- D. Standing Rules – Board Policy Manual: President Anderson indicated that an Ad Hoc Committee had been appointed to address and update where necessary the Standards, Oversight, Financial and Legal issues related to the Board. No Board action had yet been taken. Board member Lam requested that the Naturalist present as well as others would be called upon to add comments and direction as the process continued.
- E. Board Members as Naturalist: Vice President Keating indicated that there were discussions reflective of Board members becoming Naturalist as a requirement for serving on the Board. He indicated that discussions were on going relative to the Associate Naturalist and fully trained Naturalist and that the upcoming retreat should offer some guidance in this effort. Executive Director Mallett referred to his own work in exploring a restructuring that would allow variation related to the Boards interest.

As the time allocated to this discussion item had run out, President Anderson deferred remaining questions to the open meeting planned in January, and moved to the second agenda item: Election of Officers.

2. Election of Officers:

President Anderson briefly discussed the dilemma resulting from the resignation of the Immediate Past President. Referring to the 2005 Bylaws, he stated the

officers consist of President, Vice-President, Secretary, Treasurer and Immediate Past President. He also stated the Bylaws allow only 10 members in addition to the 5 officers. Since the Immediate Past President had resigned, it created a situation where either one of the 15 Board members would need to step down, or the Board would need to create a temporary officer position to fill the important position of Board Development Committee Chair. Vice-President Keating had provided his suggested motion to resolve this issue to the Board prior to the meeting. At this time, he presented his motion: "I move the Board approve establishing a temporary Officer position of "Board Development Chair" and that a full board complement of up to 15 members be effective for 2011 only. This motion includes a commitment to our Naturalist Membership to amend the 2005 Bylaws regarding the situation that occurs when an Immediate Past President is unavailable for Board service. The revised Bylaws will be presented to the NBC membership for approval no later than March 31 at a specially called General Meeting". The motion was seconded by Director Krotee with all votes favoring the motion.

President Anderson called for nominations from the Board to fill the positions of President, Vice President, Treasurer and Secretary for the 2011-year.

President:

1. Steve Bender, nominated by Kristine Simon, seconded by Lawrence Jones
2. Blake Anderson, nominated by Jack Keating, seconded by Howard Cork

Nominations were closed by vote.

The votes were counted by the Executive Director and he announced that Steve Bender was elected to the Presidency for the 2011 year.

Vice-President:

1. Peter Bryant, nominated by Steve Bender and seconded by Cathy Lam.
2. Jack Keating, nominated by Krista Sloniowski and seconded by Blake Anderson

Nominations were closed by vote.

The votes were counted by the Executive Director and he announced that Peter Bryant was elected Vice President for the 2011 year.

Treasurer:

1. Don Krotee was nominated by Mike Wellborn and seconded by Krista Sloniowski.

2. Lawrence Jones was nominated by Kristine Simon and seconded by Richard Wang.

Nominations were closed by vote.

The votes were counted by the Executive Director and he announced that Lawrence Jones was elected Treasurer for the 2011 year.

Secretary:

1. Howard Cork was nominated by Steve Bender and seconded by Cathy Lam.
2. Krista Sloniowski was nominated by Howard Cork and seconded by Cathy Lam.

Nominations were closed by vote.

The votes were counted by the Executive Director and he announced that Howard Cork was elected Secretary for the 2011 year.

President Anderson congratulated all elected officers of the Board, and confirmed their willingness to serve for 2011.

The position of Board Development Officer was deferred for Board discussion at the January 2011 meeting.

In the remaining time, the Board members offered various comments reflective of regional issues, City activities and Board duties. A Naturalist member strongly recommended that the Board secure the services of an attorney to review the Committee work on By-Laws and such. All present agreed.

The meeting was adjourned at 5:54 p.m.

Respectfully Submitted
Jerry King, Secretary

Approved at the February 16, 2011 Board Meeting