

SPECIAL MEMBERSHIP MEETING, August 18, 2014

While awaiting the trustee to get court approval of their settlement (get-out-of bankruptcy) plan, the bankruptcy judge approved the three board members whose terms had neither expired, nor resigned, to conduct a Special Membership Meeting and the election for the 2015 board of governors. These three are Allen Bozek, John Hart, and Fran Menzel.

Notice of today's special meeting was posted at the club on July 18, 2014. Proxies were mailed on Aug 1, 2014 to all members not accepting of email.

Allen Bozek conducted the meeting, starting at 11:35AM, first explaining the reason(s) for downsizing the size of future boards, to less than 12 people, effective in 2015.

As noted in FL Statute 617, he stated that three is the minimum number for a board. He polled the 67 attendees, and then added in the 142 proxies. The required majority of the quorum was reached and the size of the new board, effective 2015, will be 9 members (see page three).

Once the settlement plan is approved, the necessary paperwork will be filed with the State of Florida changing the club's articles of incorporation from 12 to 9 Governors.

The next discussion was on how to stagger the terms of the 2015 nine member Board as required by our by-laws. After discussion, Carol Herigodt made the following motion, seconded by Charlotte Engleman, and unanimously approved by the 67 attendees. The motion:

“Each member will vote for six (6) candidates. The top three (3)

vote getters in the 2015 election will serve a three (3) year term ending in 2017, the second three will serve a two (2) year term ending in 2016, and the next three will serve a one (1) year term ending in 2015. The three candidates serving the one year term will fill the three vacant slots that resulted from the resignation of the three board members who were elected in 2012.” The new Board, per our current by-laws, may appoint a successor Governor(s) if the candidate list for the 2015 elections is less than nine.

The next discussion was the appointment of a nominating committee for the 2014 elections. Adhering to the current by-laws as best we could, Allen Bozek appointed John Hart as chair of the committee. Three additional members were solicited from the membership at large. The three volunteers are Drita Balentine, Carey Brown, and Diann Kirsch. All members interested in running for the 2015 board should submit a short bio to one of the committee members by the first week of October.

The meeting was opened up to membership concerns, for which there were three. The first was “could the club’s by-laws be amended to include someone running for the board if that person has a contractual agreement with the club”. Allen Bozek noted that Florida Statute 617.0832, Directors Conflict of Interest, discourages a not for profit organization from electing a member in a contractual agreement with the organization.

The second concern was club governance if the settlement plan is achieved before the new Board is seated. The last three remaining board members have that responsibility through the end of 2014. If we have governance back before Nov. 30, the President can appoint three successor governors whose term will expire at the end of 2014. This would be unnecessary if we exit bankruptcy in December.

The final concern was a discussion of who was to review the

manager's contract, due for renewal on November 1, 2014. Allen Bozek suggested the current board of three extend Jesse Laird's contract through the end of the year, to be evaluated by the 2015 board. All were in agreement. This concluded the meeting at 12:05PM.

Size of Board	Votes at Mtg	Proxy Votes	Total Votes
3	0	0	0
4	0	0	0
5	2	1	3
6	0	1	1
7	32	42	74
8	0	0	0
9	13	96	109
10	0	0	0
11	0	0	0
12	0	2	2
Totals:	47	142	189

Note 1 - 20 of the 67 people at the meeting did not vote on the size of the board, as their proxies were already counted.

Note 2 - 67 people at the meeting exceeded the number needed for a quorum, namely 10% of the current 639 members.

 Keith Gellman, Acting Recording Secretary
 Fort Lauderdale Bridge Club

Date _____

