

**Friends of the Bird Sanctuary
Board of Directors
Meeting Minutes
July 9, 2004, 4pm
Solon Springs Community Center**

The meeting was called to order by President David Biegel.

Present were: David Biegel, Moira Moga, Scott Peterson, Doug Reisner, David Sedin, and Ron Tuverson.

Absent were: Jim Evrard, Julie Fromm, and Diane Kraemer,

Copies of the minutes for the April 9th Board meeting were circulated.

APPROVAL OF MINUTES: Motion by Ron Tuverson, second by Scott Peterson to approve. Motion was carried.

A financial report was made by the Treasurer.

The following committee reports were presented: Membership, Negotiating, Fund-raising, Program, and Tax Exempt Status.

There was a discussion of an information kiosk on the DCWMA property.

RESOLVED that FOTBS pursue the design and construction of an information kiosk by 2005.

ACTION: Motion by Dave Sedin, second by Ron Tuverson to adopt. Motion was carried.

There was a discussion of the need to amend the FOTBS Bylaws.

RESOLVED that the FOTBS Bylaws be amended by adding Section 3 under Article VI, Miscellaneous, which states “The Board of Directors shall adopt a Strategic Plan for the Friends of the Bird Sanctuary. The Strategic Plan shall be reviewed on an annual basis.”

ACTION: Motion by Doug Reisner, second by Ron Tuverson to adopt. Motion was carried.

There was a discussion of the need to amend the FOTBS Strategic Plan.

RESOLVED that the FOTBS Strategic Plan be amended by adding the following Goal: “To work towards the acquisition of near and adjoining lands to further enhance the Pine Barrens ecosystem.”

ACTION: Motion by Doug Reisner, second by Dave Biegel to adopt. Motion was carried.

There was a discussion of the need to amend the FOTBS Articles of Incorporation to provide the proper language enabling FOTBS to successfully apply for non-profit status.

RESOLVED that the FOTBS Articles of Incorporation be amended per instructions by our attorney, Gary Sherman (attached as Schedule A).

ACTION: Motion by Dave Biegel, second by Dave Sedin to adopt. Motion was carried.

There was a discussion of a hosting a field trial educational class for the general public in September at the DCWMA clubhouse. This would be a joint effort among the FOTBS, Northwood Community Education, and the Northern States Amateur Field Trial Association.

Maira Moga left the meeting during the above discussion.

There was a discussion regarding planning for the 2004 Annual FOTBS meeting.

RESOLVED that a regular FOTBS Board of Directors meeting be scheduled for September 23, 2004 at 8 pm at the DCWMA clubhouse.

ACTION: Motion by Dave Biegel, second by Dave Sedin to adopt. Motion was carried.

ADJOURNMENT: Motion by Doug Reisner, second by David Biegel to adjourn. Motion was carried.

Submitted by: Scott Peterson, Secretary

Schedule A

Friends of the Bird Sanctuary, Inc

Amendments to Articles of Incorporation

RESOLVED, the following amendments are hereby adopted:

Repeal Article 8 and recreate as follows:

Article 8. The purpose or purposes for which the corporation is organized:

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Create Article 10 as follows:

Article 10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 8 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Create Article 11 as follows:

Article 11. Dissolution.

Upon the dissolution of the corporation, assets shall be distributed

for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.