

## Emergency Meeting of the CLCA - August 24, 2019

The Emergency meeting of the CLCA was called to order by President Chris Rohrs at 8:30 A.M. on August 24, 2019. The purpose of this meeting is to select an acting President to serve a one year term until the August 2020 Board of Directors' meeting. This purposed action is necessary due to the resignation of President Elect John Saunders as of August 7<sup>th</sup> and the absence of a successor. The Bylaws contain nothing to guide us in these specific circumstances but they do not preclude the purposed action that we are about this morning.

The acting President would function fully as President through the one-year term and may or may not be a candidate for election to another term at the July 2020 Annual meeting.

During the term of the acting President the Nominating Committee will be fully activated and will work to identify candidates for President and President Elect along with a slate of Officers and Directors to be purposed to the Membership next July at the 2020 Annual meeting.

Vice President of Lake Organization Allen Farber has expressed interest and willingness to serve as acting President. Chris stressed the point that we (the Board) are SELECTING not ELECTING an acting President. Our Membership elects.

"Allen is a tireless worker for the CLCA and in many ways he is an irreplaceable contributor to what we do." Chris indicated that he fully supports Allen as acting President commencing at today's normal Directors' meeting. Chris invited any discussion and would then ask for a motion to select Allen as acting President of the CLCA for a one-year term commencing today (August 24, 2019).

Rick asked if this selection would have to be approved by the General Membership? Chris responded "no" as the Nominating Committee would present a totally new slate at the 2020 Annual meeting.

One important key is that we will activate the Nominating meeting immediately. In fact, the Committee has a meeting scheduled for this coming Monday to physically and literally get that process reactivated and do it the right way with full participation of the Committee and hopefully come up with a strong slate for the Membership's approval. Merryn asked if we needed to update the Bylaws in regard to what we are doing today? We had talked about this but two things happened here: one was the President Elect resigned and there was a vacancy in the incoming President Elect. Had the vacancy not been there, the Bylaws would have spoken fully to the situation. Dick agreed that this was an unusual circumstance unlikely to happen again but if the Board prefers he will come up with something in case this happens again. Rick asked if there was anything in the Bylaws to address if any Officer resigns unexpectedly? There is mention in the Bylaws if a Director resigns

but Dick will look into what would happen if the Secretary or Treasurer resigns during their term. Chris indicated that there is nothing in our Bylaws that precludes what we are doing. Chris pointed out that we do a number of things that are not addressed in the Bylaws that are important to the Organization. Chris gave the example of the water level liaison with the State. This is not addressed in any way and yet it's probably as important a thing as we do. Dick interjected that Bylaws primarily deal with governing. The important distinction that we must remember is that we (the Board) are selecting not electing-that responsibility belongs to the Membership.

Lois made a motion to select Allen Farber as acting President. The motion was seconded by Dave Graves and unanimously approved by the Board. Chris thanked Allen for stepping forward and assured him that he would have the full support of the Board.

Rick asked if it was appropriate to make a motion to investigate language in the Bylaws to address a resignation of an Officer from the Board in the future? Dick agreed to put something together and the Board would vote on it at the June 2020 Directors' meeting. Merryn pointed out that the Bylaws do state "that any vacancy on the Board may be filled at any regular meeting or any special meeting called by the Board for that purpose".

Chris adjourned the Emergency meeting at 8:45 A.M. and called the regular August 24, 2019 Directors' meeting to order.

Respectfully submitted,

Deb Hoffman

Secretary