

SHASTA COUNTY FIRE SAFE COUNCIL
Executive Board Meeting Minutes - via Zoom
September 30, 2021

Call to Order: The meeting was called to order at 5:00 pm via Zoom

1. Roll Call - There was a Quorum.

Present: Richard Sealana, Chairman
Vice President – Vacant
Recording Secretary - Vacant (interim Fran Belden)
Treasurer - Fran Belden
Executive Director - Vacant
Tania Greenwood
Richard Karem
Jim Chaplin
Tom Esgate
Ed Stewart

Absent: Barbara Holder
Garrett Costello
Mike Berry

2. Meeting Conduct

Goals

- Conduct business in a professional and efficient manner.
- Provide an opportunity for all to participate.
- Complete all required business transactions on the agenda.

In-Person Meetings

- Adhere to the agenda.
- Speak loud enough to hear.
- Raise hand to speak.
- Actively listen and participate.
- Take turns speaking.
- Ask questions at the appropriate time.

Video Conference Meetings

- Mute your microphone when you are not speaking.
- Be mindful of background noise and activities.
- Position your camera properly
- Limit distractions.

- Raise your hand if you wish to speak.
- Avoid talking over people (be aware of an audio delay.)

3. **Review of relevant provisions in the Bylaws**

The following were reviewed:

- a) Duties of the President
- b) Special Meetings. (Article 3, Section 14)
- c) Special Elections (Article 3, Section 7)
- d) Elections (Article 3, Section 3)
- e) Vacancies (Article 3, Section 3(3))
- f) Filling Vacancies
- g) Special Elections (Article 3, Section 7)
- h) Compensation (Article 3, Section 8)
- I) Restriction Regarding Interested Directors (Article 3, Section 9)
- j) Number of Officers (Article 4, Section 1)
- k) (Officers) Qualification, Education, and Term of Office (Article 4, Section 2)
- l) (Officer) Vacancies (Article 4, Section 5)
- m) Compensation (Officers) (Article 4, Section 10)
- n) Checks and notes (Article 6, Section 1)
- o) Amendment of Bylaws (Article 9, Section 1)

4. **CEO's Report on Executive Director's position**

A. Current Status of Executive Director's Position:

- Founding Director has resigned from Executive Director Position
- Founding Director will remain as a member of the Board of Directors
- There is no executed contract or agreement with the Founding Director to become the SCFSC Executive Director.
- The "Statement of Information" filed with the Secretary of State, lists the Founding Director as the Executive Director.
- The Bylaws are silent on the duties & responsibilities of the Executive Director.
- Compensation paid to Founding Director was provided through the Sierra Nevada Conservancy with the Pit Resource Conservation District as fiscal agent.
- Jim Chapin noted that there was no Board of Directors when filing with the IRS.

B. Issues needing clarification & resolution:

- Status (and legitimacy) of contracts/agreements prior to election of SCFSC Board of Directors
- Review of Policies & procedures regarding "interested persons"
- Actions required to legitimize past and current financial activities

- Revision of Bylaws to address conflicts and confusion
- C. Recommendations for legal services:
- Recommend legal review of agreements, policies, procedures and financial transactions (Resolution)
 - There was some discussion regarding hiring a 501(c)3 Attorney to review our Bylaws and to make recommendations for a cost of about \$2,000 to \$3,000.
 - The attorney Richard Sealana has been talking to is Margaret Long from Prentice Long Law Firm.

Richard Karem moved and Tania Greenwood seconded, to form a committee to approve the Bylaws and make recommendations for changes, and to authorize the CEO to contract with an attorney to review the changes.

- Richard Karem stated that we do as much of the review work as possible and then have the attorney review them and make recommendations. Tom Esgate strongly agreed that we should do as much work on the Bylaws as possible before turning them over to the attorney. Jim Chapin stated we should make sure to put a cap on the amount paid the attorney. Richard Karem stated to let the attorney review the Bylaws after we've done most of the work.
- After more discussion, Richard Karem moved to amend his motion. Tania seconded. The new motion is as follows:

Richard Karem moved, and Tania Greenwood seconded, to form a Committee to review the Bylaws and make recommended changes, and to authorize the CEO to contract with an attorney to review the changes, with a limit of the total cost to \$1,500.00. Motion carried unanimously.

5. Officer Vacancies & Elections

A. Officer Vacancies:

- Vice President - Due to the resignation of Roger Jaegel from the Board
- Treasurer - Due to the resignation of Ed Stewart from the position - remains on the Board.
- Recording Secretary - Due to change in officer status of Frances Belden.

B. Slate of Officers:

- Chief Financial Officer
 1. Ed Stewart is listed as CFO in the “Statement of Information” submitted to the Secretary of State.
 2. The CFO is required to ensure that Shasta County Fire Safe Council manages its resources in the most beneficial way.
 3. Responsibilities of the CFO:
 - Oversee cash flow management
 - Track important key performance indicators
 - Forecast return on investment for current and future programs.
 - Develop and monitor budgets
 - Inform key stakeholders of financial status and investment plans.
 - Co-ordinate audit services.
 - Represent SCFSC to stakeholders and public officials.
 - Supervise the accounting process to ensure smooth day-to-day operations.

- **A Resolution was presented to the Board to confirm Ed Stewart as the CFO of Shasta County Fire Safe Council, . The Resolution was approved by SCFSC Board of Directors.**

- Vice President – Tania Greenwood – Term 2021-2023
It was moved by Ed Stewart, and seconded by Jim Chapin, to make Tania Greenwood Vice President of Shasta County Fire Safe Council. Motion carried.

- Treasurer – Frances Belden – Term 2021-2023
It was moved by Jim Chapin, and seconded by Ed Stewart, to make Frances Belden Treasurer of Shasta County Fire Safe Council. Motion carried.

- Secretary – Vacant
Frances Belden is the Interim Secretary.

C. Election of Officers

- Directors – Each Director will hold office for four (4) years...
- Officers – Each Officer will hold office for two (2) years...

...Until the annual “Membership Election” board meeting in September, and

until his or her successor is elected and qualifies, or the Board of Directors declares that a Director's or Officer's position is vacant by reason of death, resignation, or proper removal of the Director or Officer.
(Article 3, Section 4)

6. Board Vacancies

- A. Confirmation of New Board Members
 - Mike Berry – March 4, 2021
 - Richard Karem – July 15, 2021
- B. Nominating Committee is comprised of 3 Board Members (required by our Bylaws)
 - Jim Chapin
 - Richard Sealana
 - _____ (one more needed)
- C. Recruitment Criteria & Process
 - Discussion took place regarding Board member recruitment and there was consideration of qualifications for an Executive Director.
- D. Interested Persons
 - Discussion took place and Tom Esgate gave the Board some important information regarding “Interested Persons.” Tom stated that under Federal law, 100 % of Board members can be paid compensation and under California state law, 49% of Board members can be paid. Tom advised that we “Google” this and look up more information.
 - Tom shared that a Corporate Officer = Secretary/Treasurer = Employee = only Board member to be compensated.

Richard Karem moved, and Ed Stewart seconded, to accept Tom Esgate's recommendation to not have any compensated members on the Board of Directors other than the Secretary/Treasurer.

- Discussion took place regarding compensation for the Executive Director in addition to the Secretary/Treasurer. As a result, Richard Karem withdrew his motion.
- E. Conflicts in the Bylaws
- There was discussion about our Bylaws and the conflicts found in them.

7. CEO's Report on Bylaws

- A. Updates, conflicts, and issues
 - Principle office (Article 1, Section 1)

- Change in address (Article 1, Section 2)
 - Mission Statement (Article 2, Section 1)
 - Number and composition of Directors (Article 3 Section 1)
 - Elections (Article 3, Section 3)
 - Vacancies (Article 3, Section 5)
 - Compensation (Article 3, Section 8)
 - Restriction regarding interested Directors (Article 3, Section 9)
 - Regular, Annual, and Special Meetings (Article 3, Section 4)
 - Number of Officers (Article 4, Section 1)
 - Officer compensation (Article 4, Section 10)
 - Executive Committee (Article 5, Section 1)
 - Checks and notes (Article 6, Section 2)
- B. Recommendation for Review of Bylaws
- Form a SCFSC Bylaws Committee – Done
 - Lassen FSC Mentorship Review – Done
 - Review by 501© 3 Attorney – Done

8. Review of Actions, Motions, and Resolutions

This was done.

9. Adjournment of the meeting – 6:15 pm