



THETA EPSILON ALUMNI ASSOCIATION

Minutes of Convening Committee Meeting

Saturday, October 7, 2006

Airport Flats Campground; El Dorado National Forest; California

1. Welcome and Introductions

The meeting was opened by Convening Association Secretary **Tom Groarke** at 2:30 Saturday afternoon, October 7, 2006, at Airport Flats Campground, in the El Dorado National Forest, California.

The full list of Theta Epsilon alumni attending the meeting, and their scroll numbers, follows:

- (1) **Mike Walker** (scroll #19)
- (2) **Karl Schindheim** (scroll #75)
- (3) **Don Rubin** (scroll #88)
- (4) **Jim Mills** (scroll #111)
- (5) **Larry Henderson** (scroll #140)
- (6) **Doug Peterson** (scroll #149)
- (7) **Steve Quiggle** (scroll #155)
- (8) **Dave Tranberg** (scroll #170)
- (9) **Tom Groarke** (scroll #172), Convening Association Secretary
- (10) **Dick Andrews** (scroll #179)
- (11) **George Boring** (scroll #181)
- (12) **Carl Samuelson** (scroll #192)
- (13) **Milt Iskra** (scroll #196)
- (14) **Bruce Bannerman** (scroll #201)
- (15) **Terry Kreuiter** (scroll #211)
- (16) **Steve Williams** (scroll #212)
- (17) **John Watt** (scroll #216)
- (18) **Don Bertolette** (scroll #226)
- (19) **Mike Brattland** (scroll #227), Convening Association President
- (20) **Bob Ickis** (scroll #229)
- (21) **Don Wise** (scroll #232)
- (22) **Bill Dibb** (scroll #234)
- (23) **Pete Cowper** (scroll #236)
- (24) **Barney Finlay** (scroll #239)
- (25) **Randy Ghan** (scroll #241)
- (26) **Jon Roney** (scroll #257)
- (27) **Steve Richter** (scroll #270)
- (28) **Glen Beatrez** (scroll #305)
- (29) **Chad Zierenberg** (scroll #310)
- (30) **Rich Moore** (scroll #378)

In addition, current Active Chapter Member **Doug Dixon** (scroll #427) was present.

Other Association members who attended the event, but were not present at the meeting were **Marc LaFluer** (scroll #38), **Mike Miller** (scroll #93), **Rich Hasper** (scroll #153), and **Sam Brewer** (scroll #186).

2. Report on the Association's Affairs

Convening Association President, **Mike Brattland**, gave a report on the Alumni's past year's activities.

Mike reviewed the events and actions of the Association's convening committee's first official meeting held March 25, 2006 on the HSU campus in Arcata. He reviewed the appointment of **Mike Brattland**, **Larry Henderson**, and **Bob Henry** (who was not present at this meeting) as the Association's Incorporators authorized to incorporate the Association and formulate bylaws for formal adoption by the Association's Members.

Mike reported that the Incorporators have formally incorporated the Association. The details were provided in a report from **Bob Henry**, and presented by **Mike Brattland** as follows:

1. On April 17, 2006, the IRS assigned an EIN to the Theta Epsilon Alumni Association. The EIN is the number to be used for all Association business accounts, tax returns, and other legal documents regarding the Association.
2. On April 22, 2006, the Secretary of State issued a Name Recognition Certificate on behalf of the Theta Epsilon Alumni Association.
3. On July 11, 2006 [and after one false start related to the inclusion of a paragraph in the Articles of Incorporation that would allow the Association to ultimately qualify for the most favorable 501(c) (3) status] the Secretary of State endorsed our Articles of Incorporation. At the present time the Association is recognized as a Mutual Benefit Corporation. Copies of the endorsement and the Articles of Incorporation were provided by Bob Henry for archiving.
4. Upon receipt of the endorsed Articles of Incorporation, Form 1023 Revision 1024 was re-filed with the IRS. Similar documents will also be filed with the State FTB. These forms constitute applications for recognition for exemption for income tax purposes. This form should be approved within the next 4-5 months.

Mike outlined what needed to be done to complete the formal establishment of the Association:

1. Review, revise if necessary, and then adopt the bylaws already filed with the IRS.
2. Ratify the conflict of interest policy already filed with the IRS.

3. Elect a Board of Directors (who will then appoint officers, and file the names and addresses of the officers with the IRS and the State FTB to be of public record).

Action A. Adoption of Bylaws

Convening Association President, **Mike Brattland**, introduced the Bylaws drafted and proposed by the Incorporators.

The following actions were taken regarding the Bylaws:

Motion: It was moved and seconded “*To accept the Bylaws as drafted and edited by Incorporator Bob Henry, and as presented to the Association on October 7, 2006 by Incorporator Mike Brattland, for the Association’s consideration and adoption.*” During discussion, the motion was amended as follows.

Motion to amend: It was moved and seconded “*To amend the first motion to include a revision of Article 3, Section 1, to change the number of members the Board of Directors shall consist of from ‘at least five (5) and no more than nine (9)’ to ‘six (6)’.*” Following discussion and a call for the question, the motion was adopted unanimously.

Other motions to further amend the first motion failed either because of a lack of a second, or because of a vote failing to pass. One of these motions was to revise Article 4, Section 2, to change the single office of Secretary/Treasurer to two separate offices of Secretary and Treasurer. Another motion was to revise Article 4, Section 2, to remove the restriction that No (Board of Directors) member may hold more than one office at a time. Another motion was to change the terms of officers from one year to two years.

Amended Motion: The motion, as amended, was read as, “*To accept the Bylaws as drafted and edited by Incorporator Bob Henry, and as presented to the Association on October 7, 2006 by Incorporator Mike Brattland, for the Association’s consideration and adoption; with the revision of Section 1 of Article 4 to read, ‘All activities of the Association shall be guided by, and its ordinary powers vested in, a Board of Directors which shall consist of six (6) members of this Association’.*” Following further discussion and a call for the question, the amended motion was approved by voice vote, with 3 of those present opposed.

Action B. Ratification of Conflict of Interest Policy

Motion: It was moved and seconded by “*To ratify and incorporate the Standard IRS Conflict of Interest Policy as the practice in conduct of the Association’s business and affairs.*” Following discussion and a call for the question, the motion was approved unanimously.

Action C. Nomination and Election of Board Members

The following Association members were nominated for membership to the Board of Directors, and accepted the nomination: **Mike Brattland, Rich Moore, Glen Beatrez, Bob**

Henry, Tom Groarke, and John Watt. With a call for closing the nominations and a call for the question, the six were unanimously elected to the Board.

The terms of the Directors are to be determined by the Directors themselves, with two to have a term of one year that will expire in 2007, two to have a term of two years that will expire in 2008, and two to have a term of three years that will expire in 2009.

3. Report on the Association's Finances

Jim Mills presented a report forwarded by **Bob Henry**, Convening Association Treasurer, regarding the Association's finances.

Bob reported that he has met with the "New-Account Managers" in the Windsor area for Washington Mutual, Wells Fargo, and Bank of America. They all informed Bob that the Association can open a new account as a business based on the EIN already received from the State, along with the Articles of Incorporation approved by the State. Bob further reported that if the Association wants the account to be recognized as tax exempt, we have to wait to receive approval from the IRS regarding our application for recognition for exemption. Bob advised that if our tax exemption application is approved, it can be made retroactive to the date we began our Association. Bob asked for direction for opening the new bank account either immediately, or after we have received the tax exempt status from the IRS/FTB.

Bob also reported that the Association needs to choose a fiscal year for accounting purposes. He recommended that we ratify October 1-September 30 as the Association's fiscal year.

Action D. Authorization to Open Bank Account

Motion: It was moved and seconded "To authorize the Association's Officers to immediately open a bank account under the Association's name." Following discussion and a call for the question, the motion was approved unanimously.

Action E. Ratification of Fiscal Year

Motion: It was moved and seconded "To ratify October 1 thru September 30 as the Association's fiscal year." Following discussion and a call for the question, the motion was approved unanimously.

4. Report on the Association's Archives

Doug Peterson reported on the status and inventory of the mini-storage unit where the Alumni have items stored. Doug reported that all the photo albums, chapter records, and fraternal ritual items are secured at the facility, and that everything else "including the paddles and other personal items" has been discarded.

It was agreed that Doug would relocate the items to a smaller, less expensive storage unit at the facility and that the Association would take over payment of the fees for the storage unit as deemed appropriate by the Board.

5. HSU Alumni Relations

Pete Cowper reported on efforts for establishing a relationship with the H.S.U. Alumni Association. It was agreed to continue with the strategy approved at the March meeting:

“At this time when we are formally organizing our Alumni Association, our primary focus and purpose will be on reestablishing the Chapter on campus. Many of the Theta Epsilon Alumni are members of the University’s Alumni Association; and we will continue to promote individual membership in the University’s Alumni Association. When we succeed in reestablishing a Chapter on the campus, we will formalize a closer relationship.”

6. Chapter Status and Reestablishment Plan

Doug Dixon reported on the status of the Theta Epsilon Chapter. The Actives were not able to meet the conditions imposed with the probation placed on the Chapter, and the Chapter is now inactive. There are just three Actives who are still on campus (Frater **Dixon** is one of the three).

Larry Henderson has made contact with the University’s President, and the Chapter will be welcome to reestablish in the fall of 2007. While we will not be able to do formal rushing for new members until the fall, we can work with the University to start “marketing” the fraternity in the spring of 2007.

Pete Cowper has been in contact and has established a relationship with National’s representative, and will work to secure the services of a professional Rush Coordinator from National to help the Chapter rush as early as this next spring.

Action F. Establishment of Convening Board of Control

Motion: It was moved and seconded “*To appoint the Chapter’s Control Board as a ‘convening committee’ to reestablish the Chapter at Humboldt State University; and to authorize Larry Henderson to fill all vacant seats on the Chapter’s Control Board with a majority of local influential alumni consistent with the Board’s current bylaws, and to chair the Board until the Chapter is formally reestablished as a University Greek organization.*”

Following discussion and a call for the question, the motion was approved unanimously.

7. Chapter House Strategy

Larry Henderson reported that he and Frater **Tom Hinz** have located property on the northern edge of the campus that appears to be suitable and available for development of a Chapter house or center. The current owners of the property are open to a proposal, and Larry requested from the Association permission for he and Tom to develop a proposal or

alternative proposals to take the concept to "the next level." It was agreed that the concept should be studied and taken to a higher level. Larry advised that he will request Tom to continue working with the property owners toward a housing project for the Chapter.

8. Closing and Adjournment

In closing, it was noted that the date for the next Annual Association meeting in Arcata was previously set for Saturday, February 10, 2007 (the weekend following Super Bowl Sunday).

The meeting was adjourned at approximately 4:30 by **Tom Groarke**.

Recorded by Larry Henderson, Acting Recorder

Approved by Review Committee:



Michael B. Brattland, President