

Arlington-Fairfax Chapter, Izaak Walton League of America, Inc.
Special Board of Directors Meeting - Minutes of the Meeting
Tuesday, March 19, 2019

1. **CALL TO ORDER:** The meeting was called to order by Vice President Pamela Meara at 8:14 PM.

- a) A quorum of members was present.
- b) Chapter Officers and Board of Directors present:
 - i. Vice President: Pamela Meara
 - ii. Secretary: Sean Gagnon
 - iii. Treasurer: Bob Crisman
 - iv. Membership: Benn Crandall
 - v. Designated Director: Roger Thrasher
 - vi. Designated Director: Bill Frerking
 - vii. Designated Director: Dan Roberts
 - viii. Designated Director: Joseph Turner
 - ix. Director-at-Large: Randy Hancock
 - x. Director-at-Large: Keith Kuck
 - xi. Director-at-Large: Chris Rose
 - xii. Director-at-Large: Oscar Starz
 - xiii. Director-at-Large: Art Twichell

- c) Chapter Officers and Board of Directors absent:
 - xiv. President: Tom Ciarula
 - xv. Designated Director: John Seaberg
 - xvi. Designated Director: Bucky Sills
 - xvii. Designated Director: Dick Riemer
 - xviii. Designated Director: Bob Brino
 - xix. Director-at-Large: Carl Armstrong

2. **TREASURER'S REPORT**

- Mr. Gagnon provided Resolutions to the Board of Directors associated with Chapter bank accounts which grant Mr. Crisman access to the Chapter bank accounts. The Resolutions read:
 - “The Corporation named on this resolution resolves that,
 - (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
 - (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation’s account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
 - (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
 - (4) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
 - (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.

- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term “automated access device” includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term “alternative signature and verification codes” includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation’s private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.”
- Mr. Crisman moved that the Resolutions outlined above be accepted as written. The motion was approved.

The meeting adjourned at 8:20 PM

Signed: Sean Gagnon, Secretary