

Aug 31 2023

Thursday, August 31, 2023 9:00pm

Meeting called to order by Petersen at 9:00pm

Present: Petersen, Engelking, Tobin, Sher, Koehler, Stupca, Cohrs, Kelly, De Meireles

Petersen – Purpose of the meeting is to hold a vote on the election of president and vice president. De Meireles is present as a 3<sup>rd</sup> party individual to privately tabulate votes. Petersen indicated that the following individuals had been nominated for the positions of president and vice president.

Nominees for President:

Jeff Filipek

Jim Engelking

Nominee for Vice President:

Ken Lamb

Zakaria Aly

Petersen asked if any clarification was needed on the vote.

*[No response]*

De Meireles instructed SRC directors to submit votes to his email where tabulated the results as follows:

Nominees for President:

Jeff Filipek (4)

Jim Engelking (3)

Nominee for Vice President:

Ken Lamb (5)

Zakaria Aly (2)

Petersen - Announced that the elected individuals are Filipek for president and Lamb for vice president.

Engelking – Voiced a point of contention that there is a policy that directors who resign must be reinstated by current directors with a 2/3 majority. Filipek had previously resigned from a director role and had not received enough votes to cross the 2/3 threshold for reinstatement.

De Meireles - exited the meeting.

Kelly & Stupca – Expressed concern that a vote for president was held with an ineligible member on the ballot. Full history on this individual's eligibility was not known by recently appointed directors, nor was the reasoning behind Filipek's resignation known by all. Additionally, the policy for reinstatement was not contained within the by-laws.

Tobin – Sent the written policy for reinstating a resigned board member through the chat feature in zoom.

Tobin – Verbalized Filipek's resignation letter.

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Stupca – Stated that the by-laws also required that new directors also submit a letter of intent and resume to the board. Filipek had also not completed these steps and was ineligible to be elected president on this date for that reason as well.

Stupca/Tobin - Confirmed that the by-law do NOT require a letter of intent and resume for the role of Vice president.

Cohrs - Motioned to vote on the reinstatement of Filipek to serve as a director.  
Petersen - seconded.

Discussion:

Stupca - requested that although Troy provided a reflected Filipek's feelings on his capacity to return to the board, that opinion should come from Jeff directly.

Cohrs – Acknowledge the concern but indicated that it is unreasonable to request an individual, who is currently ineligible to serve as a director, their desire and capacity to fulfill the role. If reinstated, Jeff would have to submit a letter of interest and a resume per the by-laws prior to being eligible to for a director role.

Petersen - Asked if there was additional discussion needed.

Engelking - Motioned to pause the vote on the reinstatement of Filipek to serve as a director.  
*[This motion was not seconded]*

Discussion

Cohrs – Requested justification for pausing the vote.

Engelking – Provided justification that members may feel more comfortable voting if they had time to better understand Filipek's reason for resignation and his ability to fulfill a director role going forward.

Cohrs – Relayed Filipek's strong desire and capacity to serve as a director. Filipek expressed this desire and capacity to Cohrs during the nomination process.

*[No additional discussion]*

Engleking - Motioned to pause the vote on the reinstatement of Jeff Filipek to serve as a director.  
*[This motion was not seconded.]*

Cohrs - Motioned to vote on the reinstatement of Jeff Filipek to serve as a director.  
Petersen seconded.

Roll call vote (2/3 majority required to pass).

Yea indicates a vote for reinstatement. Nay indicates a vote to NOT reinstate.

Yea – Kelly, Cohrs, Stupca, Sher, Petersen

Nay – Engleking, Koehler

The motion is passed with a 2/3 majority vote (5-2).

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Petersen – Confirmed that Ken Lamb was elected Vice President and that the election of the President will occur on a future date.

Cohrs – Established a timeline for collecting nominations, letters of intent and resumes from candidates and a vote for the election of the president.

Petersen motioned to adjourn.

Stupca seconded.

Meeting adjourned at 10:35pm.