

**MINUTES OF THE
LA JOLLA GOLDEN TRIANGLE ROTARY CLUB FOUNDATION
SPECIAL BOARD OF DIRECTORS MEETING ON
April 12, 2023
4:00 PM
12625 High Bluff Drive, Suite 108
San Diego, CA**

BOARD MEMBERS

PRESENT:	Steve Brown	President
	Alex Monroe	Vice-President
	Luke Ervin	Treasurer
	Eric O. Freeberg	Secretary
	Sharon Council	Director
	Tony Grillo	Director
	Sara Miceli	Director
	Erik Mjoen	Director
	Jacque Reilly	Director

VISITORS: Nancy Gatschet
Christy White

Meeting was called to order by Steve at 4:03 PM

1. M/S/C to approve revisions to the Bylaws to revise the qualifications to be a member of our Foundation as follows:

A. Current qualification requirements. The Bylaws of the Foundation currently specify the following qualifications to be a member of the Foundation: **“Any person who is currently (1) a member in good standing of the La Jolla Golden Triangle Rotary Club; (2) has qualified as a Paul Harris Fellow as determined by the governing body of the La Jolla Golden Triangle Rotary Club and (3) contributes a minimum amount of Five Hundred Dollars (\$500.00) to the Corporation, shall qualify and be admitted as a Member of the Corporation.”**

B. Recommended revised qualification requirements. The Bylaws of the Foundation be amended to specify the following qualifications to be a member of the Foundation: **“Any person who is currently a member in good standing of the La Jolla Golden Triangle Rotary Club shall qualify and be admitted as a Member of the Corporation.”**

2. M/S/C to approve revisions to the Bylaws as drafted by Eric in a redline dated 4-12-23 (“Amended and Restated Bylaws”).

3. M/S/C that as of July 1, 2023, Alex Monroe shall become the President, Tony Grillo shall become the Vice-President, Sara Miceli shall become Secretary, and Christie White shall become a Director to replace Eric Freeberg who will be leaving the Board.

4. M/S/C that Eric act as the Chairman of the Annual Meeting of the Members on May 12, 2023 and seek approval of the Members to confirm (i) their approval of the Amended and Restated Bylaws, and (ii) their election of Steve Brown, Sara Micheli and Christie White for terms to expire June 30, 2026, such that with that election, the following shall be the Officers and Directors as of July 1, 2023:

Director/President	Alex Monroe	June 30, 2025
Director/Vice-President	Tony Grillo	June 30, 2024
Director/Treasurer	Steve Brown	June 30, 2026
Director/Secretary	Sara Miceli	June 30, 2026
Director	Sharon Council	June 30, 2024
Director	Luke Ervin	June 30, 2025
Director	Erik Mjoen	June 30, 2025
Director	Christy White	June 30, 2026
Director	Nancy Gatschet	June 30, 2024*

*Note: This Director spot is held for a one year term by the Immediate Past President of the Club who is annually replaced by the next Immediate Past President of the Club.

5. After Steve’s presentation of an insightful financial analysis of the Club Foundation as of April 10, 2023 for Avenues of Service (“AOS”) Funding, the Board engaged in a spirited and lengthy discussion about the current excellent financial condition of AOS funding, and ideas for encouraging Club members to consider donations to the Foundation including recurring donations and donations as a result of estate planning. After the discussion the Board made the following decisions:

a. M/S/C that Steve is authorized to contact the Club members who have made future bequests in their estate plans to ask them if they wish to be recognized publically at a Club meeting. The Board felt this might encourage other club members to do the same.

b. M/S/C to have quarterly short presentations to the Club to discuss the Foundation, what it does and the various opportunities for giving by Club members to the Club Foundation. The Board believes at the present time it is appropriate to educate Club members on direct benefits to the Club AOS by more frequent donations to the Club Foundation. Alex will calendar these meetings and be in charge of the team of Board members (and perhaps other Club members) who would make these presentations.

c. M/S/C that Erik Mjoen is authorized to work with Steve and Sharon to upgrade the Foundation’s website and establish best practices for security and cloud backup storage.

d. M/S/C that the Board will continue to have more frequent meetings to discuss a variety of issues including but not limited to the following:

- i. Encouraging use of club foundation website for recurring donations.
- ii. Encouraging building the endowment through planned giving.
- iii. Using the club foundation to secure grant funds.
- iv. Website maintenance, updating, and backing up.
- v. Further leadership succession planning.
- vi. Additional opportunities to raise funds

There being no further business, the meeting was adjourned at 5:30 PM.

Submitted by:

Eric O. Freeberg
Secretary
April 13, 2023

These minutes were approved by the necessary vote of the Board of Directors as of April 15, 2023.

Submitted by:

A handwritten signature in blue ink, appearing to read "Eric O. Freeberg". The signature is fluid and cursive, with a large initial "E" and "F".

Eric O. Freeberg
Secretary
April 18, 2023