

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF DECATUR EMERGENCY BRIGADE

The Board of Directors met on June 9, 2022.

The meeting was held via Microsoft Teams.

The meeting was called by the Board of Directors and the Incorporator.

The notice for the meeting was given more than two days in advance by phone or in person or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were Mark Wall, Randy Stricher, Andy Wood, and Alan Mizuta.

No directors were absent.

The other people present at the meeting were Cordelia Daniels, legal counsel, and Emily Kostuch, assistant to legal counsel.

A Quorum was present because there are currently four directors on the Board and four of them were present at this meeting.

The Incorporator appointed Mark Wall, Randy Stricher, Andy Wood, and Alan Mizuta to be the initial Directors of the organization. Unless they resign or are removed from office, they shall serve as Directors until their successors are properly elected.

I REPORTS AND DISCUSSIONS

1. Financial Report: A report was given and discussed regarding the Corporation's income, expenses, cash, assets and financial situation.
2. Report on Programs and Activities: A report was given and discussed regarding the Corporation's programs and activities.

II BOARD RESOLUTIONS AND ACTIONS

1. Minutes to Previous Meeting: No minutes of a previous meeting were adopted.
2. Election of Officers: The Board discussed the nomination and election of officers. The following motion was made, seconded, and passed:

RESOLVED to elect the following officers with terms of office beginning immediately and lasting until their successors are properly elected.

President	Alan Mizuta
Vice President	Randy Stricher
Secretary	Mark Wall
Treasurer	Mark Wall

3. Depositing Funds and Signing Checks: The following motion was made, seconded and passed:

RESOLVED that the corporation will open and maintain accounts and deposit all funds into these accounts at US Bank, and

RESOLVED that all checks drawn on the bank account of the corporation be signed by Randy Stricher or Alan Mizuta.

RESOLVED to authorize the account signers or corporate officers to execute any documents or forms required by the bank to open or operate the bank account authorized by the Board of Directors in this resolution.

4. Bylaws: Proposed bylaws were presented at the meeting and discussed. The following motion was made, seconded, and passed:

RESOLVED to adopt the bylaws presented at this meeting. The secretary is directed to certify the bylaws and place them in the Corporate Minutes Books.

5. Establishment of Executive Committee: The Board discussed the establishment of an Executive Committee. The following motion was made, seconded and passed:

RESOLVED to establish an Executive Committee of the Board.

Those currently appointed to the Executive Committee are: Mark Wall, Randy Stricher, Andy Wood, Alan Mizuta.

The Executive Committee shall be a Board Committee which is established and which shall operate in accordance with the provisions for an executive committee found in the organization's bylaws. The meetings and decisions shall be made in accordance with the same quorum and voting requirements of the full Board and so far as possible the Executive Committee shall operate according to the same procedures required of the full Board, including the writing, adopting and permanent storage of minutes of the meetings. The Committee is hereby delegated the authority to act on behalf of the full board between full Board meetings. It may make Board decisions as necessary or appropriate to fulfill the mission and to facilitate the operations and activities of this corporation, subject to the limitations on its power found in the Bylaws, Articles and state or federal law.

6. Authority to Sign Contracts on Behalf of Corporation: The following motion was made, seconded, and passed:

RESOLVED that all small and ordinary contracts and agreements necessary for the daily operation of the corporation may be signed on behalf of the corporation by the President.

7. Completion of Nonprofit Corporation Obligations and Gaining Tax Exempt Status: The following motion was made, seconded and passed:

RESOLVED that the officers are instructed to ensure that the corporation completes all of the necessary steps for its proper establishment and registration, and for applying for and gaining its tax exempt status from the IRS. The corporation is authorized to hire the corporation's legal counsel, the Center for Nonprofit Law, to complete these tasks, and are authorized and directed to pay for those legal services as previously agreed upon with the Center for Nonprofit Law. The Board also authorizes payment of the IRS tax exemption application fee.

8. Mission and Goal: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall adopt and publish the mission statement and goals as discussed today.

9. Startup costs: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall reimburse startup costs once sufficient funds have been raised to the individuals who paid them.

- Jordan Pollack consulting on nonprofit brigade formation: \$360.00.
- Domain purchase, registration, with two years of website hosting and one year of email: \$272.43
- Center for Nonprofit Law: \$5,100.00
- IRS fee: \$275

10. Fund acceptance: The following motion was made, seconded, and passed:

RESOLVED to accept \$12,427.09 in donations collected by DICERA for operations expenses from this date forward.

11. Truck donation: The following motion was made, seconded, and passed:

RESOLVED to accept four trucks from DNW as a donation and to title and register and insure the vehicles.

12. Insurance: The following motion was made, seconded, and passed:

RESOLVED that the Corporation shall enter into VIFS insurance for one year

- General liability: \$3,150.00
- Accident and sickness: \$1,237.00

13. Training contract: The following motion was made, seconded, and passed:

RESOLVED to contract Jordan Pollack/Fire-EMS Training for June 18th, 2022, training total cost not to exceed \$2,000.00.

14. Trial continuation: The following motion was made, seconded, and passed:

RESOLVED to continue trials of I Am Responding in conjunction with SJC and DNR for an anticipated \$300.00 annual cost.

15. Continuing Resolution to Conduct Basic Activities: The Board discussed the corporation's initial activities. The following motion was made, seconded, and passed:

RESOLVED that the directors, officers, volunteers and staff, if any, are instructed to undertake the basic activities of the corporation, including setting up and operating an office, recruiting members and volunteers, soliciting donations, preparing and implementing a plan for fundraising, and preparing and implementing a plan of activities designed to accomplish the goals and mission of the corporation, and they are authorized to pay the expenses for these activities.

Adjournment: There being no further business, the meeting was adjourned.

Signature of Secretary _____ Date: _____

Mark Wall