

**WBRH BOARD OF DIRECTORS ANNUAL MEETING  
MINUTES  
Saturday, December 12 2020 11:00 A.M.  
1013 Alahaki St., Kailua, HI**

**I. Call to Order:** The Annual Meeting was called to order at 11:15 A.M by the Chair Nancy Appleton.

**II. Quorum Established -**

**Members present:** Nancy Appleton, Francisco Valenzuela, Dixon Smith, Morgan Keene

**Members present by phone:** Teri Morrissette

**Members absent:** Dennis Vigue

**Guests:** Kelly Gannon, Gabi Stelljis (phone)

**II. Proof of Notice of the Meeting:** In accordance with the bylaws, and as noticed at the close of business for the August 15, 2020 meeting, all Directors of record received notice of this meeting.

**III. Introductions.** The Chair introduced each board member and recognized the two guests.

**IV. Conduct of Business.** The Chair entertained a motion to limit initial discussion to 2 minutes per person and 2 minutes per rebuttal. Morgan so moved. The motion was seconded by Dixon, and the Board voted unanimously to approve the motion.

**V. Approval of September 2019 Annual Meeting minutes.** The minutes for the September 2019 Annual Meeting were approved by the Board at the October 2019 meeting.

**VI. Officer's Reports.**

President's Report: Nancy reported a major overhaul to the organization's website was completed this year with the help of Carly Shumaker. She also reported the new hotline message, which encourages callers to send an email to the rehabbers' list, is getting people the help they need more quickly. She noted disruptions to this year's mailings due to COVID-19. She then asked the Board to share other accomplishments this year. Morgan reported we distributed informational flyers to pet shops and veterinary clinics. Francisco noted the organization continued to do the good work it has always done: helping people help birds. Morgan agreed a record number of birds were helped this year.

**VII. Appointment of Teller.** There being no person present at the meeting not seeking a term on the Board, the Chair appointed Dixon as teller to certify any votes in this day's election.

**VIII. Election of Directors.** At the 2019 Annual Meeting, the Board voted to reduce the number of directors to 7 members, there being too much difficulty ensuring a quorum with 9

members. There being only 5 (correction: 6 including Dennis) members as of this day's meeting, it was decided 7 directors would be elected for 1-year terms.

The current directors each voiced a willingness to serve another term. Francisco voiced that he was willing to step down if someone replaced him. The names of each director currently serving was pre-printed on 5 ballots. The Chair distributed one ballot to each of the five voting members.

Nominations were then opened. Morgan nominated the current slate of directors, Gabi Stelljes, and Kelly Gannon. Gabi and Kelly accepted their nominations. Dixon seconded the nominations. Each member was directed to add Gabi Stelljes and Kelly Gannon to the ballots, those names not being pre-printed on the ballots. In addition, each member was directed to add the name Nancy Appleton, whose name was inadvertently left off the pre-printed ballots. There being no further nominations, the nominations were then closed.

The Chair explained the voting system, recognized there would be no cumulative voting in accordance with the By-Laws, and that each member should vote by placing an X next to the name of the candidate that member wishes to elect.

Teri cast her vote through Francisco by phone who recorded her votes on one of the five pre-printed ballots.

Each member gave his or her completed ballot to Dixon, with the exception of Francisco who gave his as well as Teri's completed ballot to Dixon. The Chair asked Dixon to count the votes. The Board continued with its business while the ballots were counted. The Chair then recognized Dixon to read the results of the election. He reported:

There were 5 total ballots. Nancy received 5 votes. Francisco received 4 votes. Francisco commented he abstained on his own vote. Morgan received 5 votes. Teri, Dixon, Gabi, and Kelly each received 5 votes.

The Chair then collected the ballots and read the results anew. She found as Dixon found.

Francisco collected the ballots at the close of the meeting. Francisco stapled the ballots (5 total) and dated the first ballot December 12, 2020 with his accompanying initials.

**IX. New Business.** It was resolved that any excess of donations or income over those obligated for expenses for the **year ending (20) tax year** shall be applied against the subsequent tax year expenses as provided by IRS Revenue Ruling 70-604. There being no objection to the resolution, it was adopted. There was no further business requiring a motion.

**X. Announcements.** The Chair directed the Treasurer to deliver to the Chair for delivery to the person elected the next treasurer all financial records. To the same effect, the Chair directed the

Secretary to deliver to the Chair for delivery to the person elected the next secretary all necessary records. The Chair specifically asked that these directives be noted in the minutes.

The Chair announced an organizational meeting made pursuant to Chapter 414D of the Hawaii Revised Statutes would be held immediately following the Annual Meeting to elect the Board's officers. There were no objections.

**XI. Adjournment.** There being no further business, the meeting was adjourned at 11:45 AM.