

Simes House Foundation, Inc.
Board Meeting Minutes for Thursday, December 2nd, 2010
7:00 P.M., Metro Cafe, Manomet MA 02360

Present: J. Randolph Parker (President), Barry Wood (Vice President), Veronica Cooper (Treasurer), Elysia Shanahan (Secretary), George Antonelli (Director), Christine Bostek (Director), Mary Concannon (Director), James Pierson (Director), Will Shain (Director), Tina Manter (Director)

7:00 The President opened the Meeting.

7:10 The President moved to vote on enabling the General Membership to vote. Director Will Shain seconded the motion. Ensuing discussion resulted in the Chair tabling the motion until the Board of Directors could discuss the language contained in the Bylaws pertinent to the motion.

The Chair recognized Director Will Shain, who proceeded to note that electronic copies of the draft of the Code of Ethics had been issued to the General Membership for review. He then called for input from the General Membership present. The President then opened the floor for general discussion of the Code of Ethics draft. General Member Kevin Doyle expressed strong approval of the draft. Director Christine Bostek noted that she felt the Board of Directors should discuss the draft, and all important matters, in executive session before presenting it to the General Membership for review and approval. General Member Steve Liden noted that he felt the Code of Ethics draft "...is common sense..", and that calling an Executive Session for its review seemed a waste of resources. General Member Steve Joyce noted the draft was well written. Director James Pierson noted the Code of Ethics seemed to be ".standard boilerplate" and endorsed the notion that there was nothing out of the ordinary for officers and directors to accept.

7:21 Director Mary Concannon joined the Meeting.

7:40 The Chair moved to have the Board of Directors vote to allow the General Members present to vote on matters before the current Meeting. Director Will Shain seconded the motion. The motion was carried, with seven "Ayes!", and three "Nays!".

7:41 The Vice President resigned by standing and announcing to the quorum "I resign".

7:42 Directors Mary Concannon and Christine Bostek exited the Meeting. The President called for a vote to adopt the Code of Ethics. Director Will Shain seconded the motion. The motion was carried, with seventeen "Ayes!", and one abstention. The Chair moved to adopt the Bylaws as revised. Karen Buechs seconded the motion. The motion was carried unanimously.

The Chair moved to adopt the Articles of Organization to facilitate 501(C)3 classification. General Member Kevin Joyce seconded the motion. The motion was carried unanimously.

The Chair called for a vote on the Board of Directors. General Member Karen Buechs nominated J. Randolph Parker for President. General Member Joyce seconded the nomination. The nomination was carried unanimously.

General Member Keven Joyce nominated Kevin Doyle for Vice President. Kevin Doyle declined the nomination.

General Member Karen Buechs nominated Director Will Shain for Vice President. Keven Joyce seconded the nomination. The nomination was carried unanimously.

Director James Pierson nominated Veronica Cooper for Treasurer. General Member Steve Liden seconded the nomination. The nomination was carried unanimously.

General Member Kevin Doyle nominated Elysia Shanahan for Secretary. Will Shain seconded the nomination. The nomination was carried unanimously.

The Chair called for a vote to fill the Director's seat left vacant by Will Shain's election to the Vice Presidency. Kevin Doyle nominated Kevin Joyce. General Member Steve Liden seconded the nomination. The nomination was carried unanimously.

General Member Karen Buechs moved to **(WHAT?!)** The motion was seconded by General Member Kevin Joyce. The motion was carried unanimously.

General Member Kevin Doyle called for introductions from the Board of Directors and General Membership present. Introductions were made.

8:55 The President moved to adjourn the General Meeting. Cindy Metro seconded the motion. The motion was carried unanimously.

9:05 The President opened an Executive Session of the Meeting. Vice President Will Shain reported on insurance quotes for the Foundation regarding Directors and Officers insurance (D&O).

The Executive Session adjourned at 9:20 PM.