

**ICRC Special Meeting
Rainbow Inn
Minutes
August 19, 2009**

Call to Order: Chris Singer called the meeting to order at 3:15pm. Directors present: Chris Singer, Vic Sirkin, John Simpson, Bob Schraff, Dawn Sonnier, Emily White and Linda McCaughin. This meeting is a closed meeting of directors, the public and press were not permitted.

1. Board Member Terms

Chris Singer states that according to Article III Section 3 of the ICRC by-laws directors do not have a limit on the number of terms they may serve but should be re-elected at the end of each two year term. Currently three directors were not re-elected to serve when their terms ended (Dick Goldberg, up for re-election Sept. 2007; John Simpson, up for re-election May 2009; Linda McCaughin, up for re-election May 2009.) All three directors continued to serve without a lapse in service.

Motion by Vic Sirkin, Seconded by Dawn Sonnier to re-elect Dick Goldberg to ICRC board of Directors and confirming service from Sept 07-Sept 09. All in-favor - unanimous.

Motion by Linda McCaughin, Seconded by Vic Sirkin to re-elect John Simpson to ICRC board of Directors and confirming service from May 2009-May 2011. All in-favor - unanimous

Motion by Vic Sirkin, Seconded by John Simpson to re-elect Linda McCaughin to ICRC board of Directors and confirming service from May 2009-May 2011.

Note: Agenda item for September board meeting to allow for re-election of Dick Goldberg and Chris Singer as their current terms are ending.

2. Discussion of Article III Section 1 - Number of Directors.

The wording of this section has shown to be possibly interpreted in multiple ways and may contain ambiguous speech. It is clear that ICRC is within its by-laws by having a board of "seven (7) or more directors." Possibility of clarifying the language of Article III Section 1 will be reviewed by the intended by-law committee.

3. Discussion of Article III Section 4 - Officers

"Each Director may hold the following offices for two year terms: Chairperson or Co-Chairs, Treasurer, Secretary." The question in point is whether this statement predicates that the Officers are then Directors. Currently ICRC is functioning with a Treasurer that is not a Director. Opinions on the meaning of this statement were not unanimous, possible ambiguous

language. Article III Section 4 to be reviewed by the intended by-law committee.

4. Discussion of Article III Section 5 - Board Chairperson welcome at all subcommittee meetings

Chris Singer expressed concern that Bob Schraff had previously told her she was not able to attend the August 19th Idyllwild community center sub-committee meeting. It was seen that the current ICRC by-laws state "The Chairperson, subject to the control of the Board of Directors, shall have supervision, direction and control of the business and affairs of the Corporation." It was discussed that this does allow the Chairperson to participate in all subcommittee meetings.

5. Motion presented by Vic Sirkin to remove Bob Schraff from the ICRC board of Directors under Article III Section 7 ("any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the Corporations code.") Discussion of Bob Schraff's willingness/desire to remain on the ICRC Board of Directors followed. Motion to remove Bob Schraff from the ICRC Board of Directors was withdrawn by Vic Sirkin.

6. By-Law Committee

Seeing that the by-laws need to be reviewed thoroughly for clarification to allow the organization to follow them diligently a by-law committee was recommended. Chris Singer suggests the by-law committee contain at least 3 members. Vic Sirkin volunteers as does Linda McCaughlin, Dick Goldberg to be asked to serve in this way due to his experience in this area in the past. Motion made by Emily White and Seconded by Dawn Sonnier to create a by-law committee of Vic Sirkin, Linda McCaughlin and Dick Goldberg (subject to his agreement). All in-favor unanimous.

At 5:05pm Emily White and Dawn Sonnier exited the meeting due to a prior engagement.
Meeting Adjourned at 5:15pm

Respectfully Submitted,
Emily White