

Minutes
Keep McLennan County Beautiful - Board Meeting
March 8, 2007, Beatnix Coffeehouse, Waco at 11:30 am

Shirley Blanton, President, called the Meeting to order at 11:39 am.

A Quorum was established. Members of the Board present were Shirley Blanton, President, Leonard Englander, Vice President, Robert Gordon, Treasurer, Elaine Alexander, Robert Carter, Vicky Cohen, Addis McNamara, Megan Miller, Sherri Street, Brad Vaughn, Susie Nemmer representing Joe Mashek and Ex-Officio Board Member, Executive Director, Parker Willson (Secretary to the Board). Member of the Advisory Board present: None. Guests Present: Dennis E. Thomas of Central Texas Resource & Development.

The Minutes from the February meeting were presented. **With no objection, the Minutes were approved unanimously on a motion by Elaine Alexander with a second by Megan Miller.**

The financial report was presented by Robert Gordon, Treasurer. **The financial report was accepted unanimously on a motion by Sherri Street with a second by Robert Leonard Englander.**

There was not a report from the Executive Committee.

The Executive Director spoke briefly about educating the public concerning KMCB.

Under "Unfinished Business":

There was a Used Tire Day update. Dennis Thomas informed the Board that he had \$4000.00 to spend on Tire Cleanup and wanted to give it to KMCB for Tire Day. **Robert Carter made a motion with a second by Elaine Alexander to accept the money offered by Dennis Thomas. The motion passed unanimously.**

Parker gave brief update about Computer Recycling Day on April 14.

Parker spoke to KMCB's involvement in Partners In Pride and suggested that instead of awards given in the name of Walter Lacy and Bob Gordon that a founder's day award be established whose parameters be decided by Walter Lacy, Bob Gordon and Leonard Englander. The Board supported this recommendation.

"Other Business A"

President Shirley Blanton brought up the Walter Lacy issue and made a presentation to the Board to bring the Board up to speed on the events that had taken place with her conversations with Walter. She also read a statement by Walter Lacy. Addis McNamara made a statement in support of Walter Lacy being placed on the Board of Directors and that a space be created for him as there was no open slot at this time.

Vicky Cohen at the leave at 12:45 pm and gave her proxy to Robert Carter. Elaine Alexander had to leave at 12:48 pm.

The discussion continued and was resolved by **a motion made by Robert Carter with a second by Addis McNamara to suspend Article 4, Section 2 (referring to the size of the Board) until October 1, 2007. Voting for the motion were Susie Nemmer for Joe Mashek, Sherri Street, Robert Carter, Robert Carter voting Vicky Cohen's proxy, Addis McNamara, Leonard Englander and Brad Vaughn. Voting against the motion were Megan Miller, Robert Gordon and Shirley Blanton. The motion carried 7 to 3.** The dissenting votes were informed they had the right to issue a Dissenting Report.

A motion was made by Leonard Englander with a second by Susie Nemmer for Joe Mashek to appoint Walter Lacy to the Board until October 1, 2007, based on the suspension of the Bylaws. Voting for the motion were Susie Nemmer for Joe Mashek, Sherri Street, Robert Carter, Robert Carter voting Vicky Cohen's proxy, Addis McNamara, Leonard Englander and Brad Vaughn. Voting against the motion were Megan Miller, Robert Gordon and Shirley Blanton. The motion carried 7 to 3. The dissenting votes were informed they had the right to issue a Dissenting Report.

It was further confirmed by the Board that Robert Thomas' term ended in October of 2009.

Under "Unfinished Business"

Enduring Freedom Memorial: Addis McNamara said he had spoken with John Irwin was going to meet with him next week. He said he would send out an email Friday of next week to update the Board on the meeting and other meetings he was planning to have. He also said that Claude Lindsay was not more involved in roads. He said he would speak to Gloria at FM Young.

As the why the Retaining Wall is thicker, it is to protect the Pentagon Pieces and the memorial from cars running through it.

As to a cost for the Memorial, Addis estimated \$250,000 plus Phipps which would make it \$400,000.

Addis also said he would get the final city approval on the plans and bring them to the April meeting for the Board's approval.

Under "New Business":

There was no New Business

"Other Business":

Parker briefly discussed a Board Retreat and it was decided that Parker should work out the details and send out an email as to the date and time and place.

The next Board meeting will be held on Thursday, April 12, 2007 at 11:30 am at Beatnix Coffeehouse.

With no objection, Shirley Blanton, President, adjourned the meeting at 1:35 pm.

Respectfully Submitted,



Parker Willson, Executive Director
Secretary to the Board

DISSENTING REPORT FOLLOWS NEXT PAGE

MEMORANDUM

March 20, 2007

Parker Willson, Executive Director
Keep McLennan County Beautiful, Inc.

Re: *Dissenting Vote, March 8, 2007*

I wish the written record to show my dissenting vote on the recommendation to suspend Article 4, Section 2 of the by-laws of KMCB to expand the number of board members to allow Walter Lacy to serve an abbreviated term, scheduled to end October 2007.

Such actions undermine the purpose of established by-laws. The action taken was put forth as a result of continuing pressure inflicted by a single board member despite prior discussions and decision by the board to not expand the number of board members until a full report was received by the Strategic Planning Committee and the By-Laws Committee.

I wholly believe the board was unfairly challenged to either change their prior decision or endure continued disruption and loss of quality time to consider other pressing agenda items.



Shirley M. Blanton

I concur & support Ms. Blanton's conclusions above.

Megan Miller 4-12-07