

ROE JAN WATERSHED COMMUNITY, INC.

BOARD OF DIRECTORS

MINUTES – OCTOBER 20, 2019

The Annual Meeting of the Board of Directors of the Roe Jan Watershed Community, Inc. (“Corporation”) was held this day, Chairman Kaare Christian presiding. Directors Michael Hamilton, Colleen Lutz, Daniel P. Odell, Jamie Purinton and Conrad Vispo were present, constituting a quorum. Jaia Orient, Treasurer, was also present. Notice of and materials for the meeting had been provided to the Directors in advance by email. Director M. Elias Ducker had indicated receipt of notice of the meeting, but was unable to attend. Chairman Christian called the meeting to order at 10:07 a.m.

Draft minutes of the meeting of May 16, 2019 had been provided to the Directors in advance of the meeting. On motion duly made, seconded and carried, the Board approved the minutes of the meeting of May 16, 2019.

Chairman Christian informed the Board that his initial term, and the initial terms of Directors Dueker and Hamilton, were expiring. On motion duly made, seconded and carried, the Board adopted the following resolution:

RESOLVED, that Kaare Christian, M. Elias Dueker and Michael Hamilton be, and hereby are, re-elected to serve as Directors for the term of THREE YEARS and until a successor has been duly elected.

Chairman Christian informed the Board that Director Ellen Jouret-Epstein had indicated her desire to limit her public involvements and had, by email dated October 14, 2019, resigned from the Board, effective immediately. The Chairman acknowledged his appreciation for her service, and proposed Jan Borchert as a candidate for election to fill out the remaining year of her two-year term. Responding to a question raised by Director Purinton, the Board engaged in a discussion of the geographic distribution of directors. On motion duly made, seconded and carried, the Board adopted the following resolution:

RESOLVED, that Jan Borchert be, and hereby is, elected to serve as Director for the term of ONE YEAR, to fill the unexpired term of Ellen Jouret-Epstein, and until a successor has been duly elected.

The Chairman informed the Board that it would be appropriate to elect a chairman of the Board for the ensuing year. On motion duly made, seconded and carried, the Board adopted the following resolution:

RESOLVED, that Kaare Christian be, and hereby is, elected Chairman of the Board, to serve for the term of ONE YEAR until the next Annual Meeting.

The Chairman informed the Board that it would be appropriate to elect the officers of the Corporation for the ensuing year. On motion duly made, seconded and carried, the Board adopted the following resolution:

RESOLVED, that the following individuals be, and hereby are, elected to serve in the offices indicated until the next Annual Meeting:

President	Kaare Christian
Vice President	Michael Hamilton
Treasurer	Jaia Orient
Secretary	Daniel P. Odell

Chairman Christian reported to the Board on recent corporate activities. The Board was informed that the Corporation had filed with the U.S. Internal Revenue Service for tax-exempt status under Internal Revenue Code Section 501(c)(3). The Chairman advised the Board that members of the Roe Jan Watershed Community had participated in the New York State Department of Environmental Conservation's Trees for Tribes program, planting native trees and shrubs along a section of the Roeliff Jansen. The Board was advised that additional plantings were to be scheduled. The Chairman discussed with the Board progress in fundraising and in town outreach.

Jaia Orient, Treasurer, presented to the Board a report on the Corporation's finances. Ms. Orient reported that since her report to the Board in May the Corporation had earned \$2.11 in interest, and that current net assets were \$840.81.

The Directors had before them, and had received in advance of the meeting, an Annual Conflicts of Interest Statement. Chairman Christian advised the Board that the New York State Not for Profit Corporation Law, and the Corporation's Bylaws, required all directors and officers to disclose all conflicts of interest. (Secretary's Note: All Directors and Officers present executed a Conflicts of Interest Statement. Director Borchert electronically submitted an executed Conflicts of Interest Statement on November 1, 2019.)

On motion duly made, seconded and carried, the meeting was adjourned at 10:29 a.m.

Respectfully Submitted,

Daniel Odell
Secretary