

BOARD MEETING MINUTES
Garden Clubs of Idaho, Inc.
September 8, 2010

Motions approved by the current GCII Board of Directors (President: Robyn McCarthy, 1st VP: Constance Blyth, 2nd VP: Rosalyn McCandless, Recording Secretary: Joyce Parr and Treasurer: Maxine Smolowitz):

Moved, seconded and passed: that the following be added to the GCII Board of Directors: Appointed Officer positions (Historian, Corresponding Secretary, Parliamentarian and Past President Advisor), all District Directors (Clearwater, Southeast and Southwest), all Committee Chairs and all Club Presidents. And eleven members of the GCII Board of Directors shall constitute a quorum.

Moved, seconded and passed: that the term of all elective (President, 1st VP, 2nd VP, Recording Secretary and Treasurer), and appointive (Historian, Corresponding Secretary, Parliamentarian and Past President Advisor) shall be for two (2) years and no member shall be eligible for the same office for more than two (2) consecutive terms, with the exception of the Treasurer and the Recording Secretary.

Moved, seconded and passed: that upon close review of the GCII Bylaws, errors were discovered and corrected on pages 4 and 7 as indicated below (deletions green with strike out, additions in red):

3. BOARD OF DIRECTORS AND MEMBER COMMITTEES

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3.6 Committees of ~~Directors~~. Members

3.6.1 Membership. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more ~~Director~~ **Member** Committees, each of which shall consist of two or more ~~Directors~~ **members**.

3.6.2 Authority. ~~Director~~ **Member** committees, to the extent provided in the resolution establishing the committee, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided,

however, that no **Director Member** committee shall have the authority of the Board of Directors to (i) authorize distributions, (ii) approve or recommend to Members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (iii) elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees, or (iv) adopt, amend or repeal the Articles or these Bylaws. The designation and appointment of any such **Director Member** committee and the delegation of authority to a **Director Member** committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board of Directors, or any individual Director.

3.6.3 Standing Director Member Committees.

There are no standing committees; however, the **Director Board of Directors** may designate committees as needed.

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