

**MINUTES TO THE SPECIAL BOARD OF DIRECTORS MEETING
MONDAY, JANUARY 26, 2009**

1. The meeting was called to order at 2:03 P.M. CST, by Dave Carlson, as Secretary of the USCA. Roll was called.
2. **Attendees:** Andy Anderson, Kent Beadle, John Benton, Jack Bernauer, Geoffrey Broadhurst, Dave Carlson, Walt Erbach, Janet Farr, Peggy Hatch, Nicole Joraanstad, Jan Legacie, Leland Rich, Judy Maier, Bob Pelletier, Jim Pleasants, Chris Sjue, Tim Solie, Mark Swandby, Karen Tait, Bill Todhunter, Beau Welling, Georgia West, Sam Williams.

Also Attending: Rick Patzke, COO and Jean Lindner as recording secretary.

Not Present: Paul Badgero, Maureen Brunt, Kathleen Harlow, Cyndee Johnson, Richard Maskel, Tom O'Connor.

It was determined, by call of the roll, that there was a quorum and the meeting would continue.

3. Nomination and election of "Chair Pro Tem" for the purpose of running this special meeting was necessary as the current President is not able to conduct the meeting. Motion by Mark Swandby to nominate Dave Carlson as Chair Pro Tem and second by Bob Pelletier. Motion was carried unanimously; no nay votes, and no abstentions with Dave Carlson elected Chair Pro Tem.

Dave Carlson, as Chair Pro Tem, continued conducting the meeting.

4. The By-Laws require the Board to approve the Executive Committee actions at their next meeting:
 - A. Meeting per conference call of 11/12/08: Motion by Kent Beadle to approve and second by Judy Maier, motion carried unanimously, no nay votes, and no abstentions.
 - B. Vote per e-mail of 11/25/08: Motion by Bob Pelletier to approve and second by Georgia West, motion carried unanimously, no nay votes, and no abstentions.
 - C. Vote per e-mail of 12/22/08: Motion by Bob Pelletier to approve and second by Jim Pleasants, motion carried unanimously, no nay votes, and no abstentions.
 - D. Vote per e-mail of 12/29/08: Motion by Janet Farr to approve and second by Beau Welling, motion carried with 1 opposed and no abstentions.
5. Resignation of R. Chris Moore as President. Motion by Walt Erbach and second by Jim Pleasants to ratify acceptance of the resignation of R. Chris Moore.

Andy Anderson suggested that this would not be necessary due to Chris' letter and the Board's response to Chris.

Motion was carried unanimously; all in attendance regretfully accepted Chris Moore's resignation; no nay votes or no abstentions.

6. Mark Swandby, of the Nominating Committee, stated the committee's main objective was to nominate a replacement President to serve out the current term, which is due to expire April 30, 2009.
 - A. Motion by Mark Swandby and second by Georgia West to nominate Leland Rich to serve as the President through April 30, 2009. Swandby called for other nominations three times. No other nominations.
 - B. Judy Maier moved and Jim Pleasants seconded to close the nominations. Motion was carried unanimously, no nay votes, and no abstentions.
 - C. The motion was then carried unanimously, no nay votes, and no abstentions to elect Leland Rich as President.

A question was raised if Leland voted, and if yes, would his vote count. After discussion, it was determined that in the event of a paper ballot, Leland would have been given a ballot, thus he is permitted to vote and his vote will remain counted.

Mark Swandby thanked Leland for his willingness to take on the position of President in the middle of the term and was confident that he would do so without disruption to the Association and would do a good job.

7. Adjournment. Motion by Bob Pelletier and second by Jim Pleasants to adjourn the meeting. Motion carried unanimously, no nay votes, and no abstentions. The meeting was adjourned at 2:30 P.M. CST.

Respectfully submitted,

DAVE CARLSON
Secretary, USCA