**GULL LAKE ASSOCIATION**

**BOARD MEETING MINUTES**

**December 12, 2018 7:00 PM – Kellogg Bird Sanctuary Auditorium**

Board Attendance: Bill English, Roddy Turner, Jeff Price, Charlene Longman, Michael Brundage

Attorney: Leo P. Guddeyne (Miller Canfield)

Absent: Rick Shields (Treasurer)

Approximately 40 interested parties in attendance

The meeting was called to order at 7:03 by Bill English

1. Michael Brundage provided an overview of the rational of the proposed Organizational Change regarding the Articles of Incorporation for the Gull Lake Association (GLA).
2. Bill English read the Motion as provided below:

*“RESOLVED, that Gull Lake Association’s (GLA) Articles of Incorporation be amended to change GLA’s structure from a shareholder corporation to a directorship corporation, and the Board of Directors and Officers of the Corporation are directed to take any other action necessary to convert GLA to a directorship corporation, including, without limit: (a) preparing a Certificate of Amendment to the Articles of Incorporation to state that GLA is organized on a directorship basis and to include any information in this Certificate of Amendment that is required by the State or recommended by GLA’s legal counsel and to then have the Certificate of Amendment executed by the President and filed with the State of Michigan and (b) preparing and approving further amendments to the Articles of Incorporation and amendments to GLA’s bylaws to reflect the fact that GLA is organized on a directorship basis.”*

1. Audience was provided time to ask questions regarding the Motion.
	1. Questions included, but were not limited to:
		1. Number and selection of directors that would be on the Board. (undetermined currently.)
		2. Importance of this change as it regards to converting GLA to a 501(c)(3). (Change is intended to allow for donations to be deductible for tax purposes as well as more attractive to Family Foundations and Trusts.)
		3. Current status of the change from ***Gull Lake Association*** to the ***Gull Lake Dam Association***. (currently awaiting action on passage of the proposed motion.)
		4. Possible inclusion of representation on the Board by interested parties such as: Barry and Kalamazoo County, Kellogg Biological Station, Four Township Water Resources Council, etc. (Great ideas but no firm decision until motion is passed.)
2. Request by Bill English to approve the Motion. Motion made by Susan Harrison, Seconded by Jennifer Marlow
3. Jeff Price tallied ballots from those in attendance and added these figures to those proxies that had been mailed. Final results: 60.8% in favor - 1.7% opposed. Motion passed.
4. Jeff Price provided an update on the current status of the ***Gull Lake Dam Reconstruction Initiative*** (a subcommittee established by the GLA).
	1. One major step was a new webpage <https://gulllakedam.org/> that will provide information and transparency on our progress.
5. General questions/discussion concerning “next steps”, fundraising, publicizing the need and progress toward a new dam, possible involvement of groups, businesses, governmental bodies who benefit from Gull Lake’s Dam.

Meeting adjourned: 8:10 PM

Respectfully submitted

***Charlene Longman***, Secretary

Gull Lake Association