

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF OREGON RV ALLIANCE

The Board of Directors met on July 26, 2011.

The meeting was held at 754 Olive Street, Eugene, Oregon.

The meeting was called by the Board of Directors and the Incorporator.

The notice for the meeting was given more than two days in advance by phone or in person or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were Jeff Howe, Pat Mason, Carol Taylor Clay, Sally McAleer, Buzz Kawders, Steve Rowland and Jerry Rust.

The other people present at the meeting were: Shannon Nill, Denise Vendley, Meg Trendler, Kari Westlund, Sharon Jean, Vickie Williams, Shawn Davis, and David Atkin, legal counsel.

A Quorum was present because there are currently nine directors on the Board and seven of them were present at this meeting.

I REPORTS AND DISCUSSIONS

1. Financial Report: A report was given and discussed regarding the Corporation's income, expenses, cash, assets and financial situation.
2. Report on Programs and Activities: A report was given and discussed regarding the Corporation's programs and activities.

II CORPORATE ACTIONS

1. Minutes to Previous Meeting: Minutes of the previous meeting held on March 30, 2010 were adopted as presented.
2. Initial Voting Members: The following motion was made, seconded, and passed:

RESOLVED to appoint the following persons to be the initial voting members Jeff Howe, Pat Mason, Gary Obermire, Kristin Sanger, Carol Taylor Clay, Sally McAleer, Buzz Kawders, Steve Rowland, Jerry Rust, Shannon Nill, Vickie Williams, Matt Carr, Debbie Holembaek, Denise Vendley, Danuta Pfieffer, Meg Trendler, Kari Westlund, Sharon Jean, Dee

Dee Pigeon and Shawn Davis and that unless they resign or are removed from office, they shall serve as voting members until their successors are properly elected.

3. Election of Officers: The Board discussed the resignation of Pat Mason as vice-president. The following motion was made, seconded, and passed:

RESOLVED to elect Shawn Davis as Vice President to fill the vacancy left by the resignation of Pat Mason.

4. Restated Articles of Incorporation: The Board discussed the need to restate the existing Articles of Incorporation in order to change the structure of the organization to a mutual benefit nonprofit corporation. The following motion was made, seconded, and passed:

RESOLVED to adopt the Restated Articles as presented. They shall be filed with the Oregon State Corporation Division. The secretary is instructed to file a certified, stamped copy of the Amended Articles of Incorporation in the Corporate Minutes Books.

5. Bylaws: Proposed bylaws were presented at the meeting and discussed. The following motion was made, seconded, and passed:

RESOLVED to adopt the bylaws presented at this meeting. The secretary is directed to certify the bylaws and place them in the Corporate Minutes Books.

Adjournment: There being no further business, the meeting was adjourned.

Signature of Secretary _____ Date: _____
Kristin Sanger