

Fresno's Chaffee Zoo Corporation
March 9, 2005
MINUTES

Present

Cheryl Assemi
David Cowin
Manual Ferreira
Sharon Levy
Sheri Manning-Cartwright
Shari Rainwater
Tom Templeton
Mike Woods via telephone

Absent

Guests

Jean Chaffee
Jim Davis
Denise Buckley
Susan Karby
Shelley Morrison
Phil Larson

Meeting began at 5:31.

Chairman Jay Weed stated Secretary Cheryl Assemi would take notes for tonight's meeting and asked if there was a second person present to take minutes. Shelley Morrison, Zoo Administrator, stated Chaffee Zoo secretary, Denise Buckley, was present to take minutes.

Mike Woods was not physically present as he was out of town. Chairman Jay Weed stated the board would first review and vote on section 4.13 of the bylaws so that Mike Woods could then join the meeting via telephone. The board reviewed, Dave Cowin moved for acceptance, 2nd by Manual Ferreira. Jay then asked if all were in favor. None opposed. Mike then joined the meeting via telephone at 5:37 p.m..

Jay asked if there were any adjustments or comments to tonight's agenda. None were given.

Tom Templeton stated he had comments on maximum term limits and would like it clarified that maximum term is 9 years, meaning 3 consecutive 3 year terms.

Jay then asked if everyone accepted the minutes from the February 22nd meeting. Sharon Levy stated that the minutes did not reflect the fact that she had withdrawn her name from the Chairperson nomination before the vote. Everyone acknowledged the change and minutes were accepted.

Chairperson Jay Weed then opened the floor for discussion. Fresno County Supervisor, Phil Larson, shared that it is the county council's opinion that if an organization receive tax money and are a public organization, they fall under the Brown Act. He shared that his opinion was that opening the meetings to the public will lessen controversy. It was discussed and agreed upon by the board that the public will be welcome to attend and comment. Allotted time for each comment will not exceed 3 minutes unless otherwise agreed and there will be no time limit on total public comments. Manual Ferreira motioned for acceptance, 2nd given by Dave Cowin. All board in favor, none opposed.

Chairperson's Report: Chairman Jay Weed stated he is looking into securing a loan from County Bank which will cover some of the funding necessary to start putting plans in motion for the transition. He also stated that a major legal firm in San Francisco, as

well as a few others, are being looked into in order to retain impartial legal council. Once a firm has been chosen, the board will have a better idea of what part the Brown Act, Freedom of Information Act, and the prevailing wage issue plays in the new organization. Jay asked for some direction from the board on how to go about choosing a firm. Shari Rainwater brought up the question of what would happen if the legal advice obtained from the city and county conflicts with the advice given by the board's own legal council. Jay stated he was unsure of the legalities, but if the Brown Act made some of his records open to the public, he may not sit on the board. Mike Woods then requested from Phil Larsen that he give the board a written copy of the county council's opinion. Phil Larson agreed. Mike then stated that the board needs a separate, impartial firm that they can go to for legal advice and direction. Sheri Manning-Cartwright suggested the board follow the Brown Act until separate legal council was obtained. Dave Cowin concurred with Jay Weed on the importance of legal council and Tom Templeton agreed. Sharon Levy suggested that the board talk with a certain deputy from County council, who is well schooled in the Brown Act, for some guidance. She said that the board wants to create the atmosphere that the zoo belongs to everyone. She wants to see the board take a position of answering questions and accepting thoughts from the public. Sheri Manning-Cartwright and Jay Weed agreed that arrangements should be made to have the deputy come and give ideas. Chairman Jay Weed asked the board, again, for direction on choosing a legal firm and asked if the board felt they should look inside or outside the city or county. Dave Cowin stated he had no preference.

Chairman Jay Weed then moved to the discussion of the committees that will need to be formed as soon as possible. One committee will be needed to negotiate taking over the land lease from the City of Fresno. The second committee needed is the search committee to find a CEO. Four applications have been submitted, 1 by standard mail and 3 by email. Cheryl Assemi stated that Interim Zoo Director, Stephen Wylie, shared that standard protocol is to send a job announcement to every accredited institution. Jay Weed agreed. Shari Rainwater stated that she had spoken with John Lewis from the L.A. Zoo and he offered his help. She said that Mr. Lewis stated that the board really wants someone with zoo experience.

Chairman Jay Weed stated that, on the subject of community/public relations, the board needs a single voice. He feels the media has a scrambled opinion right now because of the various statements made. He shared that he is unsure who that single voice should be. Cheryl Assemi asked that, if any statements be made to the media, that they be done so in writing. The board agreed that this may not always be possible. Dave Cowin stated that he felt it is the role of the Chairman to be the single voice until a public relations committee is chosen. Jay stated this was fine with him if everyone agreed. Manning-Cartwright stated that, in the future, anyone asked for a comment from the media should just say that they can't discuss the matter until that person has spoken with the rest of the board. She reiterates that the board needs to speak with one voice. Dave Cowin again states that he feels it should be Chairman Jay Weed in the interim. The board members all agree, none opposed. If, for any reason, the Chairman is unable to comment then the responsibility will go to the Vice-Chairperson.

Chairman Jay Weed asked for a resolution to approve the officers. Assemi moves, Rainwater seconds the motion. All were in favor, none opposed.

Chairman Jay Weed asked for a vote to authorize officers to pay incorporation costs. All in favor, none opposed.

Chairman Jay Weed brought up the subject of establishing bank accounts for the corporation. He suggested the board select County Bank on Blackstone and Nees, since

they are granting the loan. No less than two officers will sign the checks until a CEO is hired. Sharon Levy asked if any other banks were looked into. Jay Weed says no because County Bank offered such a good deal. Rainwater also brought up the fact that County Bank, in the past, made a \$50,000 donation to the zoo. All agreed that County Bank would be used. None opposed.

Chairman Jay Weed asked the board to vote to adopt a tax year for the corporation. He suggested December 31 for the year's end. All agreed.

Chairman Jay Weed asked for a vote to establish the corporation's business address. It was agreed that the board would continue using the city's address.

Chairman Jay Weed asked the board to vote to authorize the Chairperson of the Board of Directors to sign Federal and State exemption applications. All approved.

Chairman Jay Weed asked the board to vote to authorize Mike Woods of McCormick, Barstow, Sheppard, Wayte & Carruth, LLP to be the agent for service of process. All approved.

BYLAWS: The board then reviewed and read and discussed the bylaws section by section.

Sections 1.1-4.1: all agreed and accepted

Section 4.2: The first paragraph was accepted, however, Chairman Jay Weed questioned whether section 4.2 was needed. The board agreed to defer until legal council was retained.

Sections 4.3-4.4: all agree and accepted.

Sections 4.5: Tom Templeton asked if this section was implying that the 9 year term meant 3 consecutive 3 year terms. Chairman Jay Weed stated that is what it means. Templeton stated it should be clarified that it is consecutive terms-you can serve 3 consecutive 3 year terms, be off of the board for 1 year, then you may serve again.

Section 4.6: all agree and accepted.

Section 4.7: Wording will be changed to "any place within the county of Fresno, State of California". All agree and accepted.

Sections 4.8-4.10: All agree and accepted.

Section 4.11: Dave Cowin pointed out this section exceeded the Brown Act. Tom Templeton and Dave Cowin both want to add that meeting notices may go out via email as well as first-class mail. All agreed and accepted. Dave Cowin stated that the corporation now has a registered domain name: Admin@fresnozoo.org and this site will be used to receive CEO applications. Cowin feels we should have The Fresno Bee publish the website and have a link established from the Chaffee Zoo's website. Jay Weed added we need to publish the address in the Business Journal.

Sections 4.12-4.13: All agreed and accepted. Tom Templeton pointed out the section 4.12 from the last bylaws were removed.

Section 4.14: All agreed and accepted.

Section 4.15: Levy asks for clarification, states this may need more guidelines or remove it due to the subjective wording. Board will defer.

Section 5.1-5.4: All agreed and accepted.

Section 5.5: Levy disagrees and states wording needs to be more explicit. Mike Woods states an officer should always have the support of the majority or they should be removed. Jay calls for a vote on whether or not to remove the paragraph. Levy suggests not to remove the whole section but just the first paragraph. The board agrees to defer on the first paragraph but accepts the other 3.

Section 5.6-6.4: All agreed and accepted.

Section 6.5a: Tom Templeton questioned the wording of 6.5a. Mike Woods suggested changing wording.

Section 6.5b: Dave Cowin suggests changing from bi-monthly meetings to monthly meetings. All agree.

Section 6.6-7.3: All agreed and accepted.

Section 8.1: Second paragraph was added after last meeting. Dave Cowin asks to clarify what is a reasonable request and what the required time frame will be for the response. Mike Wood added that a reasonable request included the understanding that a reasonable time would be given to comply with the request. Woods also added that more language should be added to say that the process of filling the request should be done in an undistruptive manner. Levy suggests getting legal council on this matter before voting. Jay Weed suggests the board should pass it and amend it later if there is an issue. All agreed and accepted.

Sections 8.2-8.8: All agreed and accepted.

Section 9.1: Jay Weed asks if Susan Karby can check with the Zoo Society insurance carrier to see if they would be willing to issue a policy for the corporation now but be paid at a later date.

Section 10.1-10.6: All agreed and accepted.

A motion is made to approve bylaws except those deferred, Rainwater seconds. All in favor.

Board meeting location and schedule: Jay Weed suggests meetings continue to be held at the current location until further notice. The regularly scheduled meetings will be held every 1st Thursday of every month. The next meeting is scheduled for April 7th, 2005. All in favor, none opposed.

List Of Priorities: Tom Templeton had composed a list of action items for the board to address. Many of the items are in progress, such as applying for tax exempt status. Some items will be done when a CEO is in place. Cheryl Assemi will work on designing a corporate seal. It was announced that the Zoological Society is paying for a survey of the zoo grounds and acreage. A detailed report will be given at a later date. Jay Weed pointed out that no survey had ever been done. Dave Cowin pointed out that after the survey, an environmental report will be done. No lease agreement can be made with the City until the survey is complete. Everyone thanked the Zoological Society for paying for the survey. In relation to hiring a CEO/Zoo Director, the corporation has received four resumes. A Zoo Director has to be on board by August 31st for inspection. The inspection will take place sometime between November 2005 and January 2006. Shelley Morrison pointed out the application has to be mailed by September 1st. Dave Cowin feels the corporation will not be in the position by that date. Other board members feel it can be done. Shelley Morrison will get application to the board for review.

Agenda for Upcoming Meeting: At the next meeting, scheduled April 7, the necessary committees will be appointed. The board members will talk about fundraising. Shelley Morrison will bring accreditation information. Jay Weed, Tom Templeton, Cheryl Assemi, and Shari Rainwater will get more information on where to advertise for a CEO. Sharon Levy will talk to the deputy of county council to see if they are available to attend the next meeting.

Chairman Jay Weed calls for any other business.

Meeting adjourned at 8:25 p.m.

Respectfully submitted

Denise Buckley, Chaffee Zoological Gardens secretary