

Certified Minutes of the
COMMONS PROJECT COMMITTEE
a Special Meeting, as Called by Consensus of the Committee Members on 15 November, 2009
at Dent County, Missouri

19:00 CST: Call to Order

Confirmation of Quorum

Present are: Joann Maxwell
Sharon English
Rick Mannis
James. D. Ellis
Timothy B. Spencer

Absent with Cause is: Richard Kitchen (medical reasons)

Election of Officers

Nominated for the Office of Secretary: Timothy B. Spencer
Nomination By: Joann Maxwell
Seconded: James D. Ellis
Vote: Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0
Motion Carries

Nominated for the Office of Chairperson: Joann Maxwell
Nomination By: Rick Mannis
Seconded: James D. Ellis
Vote: Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0
Motion Carries

Nominated for the Office of Vice-Chairperson: James D. Ellis
Nomination By: Rick Mannis
Seconded: Timothy B. Spencer
Vote: Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0
Motion Carries

Nominated for the Office of Treasurer: Sharon English
Nomination By: Rick Mannis
Seconded: Joann Maxwell
Vote: Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0
Motion Carries

Nominated for the Office of Vice- Treasurer: Richard Kitchen
Nomination By: James D. Ellis
Seconded: Timothy B. Spencer

Vote: Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0
Motion Carries

ELECTION OF SUB-COMMITTEE CHAIRPERSONS

Nominated for Buildings & Grounds Chair: Rick Mannis
Nomination By: James D. Ellis
Seconded: Timothy B. Spencer
Vote: Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0
Motion Carries

Nominated for Finance Chair: Sharon English
Nomination By: Rick Mannis
Seconded: James D. Ellis
Vote: Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0
Motion Carries

Nominated for Compliance Chair: Timothy B. Spencer
Nomination By: Rick Mannis
Seconded: James D. Ellis
Vote: Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0
Motion Carries

GENERAL REPORTS

Treasurer's Report: None. The committee currently holds no funds, has no accounts receivable nor payable.

SUB-COMMITTEE REPORTS

Buildings & Grounds Sub-Committee Chair's Report: None; the first report due from the Buildings & Grounds Sub-Committee is due upon the occasion of the December, 2009 regularly scheduled meeting.

Compliance Sub-Committee Chair's Report: None; the first report due from the Compliance Sub-Committee is due upon the occasion of the March, 2010 regularly scheduled meeting.

Finance Sub-Committee Chair's Report: None; the first report due from the Finance Sub-Committee is due upon the occasion of the December, 2009 regularly scheduled meeting.

OLD BUSINESS

None.

NEW BUSINESS

1. A motion is made by Treasurer Sharon English to draft a letter (*or resolution*) to require compliance with the By-laws [of the Dent County Fall Festival Association, Inc.] and all [applicable State and Federal] laws pertaining to the duties and responsibilities of the Office of Secretary [of the Dent County Fall Festival Association, Inc. To be presented for discussion, debate and vote] for the 16 November meeting]. The motion is Seconded by Vice-Chairperson James D. Ellis. A vote is taken; Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0, and the motion does pass unanimously.
2. A motion is made by Committee Member Rick Mannis to require the Finance Sub-Committee to determine the financial consequences of the encumbrances upon the Commons [property]; [to determine] the risk of the commons becoming insolvent; and, [to draft] a resolution for the Dent County Fall Festival Association, Inc. that requires [the Board of Directors to provide] assistance to the Finance Sub-Committee. The motion is Seconded by Treasurer Sharon English. A vote is taken; Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0, and the motion does pass unanimously.
3. A motion is made by Committee Member Rick Mannis to permit the Committee's Treasurer to select several Members [of the Board of Directors] of Dent County Fall Festival Association, Inc. to assist with the research in conjunction with the Finance Sub-Committee [as described in the just passed and adopted measure]. The motion is Seconded by Treasurer Sharon English. A vote is taken; Yea/Aye - 5, Nay/No – 0, Present/Abstain – 0, and the motion does pass unanimously.

ADJOURNMENT

- Vice-Chairperson James D. Ellis makes a motion to adjourn; motion is Seconded by Committee Member Rick Mannis.
- Setting of the time, date and location of the Next Meeting: The next meeting, a special meeting as called by the Chairperson, shall be at 18:30 CST, 16 November, 2009; held at the Parking Lot of the Commons.
- A vote is taken and the motion does pass unanimously.

21:31 CST: Meeting is Adjourned.

CERTIFICATION OF COMMITTEE MINUTES

I, Timothy B. Spencer, Secretary of the Commons Project Committee, *an unincorporated standing committee authorized and chartered by ARTICLE VII, Section 5. of the By-laws of DENT COUNTY FALL FESTIVAL ASSOCIATION, INC. and other lawful covenants* (the "Committee") , DO HEREBY certify that the following is a true and correct copy of the minutes of a meeting of the Committee Members of the Committee held on 15 November, 2009, at which time a quorum was present and voting.

IN WITNESS WHEREOF, the undersigned has affixed his signature this 16th day of November, 2009.

Timothy B. Spencer 16 November, 2009

Secretary