



PO Box 3188, Nampa, Idaho 83653-3188  
www.SpikeUpAthletics.com

## SPECIAL MEETING MINUTES

August 17, 2019

10:00 am – 11:15 am MST

### Voting Members Present

Lorenzo Washington - Lead Director/Incorporator/Interim President

Julie Washington - Director/Incorporator/Secretary

### Call to Order

Lorenzo Washington called the meeting to order and provided a quick overview for the purpose for calling this special meeting. He also introduced and thanked Keva Washington for attending this meeting at short notice.

### Prior Meeting Minutes

Lorenzo Washington noted that there were no prior minutes to review and approve because Spike Up Athletics has only been incorporated since May 27, 2019 and had not yet held a regular or special meeting.

### Discussion/Issue – To Appoint Keva Washington an Initial Board Member

Lorenzo Washington explained to Keva Washington that she was invited to this meeting so that he could appoint her to serve on the initial Board of Directors until such time a permanent Board of Directors was appointed, nominated, or elected. He explained that the events described in Resolution 19-08-16 that is before the Board this morning would be the reason for appointing her. He asked Keva if she'd be willing to accept the appointment. She accepted and will temporarily serve on Spike Up Athletics' initial Board of Directors as a voting member until a permanent Board of Directors is approved.

Motion: Not applicable for appointment to the Board

### Discussion/Vote – Resolution 19-08-16

Lorenzo Washington read out loud Resolution 19-08-16.

Julie Washington stated that she did not understand why the Branson's did not just come to the Board and explain their situation and why they no longer wanted to be associated with the club and that it would have made more sense to ask the Board to approve refund of their contribution. Julie stated that if the Board had approved for them to get a refund, then all four initial Board members could have proceeded to the bank together to get the refund and get all signature authority cards, blank checks, debit cards, and the online banking portal sorted out all in one go.

Keva Washington stated that if no other funds were missing from the account, she'd be willing to let bygones be bygones, and just move forward without pursuing criminal action.

Lorenzo Washington stated that because Spike Up Athletics had not yet finalized its Bylaws, had not spent any of the initial money deposited in the account by both the Washington's and Branson's because the corporation was still in negotiation to get a facility at which to hold club practices, and the corporation did not have any debt to pay back yet, he was also in favor of not pursuing charges and let the Branson's be on their way.

Julie Washington phoned Idaho Central Credit Union to speak with a customer service representative and was given Hannah Burkhardt, explained the dilemma we were in, and asked for advice on how to get the corporation's account sorted out being that the Branson's were not being cooperative with going to the bank to get things sorted out. Hannah explained that they could get the account sorted out without the Branson's as long as we brought in our Articles of Incorporation and Bylaws showing Board member names and titles and we'd be able to put a new Board member in charge of the account. She also explained that the bank would still need Alyne's approval to be removed from the account, but all the Bank needed to do was phone Alyne for that.

After discussion, Lorenzo, Julie, and Keva agreed to draft temporary Bylaws just to get this issue resolved with the bank accounts as quickly as possible in order to protect Spike Up Athletics' interests.

A motion was made to draft temporary Bylaws, amend the current draft Bylaws the group had been working on to address and protect Spike Up Athletics in the event something like this happened in the future, and to remove all reference to the Branson's being founders from the current draft Bylaws being that Alyne Branson refunded herself the \$600 they contributed.

Motion: Julie Washington

Second Motion: Keva Washington

Vote: None opposed

Motion approved

#### Discussion – Drafting Temporary Bylaws

In discussing what the temporary Bylaws should include, the 3-member Board settle on 3 articles: Name & Entity, Board of Directors, and Adoption. The Board decided to show Lorenzo Washington as the Interim President, Julie Washington as both the Secretary and Interim Treasurer, Alyne Branson as the ex-treasurer, and Darrin Branson as an ex-board member. The 3-member board agreed to define a title and role for Keva Washington once the issues with the Bank were sorted as it may require some other shifting of titles and roles afterwards.

#### Meeting Adjourned

Meeting adjourned at 11:15 am