Meeting Minutes of the Special Member Meeting of the NW Wall & Ceiling Bureau

Date: December 2, 2016 @ 10:00am  
Meeting Presider: Mark Eisenmann  
Location: NW Wall & Ceiling Contractors Association’s Conference Room  
2825 Eastlake Avenue East, Ste 350, Seattle WA 98102

- Portland NWCB Chapter participated via conference call from John Killin’s office near Portland
- Meeting was called to order by Mark Eisenmann at 10:10am

1. Introductions
   - Maria Meyers will take minutes
   - Attendees: Self-introductions were done.
     In attendance in Portland: Neil O’Connor and John Killin.
   - Mark Eisenmann provided a review of the handouts which were: The Meeting Agenda, One Page Summary of Bylaw Changes, blue line document of the Proposed Amended Bylaws dated 12/2/16, blackline of the Proposed Amended Bylaws dated 12/2/16, a copy of the existing Bylaws dated 10/5/16.

2. Purpose of this Special Meeting of the Membership
   Mark Eisenmann stated:
   - This is a Special Membership Meeting
   - The NWCB Board of Directors has called for this Special Membership Meeting for the sole purpose of voting on the acceptance of the proposed Second Amended Bylaws dated 2/12/16. This meeting is called per Article II of the current Bylaws dated October 5th, 2010. As described in Article II, no other business may be transacted at this meeting. As stated in the Bylaws, each NWCB member company is entitled to one vote, in person, by a designated company representative.
   - If we wish to discuss anything else other than the Bylaw revisions, we must first conclude this Special Membership Meeting. Then we may open discussion.

3. Summary review of the revisions to the Bylaws
   Mark Eisenmann stated:
   - The revisions to the bylaws were coordinated by Mark Eisenmann, with the assistance from attorney Jim Yand of Miller Nash Graham & Dunn. Attorney Seth Millstein of Pillar Law performed a review of these revisions.
   - At the meeting of the NWCB Board of Directors on October 13th, 2016, the board reviewed and approved the Second Amended Bylaws dated December 2nd, 2016.
   - Summary of the bylaw changes for the Northwest Wall and Ceiling Bureau. Mark Eisenmann read to the group the SUMMARY OF BYLAW CHANGES NORTHWEST WALL & CEILING BUREAU document dated 12/2/16. Mark Eisenmann also stated that as a point of information, the revised board structure was
already approved in the Membership Meeting at the Annual Convention, April 18th, 2015 at the Westin Mission Hills resort, Rancho Mirage, CA.

4. Approval of the Second Amended Bylaws for the NW Wall & Ceiling Bureau

Mark Eisenmann requested:

Could I please have a motion to accept the revisions to the Northwest Wall and Ceiling Bureau’s existing bylaws dated 10/5/2010 resulting in the Amended Bylaws dated 12/2/16 for the Northwest Wall and Ceiling Bureau.

Motion: Doug Bixel

Second: Michael Newman

Any Discussion?
A lengthy discussion related to NWCB Policies and Bylaws transpired. The importance of timely updating of the Bylaws was stated and discussed.

A verbal vote was taken:

All in favor say yeh: 100% yeh vote
Opposed: No one voted no
The vote passed unanimously

5. Adjourn

Mark Eisenmann requested a motion to adjourn.

Motion: Marty Holberg

Second: Jim Taylor

Any discussion? No Discussion

All in favor say yeh: 100% were in favor
Opposed? No one voted no.
The vote passed unanimously

Mark Eisenmann thanked everyone for participating