



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

**Date:** December 2, 2016 @ 10:00am

**Meeting President:** 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 Seattle: Jim Yand, Jim Taylor, Marty Cope, Paul Cohran, Morris Mehrer, Doug Bixel, Michael Newman, Eric Eschbach, Marty Holberg, Kyle Young, Dick Mettler, Mark Eisenmann.*  
*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 5<sup>th</sup>, 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 13<sup>th</sup>, 2016, the board reviewed and approved the Second Amended Bylaws dated December 2<sup>nd</sup>, 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 18<sup>th</sup>, 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*