

MAMBA Meeting Notes

January 16, 2018

Location: Mikey's

Present: Jonathan Lomber, Dan Cordon, Kari Dickinson, Colin Priebe, Matt Pollard, Mike Barker, Jerry Long, Tony Matson, John Wentz, Andrew Pratt (6:35 arrival)

Meeting called to order at 5:45pm by Dan Cordon and Jonathan Lomber

Resignation of Scott Metlen: communicated through personal email to Matt Pollard, John Wenz and Matt Pollard, and public posting on MAMBA Facebook's' page. Didn't *technically* resign to other board members. We are accepting these two avenues as viable intention to resign from the MAMBA group, though would like an official / legal letter of resignation to the current (Dan, Jon) board members.

How does Scott stand with respect to club finances? With the current / historical bookkeeping and knowing that Scott is a straight-shooter and trustworthy, we'll need to collaborate with him to determine this status.

Dan and Jonathan are not interested in being on the board; they would like to resign.

Bank Account: who is on it and at what power. (Umpqua Bank)

Three Required (by law) Board Positions: President, Secretary, Treasurer

The following person have volunteered for the re-birth of the club, assuming we are designated by Jonathon and Dan:

- Tony Matson volunteers to be the Treasure (He's a CPA at Hayden Ross). He does not want signing authority but can deposit and write (NOT SIGN) the check.
- Mike Barker volunteered to be President
- Matt Pollard (self) volunteered to be Secretary.

Let the minutes note that our Legal Counsel has notified us of our legal obligations with regards to article of corporation, bylaws, boards, and resignation of Scott Metlen.

Discussion about how the mechanics of the board (how many, what positions), memberships (voting, criteria for voting members, etc.), transparency (communication with the community, public relations)

Motion by Dan Cordon Seconded by Jonathon Lomber. To resign as board members, official at the end of the meeting. They have appointed Mike, Matt and Tony as the new board members. Currently Matt, Mike and Tony are assuming positions as directors; will develop board roles and positions at next meeting. This avoids the three from assuming said positions on the board.

What does Kari do? She's been the Website/Membership Manager: Website, Facebook, PayPal, bank transfers. She's going to stay on? We want her in a legal officer-ship position. (Social Media, Web, Donations, Money Transfer) What's the long-term plan? Kari's roles may be divided to multiple people / roles / positions overtime.

Inclusive to all trail uses: hikers, mtn bikers, runners, horses. In time... this is consistent with vision of MAMBA. We are not planning to *change* but to flow with the natural progression of the change to reflect the diversity of trail users.

Potential New Board Positions:

Stakeholder Coordinator: deal with land owners, Palouse Land Trust, road runners, horseback riders

Communications Director / Public Relations (??)

Trail Master: directs a committee to evaluate trail maintenance, development, modification, use, etc.

When rerouting trails... we should have signage "trail closed for erosion control" etc.

Signage- Landowners historically haven't liked it. Wish for Moscow Mtn to "never become a destination".

Trail maps- we need an App. Or don't we? Trail forks → contacted Colin regarding trails and donations to the club. Whatever we do, we will support the landowners to their land-use decisions. (think: North Contour).

Historically "not a destination", hence, no signs, no publications.

Registered Agent: Jonathon will transfer it to Jerry. Update it immediately

Discussion regarding Jerry filing for 401c3 status (\$400)

Update: Jonathan received a text from Scott: yes he has resigned

Meeting closed at 19:20.

Meeting called to order at 19:20 by Mike Barker

Contact Landowners and Stakeholders ASAP regarding new board. Set end of January as public (Facebook) posting assuming Landowners/stakeholders have been notified and their concerns have been addressed. Jerry will be the contact for Troy and Bennett Lumber.

2/1 Public Announcement → Facebook, dnews, etc "the exiting board of MAMBA has appointed new members: MB (pres), MP (sec) and TM (tres). Concern by Jonathon to assure the landowners that it is not a hostile takeover, but rather a stepping aside... good faith, good feelings... etc.

Need a press release!

Motion by Tony that Mr. Mark Deming pens our press release to announce our new board, but also includes a brief history of MAMBA.

Colin will verify that Scott Metlen has been removed from the Facebook page.

Tony will coordinate transfer of bank accounts.

Jerry will draft the bylaws & articles of incorporation and notify the board regarding with the legal intricacies. Suggest first electing a new board at the first meeting (note: we have a new board...)

Should we have a landowner on the board? Or an advisory committee? How about other stakeholders?

Trails: Several new, several in the works. Not sure what Scott had in mind re: Queen Mary's Revenge.

Next Meeting 2/6 7pm at Mikey's

Meeting Closed at 20:26 by Mike Barker and Matt Pollard