

**LAKE CHAPALA SOCIETY
ANNUAL GENERAL MEETING
THURSDAY, FEBRUARY 28, 2013**

1. Call to Order

The meeting was called to order at 10:00am by President, Howard Feldstein. As there was not 50% of the membership present at the meeting it was recessed for 30 minutes to obtain an alternate quorum in compliance with Mexican law.

2. Establishment of Quorum

The meeting was reconvened at 10:30am. The secretary confirmed that attendance for the alternate quorum was over the 50+1 members required.

3. Adoption of Agenda

Moved by David Huff; seconded by Cate Howell, to approve the agenda as corrected in item 4 to read February 23, 2012 instead of March 23, 2012 and item 12 to reflect the year 2013 instead of 2012. Motion Carried.

4. Adoption of Minutes

Moved by John Rider; seconded by Emile Badawy, to approve as distributed the minutes of the Annual General Meeting of February 23, 2012. Motion Carried.

5. President's Report

President Howard Feldstein noted some of the work done by the various committees of the Board. The President's Executive Summary of the Governance Report for 2012 is attached.

The President also reported on the preliminary finding of the Feasibility Study currently under way. Already the findings of the study point to some general themes such as a general lack of awareness among the public and LCS members about the mission, scope of services, and economic issues of the society, and the extent of competition from other Lakeside area fund raising entities. Preliminary findings also uncovered the need for some fence mending. At this time it is too early to report final recommendations, but the results of the study will be shared publicly when it is finished.

The president concluded his remarks by thanking all volunteers for their service and announced the need for volunteers to take mail to states.

Then the President invited the Chair of the Audit and Advisory Committee (AAC) to the podium for brief remarks: Chairperson, Kenneth Caldwell reported that the AAC policies and procedures may be reviewed on the LCS website under the Governance tab. He said the AAC is not a committee of the Board, is responsible only to the membership, and like the Board is comprised of members working for the best interest of LCS. He reported that the key functions of the AAC are to ensure the integrity of financial reports, to see that the society operates in compliance with its governing documents, to monitor voting procedures, to advise the Board and Executive Director on matters within AAC mandates, and to handle member complaints and grievances. He reminded members that the preferred way to handle complaints is through the Executive Director or the Board, but that members may take a matter directly to the AAC. He thanked the following

members of the AAC for their service today in monitoring the AGM and its processes: Jim Way, George Radford, Bruce Brodsky, and Mitchell Perey.

6. Ratification of 2012 Financial Report

The Treasurer, Paula Haarvei, provided a financial report for 2012 and noted that LCS finished the year with a surplus of over 345,000 pesos and had increased its equity value to over 2 million pesos.

Moved by Paula Haarvei; seconded by Blue, that in accordance with the Constitution, the financial statements as presented to the members be ratified. Motion Carried.

7. Ratification of Appointment of Internal Financial Auditor for 2013

Moved by Paula Haarvei; seconded by David Huff, that in accordance with the Constitution, the appointment of the LCS Audit & Advisory Committee as the Internal Financial Auditor for the year ending December 31, 2013 be ratified. Motion Carried.

8. 2013 Budget Projections

The Treasurer presented the 2013 budget as approved by the Board. *In accordance with the Constitution, the financial projections for 2013 must be presented to and received by the members each year at the AGM. This item does not require a motion or a vote.*

9. Ratification of Reserve Fund Deposit

Treasurer Paula Haarvei advised that the Board has approved the recommended allocation of 150,000 pesos to the reserve fund to continue toward the goal of accumulating up to 12 months of operating costs. *Moved by Paula Haarvei; seconded by David Huff, that in accordance with the Constitution, the decision to transfer 150,000 pesos to the reserve fund be ratified. Motion Carried. This brings the reserve fund to 450,000 pesos.*

10. Adoption of Long Term & Strategic Goals (Strategic Plan)

While the current Strategic Goals are still valid, the President reported that the Board will undertake a new round of strategic planning, lead by George Radford, to take advantage of the findings of the Feasibility Study and to help focus on resources and measurable results. This further articulation of the current strategic goals or any new goals that may arise will be made available to the membership when completed.

11. Report on Annual Objectives

Reviewed under item #5, President's Report (see attached *Governance Report for 2012, Executive Summary.*)

12. Ratification of Membership Categories & Dues

The Board is not recommending any changes to membership categories or membership dues for 2013.

13. Election of Officers & Board Members

The Chair of the Nominating Committee, Nancy Creevan, was introduced. She presented the candidates being put forward by the Nominating Committee:

Vice President: Frank Benjamin White (1st term)

Treasurer: Michael Ross Searles (1st term)

Directors at Large: Catherine Carroll Howell (2nd term)

Lois Ann Cugini (2nd term)

Wallace George Mills (2nd term)
Alfred Earl Harland (1st term)
Aurora Michel Galindo (2nd term)
Ernest Gay Gabbard (1St term)
(Full names of candidates, as stated on their passports, is a requirement of Mexican officials who review LCS minutes as to compliance with Mexican Law.)

Nominations were invited from the floor for each of the positions – vice president, treasurer and directors at large. There were no nominations from the floor. In accordance with the Constitution, because there were no contested positions it was not necessary to hold a vote. *Moved by Paula Haarvei; seconded by Emile Badawy that the slate of candidates presented by the Nominating Committee be elected by acclamation. Motion Approved Unanimously.*

The President thanked outgoing Treasurer, Paula Haarvei, for doing a great job of helping to keep LCS's financial house in order during her term of office, noting that while she will no longer be on the Board she will still help with fund development.

14. Ratification of Appointed Officers & Board Members: None

15. Adjournment

Moved by Cate Howell, seconded by David Huff, that the meeting be adjourned at 11:16 am.

Attachment: Governance Report for 2012, Executive Summary

Minutes prepared by John Rider, LCS Secretary

Reviewed by the Board at its regular monthly meeting on March 14, 2013.

Final approval is needed at the next AGM in 2014

Approved at the AGM 13 March 2014