

The Richmond Rooster Board of Directors Meeting

The Board of Directors of The Richmond Rooster (the 'Rooster') constituting of all the held its first meeting as the initial Board of Directors on July 18, 2014 at 5:14. Ms. Carol Jameson attended the meeting by invitation.

The incorporators of the Rooster elected the following persons as the directors, all of whom were present in person at the meeting, each to serve as for a term of 3 years or until the election of his or her successor, as applicable:

John Boccalini
Marie Knowlton
Jeani Eismont
Kathy McWhirk
Terri O'Rorke

On motion and by unanimous vote, John Boccalini was elected temporary Chairperson and presided over the meeting. Terri O'Rorke was elected temporary Secretary.

Mr. Boccalini then presented for adoption a proposed set of Bylaws of the corporation. Each bylaw was considered, discussed and on motion duly made and seconded, it was unanimously resolved that the bylaws at this meeting be adopted as the bylaws of the corporation. Mr. Boccalini made a motion to accept the bylaws, seconded by Mrs. O'Rorke, all were in favor. Further, the Secretary of The Richmond Rooster is directed to have a copy of the bylaws kept at the corporation's principle office, in its record book.

Next took place the election of officers. Upon motion, the following persons were unanimously elected to the following offices:

President, John Boccalini
Vice President, Jeani Eismont
Secretary, Terri O'Rorke
Treasurer, Deb Coll

Each officer who was present accepted the office.

Mr. Boccalini then presided as Chairman and Mrs. O'Rorke acted as Secretary of the meeting.

Marie Knowlton made a motion to vote in with terms the entire slate of Board of Directors, Jeani Eismont seconds, all voted in favor. Each officer who was present accepted the office. Mr. Boccalini then presided as Chairman and Mrs. O'Rorke acted as Secretary of the meeting.

Marie Knowlton presented to the Board a draft of how the terms for each officer would run. All terms were to be staggered into 3 years. The following terms were agreed upon:

Terri O'Rorke – 1 year
Jeani Eismont – 2 years
Kathy McWhirk – 2 years
Marie Knowlton – 3 years
John Boccalini – 3 years

Ms. Carol Jameson explained that the Rooster was formed as a nonprofit corporation under New Hampshire law (RSA 292 et seq) and as a “civic and social welfare organization” within the meaning of Section 501 (c) (4) of the Internal Revenue Code. The Rooster is therefore exempt from applicable state and federal corporate/business income, franchise or similar taxes. Donations to the Rooster are not tax deductible to the donor. Ms. Jameson explained that the Rooster would be registering as a charity with the New Hampshire Charitable Trust Unit (see RSA 7:19 et seq). There will also be an application made to the IRS on Form 1024. Ongoing reporting requirements were also discussed.

Jeani Eismont made a motion to adjourn, Kathy McWhirk seconds, all were in favor. It then came to the attention of the Board one more piece of business needed to be discussed. Marie Knowlton motioned to reconvene, Kathy McWhirk seconds, all vote in favor to reconvene meeting.

Last order of business, the Board authorized the opening and maintenance of a bank account at the TD Bank and authorized John Boccalini to be a “Superuser” on the Richmond Rooster bank account.

Jeani made a motion to adjourn, Kathy seconds, all in favor.

Attached:

1. Approved Final Bylaws
2. Approved staggered term schedule Schedule

Respectfully submitted,

Terri O'Rorke