

THE CENTURION FOUNDATION
Regular Board of Directors Meeting
Tuesday, July 21, 2020
5:15 PM

MINUTES

1. Call to Order

A quorum of voting members was established.

Michael Osborne, President, called the meeting to order at 5:15 P.M.

Board Members Present

Voting Members:

Michael Osborne, *President*

Stan Spackeen, *VP*

Kip Volpe, *Treasurer*

Johnny N. Helenbolt, *Secretary*

Kevin Bedient, *At-Large*

Michael Bracht, *At-Large*

Rudy Garcia, *At-Large*

Ben Ladrido, *At-Large*

Zach Lambright, *At-Large*

Peter Backus, *At-Large*

Walter Brewer, *At-Large*

Bill Lloyd, *At-Large*

A.J. Emami, *At-Large*

John Lewis, *At-Large*

Rob Purvis, *At-Large*

Ex-Officio Non-Voting Members:

Tom Miller, *President, The Centurions*

Chris Hanson, *Executive Director, The Centurions*

Board Members Absent

None

2. Opening Remarks

Michael Osborne welcomed the Board members and reviewed the agenda.

3. Approval of Prior Minutes

Johnny N. Helenbolt presented the draft minutes of the April 16, 2020 Board meeting for approval.

MOTION by Stan Spackeen to approve the April 16, 2020, Board meeting minutes; seconded by Kevin Bedient and UNANIMOUSLY APPROVED.

4. Reports

A. Treasurer's Report. Kip Volpe reported that we are supposed to get 50% of ticket sale proceeds from the Arizona Bowl and he is following up with Alison Tofel. Kip requested approval of the financial statements.

MOTION by Johnny Helenbolt to approve the financial statements; seconded by Kevin Bedient and UNANIMOUSLY APPROVED.

B. Marketing Report. Ben Ladrido and Chris Hanson updated us on the web page changes and how the Foundation will receive a separate page prominently within the overall Centurions website.

Ben also suggested levels for an ask to the overall members. The levels are as follows:

\$250-999	Patron
\$1,000-2,999	Ambassador
\$3,000-4,999	Provider
\$5,000-9,999	Builder
\$10,000+	Founder

There were suggestions that to reach those levels, donors could make the payments over a certain period of time. Five years was suggested.

5. Old Business

A. Michael Osborne requested approval of the slate of Board of Directors for fiscal year commencing in September, 2020 through fiscal year ending September 2021. The attached exhibit was presented.

MOTION by Stan Spackeen to approve the 2020 slate of Directors as presented; seconded by Kip Volpe, the exhibit was UNANIMOUSLY APPROVED.

B. Michael Osborne wanted to acknowledge that all members' terms expiring this year will be starting their second three-year term except for Peter Backus who will only be starting his first three-year term.

C. Approval of Officers. Michael Osborne presented the attached slate of Officers.

MOTION by Walter Brewer to approve the slate of Officers as presented; seconded by Peter Backus and UNANIMOUSLY APPROVED.

Both the approved Board and slate of Officers now need to go to the Board Selection Committee for their approval; Chris Hanson will prepare and deliver the Board's proposed slate of Directors and Officers to the Board Selection Committee for approval.

D. Kip Volpe and Chris Hanson presented an update on qualifying charitable organizations. It was mentioned that 50% of the budget has to go to qualifying organizations and it also has to go to direct services. Historically, The Centurions' donations to the TMC Foundation were used for brick and mortar projects per TMC's request, but Chris Hanson reported that TMC now prefers to work with us to fund direct services. The attached amendment to section 1.3 of the Bylaws was presented.

MOTION by Johnny Helenbolt to approve the amendment to the bylaws; Michael Bracht seconded the motion and the motion was UNANIMOUSLY APPROVED.

E. Chris Hanson presented a draft Charitable Distribution Policy.

MOTION by Michael Osborne to approve the revised policy; seconded by Walter Brewer. The Motion was UNANIMOUSLY APPROVED.

F. Kip Volpe brought up the need for an Investment Committee to establish policies and to regularly review our investments.

MOTION by Johnny Helenbolt to approve establishing an Investment Committee; seconded by Michael Bracht. Motion was UNANIMOUSLY APPROVED.

The following persons will be on the Investment Committee:

Jed Lightcap

John Lewis

Stan Spackeen

Walter Brewer

Zach Lambright

6. New Business

A. Creation of Executive Committee. An amendment to the Bylaws was presented to amend Section 5.2 to create an Executive Committee consisting of current officers and immediately past officers.

MOTION made by Peter Backus to approve amendments to Section 5.2 of the Bylaws to establish an Executive Committee, seconded by Michael Bracht and UNANIMOUSLY APPROVED.

B. Michael Osborne sent out a request to The New Centurions' Board of Directors to allow members to transfer their \$250 proposed refund or dues reduction directly to The Centurion Foundation. Michael is waiting for a response.

7. Next Meeting

October 19, 2020, 5:15 pm. Kip Volpe and Chris Hanson will review to determine if that is a suitable date and will have authority to change the date.

8. Adjournment

With there being no further business, the meeting was adjourned at 6:28 P.M.