

**Livingston County CARES
Corporate Meeting
Friday, June 29, 2007
2:15 PM
MacVittie College Union Board Room**

All incorporators of Livingston County CARES, Inc. were present at the meeting called for the purpose of establishing by-laws, electing the first Livingston CARES Board of Directors, creating officer positions, establishing the fiscal year, and determining the annual meeting date of the corporation. The incorporators present at the meeting included Niles Christiansen, Kay Fly, Lyle Lehman, Tom Matthews, and Cynthia Oswald. Jerry Alonzo attended the meeting as a guest consultant to assist with the formalities required by corporate law.

The incorporators voted unanimously to adopt the New York Specimen Bylaws under Sections 602 and 702 of the Not-for-Profit Corporation Law.

The incorporators voted unanimously to create the first Board of Directors with a minimum of 13 and no more than 19 directors.

The incorporators voted unanimously to elect the following members of the Board of Directors with an initial term of office as specified after each name:

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|-----------------------|-------------|
| Jerry Alonzo | 3 year term |
| Nils Christiansen | 2 year term |
| Joan Ellison | 2 year term |
| Kay Fly | 3 year term |
| Richard Hatheway | 1 year term |
| Connie Hurlburt | 2 year term |
| Kathleen Jones | 3 year term |
| Wes Kennison | 1 year term |
| Lyle Lehman | 1 year term |
| Tom Matthews | 3 year term |
| Cynthia Oswald | 3 year term |
| Doug Wilson | 1 year term |
| Dan Dimpfl | 2 year term |
| Jennifer Delcourt | 1 year term |
| Student to be elected | 1 year term |
| To be elected | 2 year term |
| To be elected | 2 year term |
| To be elected | 3 year term |
| To be elected | 1 year term |

The incorporators voted unanimously to establish three officer positions: President or Chair, Secretary, and Treasurer

In recognition and acknowledgement of the volunteer administrative support from the SUNY Geneseo Center for Community staff members, the incorporators voted unanimously that the officer positions of President or Chair and the Secretary of the Board of Directors will be selected from two individuals serving in leadership education and volunteer services positions at SUNY Geneseo.

Cynthia Oswald and Niles Christiansen were unanimously elected to serve as the first nominating committee to recommend a slate of officers to the first full meeting of the Livingston CARES, Inc. Board of Directors.

The incorporators voted unanimously to set the date for the annual meeting of the corporation in the month of February each year. In order to comply with the adopted Bylaws (within thirteen months of incorporation on August 2, 2006), the first annual meeting will be held on Tuesday, July 10 at 2:15 PM in the Board Room of the MacVittie College Union.

The incorporators voted unanimously to establish board meetings on a bimonthly basis.

The incorporators did not vote to establish a fiscal year for the corporation pending negotiations with the Geneseo Foundation regarding the possibility of maintaining accounts and funds in the Geneseo Foundation. Susan Crilly from the Geneseo Foundation has asked for advice on the matter from the foundation auditing firm. This item will be placed on the agenda at the July 10 meeting of the Board of Directors.

The signatures of the incorporators were affixed on two copies of page 10 of the New York Specimen Bylaws as adopted at this meeting.

The meeting of the incorporators meeting was adjourned at 4:15 PM.

Minutes recorded by Tom Matthews