

Board of Directors Minutes Addendum
LIA Board of Directors Action July 20, 2012 and
August 4, 2012

On July 20, 2012 Severn wrote an email to the Board stating: “Recently, I contact Dr. Peter Gallagher and Mike Goree and sent each of them a copy of the Duties and Responsibilities of the Education and Research Director position. Dr. Gallagher was most interested in the position and eager to apply. Mike Goree sent me an email yesterday stating in part that, “After much thought, I have decided that I am not the proper person for this position....I would like to express my belief that Peter is the man for this position. He has the skill set and the experience to undertake successfully all of the items on the job description.” Wayne Orton asked Severn to poll the Board electronically and ask for a yes or no vote to accept and offer the Education and Research Director’s position to Dr. Peter Gallagher. On July 24, 2012 John R. Kavanaugh (by phone), Wayne Orton, Danny Mobley, Jack Hopper and Marianne Joye (by email) all voted yes to the offer. Wayne Orton declared that there was a quorum and that we should offer Dr. Gallagher the position.

On August 4, 2012 Wayne Orton asked Severn to poll the Board electronically on several issues and get a yes or no vote. Issue 1, Wayne would like to present Mike Goree with a special plaque at the Annual Meeting, October 2, 2012 that would read: “Presented to Marshall ‘Mike’ Goree This Day October 2, 2012 In Grateful Appreciation Of Your Service To And Establishment Of The Louisiana Irrigation Association And Serving As President And Board Member Since 2005. We Hereby Honor You With Lifetime Honorary Membership In This Organization.”

Issue 2, Severn sent Susan Webb, CPA a copy of the contract between LIA and the Executive Secretary, the lease agreement, the consulting agreement and the duties and responsibilities of the Executive Secretary. Susan responded back to Severn on July 26, 2012 with some concerns. Severn called her and discussed the concerns and the only real problem was some wording in the By-Laws which was contrary to wording in the contract. She advised to have the wording in the By-Laws amended by the Board and the Membership and once done file the Amendment with the Secretary of State and the IRS. Changes that she recommended were: “Article I, Section 3, 1st sentence; The Executive Secretary shall be *contracted* (not employed) by the Board of Directors and be responsible to the Board. 2nd to last sentence; He shall be under the *guidance* (not direct supervision) of the Board of Directors, the President and any other Member of the Board to whom is delegated administrative authority....” Finally, Susan recommended that Severn have a lawyer review the paperwork to be sure it conformed to Louisiana Law.

By August 8, 2012 Wayne Orton, Julie Broussard, Danny Mobley, Jack Hopper, Curt Bowman (by email) and John R. Kavanaugh (by phone) all voted yes to both issues. Wayne Orton declared that there was a quorum and that LIA should give Mike Goree the plaque and that the Membership should vote on the By-Law change October 2, 2012 at our Annual Meeting. On September 5, 2012 Laurie M. Pennison, Attorney At Law, LLC reviewed the contract paperwork and responded by stating that the paperwork conformed to Louisiana Law and that it was a very well written contract. The membership voted favorably for the By-Law change on October 2, 2012 and consequently. Severn would then proceed to file the Amendment with the Secretary of State and IRS.