



Explore Engage Enjoy

Board Meeting Minutes

Date: 6-13-22

Opening

The initial meeting of Explore Engage Enjoy's Board of Directors was called to order at 5:30 pm on 6/13/22 at Google Meet by Rebecca Moyer.

Attendees: Rebecca Moyer, Executive Director; Stephanie Wagers, Board President; Emily Lorang, Secretary; and Stephanie Gilbreath, Treasurer

Members of the Board: Rebecca Moyer, Executive Director; Stephanie Wagers, Board President; Emily Lorang, Secretary; and Stephanie Gilbreath, Treasurer were present. The meeting consisted of a quorum.

Approval of Agenda

The agenda was unanimously approved as distributed.

Approval of Minutes

This was the initial meeting of the Board of Directors, no previous minutes were available to approve.

Orders of Business

1. Unfinished Business
 - a. Establishing Explore Engage Enjoy as a 501(c)3 company.
2. New Business
 - a. Reports from: Rebecca, the executive director
 - i. Rebecca opened the floor to any questions about Explore Engage Enjoy (E3). Described structure of OP clinic to serve pressing needs for OT, SLP, & PT services in Douglas County.
 - b. Ratify and Sign Bylaws
 - i. Rebecca has been talking with non-profit consultant for language IRS can use/approve

- ii. Stephanie W. recommends finding lawyer who knows non-profits. Recommends getting credentials through NWRA.
 - iii. Rebecca will submit all to IRS after mtg, could take 9-11 months to get off ground. Would like 4 board mtgs/year to review financials, etc.
 - iv. Vote: All in favor to accept bylaws.
 - c. Ratify and Sign Articles of Incorporation
 - i. Rebecca has already established EIN, not exempt until all forms are filled out.
 - ii. Hoping to continue at current CTD site, would likely transfer lease. Stephanie W. will contact landlord to discuss.
 - iii. Vote: All in favor to accept Article of Incorporation
 - d. Ratify and Sign Conflict of Interest Policy
 - i. Stephanie W. wanted clarification for potential conflicts with Connect the Dots (CTD). Rebecca ensured as long as other facilities are provided with referrals and there is transparency with financials it should be ok. Rebecca will contact lawyer if there is any concern of conflict.
 - ii. Vote: All in favor to accept Conflict of Interest
 - e. Agree and Sign Resolution for Bank Account
 - i. First Interstate Bank
 - ii. Rebecca to create separate copies of resolution to open acct for different financial institutions.
 - iii. Stephanie G. will look into Rogue and Cascade Community organizations.
 - iv. Stephanie W. recommends staying aware of insurance costs, having financial security to bank roll salaries, layout all expenses (EMR, malpractice insurance, cushion if reimbursements are lagging). Rebecca to consult CPA.
 - f. Review timeline for moving forward
 - i. Next board mtg will be set when there is approval of tax-exempt status. Rebecca will work on employee manual in meantime.
 - g. Finance department
 - h. Committees
 - i. Program staff leads
 - j. Any additional business or supplements to the agenda
3. Future Action Steps
- a. Emily: type and sign board meeting minutes
 - b. Stephanie W: verify lease and building transfer of rent or sublet options
 - c. Rebecca: make PDF of all documents signed and submit with Form 1023 to IRS, obtain state tax ID, follow up with CCD (Michele Laird) for small business loan, in person set up bank account, finish employee handbook, compensation options typed up for review, apply for state tax exempt status (after Federal approval), register for charitable solicitation in Oregon.
 - d. Stephanie G: in person set up bank account

Adjournment

Meeting was adjourned at 7:04 pm by Rebecca Moyer. The next general meeting will be determined pending tax exempt status application from the IRS. All board members will be notified 14 days prior to meeting to establish time and location.

I do hereby certify that these board meeting minutes for Explore Engage Enjoy reflect accurate and complete information. Respectfully submitted by:

Stephanie Wagers

Stephanie Wagers, President

Date: 03-22-2023

Emily Lorang

Emily Lorang, Secretary

Date: 6/14/2022

Signature Certificate

Reference number: BA5GF-B45VW-DSNSO-5EFSY

Signer

Timestamp

Signature

Stephanie Wagers

Email: stephaniew@ctdpediatrictherapy.com

Sent:

22 Mar 2023 22:25:59 UTC

Viewed:

22 Mar 2023 23:55:38 UTC

Signed:

22 Mar 2023 23:55:59 UTC

Stephanie Wagers

Recipient Verification:

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22 Mar 2023 23:55:38 UTC

IP address: 67.189.78.20

Location: Eugene, United States

Document completed by all parties on:

22 Mar 2023 23:55:59 UTC

Page 1 of 1



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