



**Umpqua Valley Development Corporation
Board Meeting Minutes
October 28, 2019
10:00 am – 11:30 am
Mercy Medical Center, Board Conference Rm.
2700 NW Stewart Pkwy., Roseburg, OR 97471**

Board Members Present: Richard Heard, Kelly Morgan, Steve Loosely, Gary Leif, Lisa Yop, Ryan Tribbett, Linda Samek (via phone), Dallas Heard (via phone)

Staff Present: Phil Scheuers

Others Present: Nikki Messenger (City of Roseburg), Greg Davenport (George Fox University), Karmen Fore (Oregon Solutions)

1. Welcome and Introductions

The meeting was called to order at 10:04 am. Ryan Tribbett asked that introductions be made by all present. Tribbett further explained the need and purpose for the Umpqua Valley Development Corporation.

2. Review and Adoption of By-Laws

Ryan Tribbett handed out draft by-laws with members. Members reviewed the by-laws. It was noted the amended draft makes one change which was to have the Officer to the Board serve as a non-voting member. Greg Smith shared the by-laws were drafted after similar by-laws from other organization that have the same mission in Oregon.

Motion: Richard Head made a motion to adopt the by-laws. Kelly Morgan seconded the motion. All members were in favor. Motion approved.

3. Review and Adoption of Articles of Incorporation

Ryan Tribbett handed out draft articles of incorporation for members to review.

Motion: Richard Hared made a motion to adopt the articles of incorporation and incorporate. Kelly Morgan seconded the motion. All members were favor. Motion approved.

4. Election of Officers



Ryan Tribbett read the description of duties of the Board president as outlined in the By-Laws: Section 4.

Motion: Kelly Morgan made a motion for Richard Heard to serve as Board President. Steve Loosely seconded the motion. All members were in favor. Motion approved.

Board President began presiding over the meeting.

Board President Heard read the description of duties of the Board Vice President as outlined in the By-Laws: Section 4.

Motion: President Heard made a motion for Kelly Morgan to serve as Board Vice President. Steve Loosely seconded the motion. All members were in favor. Motion approved.

Board President Heard read the description of duties of the Board Secretary as outlined in the By-Laws: Section 4.

Motion: President Heard made a motion for Steve Loosely to serve as Board Secretary. Kelly Morgan seconded the motion. All members were in favor. Motion approved.

Board President Heard read the description of duties of the Officer to the Board as outlined in the By-Laws: Section 4:

Motion: Steve Loosely made a motion for Ryan Tribbett to serve as Officer to the Board. Kelly Morgan seconded the motion. All members were in favor. Motion approved.

5. New Business

Board President Heard handed the meeting to Officer to the Board Ryan Tribbett for his report.

Officer to the Board Report.

Officer to the Board Ryan Tribbett shared that he will move forward with filing the Articles of Incorporation with the Oregon Secretary of State Corporation Division. Tribbett then shared that it is the Board intent to have the City of Roseburg to also be represented on the Board of Directors, but the city needs to approve their representative. At that time, the Board will vote to amend their By-Laws and Articles of Incorporation to reflect a new director position for the city's representative. Tribbett shared after that time, the Board will then file the required paperwork with the IRS for their 501(c)3 approval.

Tribbett shared that it the Board intent to operate as a public body following the Oregon Public Meeting laws. Future meeting notices, agendas, and materials will be sent electronically to members several days before the meeting and binders that include the meeting materials will also be available the day of the meeting.



Steve Loosely asked the question regarding the need for separate email accounts for Board directors to use for communication on businesses related to their work as a director. Tribbett agreed and shared that separate email accounts will be setup for each director. Future correspondence will be distributed through those accounts.

Steve Loosely asked about the need for liability insurance for the corporation. President Heard asked the Officer of the Board to obtain several quotes and bring the information back to the Board for consideration.

Officer of the Board Ryan Tribbett provided a project update. Tribbett shared about the position reception he received when the project was presented at the Oregon State Building Trades Convention last month. Tribbett also shared that he has been having positive discussions with Oregon Solutions regarding the project as well and they will provide information later in the agenda.

Officer to the Board Ryan Tribbett review the board work plan as outlined in the meeting materials. The Board President shared the work plan was good and they would like the Officer to the Board to begin developing project timelines that can keep the board information on the progress of various aspects of the Southern Oregon Medical Workforce Center project.

6. Other Business

Officer to the Board Ryan Tribbett introduced Karmen Fore. Karmen Fore introduced herself and the role Oregon solutions plays in projects for the State of Oregon. Karmen shared that she is excited to work on the Southern Oregon Medical Workforce Center project and will be coordinating with the Board as they move forward with their individual process of evaluating the project.

7. Next Meeting

The Board President suggested meeting the 2nd and 4th Mondays of each month until the previously discussed work plan is completed. It was agreed by all members of the Board.

8. Adjournment

Having no further business, the meeting was adjourned at 12:26 pm.

Minutes Submitted By: Ryan Tribbett, Officer to the Board
Minutes Approved: November 12, 2019