

CRITTER CREEK FARM SANCTUARY, INC.

Minutes of the Quarterly Meeting of the Directors

Date: 07/26/2020

Location: Critter Hills

Christopher J Amerman (CJA) acted as chairperson, and CJA acted as secretary of the meeting.

The meeting was called to order at 17:34 P.M.

The secretary announced that the meeting was held pursuant to notice properly given or that notice had been waived by directors entitled to receive notice.

The secretary announced that the following directors, constituting a quorum, were present at the meeting:

Present in person:

CJA, Erin C Amerman (ECA), _____, _____, _____

Present by conference call: N/A

_____, _____, _____, _____

Absent: N/A

_____, _____, _____

The following persons were also present at the meeting:

Name

Title

Jamie Woodrum (JW)

Social Media Director

Proceedings:

Election of Directors:

The following persons were elected directors of the corporation to serve a one-year term.

Jamie Woodrum, _____, _____, _____, _____

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[OR]

The following directors, having been elected to serve on the board for another _____ term by the members at an annual meeting of members held on _____, _____, accepted their positions on the board:

_____, _____, _____, _____, _____, _____

The secretary announced that the presence of the directors, including the newly elected directors, represented a quorum.

The minutes from the prior directors' meeting dated 03/31/2019

were read by the secretary.

had been distributed prior to the meeting and a reading was dispensed with.

After discussion, a motion to approve the minutes was made by ECA; seconded and approved.

The next item of business was the appointment of committee members and others to positions in service to the corporation. After discussion, the following persons were appointed to serve on the following committees or in the service of the corporation in other capacities for the term indicated below:

Name	Committee or Role	Term
<u>Jamie Woodrum</u>	<u>vice president</u>	<u>1-year</u>
<u>Jamie Woodrum</u>	<u>secretary</u>	<u>1-year</u>

Election of NON-BOARD Directors

Samantha Maybury, Animal Health and Welfare Director

Sheena Drost, Public Relations Director

Manuela Gass-Woodrum Marketing Director

The following reports were presented:

Report: N/A

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RESOLUTIONS:

1. Be it resolved that the following amendment to the corporate bylaws replaces the current EXHIBIT A (pg.21):

Director Name	Address	Phone and Email Address	Term
Christopher Amerman	26118 NW CR 239 Alachua, FL 32615	(813) 313-9720 circeamerman@aol.com	perpetual
Erin Amerman	26118 NW CR 239 Alachua, FL 32615	(813) 340-4919 ecamerman@aol.com	perpetual
Jamie Woodrum	4804 Parson Brown Palm Harbor, FL 34684	(727) 480-3711 jwoodrum97@gmail.com	1 Year

IN WITNESS WHEREOF, the Directors hereby acknowledge they understand and agree to this amendment to the Bylaws, and have executed these Bylaws on July 26, 2020



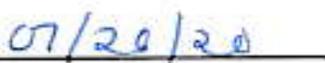
Christopher Amerman



Date



Erin Amerman



Date



Jamie Woodrum



Date

CRITTER CREEK FARM SANCTUARY, INC.

2. Be it resolved that the following amendment to Article VII of the Articles of Incorporation has been filed with the Florida Department of State, effective 07/15/2020, received by USPS tracking 07/20/2020

Article VII

The initial officer(s) and /or director(s) of the corporation are:

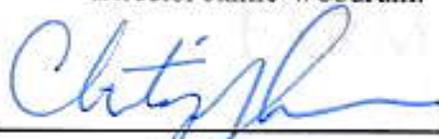
Title: D P
ERIN AMERMAN
12626 NW CR 231
GAINESVILLE, FL 32609 US

Title: D
CHRISTOPHER AMERMAN
12626 NW CR 231
GAINESVILLE, FL 32609 US

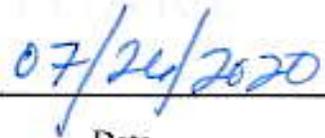
Title: D
JAMIE WOODRUM
12626 NW CR 231
GAINESVILLE, FL 32609 US

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3. Be it resolved that the following directors have authorized via signature below to allow access to all CCFS, Inc. bank accounts to newly appointed Independent

Director Jamie Woodrum.



Christopher Amerman



Date



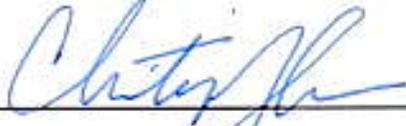
Erin Amerman



Date

CRITTER CREEK FARM SANCTUARY, INC.

4. Be it resolved that the following directors have authorized via signature below that the Bank of America NA, who holds CCFS, Inc bank accounts, remove access to these same bank accounts of former Initial Director Andrea Everage:



Christopher Amerman

07/26/2020
Date



Erin Amerman

07/26/20
Date



Jamie Woodrum

07/26/2020
Date

5. Be it resolved that the following directors have authorized via signature the addition of "Exhibit C" to the corporate bylaws titled (Non-Disclosure Agreement Policy of Critter Creek Farm Sanctuary, Inc) and the associated executable document titled (Confidentiality Agreement):

EXHIBIT C
NON-DISCLOSURE AGREEMENT POLICY
OF
CRITTER CREEK FARM SANCTUARY, INC.

IN WITNESS WHEREOF, the Directors hereby have executed and incorporated by reference this Non-Disclosure Agreement Policy, as Exhibit C to the Bylaws of Critter Creek Farm Sanctuary, Inc., effective on July 26th, 2020.

SECTION 1

CRITTER CREEK FARM SANCTUARY, INC.

PURPOSE

- 1.1 *Purpose.* The purpose of the Non-Disclosure Agreement Policy ("NDA"), as defined below in Section 2.2, is to protect the interests of Critter Creek Farm Sanctuary, Inc. (also referred to as "the Organization"), a Florida not for profit corporation, when it is contemplating entering into a relationship with any *Interested Person(s)* as defined below in Section 2.1. This NDA is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2

DEFINITIONS

- 2.1 *Interested Person.* Any of the Organization's directors, principal officers, or members of a committee with governing board delegated powers, or any Affiliate thereof, who has a direct or indirect financial interest, as defined below, and any substantial contributor to the Organization, is an interested person. An Affiliate with respect to any specified Person shall mean (i) any Person directly or indirectly controlling or under common control with the specified Person; (ii) any director, officer, partner, or trustee of the specified Person; (iii) any Person directly, indirectly, or beneficially owning or controlling 20% or more of any class of voting interests of, or otherwise having a substantial beneficial interest in, the specified Person; and (iv) any ancestor, spouse, or family member, whether by blood or marriage, of the specified Person, or any trust for the primary benefit of such persons.

CRITTER CREEK FARM SANCTUARY, INC.

- 2.2 *Non Disclosure Agreement (NDA)* refers to a contract by which Critter Creek Farm Sanctuary and one or more *Interested Person(s)* agree not to disclose confidential information that they have shared with each other as a necessary part of doing business together.

SECTION 3 ANNUAL STATEMENTS

- 3.1 *Annual Statements.* Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- (a) Has received a copy of the Non-Disclosure policy;
 - (b) Has read and understands the policy;
 - (c) Has agreed to sign the policy as a condition of accepting any role with the Organization as an *Interested Person*, as defined in *Section 2.1*; and to comply with the policy; and
 - (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

CRITTER CREEK FARM SANCTUARY, INC.

SECTION 4

RECORDS of PROCEEDINGS

- 4.1 The minutes of the appropriately dated board meeting and all committees with board-delegated powers shall contain: a documented report noted in the minutes of the appropriate board meeting that a newly elected director or any other office holder or employee was given the opportunity to read and review the NDA policy and sign the associated NDA document.

SECTION 5

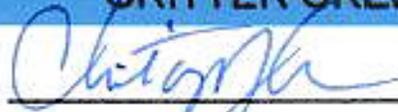
USE OF OUTSIDE EXPERTS

- 5.1 *Use of Outside Experts.* When conducting the periodic reviews as provided for in Section 4, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

This Non-Disclosure Policy of Critter Creek Farm Sanctuary, Inc. is made and entered into effective the 26th day of July, 2020 (the "Effective Date") by and among Christopher Amerman ("Chris"), Erin Amerman ("Erin"), and Jamie Woodrum ("Jamie"), each individually as an initial or independent Director of the Board of Directors of the Organization.

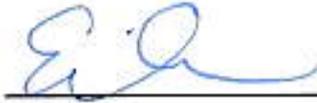
All Directors hereby acknowledge and agree that Initial Director Christopher J Amerman, drafted this Non-Disclosure Agreement Policy on behalf of the Organization.

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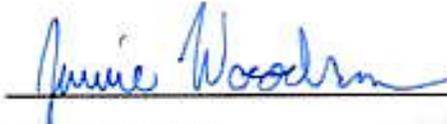
Christopher Amerman

07/26/2020
Date



Erin Amerman

07/26/20
Date



Jamie Woodrum

07/26/2020
Date

Report: No Reports were expected nor given during this meeting.

Other Business: No "Other" business

On motion duly made and passed, the following resolutions were adopted or rejected by the votes indicated below:

1. The resolution to amend Exhibit A in the corporate bylaws was adopted unanimously.
2. The resolution to amend Article VII of the Articles of Incorporation was adopted unanimously.
3. The resolution to add newly elected Independent Director Jamie Woodrum, VP-S to the Corporate signature card with Bank of America was adopted unanimously.
4. The resolution to remove resigned Initial Director Andrea Everage from the signature card with Bank of America was adopted unanimously.

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5. The resolution to add Exhibit C and the associated executable document was adopted unanimously.

Future Business:

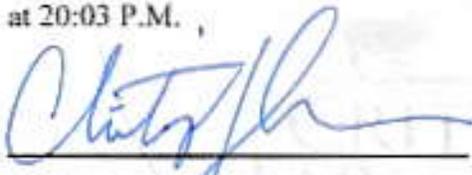
1. Newly appointed Corporate Secretary, Jamie Woodrum, has asked for permission to develop a Google Drive, Virtual Office to assist in our goal streamlining our Directors meeting and minutes reporting as well as allowing public transparency. JW will give a report at the 2020 3rd Quarterly Directors meeting.
2. President ECA, discussed options for dealing with dysfunctional and/or deliberately harmful former office holders. Board agreed to develop a solid stance against bullying of CCFS office holders, volunteers, and guests. This discussion was instigated by the recent resignation of the Organizations initial director and Vice President, Andrea Everage. The NDA policy amendment and associated executable "confidentiality" document were developed to both prevent and protect the interests of the Organization and all Interested Persons.
3. The following GOALS and plans for the remainder of year 2020 in the face of the Covid-19 pandemic: ECA and CJA will collaborate to write a Covid-19 policy covering small group and private tours of both the "Creek" and the "Hills" facilities:
 - a. The board considered the possibility of hosting small tour groups but agreed that a written Covid-19 policy should be drafted to best protect the resident animals, staff/volunteers, and guests from viral exposure. It was agreed that these small group tours would remain free with a suggested donation of \$10.00 per attendee.
 - b. The board considered the possibility of hosting private party tours but agreed that these tours should also be bound by a written Covid-19 policy intended to best protect the resident animals, staff/volunteers, and guests

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from viral exposure. It was agreed that private tours would be charged a minimum of \$50.00 per tour.

4. The board discussed the pursuit of corporate sponsorships and partners. This issue will be readdressed moving forward into 2021.
5. Non-Board Directorships were discussed and approved as they appear at the bottom of page 2 of this document.
6. The board discussed reaching out to Volunteer Coordinator, Cody Yelton to inquire as to her interest in continuing in this role.
7. The board discussed asking Scott Drost about his interest in becoming the CCFS, Inc Webmaster.
8. The board discussed expansion of the merchandise offered by CCFS as a means to boost funding in the absence of live events in 2020.

There being no further business to come before the meeting, the meeting was adjourned at 20:03 P.M. ,



Christopher J Amerman, Secretary