

**BOARD MINUTES**  
**Association of Retired Employees of Orange County**  
**A California Nonprofit Public Benefit Corporation**  
**OCERS, 2223 Wellington Avenue, Santa Ana CA**  
**Wednesday, January 13, 2010**

**I. Call to Order at 1:34 PM by Bob Austin.**

In attendance officers and directors: Bob Austin, Sara Ruckle-Harms, Nicole Macias, Gaylan Harris, Chuck Hulse, Frank Madrigal, Bob Griffith, Lou Scarpino and John LaRoche. There is a quorum. Also present were: John Iagjian, June Marcott, Helen Lotos, and Office Manager, Ilene Bárcenas.

**II. Approval of Minutes**

Chuck Hulse suggested the following corrections:

- Revise minutes on page 1, item #5 to authorize one signer up to \$10 K and two signers beyond \$10 K. This policy will be followed.
- Revise the minutes on page 2, #8, middle sentence that states that Chuck Hulse to process the form as a charitable trust – this is not correct. The minutes should have said that Doug Storm will research the necessity of becoming a charitable trust.

*A motion was made by Chuck Hulse and seconded by Doug Storm to accept the minutes as corrected. Motion passed.*

Nicole Macias stated that she will send the financial statements to all of the directors in the future.

**III. Treasurer's Report**

A handout of the quarterly report was given to all attendees by Nicole Macias. A discussion of the report ensued. All new litigation funds should be deposited into the AREOC account. Nicole Macias will give Ilene Bárcenas the stamp to use for the deposit.

*Sara Ruckle-Harms moved the Treasurer's Report, which was seconded by Doug Storm. The motion was unanimously approved.*

#### **IV. Election of Directors**

All of the REAOC Board with the exception of June Marcott will become Directors of AREOC.

*A motion made by Linda Robinson and seconded by Gaylan Harris to establish the 11 Directors of AREOC. The Directors are: Bob Austin, Sara Ruckle-Harms, Nicole Macias, Doug Storm, Linda Robinson, Gaylan Harris, Chuck Hulse, Frank Madrigal, Bob Griffith, Lou Scarpino and John LaRoche. The motion carried unanimously.*

#### **V. Election of Officers**

President - *A motion was made by Sara Ruckle-Harms, seconded by Linda Robinson to nominate Bob Austin as the President of AREOC. The motion passed carried unanimously.*

Secretary - *A motion was made by Linda Robinson and seconded by Bob Austin to nominate Sara Ruckle-Harms as the Secretary of AREOC. The motion carried unanimously.*

Treasurer-Chief Financial Officer - *A motion was made by Chuck Hulse and seconded by Sara Ruckle-Harms to nominate Nicole Macias. The motion carried unanimously.*

Ilene Bárcenas was named as the Office Manager for AREOC. She will track AREOC time separate from the time spent on REAOC activities. REAOC will continue to pay for the Office Manager at this time.

#### **VI. Change of Official AREOC Address**

Bob Austin stated that AREOC will need to send in a change of address form to the State and Feds.

*On a motion made by Sara Ruckle-Harms and seconded by Frank Madrigal, and approved unanimously the AREOC address has been changed to P.O. Box 11787, Santa Ana, CA 92711-1787.*

Bob Austin also stated that another form, the Statement of Domestic Non-Profit would need to be updated. Doug Storm said he would follow up on this. A discussion ensued whether or not the AREOC legal firm, Rutan & Tucker, LLP, should file these forms and do all the paperwork on behalf of AREOC. Doug Storm stated that the legal firm would complete these forms for a charge of \$200.

*Sara Ruckle-Harms made a motion, seconded by John LaRoche, to authorize Doug Storm to have the Rutan & Tucker, LLP attorneys complete the change of address form, the Secretary of State form, and the Charitable Organization form. The motion passed unanimously.*

**VII. IRS Form 1024, Part II, Item 158**

This form states that AREOC has no intention to spend money on political elections. It is understood that candidates could attend REAOC meetings of our members but AREOC would not make financial contributions to their campaigns.

*Sara Ruckle-Harms moved to receive and file this agenda item; seconded by Chuck Hulse. Motion passed unanimously.*

Chuck Hulse asked about item 8 on this form. If AREOC would dissolve, could the money be returned to REAOC? Doug Storm will ask this question when he meets with the attorneys.

**VIII. State DOJ Letter dated 12/17/09**

AREOC received a DOJ letter dated 12/17/09 from the State of California regarding the charitable organization designation. Discussion ensued regarding whether or not AREOC Board members or Rutan & Tucker, LLP should complete this form along with the other forms mentioned in item VI. Doug Storm will talk to the Rutan & Tucker, LLP attorneys about this item.

*A motion was made by Sara Ruckle-Harm and seconded by Gaylan Harris to receive and file this item pending action from Doug Storm. The item passed unanimously.*

**IX. Authorize monthly payment to MEQ**

*Gaylan Harris made a motion that AREOC pay MEQ \$5,000 for the month of January. After discussion, Gaylan amended the motion to pay MEQ up to \$5,000 each month until the Board meets again in April. The motion was seconded by John LaRoche and was passed unanimously.*

**X. 2010 Goals Discussion**

After a discussion of the AREOC Board members, the following goals for AREOC for 2010 are:

- Set a budget to determine costs and expenditures for AREOC;
- Establish leverage for what needs to be accomplished by AREOC; and
- Continue and increase our participation with local, state, and national organizations that represent retirees' needs

For the next meeting, the Board should have specific legislative items/political issues/organizations that this Board can support. Lou Scarpino will send Bob Austin a list of the organizations (State/Local/National level) that he is familiar with. We would need to know the background of the organization and how they may benefit our group.

Sara Ruckle-Harms identified a potential need to look at candidates for the Board of Supervisor's position that will need to be filled due to Chris Norby's absence.

**XI. Other Matters**

There was a discussion that we may wish to have an AREOC column or occasional article in *The Informer*.

**Adjournment - meeting adjourned at 2:25 PM.**