

**Minutes**  
**Board of Directors**  
**Residential Energy Services Network, Inc.**  
**August 26, 2003**  
**Teleconference Meeting**

**Members Participating**

Ben Adams  
Megan Edmunds  
Richard Faesy  
David Goldstein  
Bruce Harley  
Thomas Hamilton  
Kathy Howard  
Mark Jansen  
Kelly Parker  
Linda Perry  
Gayle Sampson  
Douglas Walter  
Daran Wastchak  
David Wilson

**Members Not Participating**

Barbara Collins  
Philip Fairey  
Tracy Fogelsong  
Stephanie Harmon  
Michael Holtz  
Rob McCorkle

**Notification of Meeting**

The members were notified of the meeting by e-mail on August 5, 2003.

**Call to Order**

Residential Energy Services Network (RESNET) President, David Wilson called the meeting to order at 1:00 p.m. (Pacific time). There was a quorum of members present.

**Approval of Minutes for the Meetings of February 25, May 16, June 6, and July 18, 2003**

Linda Perry moved that the minutes for the RESNET Board meetings of February 25, May 16, June 6, and July 18, 2003, be adopted. Megan Edmunds seconded the motion.

Bruce Harley requested that the February 25, 2003, minutes be amended as follows:

- The Governing Board is also in favor of additionally providing the Executive Director with a performance based incentive compensation structure built on a graduated scale that will not exceed 10% of ~~you're~~his contracted compensation package. ...

Linda Perry and Megan Edmunds adopted the change as a friendly amendment.

### RESNET Board Resolution on Amending the RESNET By-Laws

On August 5, 2003, the following resolution was submitted to the Board:

Whereas, Section 2 of Article IV of the RESNET By-laws limits the terms of board members to two consecutive two-year terms; and

Whereas, It is not in the best interest of the organization to have such a turn-over of the Board of Directors which deprives the RESNET members of the institutional memory, expertise, and experience from incumbent directors; and

Whereas, in compliance with Section 5 of Article VII of the RESNET By-Laws in order to amend the By-Laws the RESNET Board of Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the Full Members of the corporation.

Therefore, BE IT RESOLVED by the RESNET Board of Directors that Section 2 of Article IV of the RESNET By-Laws be amended to read:

Each director shall be elected to serve a two (2) year term. The term of office shall commence at the beginning of the Annual Meeting. ~~A director shall not serve more than two consecutive two-year terms, except that any such director may be eligible for reelection after the lapse of one year.~~ Each director shall hold office until the next annual meeting of members and until a successor shall have been selected and qualified; and

Therefore, BE IT FURTHER RESOLVED by the RESNET Board of Directors that the proposed amendment of the RESNET By-Laws be submitted to the Full Members of the Corporation for ratification at a special electronic meeting.

Megan Edmunds moved for the adoption of the resolution. Mark Jansen seconded the motion. The resolution was adopted unanimously.

### **Adjournment**

Linda Perry moved that the meeting adjourn. Bruce Harley seconded the motion. The motion passed and the meeting was adjourned at 2:15 p.m. (Pacific time)

Respectfully Submitted  
Kelly Parker, Secretary