

**MINUTES OF A REGULAR MEETING  
OF THE BOARD OF DIRECTORS OF  
THE TOM HOMANN LAW ASSOCIATION**

A regular meeting of the Board of Directors (the "*Board*") of THE TOM HOMANN LAW ASSOCIATION, a California nonprofit mutual benefit corporation (the "*Company*"), was held at One America Plaza, San Diego, California on Wednesday, October 3, 2001, at 5:30 p.m.

**DIRECTORS PRESENT:**

Linda Cory Allen  
Randall Clark  
Jerry Davis  
Andrea M. Kimball  
Ted Roberts

**DIRECTORS ABSENT:**

Darin Wessel  
Anita Margolis  
Theresa T. Talplacido  
Drew Woodmansee

**OTHERS PRESENT:**

Roger Brown

**CALL TO ORDER**

Ms. Kimball and Mr. Roberts served as Chairpersons of the meeting, and Mr. Clark acted as Secretary of the meeting. The Chairpersons called the meeting to order and announced that a quorum of directors was present and the meeting, having been duly convened, was ready to proceed with business.

**APPROVAL OF MINUTES**

The Board reviewed the minutes of the meeting held July 11, 2001 and the proceedings of the regularly scheduled meeting of the Board on September 15, 2001 at which no quorum was

present. After discussion, upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

**RESOLVED**, that the minutes of the meeting of the Board held July 11, 2001 as reviewed by members of the Board on September 15, 2001, be, and they hereby are, approved in the form previously distributed to the members of the Board.

**RESOLVED FURTHER**, that the record of the proceedings of the regularly scheduled meeting of the Board held September 15, 2001, at which no quorum was present, be, and they hereby are, approved with changes thereto as discussed by the Board.

### **BOARD MEMBER AND OFFICER RESIGNATIONS**

The Board next discussed the letter of resignations received from Bradley Youngston on September 20, 2001 and the resignations of the current Co-Presidents, Darin Wessel and Linda Cory Allen from their officer positions as Co-Presidents. After discussion, upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

**RESOLVED**, to accept Mr. Youngston's resignation dated as of September 20, 2001.

**RESOLVED FURTHER**, to accept Mr. Wessel's and Ms. Cory Allen's resignations effective immediately.

### **OFFICERS AND COMMITTEE CHAIRS**

The Board next reviewed the need to appoint new officers and chairpersons for the various standing committees of the Board in light of the recent relocation of Darin L. Wessel and other factors. After discussion, the Board tabled the appointment of Committee chairpersons until the its next regularly scheduled meeting and upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

**RESOLVED**, that the following persons be, and they hereby are, elected as officers of the Company, to serve until the next annual meeting or until their successors are duly elected and have qualified:

**Co-Presidents:**           Andrea N. Kimball

Ted Roberts

## **SDCBA BOARD CANDIDATE ENDORSEMENTS**

The Board next reviewed the request for endorsement received from various candidates running for election to the San Diego County Bar Association board of directors. The following individuals had requested endorsements from the Company: Doc Anderson, Gina Dronet and Wendy Patrick (collectively, the "*Candidates*"). The Board noted that certain members of the Board had previously recommended the approval of the endorsements of the Candidates. After discussion, upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

**RESOLVED**, that based on the information received and reviewed by the Board and the personal knowledge of various members of the Board regarding the qualifications of the candidates and their support for the lesbian, gay and bisexual community, the Board deems it to be in the Company's best interests to endorse the Candidates

**RESOLVED FURTHER**, that the Board members and officers of the Company be, and each of them hereby is, authorized and empowered in the name of and on behalf of this Company to take such further actions to evidence such endorsement on behalf of the Company.

## **BANKING AUTHORIZATION**

The Board reviewed the need to update the banking and signature authority granted to its officers. After discussion, upon motion duly made, seconded and unanimously approved, the following resolution was adopted:

**RESOLVED**, that the Co-Presidents, the Secretary and the Treasurer of this Company be, and each of them hereby is, authorized and empowered in the name of and on behalf of this Company:

(a) To designate one or more banks, trust companies or other financial institutions as depositories of the funds of this Company;

(b) To open, maintain and close general and special bank accounts, including, without limitation, general deposit accounts, payroll accounts and working fund accounts, with any such depository of the funds of this Company;

(c) To cause to be deposited in such accounts with any depository, from time to time, such funds of this Company as they deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of this Company who will be authorized to make such deposits and to endorse checks, drafts or other instruments for such deposit;

(d) To make wire or electronic transfers of funds in any amount from any accounts maintained with depositories to any other deposit accounts of third persons or entities and to delegate in writing to any other employee or representative of this Company all such authority to authorize or confirm any such wire or electronic transfers;

(e) To sign or countersign checks, drafts or other orders for the payment of money issued in the name of this Company against any funds deposited in any such accounts;

(f) From time to time, designate or change the designation of the additional officers and agents of this Company who are or will be authorized to sign or countersign checks and drafts and to effect wire or electronic transfers or other orders for the payment of money issued in the name of this Company against any funds deposited in any of such accounts, and to revoke any such designation;

(g) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such customary agreements as such depositories may require as a condition for permitting the use of facsimile signatures;

(h) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable;

(i) To execute any agreements or amendments thereto with such depositories, which agreements or amendments thereto (i) authorize such depositories to act in accordance with the intent of these resolutions, (ii) establish procedures for the authorization and confirmation of said such transfers or other orders and the delegation of authority as are deemed appropriate and in the best interests of this Company and satisfactory to such depositories, and (iii) hold such depositories harmless from liability for carrying out such instructions and agreements, and any such depository entering into any such agreement or amendment may rely and act upon such agreement or amendment and these resolutions until it receives written notification of further amendment or revocation of such agreement or resolutions; and

(j) To complete, execute and/or certify any customary signature cards or other customary agreements or instruments in order conveniently to exercise the authority granted by this resolution.

**RESOLVED FURTHER**, that customary resolutions such depositories may require with respect to any of the foregoing be, and they hereby are deemed adopted as a part of these resolutions, and the Secretary and each Assistant Secretary of this Company be, and each of them hereby is, authorized in the name and on behalf of this Company to certify

any such resolutions as having been duly adopted by this Board of Directors and to directly insert a copy of any such form resolutions in the Minute Book immediately following the Unanimous Written Consent;

**RESOLVED FURTHER**, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary or any Assistant Secretary of the Company be, and it hereby is, authorized and entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions adopted by the Board of Directors of the Company; and

**RESOLVED FURTHER**, that any bank, trust company or other financial institution to which a certified copy of these resolutions shall have been delivered, shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions.

**RESOLVED FURTHER**, that any actions that would have been authorized by these resolutions, except that such actions were taken prior to the adoption of these resolutions be, and they hereby are, ratified, confirmed and adopted as the actions of this Company.

#### **AGENDA ITEMS FOR NOVEMBER GENERAL MEETING**

The Board next reviewed details regarding the upcoming agenda for its regularly scheduled November meeting. The Board considered the need for input from the membership regarding strategic direction for the organization and discussed various actions items to be taken by the board members present in anticipation of such meeting, scheduled for 6:00 p.m. on November 7, 2001.

[This Space Intentionally Left Blank]

**ADJOURNMENT**

There being no further business to come before the meeting, the meeting was adjourned at 7:00 p.m.

Respectfully submitted,

---

**RANDALL L. CLARK,**  
Secretary

**APPROVED:**

---

**ANDREA KIMBALL**  
Chairperson of the Meeting

---

**TED ROBERTS**  
Chairperson of the Meeting