



**MEETING MINUTES**  
**International Executive Committee**  
**April 27, 2021, 2:00pm PDT (GMT-7)**  
**Video Conference**

**Our Purpose:** *We improve people's quality of life through infrastructure development.*

**Mission:** *We empower professionals by elevating ethics, learning, and a standard of excellence within the global infrastructure real estate community.*

**Core Values:**

- **Integrity:** *We are role models that embody the highest standard of ethical practice.*
- **Excellence:** *We constantly improve our products, our services and ourselves.*
- **Flexibility:** *We embrace our continually changing environment to adapt to the needs of our stakeholders.*
- **Collaboration:** *We engage our members, partners, and other stakeholders to build a shared body of knowledge and experience.*
- **Leadership:** *We shape our future through courage, clarity, and transparency.*

**Welcome and Call to Order:** The International Executive Committee (IEC) leadership meeting was called to order at 2:10 p.m. (PDT) by Sharon Slauenwhite, SR/WA, President.

**Roll Call:** Fredrick "Fred" Easton, SR/WA, Secretary joined the call, establishing a quorum at 2:20 p.m.. Those in attendance:

**IEC Members in Attendance:**

Sharon Slauenwhite, SR/WA..... President  
Jacob "Jake" Farrell, SR/WA ..... President Elect  
Judy Jones, SR/WA ..... Treasurer  
Fredrick "Fred" Easton, SR/WA..... Secretary  
Dave Arnold, Esq., SR/WA..... General Counsel

**Attorney Engagement Letter**

Prior to the meeting an engagement letter and trust request from Lisa C. Zaradich of Zaradich Law, a California attorney practicing nonprofit corporation law was distributed to the IEC and the CFO by President Elect Farrell.

President Elect Farrell advised that he had provided Ms. Zaradich with IRWAs Bylaws and a copy of the Articles of Incorporation. She would be engaged to provide an opinion as to the requirement of officers for a nonprofit association, specifically if IRWA is required under California law to have a Chief Executive Officer and what the California nonprofit industry is doing with regards to Executive Director vs CEO roles. He advised she would suggest bylaw changes if required. Ms. Zaradich's estimated time to complete the opinion would be 3-5 hours billed at \$350/hr.

Given that there have been previous opinions provided as to this question when the bylaws were changed in 2016 w/General Counsel Eric Finn, and recently revisited with IRWA's past General Counsel Brad Kuhn, General Counsel Arnold stated that upon receipt of the opinion, he would want to review it and then contact Ms. Zaradich to discuss it further so that he could ask Ms Zaradich the same

questions that he posed to IRWA's previous General Counsel, Brad Kuhn. Doing so would ensure that the same factors are considered now, as were considered previously.

---Secretary Easton joined the call at 2:20 p.m.

MOTION: President Elect Farrell moved to approve the Zaradich Law engagement letter and payment of the trust request in the amount of \$500. Treasurer Jones seconded the motion. President Slauenwhite gave opportunity for further debate, hearing not called the question by acclamation. Motion carried unanimously.


**Next Meeting and Adjourn**

Next IEC Meeting is May 11<sup>th</sup> at 8:00 a.m. PDT. President Slauenwhite adjourned the meeting at 2:23 p.m. at completion of agenda.

**Summary of major action items**

<b>WHO</b>	<b>WHAT</b>	<b>WHEN</b>
Dave	Review the engagement contract as to form	ASAP
Jake	Inform James, who missed the call	ASAP
Sharon	Sign letter after review by General Counsel	ASAP

Respectfully submitted,

  
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Fred Easton, PLS, SR/WA, R/W-AMC  
International Secretary

6-01-2021  
Date