



MINUTES

WEDA Special Membership Meeting

Friday, March 8, 2019, from 9:00AM CST to 9:15AM CST

The Embassy Suites Hotel Memphis in the Embassy Hall Ballroom

1022 S. Shady Grove Rd., Memphis, TN 38120

Toll Dial-in number: (641) 715-3580 - United States, Access Code: 395-890

Attending: Marcel Hermans (President), Carol Shobrook (Secretary), Tom Cappellino (Executive Director), and 25 additional WEDA members.

1. **Call to order by President (Marcel Hermans)**
2. **Notice of the Special Meeting**
 - a. The notice of special meeting was given by Thomas Cappellino, Executive Director-Western Dredging Association, on Feb. 22, 2019 and March 7, 2019.
3. **Considering the Adoption of the Proposed Amended and Restated Articles of Incorporation (circulated prior) and Membership Vote**

The purpose of the meeting was for WEDA membership to consider and approve the amendment and restatement of the Company's Articles of Incorporation, to permit its qualification as an IRC §501(c)(3) organization, as adopted, and recommended, by the Company's Board of Directors to the Members in the form of the Amended and Restated Articles of Incorporation accessible at:

https://www.westerndredging.org/phocadownload/Revised_Amended_and_Restated_Articles_of_Incorporation_of_Western_Dredging_Association_Feb._8_2019.pdf

The reason for this proposed change to the articles of incorporation is to better align the organization's official status with our goals and objectives. At present, WEDA is a 501 (c)(6) non-profit business league association and our goal is to change our status to a 501 (c)(3) non-profit scientific and educational association.

This reclassification will position the organization for continued growth, strengthen our presence within the scientific community, partnering organizations and provide favorable tax advantages for the association and our sustaining member firms. The Board of Directors voted unanimously to adopt this proposed change on February 8, 2019.

Regular Members of record as of the close of business February 10, 2019, were entitled to notice of and to vote at the meeting or any adjournment or postponement of the meeting. Voting by electronic proxy was available at: https://www.westerndredging.org/index.php?option=com_communitysurveys&view=survey&id=3&catid=83&Itemid=435&key=CgNtqUqmHFvLVTWa

Marcel called for all members in favor, and who had not already voted by proxy, to raise their hands and say "aye." There were 25 votes in favor. Marcel called for all members opposed, and who had not already voted by proxy, to raise their hands and say "nay." None were opposed. We received 24 proxy votes in favor and none opposed from members that were not present at the meeting.

Adjournment at 9:15AM CST.

Recorded by Carol Shobrook
WEDA Secretary

Carol Shobrook