

**Truth Has A Voice Foundation**  
**Minutes of**  
**Special Board Meeting of**  
**June 29, 2022**

A special Board Meeting of Truth Has a Voice Foundation was called for June 29, 2022 at 3:00 p.m. All board members were notified via telephone, text and email.

The Board consists of Cheryl Brown-Kovacic, President; JoAnne Allen, Vice President; Joseph Jordan, Treasurer and acting Secretary; and Merrell Bergin. Michael Verderaime tendered his resignation to Cheryl Brown-Kovacic on June 25, 2022 due to family and professional obligations. The Board accepts his resignation with regret, thanks him for serving and hopes that he may be able to rejoin in the future.

**Call to Order**

President Cheryl Brown-Kovacic called the meeting to order via Zoom. The following were in virtual attendance:

Cheryl Brown-Kovacic, President

Absent: Joseph Jordan, Treasurer/Acting Secretary

Merrell Bergin, Board Member

Absent: JoAnne Allen (out of town)

Jan Wondra, Advisory Board

**Discussion**

Without a quorum present today, but with time-sensitive information to share, Jan Wondra and Merrell Bergin updated Cheryl Brown-Kovacic on progress made since the April 14, 2022 THAVF Special Board Meeting at which the topic of AVV desiring to become a nonprofit was raised. Note: Brown-Kovacic is out of the country July 1-15 and facing orthopedic surgery and extended recovery upon her return.

Wondra and Bergin discussed a draft agreement for the transfer of assets and liabilities from Ark Valley Voice (AVV) to the non-profit corporation Truth Has A Voice Foundation (THAVF) that they have subsequently received from Buena Vista attorney Casey Martin.

**Discussion closed and Brown-Kovacic and Bergin each called for a motion with Allen and Jordan to be provided a summary of the discussion and vote by email.**

An initial motion was made by Merrell Bergin and seconded by Cheryl Brown-Kovacic, as follows;

- “Further, if a “Transfer of Assets and Liabilities” agreement can be finalized and accepted by all parties, (with a targeted closing date of July 31, 2022), that the combined entity of THAVF will continue to work through its pending RENEWAL application with CCFF as its fiscal sponsor in a Model C relationship encompassing the newly expanded scope, with the goal of completing the sponsorship agreement effective with CCCF acceptance”

A second motion was made by Cheryl Brown-Kovacic and seconded by Merrell Bergin as follows;

- “During the month of July, authority for the functioning of THAVF is to be transferred to another board member (later named as Merrell Bergin) seeing as the current Board President will be unavailable/unable to serve during that time. This will allow THAVF to move forward with the legal business and negotiations, changing the bylaws; any business that THAVF has during that month period.

At Brown Kovacic’s suggestion, Bergin added some clarifying language as to expectations and limitations of him: He will work with Joe Jordan and rely on Attorney Casey Martin to represent the interests of THAVF on the transactional details. Bergin agreed to rely upon Managing Editor Jan Wondra for subject matter expertise related to AVV operations and consider this in concert with the needs of THAVF.

[Secretary’s note: Jordan and Allen reviewed the record of this meeting and voted YES on both motions via email on 7/1/22. The motions carried unanimously.]

Adjourned at 3:51 pm.

/S/ Cheryl Brown-Kovacic, President

/S/ Joseph R. Jordan, Acting Secretary

Approved: July 29. 2022 via email