

BESS SPIVA TIMMONS FOUNDATION, INC

35th Annual Meeting Friday Session October 11, 2002 7:30 p.m.

President Susan T. Timmons opened the meeting at the Embassy Suites Hotel Plaza of Kansas City, Missouri with a special welcome to all. She directed the entire membership through an interactive presentation that allowed each of us to better understand each other and to remember what is important in life. Members were then encouraged to select their grant proposals for presentation during the Saturday meeting.

The following Foundation members and directors were present and entitled to vote during the Friday session:

Jo Ann Kimball	Duane D. Lawellin
Judith T. Spears	Dr. Joe L. Spears
Timothy J. Spears	Louise L. Spears
Kevin G. Spillman	Catherine S. Spillman
Mike W. Grossman	Elizabeth S. Grossman
George S. Timmons	Monita D. Timmons
Darwin G. Larson	Jill T. Larson
Darci G. Osther	Monita N. Kelsey
Jennifer S. Timmons	Susan T. Timmons
Robert L. Timmons	Patricia P. Timmons
Pricilla P. Timmons	

President Timmons announced that the slate of officers for the 2002-2003 would be announced and voted upon during the Saturday session. A suggestion from the membership was made to have the officer voting be by written ballot. After discussion, the motion was so moved, seconded and carried.

An amendment to the By-laws of the Foundation was place before the membership. Since proper notification had been delivered to each member and a quorum was in attendance, Susan called for a vote of the membership. The amendment passed. Article IV, Section 6 of the Bess Spiva Timmons Foundation By-laws will read:

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney, except that no vote by proxy shall be permitted on approval or disapproval of any request for a Grant of, or other application for disbursement of Foundation funds. No proxy shall be valid after eleven months form the date of its execution, unless otherwise provided in the proxy.

Location sites for the 2003 and 2004 meeting were discussed. By majority rule, the 2003 Foundation meeting will be held in Las Vegas. San Diego will host our 2004 annual meeting. Judith Spears volunteered to make the Foundation arrangements for next year's meeting.

"Family Giving" was discussed and the following guidelines determined.

1. All family gifting will be completed between January and September of the year. If family funds are not donated by the annual meeting, they will be added to the general annual grant fund.
2. A complete summary checklist and a copy of the 501c(3) letter must be sent to the president before "Family Gift" grants can be made. Checks will be issued after both documents are on file with the president.
3. Individual families should bring a short report on their giving to the Annual meeting. Please list all the non-profit groups, their city & state and dollar amount given in your report.

The membership reported on the Family Giving donations that were made in 2002. The following non-profits received Foundation funds for special projects:

Development Center for Appropriate Technology	Tucson, AZ	\$ 3,000
Junction City High School – Swim Team	Junction City, OR	\$10,000
Young Audiences of Santa Cruz County	Nogales, AZ	\$ 4,000
Caring Ministries	Tucson, AZ	\$ 3,000
Flying Samaritans	Tucson, AZ	\$ 2,000
Nature Conservancy	Topeka, KS	\$5,500
Zoological Society of San Diego	San Diego, CA	\$ 8,000
Oregon Trail Council Venture Crew	Junction City, OR	\$10,000
Yavapi Exceptional Industries	Prescott, AZ	\$14,570
Arizona Outdoor Adventures	Phoenix, AZ	\$ 6,000
Orange County Natural History Museum	Laguna Niguel, CA	\$15,000
Vineyard Christian Fellowship	Fort Collins, CO	\$ 5,000
Arts Express of Tucson Arizona	Tucson, AZ	\$ 7,000
Lawrence, Kansas Central Jr. High School	Lawrence, KS	\$10,000
Shawnee County – Drug Prevention Court	Topeka, KS	\$ 2,000
City of Fort Collins – Police Services	Fort Collins, CO	\$ 4,000
Total		\$109,070

The Friday session was adjourned at 9:00pm.

Jill T. Larson - Secretary

BESS SPIVA TIMMONS FOUNDATION, INC.

35th Annual Executive Board Meeting
October 11, 2002
9:00 p.m.

President Susan Timmons called the Executive Board Meeting to order. All executive board members were in attendance:

Judith T. Spears
JoAnn Kimball
Robert L. Timmons
Timothy J. Spears
Susan T. Timmons

Duane D Lawellin
George S. Timmons
Jill T. Larson
Catherine S. Spillman

President Timmons asked for review of the October annual meeting date. After a lengthy discussion, it was agreed that the majority of the Foundation were satisfied with the October date.

Concern with our Council On Foundations membership was brought to the floor.

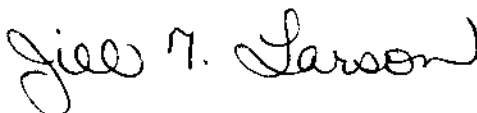
In past years, the Council had agreed to a reduced yearly membership fee of \$400.00 because of our smaller size and all volunteer status. Catherine Spillman reported that this fee was paid last year and a receipt sent to the Foundation. She later received correspondence that we would be charged the full \$800.00 for the year. The question as to whether we wish to continue membership in the Council was discussed.

It was determined that the officers will evaluate our options on this subject:

1. Question the fees for non-member status versus member status on special seminars and materials.
2. Review the list of services that the Council On Foundations provides for us as to relevance to our all-volunteer membership.
3. Investigate where the next general Council On Foundation seminar is held and have at least one officer attend as to report to the Board their findings.

President Timmons adjourned the meeting at 10:00pm.

Jill T. Larson
Secretary



BESS SPIVA TIMMONS, INC.

35TH Annual Meeting Saturday Session October 12, 2002 9:00 a.m.

The 35th annual meeting of the Bess Spiva Timmons Foundation, Inc., a Missouri Not-For-Profit Corporation, was held in the Embassy Suites Hotel Plaza of Kansas City, Missouri. The following members and directors were present:

JoAnn Kimball	Duane D. Lawellin	Judith T. Spears
Dr. Joe L. Spears	Timothy J. Spears	Louise L. Spears
Kevin G. Spillman	Catherine S. Spillman	Mike W. Grossman
Elizabeth S. Grossman	George S. Timmons	Monita D. Timmons
Darwin G. Larson	Jill T. Larson	Darci G. Osther
Monita N. Kelsey	Jennifer S. Timmons	Susan T. Timmons
Robert L. Timmons	Patrica P. Timmons	Pricilla P. Timmons

President Susan Timmons called the meeting to order and Patrica Timmons lead the Foundation in devotions.

The minutes of the 34th Annual Foundation Meeting were presented and approved by unanimous vote.

Financial Adviser Duane Lawellin reported the Foundation market value to be \$5,653,412.02 as of June 30, 2002. The target amount for 2002 general grant donations is \$220,000. An additional \$120,000 (\$40,000 per family) will be available for donation in January 2003.

The slate of officers was placed before the Foundation. By written ballot, the following officers were elected for service in 2002-2003:

President:	Susan T. Timmons
Vice Pres.:	Catherine S. Spillman
Secretary:	Jill T. Larson
Treasurer:	Timothy J. Spears

Relationship Manager Claude Jardon and Portfolio Manager Renee Gross of U.S. Bank, Joplin, Missouri presented a comprehensive financial report. Foundation account activity, portfolio holdings and bond maturity schedules were reviewed. While Foundation assets show a loss at mid-year, the management team's leadership out-performed the S & P 500 Index.

All grant proposals were presented and discussed. The 2002 recipients chosen are:

AZ Animal & Wildlife League of the White Mountains	Show Low, AZ	\$ 2,000
American Indian College	Denver, CO	\$ 7,500
AZ Recreation Center for the Handicapped	Phoenix, AZ	\$ 5,000
Arts Express, Inc.	Tucson, AZ	\$10,000
Avila College	Kansas City, MO	\$ 4,000
Boys & Girls Club of National City	National City, CA	\$ 7,500
Boys & Girls Clubs of Greater San Diego	Escondido, CA	\$ 2,500
California Oil Museum	Santa Paula, CA	\$ 8,000
Camp Peneul	Ironton, MO	\$ 7,000
The Canelo Project, Inc.	Elgin, AZ	\$ 5,000
Caring Ministries, Inc.	Tucson, AZ	\$25,000
Cool Houses (Nest, Inc.)	Tucson, AZ	\$ 1,000
Cumberland College	Williamsburg, KY	\$10,000
DCAT	Tucson, AZ	\$ 4,000
Donnelly College	Kansas City, KS	\$10,000
Family Counseling Agency	Tucson, AZ	\$ 5,000
Friends of Konza Prairie	Manhattan, KS	\$ 5,000
HDSA	New York, NY	\$10,000
Health Care Access	Lawrence, KS	\$ 5,000
Jefferson County Rescue	Pevely, MO	\$ 3,000
Joplin Audubon Center	Joplin, MO	\$10,000
Junction City School District	Junction City, OR	\$15,000
Lions Foundation – Camp Tatiyee	Phoenix, AZ	\$ 3,000
Missouri College Funds, Inc.	Jefferson City, MO	\$ 3,000
Orange County Natural History Museum	Laguna Niguel, CA	\$ 3,000
Piney Woods School	Piney Woods, MS	\$10,000
RCWCC Trust	Tucson, AZ	\$ 3,000
Saddle Brooke Community Outreach	Tucson, AZ	\$ 5,000
Safe Haven, Inc.	Phoenix, AZ	\$ 3,000
SAINT	Fort Collins	\$ 2,000
Talking Tapes	St. Louis, MO	\$ 1,500
Theater Works	Peoria, AZ	\$ 1,000
Tucson Arizona Boys Chorus	Tucson, AZ	\$ 5,000
Tucson Botanical Gardens	Tucson, AZ	\$ 2,000
Wingshadow, Inc.	Fort Collins, CO	\$ 5,000
Oregon Trail Council Venture Crew	Junction City, OR	\$10,000
Ducks Unlimited	Joplin, MO	\$ 1,000
Total		\$219,000

A motion was made, seconded and passed that the Foundation meeting adjourn.

Jill T. Larson
Secretary

Jill T. Larson