

Salem Trap and Skeet Club
Board of Directors
Board Meeting Minutes:
June 5, 2012

Revised June 26, 2012

Call to Order

President Ted Sapoznik called the meeting to order in the conference room of the Super 8 Motel in Woodburn, Oregon at 6:00 PM.

Roll Call

The following persons were present:

Ted Sapoznik, President
Duane Hesketh, Vice President
Don Nussmeier, Treasurer
Craig Rhea, Secretary
Ellen Deleganes, Board Director
Max Kloster, Board Director
Brent McTaggart, Board Director
David Farley, Board Director

Not present:

Justin Moore, Board Director
LT Spring, Board Director

Quorum Present

Ted Sapoznik confirmed that a Quorum was present at the meeting. Two directors were not present, Justine Moore and LT Spring.

April 16, 2012 Meeting Minutes

Minutes from the previous meeting were reviewed. There were no suggested changes to the minutes.

Dave Farley made a motion to approve the minutes, seconded by Duane Hesketh. The directors present voted in favor of the motion.

Treasurer's Report – Don Nussmier

Don presented the Treasurer's Report for a period of March 28, 2012 through May 31, 2012 detailing deposits and expenses paid by the Club during this period. A copy of the report is attached with these minutes. The report indicates that there is a checking account balance of \$7009.00 as of May 31, 2012. The Investment Account balance as of May 31, 2012, was \$79,718.19.

Don reported to the Board, that the Line of Credit had reached its date of termination. Per previous board meeting discussions, Don transferred \$90,000 from the Investment Account, and paid down the Line of Credit Balance.

At this point Ellen asked a question about whether or not the investment account had a special restricted designation, requiring according to the Club By-laws a two thirds vote of the Club Members to withdraw funds from the Investment Account. The following answer was provided to Ellen's question:

1. Board Minutes do not reflect that the Investment Account has received any previous restricted designation. In fact, there have been two previous withdrawals from the Investment Account.
2. Previous Officers of the Club have been asked to offer their opinion about whether or not there was any special restrictive designation given to the Investment Account. Ted reported that Tom Jones indicated there was no restrictive designation that he knew of.
3. Finally, the assets of the Club were pledged as collateral to secure the Line of Credit. Since the term of the Line of Credit was expiring, and the bank refused to extend the Line of Credit, the choice was to pay down the balance on the Line of Credit, or default on the loan. The Board chose to pay off the balance on the Line of Credit.

Craig made a motion to accept the Treasurer's Report, seconded by Dave Farley. The motion passed unanimously.

Manager's Report – Stephen and Suzanne Parks

Stephen and Suzanne joined the Board Meeting to present the Manager's Report. The Board had requested some detailed information about the operation of the Club from Stephen. Stephen responded formally to the Board that he had been advised, both by business advisors and his attorney to not provide detailed information about the operation of the Club to the Board. For those reasons Stephen and Suzanne would not be responding to the Boards request for information.

Stephen indicated there were sources of public information about activity at the club, which could be secured, for example the number of targets thrown, is reported to the office of the NSCA among other sources. Stephen's feeling was specific information, about business activity at the club, was proprietary information for Clay Target Sports use only.

A discussion ensued about the use of information for members' verses non-members. Non-members are required to sign a release; the number of releases signed could be used as an estimate of member use verses non-member use of the clubs facilities. Stephen and Suzanne indicated that they would not provide individual releases to be reviewed by the Board, as they considered that information confidential, but would place an estimate of annual number of non members, prior to this years renewal at 1,800. Another bit of information was provided, Stephen and Suzanne estimate that 66% of revenue is derived from non-members, and 33% is derived from members.

Stephen indicated that he would like to attend board meetings in the future. The purpose for this request was that Stephen had heard rumors reportedly from Board Members about Board activity. By attending meetings Stephen and Suzanne would better be able to interpret information from customers at the club.

Suzanne and Stephen asked the Board why the decision was made to lower Annual Membership Dues for the Club and what would the Board like Members to know about this decision? The following answer was provided:

1. The Board completed a survey of annual dues for gun clubs west of the Cascades in Oregon and Washington. With the exception of the Tri County Gun Club, and The Douglas Ridge Gun Club, Salem Trap and Skeet Club annual dues were the highest in the survey area. It was noted that Tri County and Douglas Ridge were located in the Portland Metropolitan Area and offered significant additional ranges that set them apart.
2. The Board looked at the new proposed annual fee of \$75.00 and felt that new members could economically break even much faster than the previous annual fee of \$125.00. The member's benefits of discounted targets and ammunition would result in more shooters choosing to be members.
3. With the economy in the doldrums the Board thought there would be an increased renewal of annual memberships at the reduced rate.
4. Finally the Board has an interest in growing the number of members to broaden the Clubs base.

Ted noted that he had explained the Board's rationale for the dues change (shown above) to Stephen and Suzanne at a meeting that he had with them on April 4th, 2012.

That concluded the Manager's Report and Stephen and Suzanne left the meeting.

Finance and Legal Report

The Board, after a review of a number of companies retained the services of Mike Bragg, attorney and Don Schmidt and Leah Digregorio to file 2011 tax returns, and to review the structure of the Club's organization for IRS Compliance.

Mike Bragg, Don Schmidt and Leah Digregoria were present to make a report to Board Members. At this point Max made a motion to move to Executive Session the motion was seconded by Brent. After discussion a vote was taken with the following votes:

In Favor	Opposed	Abstained
Don	Craig	Ellen
Max		
Brent		
Dave		
Duane		

It was noted the Chairman only votes in event of a tie, the motion passed 5 to 1 with one abstention.

Secretary's Report – Craig Rhea

There were 129 members as of June 5, 2012 in the Club. The membership year runs from June 1, 2012, to May 31, 2013, so membership numbers reflect lower numbers as we are midway in the renewal process. A membership list of those who have renewed is attached to these minutes.

Max made a motion that the Salem Trap and Skeet Club pay the annual dues of the three Life Members of the Club, Tom Jones, Roy Smith, and George Crump. The motion passed unanimously.

It was also noted that the By-laws need to be modified to make provisions for the award of Life Time Memberships in the next revision.

Membership Committee

Ellen reported on the progress to date with Primebiz the company that will be setting up the Club web page. Ellen indicated that she has recently moved back to Oregon and will focus on this project as soon as she is fully settled.

Craig distributed a summary of the results of the Members Survey which was conducted in May. A copy of the summary is attached with these minutes. Also all of the information, including the raw data, was emailed to Board Members. The Members survey information is contained in an Excel File, if you don't have access to this program contact Craig and he will mail you a copy of the information.

Dave Farley made a motion to accept the Member Survey, and provide the summarized information to Managers and interested club members, the motion was seconded by Duane Hesketh. The motion passed unanimously.

Manager Relationship – Horse Pasture

A request had come from Stephen and Susanne to expand the horse pasture. Because of Ted's travel schedule, Brett responded to this request with an investigation. The area to be considered in this investigation is that area more or less 2.05 acres in the far southwest corner of the property. A diagram depicting this area is attached with Brett's report to these minutes.

Craig made a motion that permission to expand the horse pasture into a portion of this 2.05 acre area be granted to Stephen and Suzanne, in concurrence with the existing terms and conditions of the horse pasture agreement. The motion was seconded by Dave and passed unanimously.

Next Meeting

Two possible dates were suggested for the next meeting, Tuesday June 26, 2012, or July 5th, 2012. Ted asked the Board Members review their schedules and send an email about which day they prefer.

Duane Hesketh made a motion to adjourn the meeting at 9:35, seconded by Max Kloster, the motion passed unanimously.

Note: Executive Session Minutes attached on the following page 5 and 6

