

Salem Trap and Skeet Club
Board of Directors
Board Meeting Minutes
January 17, 2013 revised 4-19-2013

Call to Order

President Ted Sapoznik called the meeting to order in the Clubhouse of Salem Trap and Skeet Club, located in Gervis, OR at 6:30 PM.

Roll Call

The following persons were present:

Ted Sapoznik, President
Don Nussmeier, Treasurer
Craig Rhea, Secretary
Ellen Deleganes, Director, by conference phone
Brent McTaggart, Director
Don Heppner, Director
Justin Moore, Director
Max Kloster, Director

Not present:
Duane Hesketh, Vice President
LT Spring, Director, Resigned

Quorum Present

Ted Sapoznik confirmed that a Quorum was present at the meeting.

November 20, 2012 Meeting Minutes

The minutes from the previous Board of Directors meeting held on November 20, 2012 were reviewed and approved with no changes.

Treasurer's Report

Don Nussmeier presented the Treasurer's Report which is attached with these minutes. The Checking Account balance as of December 31, 2012 was \$10,251.15. The current Checking Account balance as of January 17, 2013 was \$16,124.00

The Investment Account Balance as of 12/31/2012 was \$79,533.36. A copy of the Investment Account Statement is attached with these minutes. Don noted that the portfolio return for the year 2012 was 14.95%, which is viewed very positively as a good return.

Don has agreed to continue as the club Treasurer, until an individual can be recruited to fill the treasurer's role.

Secretary's Report

Craig Rhea reported that the Club currently has 199 members. A current copy of the Membership List was emailed to Board Members. The list includes seven new members, and two renewals.

Finance and Legal Committee Report

Ted presented materials for new board member education. These included Chapter 14 of the Non Profit Handbook titled Roles and Responsibilities of non- profit boards. Ted by reference, referred new board members to Oregon Statute 65, which defines non-profit rules and regulations in the State of Oregon.

Don and Ted reported that the Board will be able to file the 2011 Tax Return for the ST&SC on time, with the recent determinations provided by the IRS.

Ted has worked to find a current Asset List for ST&SC, this was presented to Board Members. Ted asked that Don work through the process of updating the list so that it is current and can be used in the Club's financial information.

With the recent receipt of the Letter of Determination provided by the IRS Ted is suggesting that we get a summary of issues in memo form from Mike Bragg. There was a general discussion concerning the pros and cons of this suggestion. A motion was made that Mike Bragg provide an estimate of the cost to summarize issues and concerns associated with the existing structure and operation contract. The motion passed unanimously.

Membership Committee Report

Ellen is requesting assistance in preparing information for the web page. Ellen's request included information about current activities, pictures that are relevant, the new revised Articles of Incorporation, Constitution and Bylaws, and Organization Objective. Ellen also suggested it would be appropriate to include a statement from the President on the web page.

Property and Facilities Report

Brent suggested that the wooden steps to the deck and door of the rental house property be removed and replaced with concrete, for \$750.00. Brent agreed to confirm this plan with a written proposal from Dean. Justin made a motion, seconded by Max, that the wooden steps be replaced with concrete for \$750.00. The motion passed unanimously.

Governance Committee Report

Ted presented a copy of the By-laws and Constitution which included the changes made as a result of the Annual Meeting approved changes. Presentation of the By-laws and Constitution brought a question from Member Bill Mautner about Article III the Organizational Objective, and what had been approved at the Annual Meeting. This question was answered. After discussion, a motion was made by Max, seconded by Brent that the By-laws and Constitution be accepted as presented. The motion passed unanimously.

Ted presented the information forwarded to the Secretary of State regarding the restated Articles of Incorporation, and Constitution and Bylaws. Copies of what was submitted to the Secretary of State were provided to Board Members and are attached to these minutes. Ted confirmed that the Secretary of State has updated the web page for the Club in their records. The information submitted confirmed the changes approved in the annual meeting to the Articles of Incorporation and Constitution and By-laws. This clarified that the Club is organized under IRS 501 C 4 as a Public Benefit Non Profit Organization, rather than a Mutual Benefit Non Profit Organization.

Mr. Bill Mautner then presented, on behalf of Hunter Emerick, for the Board's consideration an amendment to Article III of the Constitution and By-laws for consideration. The proposed amendment expands the description of club purpose as approved by the Members at the Annual Meeting. Ted provided the Board with a copy of email he had received from Member Hunter Emerick with the specific language proposed for the amendment. There were questions, and discussion about the proposed expansion of the Club's Purpose as indicated in the proposed amendment.

After a significant and wide ranging discussion, Don Nussmeier made a motion to thank Hunter Emerick for his suggestion but leave Article III of the Constitution and By-laws as written and approved by the members.

Those in Favor
Brent
Craig
Don Nussmeier
Max

Those Opposed
Ellen
Don Heppner
Justin

Stephen pointed out, that the Constitution and By-Laws include a provision which allows ten members of the Club to request a Special Meeting of the Members and Board. Stephen suggested that it would be possible to bring the suggested amendment to a vote of the Members through meeting the conditions of the By-Laws and calling a Special Meeting. Mr. Mautner promised to attend the next Board Meeting with Mr. Emerick.

Manager's Report

Stephen promised to help get a written bid on the repair of the steps at the Rental House from Dean.

A suggestion was made that two copies of Board Meeting Minutes be posted on the bulletin board in the Club House as there is significant interest. Also it would be helpful if two months of meeting minutes were posted. It was also noted, Minutes are also be posted on the website.

Stephen reported that the fence between Skeet Field 3 and 4 has failed due to wind. Who's responsibility is it to repair the fence? There was a general discussion about provisions of the contract and Ted commented that it might be a good idea to make an inquiry to Caleb the attorney from Saalfield that worked on the contract. Max made a motion seconded by Justin that the Board agree to fix the broken fence, the motion passed unanimously.

New Business

Ted asked for comments about how the Annual Meeting went, and what we could do to improve it. In general there was a real problem with the acoustics' and members being able to hear. A suggestion was made that it is necessary to use a microphone to aid in communication.

A new form of Membership Application was proposed with several comments and suggested revisions. Ted promised to make these changes and email for review to Board Members. A discussion occurred concerning proration from January to May. Should there be additional proration after February, March and April? The current policy is a \$50 proration post January. No action was taken on changing the Dues proration after January.

Ted proposed that the Board complete an Environmental Stewardship Plan for the Club's property. The Board supported this suggestion, and Ted will investigate consultants that might be able to produce the plan.

With the receipt of LT Springs resignation, two names were proposed as replacements Ron Anglin, and Bob Bottemiller. Also, Mr. Mautner indicated he would be interested in becoming a Board Director.

Next Meeting

Future meeting schedules were discussed. In general the discussion focused on Board Meetings the third or fourth Thursday of the month. Ted will send email, but the proposed meeting for February is Thursday February 21st, or February 28th.

Adjourn

Max made a motion seconded by Don Heppner to adjourn the meeting at 8:50 PM. The motion passed unanimously.