

Salem Trap and Skeet Club
Board of Directors
Board Meeting Minutes
November 15, 2018

Call to Order

President Denny Nielsen called the Monthly Board Meeting of the Salem Trap and Skeet Club to order at the clubhouse at 6:30 PM.

Roll Call

The following Officers and Directors were present:

Denny Nielsen, President
Duane Hesketh, Vice President
Bob Bottemiller, Treasurer
Gabe Kennedy, Secretary
Justin Moore, Director by proxy
Dave Farley, Director
Don Heppner, Director
Ellen Deleganes, Director by phone
Rick Halvorson, Director

The following Officers and Directors were not present:
John Alto, Director

Also in attendance: thirteen club members

Quorum Present

President Denny Nielsen confirmed that a quorum was present and convened the meeting at 6:30 PM.

Denny introduced Gabe Kennedy who was recently appointed as Secretary to fill the vacancy created by the resignation of our former secretary. Gabe has been a long term member of our club and along with his son, has been very active in and promoting youth shooting sports. Gabe has active business practices in Salem and Corvallis. He has also served on numerous boards in various capacities - both profit and not for profit. We welcome Gabe and the skills he brings to the BOD.

Meeting Minutes

A motion to approve the minutes was made by D. Farley and 2nd by Don Heppner to approve the minutes as distributed. There being no further discussion or questions; the question was called for which passed unanimously.

Treasurer's Report

Bob Bottemiller provided the Treasurer's Report. As of November 12, 2018, the Club Checking account @ US Bank had a balance of \$15,788.00 and the Capital Improvement account had a balance of \$30,075.00. The Investment account balance is \$140,493.00. Rick Halverson moved to accept the Treasurer's report, seconded by Duane Hesketh. The motion passed unanimously. A copy of the Treasurer's Report is attached with these minutes and both will be posted on the club bulletin board.

Old Business

1. Nominations Committee update was provided by Rick Halverson. He expressed appreciation to all nominees for taking the time to interview and to share their thoughts related to board responsibility. All nominees will be on the annual meeting ballot along with the Incumbents for each position. Ballot format was discussed regarding name placement which Denny responded to by sharing that all names would be listed with a check box next to each along with instructions to vote for one candidate in the officer field and for three in the director field. Discussion developed concerning the display of state residency for each candidate. It was felt by Washington nominees and others in the audience that doing so would create a bias towards Oregon candidates/nominees. The concern was recognized and after some discussion the board moved to other business.
2. Denny provided an update to our negotiations with MVC. A mediation session was conducted earlier in the month over a period of eight hours. The discussion produced tacit agreement on a rental model and existing debt owed by MVC. Both parties have shared suggestions related to the operating and sales and purchase agreement. These matters continue to be processed with a goal of concluding our negotiations by month's end.
3. A question was posed by a club member regarding the boards responsibility in terms of publically stating for the record that the BODs has agreed to move forward with engaging counsel to begin negotiations/mediation to resolve matters related to non performance of our operating agreement with MVC. The BOD agreed that a motion to authorize was appropriate. Motion by R. Halverson, 2nd by D. Hesketh to authorize the expenditures of board resources to engage counsel for the purpose of settling our existing dispute with MVC recognizing that substantial funds would be required for this action. The question was called for and passed unanimously.
4. Denny provided an update related to our annual meeting scheduled for December 8, 2018. The meeting time is set for 12 noon with a potluck lunch to follow. As in the past the club will provide the main course with side dishes to be provided by

members. Board members and club members will supervise balloting and proxy validation prior to the election of officers.

5. Denny provided a brief update re: questions concerning oil and gas exploration contracts/fees entered into by a previous board. Turns out that contracts for exploration were indeed executed, were time sensitive and were never acted upon by the contractor. The sum paid to the club according to a previous board member was nominal and placed in the general fund at the time.

Operations and Financial Report

1. No reports as the Fielders were not present at the request of their counsel.

New Business

1. There were questions from attendees related to our collaboration with the BSA. The lease, project placement on the property, parking, current project status, funding and the rationale for such a project were discussed. Member Tom Jones who has been working with the scouts to plan the project provided excellent comments and insights to the planning process. Denny reported that the scouts have initiated fund raising activities with the start date to be determined.
2. Denny shared with the attendees that he had sent a letter to club members for the purpose of updating negotiations, introducing the names of all candidates up for election and to solicit proxies for the election for those members who are unable to attend.

Next Meeting

The next meeting will be held on December 20, 2018 at 6:30 pm.

With no further business the meeting was adjourned at 8 pm.

Respectfully submitted