

# Highpointers Club Annual Board of Directors Meeting

Golden Eagle Restaurant, Clarksburg, Massachusetts July 22, 2017

Meeting was called to order at 10:21AM by President Tim Webb. Directors present were Webb, Comstock, Bauman, Brown, Dalsaso, Dunn, Hawkins, Hemphill, Heselbarth, Keator, Paynter, Sutton, Szelc, and Mitchler (ex-officio).

Not present were Holmes, Ritter, Nelson (ex-officio) and Dean (ex-officio).

The start of the meeting was delayed awaiting the Secretary (Bauman), who was diverted to use printer and copier resources at the local UPS Store, which does not open until 9AM on Saturday in this small town. The Host Hotel had no printer or copier facilities.

**I – Introductions** included Donna Hawkins (first Board Meeting as Director). There were a number of other Klub members present and signing the attendance sheet including longtime Director and Board Meteorologist Charlie Feris, former Director Dave Covill (now President of the separate organization Highpointers Foundation), past Director Stony Burk, past Convention Host Bill Urbanski, past Convention Host Beckie Covill, Jim Hawkins, Roger Kaul, Mary Groeneveld, Terry Groeneveld, Bill Guenther, and Charles Leslie.

## II - Old Business

1 – Electronic Minutes from the Board Meeting in Red Lodge Montana (2016) were approved. Motion by Comstock, Second Paynter.

2 - Treasurer's Report distributed by email earlier was approved (Motion Comstock, Second Sutton).

3 - Honorary Members - no changes to the list have been proposed.

4 - No other old business.

## III – Committee Reports

1 - Conventions report (Hemphill)

**Montana 2016 Convention** was closed in good shape. Approximately \$500 was returned to the Club by the Convention Committee.

### **Massachusetts 2017 Convention:**

Nikki is advisor to the Convention Host Committee and has no authority (relevant Bylaws read by Mitchler).

No Hotel space was available for the Mercantile to display inventory transported by volunteers from Alabama to Massachusetts. Only after Thursday breakfast was the Mercantile assigned the small breakfast area, and all materials had to be re-stored to clear the small lobby space for Friday breakfast hours. The Registration area outside the building in front of the Hotel Desk was not sufficient and not comfortable for Crew volunteers and arriving registrants to have informal gatherings. This area like the Merc had to be packed up each night.

The Friday social was on Thursday evening not Friday evening as prescribed in the relevant Bylaws (read by John Mitchler). A large portion of registered attendees do not arrive by Thursday dinner and thus missed out on the catered meal that was prepaid as part of their registration fee. Attendance at the Thursday night meal was very light in comparison to paid registrations.

Howard Johnsons, the Host Hotel, had no restroom available for arriving guests, registrants, or volunteers to use.

There was some commendation of MA-17 cup and shirt designs. However, it was noted that the T-shirt promoted a non-club sponsored event, in violation of the Board policy which was formally established on February 1, 2017 regarding promotion of outside activities using Highpointers Club volunteer resources.

### **Arkansas 2018 Convention:**

The AR-18 convention budget was due a year ago (per Bylaws & Convention Host Agreement). Events & pricing are incomplete as of today (July 22).

Neither of the two Arkansas Hosts (Ritter and Dean) are present at this Convention. The idea was floated that perhaps the Contract should require the Host to be present at the prior year Convention.

Dave Covill requested to represent the absent hosts and stated he has opened an Arkansas Convention bank account in Colorado. However, it was noted that the Treasurer was not consulted in this process and financial controls defined in the Club Bylaws had not been followed. The Treasurer of the Highpointers Club needs to authorize and be a signer on all HPC accounts.

Hemphill advised as she does every year that having a Convention Treasurer (and Convention bank account) in the state where the Convention meets will help to provide certain abatements on local taxes.

Apparently neither of the two Hosts has complied with the Host Agreement, so the Board needs to move quickly to remedy the problem by appointing a new Host.

Mitchler: The Club has contracts and Bylaws to require the appropriate advanced arrangements, but the Board does not follow through to enforce the procedures.

Sutton asked how the Club ended up with two hosts for Arkansas. The path was not clear in the discussion. This lack of one sole responsible Host was never attempted in the past. With further discussion the Board agreed that there must be only be one Host per convention (albeit chairing a Committee to complete the work). Nikki again suggested the AR-18 treasurer reside in AR or MO, so that taxes and fees for the event can be at the lower local rates.

It was agreed that any corrective action on these issues would be addressed under New Business.

### **2 – Newsletter Report: (Mitchler)**

The printed Newsletter Committee report that was distributed exceeded one and one-half pages in length, detailing much information about Newsletter content, focus, member contributions, schedules, cost improvements and improvements investigated, coordination with the website, and contributions by the website team (Justin Sutton, Kaul, Dalsaso). John did not use Board Meeting time to read the entire

report to the meeting, but Directors are encouraged to take the time to read the report. Thanks to John and others for their work was expressed.

Work is underway to integrate web reports with the printed Newsletter. An independent printer quote obtained by Don Holmes and Bomber Brown indicated the current vendor is competitive.

### 3 – Records Committee: (Mitchler)

Again a printed Committee report was distributed. Member Terry Bird of Texas has taken over the task of tracking 50 State Completers and 48 State Finishers, which requires pursuing and interacting with completers. Thank you Terry, and thanks John for many years of doing this service!

4 - Liaisons – Alan Ritter is not present. No report.

5 - Bylaws - no changes.

6 - Awards - Don Holmes, though not present at the convention, submitted two nominations that were read by President Webb. Robert Pritchard was commended for his work on the Maryland Highpoint. Clint Kaul was nominated for his website work. Motion to approve: Hemphill, Second Bauman. Both awards approved.

7 - Membership, Ray and Jan Nelson not present, no report. They are with family in MN. Other valuable members of the Committee, Charlie and Diane Winger are also not present.

### 8 - Mercantile. (Brown)

No adequate space was provided for the Merc or for Registration. The two spaces need to be near each other. The Merc is a significant part of revenue for Club, typically in the range of \$2,000. The convention failed to provide needed space and security for the Merc. Volunteers were placed in a situation where the only option for Members to conveniently peruse Merc items would be for volunteers to re-store the truckload of items daily and setup again daily. It was noted that many previous conventions, such as the Maine 2014 convention in the town of Millinocket, had lots of space for Members to congregate and relax near the Registration and Mercantile areas.

### 9 - Elections. (Paynter)

50 votes were cast, a higher number than normal. One vote per household, must be signed in order to count. Discussion followed on how to improve election involvement. What media to use for voting: such as online, paper ballot, etc. Sutton led discussion about publishing the Call for Nominations in two consecutive Newsletters instead of one issue.

### 10 - Website. (Dalsaso)

New web volunteers are doing great things. Justin Sutton is webmaster and a social media expert. Clint Kaul has made web technical improvements. The Klub Facebook page is now open and work is underway to maintain an online Forum. Bomber Brown noted that the Merc section of the website has also been updated.

### 11 - Marketing. (Dalsaso)

Brief update with no new action items.

12 - More than 50 Committee. (Comstock)

Articles have been submitted for the Newsletter.

13 - Project Volunteers. (Bauman)

Work was begun in 2016 to track progress on protecting/opening access to selected highpoints. Tabled due to Board attention being diverted to other pressing issues in 2016 and 2017. Consensus that this delicate work is a high payoff activity. Member Bill Guenther, a Vermont Forest Ranger, is enthusiastic about helping to protect access to highpoints.

14 - Easements. (Webb)

No issues active.

#### IV - New Business

1 - Motion that the Board annually schedule a second business meeting in January, to be convened by phone (Bauman).

Discussion. Meetings need to be public per the Bylaws (Webb). Question was raised whether past telephone BOD meetings were public. Process for calling special meetings is defined in the Bylaws. Purpose of the proposal is to encourage and promote better ongoing discussion and action by the Board. Important issues only get attention on one day per year.

Due to the need to address changes to Bylaws which relate to these issues and the lack of sufficient time for other items on the agenda, Bauman proposed that his motion be tabled. President Webb polled Board Members and none were opposed.

2 - Stony Burk addressed the Board. He has been volunteering by visiting highpoints for 25 years. He opposes some of the actions and positions adopted by the Board. He is disappointed that his boss has not been recognized for providing benches and signs at discounted prices. Stony will no longer volunteer for the Club. He returned various items to Directors as follows: Signature book to Mitchler. Brochures to Dalsaso. Decal files will be sent to Brown. Rope Splitter to be made available to Ritter for Boy Scout usage. Awards to Stony Burk returned to Mitchler (Records Committee). A stack of old Newsletters to Bauman.

3 - Contracts with the two designated AR-18 Convention Hosts are null and void (out of compliance). Motion from Bauman and other Directors calling for a new contract with an experienced Convention Host. Seconded (Brown). Discussion centered on the need for one convention host. During this discussion Nikki received a text from Alan Ritter reporting the imminent completion of the Arkansas Convention Registration Form and booking with Magazine Mountain as Host hotel.

At the recommendation of the Board's Convention Advisor (Hemphill) the Board agreed to invite Ritter to resume as Host.

Revised motion: Alan Ritter is the sole Arkansas 2018 Host (one Host to be accountable to Board). Motion tabled in order to first consider a new Board Committee (see below). (Hawkins, Comstock). None opposed.

#### 4 - Motion for a Highpointers Club Members Services Committee

“Be it resolved that the Board create a Member Services Committee to develop a process that ensures that the Board has oversight over the convention venue, budget, and events to ensure that the Members and Board have adequate services at reasonable costs. The Club should not continue to be exposed at many conventions to the possibility of large financial shortfalls.

There needs to be periodic ongoing visibility of a written plan by the Convention Host such that the Board can take any actions necessary at six month intervals, for example: eighteen months, twelve months, and six months prior each convention.

Don Holmes has agreed to Chair this Committee. (See note below on subsequent changes\*).

Alan Ritter as Konvention Host Arkansas 2018 to work with this Committee to establish a new schedule and to be in compliance with contract ASAP. Board monitoring process will be specified by Member Services Committee.”

Revised motion proposed and read by Bauman, seconded by Hemphill. Further discussion and some wording revisions as above. Motion passed unanimously.

**\*Note: Subsequent to the Board Meeting** it was determined that Don Holmes is NOT willing to serve on this Committee. Holmes was not present for this annual Board meeting after many consecutive years of attendance and did not have the opportunity to correct the mistaken understanding included in the motion. President Webb thereafter appointed Director Gary Szalc to Chair this Committee, which will include Directors Hemphill and Dalsaso).

5 - Report from the Highpointers Club Highpoint Foundation Committee (recently approved by HPC Board. Three Directors were appointed to the Committee by President Webb. These are Comstock, Paynter, and Keater). Three Directors representing the Highpointers Club and three Foundation Directors representing the Highpointers Foundation will develop a plan for resolving different practices used by the two organizations. Note: Following the Highpointers Club Board Meeting at the Montana 2016 konvention Tim Webb and Dave Covill had developed a plan related to this process. This plan was not accepted by the Highpointers Board, although those efforts are appreciated.

6 - Mark Comstock, Chair of the HPC Foundation Committee, reported on a meeting held the previous day, 7/21/2017, with the corresponding Committee from the Highpointers Foundation. All delegates were in attendance. It was a cordial opening session to begin the process.

Because of the extra time consumed for the pressing matters in the meeting and the desire of attendees to travel to the Mount Greylock Summit for the Watermelon Feast scheduled for 1PM, President Webb announced that the scheduled group photo of the Board would be deferred until the Summit gathering.

Meeting was adjourned by President Webb at 12:41PM.