

July 22, 2023
MINUTES OF THE BOARD OF DIRECTORS' MEETING
HIGHPOINTERS CLUB
FINAL

A meeting of the Directors of the Board of Directors of the Highpointers Club (HPC) was held in Helen, GA, starting on July 22, 2023, at the hour of 3:00pm (EDT) Shannon Brumund, President presiding.

Douglas Bernero, Secretary, kept the record of the meeting.

The President called the meeting to order and the roll which is recorded below was taken:

2023-24 VOTING MEMBERS, BOARD OF DIRECTORS:

	Name	Position	Term	Present	Absent
1	Alan Ritter	Director/Past President	2024	X	
2	Denis Dean	Vice President / Director	2024	X	
3	Jim Sutton	Director	2024	X	
4	Eric Lichtenstein	Director	2024		X
5	Laura Newman	Treasurer / Director	2024		X
6	Shannon Brumund	President / Director	2025	X	
7	Julie Smith	Director	2025	X	
8	Douglas Bernero	Secretary / Director	2025	X	
9	George Paynter	Director	2025		X
10	Bill Urbanski	Director	2025	X	
11	Tom Martin	Director	2026	X	
12	Shelly Messenger	Director	2026	X	
13	Kathryn Bertine	Director	2026	X	
14	Thomas Shea	Director / Newsletter Editor	2026	X	
15	Scott Brumund	Assistant Treasurer / Director	2026	X	

2023-24 NON-VOTING MEMBERS, BOARD OF DIRECTORS:

	Name	Position
1	Justin Sutton	Membership Chair
2	Mark Styczynski	2024 Convention Host

Meeting was called to order at 3:00pm EDT. President Shannon Brumund opened the meeting by asking all previous and newly elected Board members to introduce themselves. Ten members introduced themselves. She thanked Board members for their participation in the election for officers. Thank you was also given to Robyn Watson and Beckie Covill for their work in coordinating the convention.

Denis Dean moved to approve a list of honorary club members previously submitted by email. Seconded by Tom Martin. List of Honorary Members was approved unanimously.

The Secretary Douglas Bernero determined that 12 voting directors were present, constituting a quorum. The meeting having been duly convened, the Board was ready to proceed with business. Also noted that audio recording of meeting was taking place.

Treasurer's Report: given by Assistant Treasurer Scott Brumund. Club has about \$90,000 in finances, split between \$50,000 prepaid dues and \$40,000 convention funds (reserve). Scott explained that dues cover basic costs of producing newsletter. Alan Ritter noted that dues have not increased for at least 5 years. Club also pays \$1,200 for insurance, \$400 for website operation. Club dues cover break even costs for club expenses. About \$5 per member covers the club expenses, \$20 per member per year covers newsletter. Conventions generally make a profit, Scott suggests establishing convention reserve to cover potential convention losses. Alan Ritter mentioned this reserve could also be used for seed

money for future convention deposits and prepaids. Scott explained the need for accounts with national banks for convenience of those with account access nationwide.

Scott explained highlights for the following resolution:

Resolved: That the Highpointers Club (HPC) President, Vice President, Treasurer, Secretary and Assistant Treasurer may open, close, and authorize access to the financial accounts as necessary for the functioning of the HPC and shall have access to HPC accounts to provide over site, receive funds, disperse funds, and transfer funds between accounts.

As of July 17,2023, Shannon Brumund, Denis Dean, Laura Newman, Douglas Bernero and Scott Brumund have been duly elected and approved by the HPC Board as President, Vice President, Treasurer, Secretary and Assistant Treasurer respectively.

Shannon Brumund, the President, moved that the following resolution be approved by the Board:
The motion was seconded by Denis Dean.

After consideration and review, discussion was closed. The president called for a vote on the motion the results of which are recorded below.

	Name	For	Against	Absent
1	Alan Ritter	X		
2	Denis Dean	X		
3	Jim Sutton	X		
4	Eric Lichtenstein			X
5	Laura Newman			X
6	Shannon Brumund	X		
7	Julie Smith	X		
8	Douglas Bernero	X		
9	George Paynter			X
10	Bill Urbanski	X		
11	Tom Martin	X		
12	Shelly Messenger	X		
13	Kathryn Bertine	X		
14	Thomas Shea	X		
15	Scott Brumund	X		

The vote was 12 for, 0 against, 3 absent and 0 present not voting.

The motion was duly approved, and the Resolution was adopted.

Committee Chair Reports:

Membership Report – Justin Sutton: Membership breakout:

Total members -- 2,517

Primary members – 1,165

Associate – 1,257

Honorary – 95

Primary members pay dues associates and honorary are family members or otherwise non-dues paying. Primary members have decreased recently but associates have increased. Deposits of club dues are currently slow but will improve with national bank accounts.

Newsletter Report – Tom Shea:

Took over for issue 136, 137. Concern about slow delivery. Issue #138 in progress. Want to continue content sharing on social media, and collaboration with 50 States Podcast produced by Lauren Toner. Direct traffic to club website with these technologies. Articles about milestones and recognition, 48 & 50 completers are critical and others with fewer milestone completions as well. Fond farewell section begun for members who have passed. Continue to receive articles from members—please keep sending.

Shannon expressed thanks once again to Tom Shea, Editor and Tommy Burns, Co-Editor for their recent willingness to takeover production of the Apex to Zenith newsletter.

Awards Chair—Alan Ritter: New award nominations are too recent, will address next year. New Awards Chair volunteer needed. Records of past awards exist on a spreadsheet, shared with Records Chair.

Merc Report—Shannon Brumund: Sales were slow in late 2022, believe it was due to no newsletter produced. Need some updates on club website to accommodate online Merc shopping. Sales seem to be improving with new newsletters in 2023. Merc ideas and volunteers are welcome to contact Shannon.

Records Chair—John Mitchler: Also thanked Tom Shea and Tommy Burns for work on newsletter. Separate records report submitted via email before Board Meeting. Julie Smith and Doug Bernero live in Colorado and would like to tour and share access to storage facility, also in Golden, Colorado. John would like to obtain summit registers for the club from Illinois highpoint as the owners no longer wish to keep them. Scott Brumund suggested donating summit registers to local libraries nearby highpoints. Tom Martin reminded about a display case at the Ohio highpoints to contain club memorabilia.

Webmaster Report—Kathy Mitchler: Website functional, looking to upgrade shopping capabilities for Merc. Board member nominations were posted on the web, believed to drive higher voting totals than usual.

Bylaws Update—Julie Smith: Looking to streamline bylaws, looking to move some bylaws to policies and procedures to allow more flexibility for committee chairs. Shannon, Shelly, Jim and Bill all offered to assist and review proposed bylaws changes.

Foundation Liaison Report—Denis Dean: There are efforts to gain easements, improvements such as benches. Opportunities to get names honored by sponsors on state highpoint benches for \$500-600. North Dakota is receiving a bench. Co-branding (Club and Foundation) of projects. Tom Martin is also an HP club liaison and Alan Ritter was approved as a liaison this year.

Open Positions:

- Election Chair—Needed, no current volunteers on Board
- Convention Liaison—Also needed, no current volunteers, open to general membership

Meeting Schedule:

- Alan Ritter gave his rationale for 3 meetings per year and to get at least 8 Board members to attend (quorum).
- Doug Bernero offered logic for conducting 4 meetings to synch with newsletter timing
- Discussion occurred regarding club's need for it's own Zoom account
 - Shannon offered to make arrangements to purchase the account
 - Dave Covill would like to share the account between Foundation and Club
 - Various members believe lower pricing (50% discount) is available for non-profits
- Bill Urbanski believes meeting timing need not be in bylaws

Bill Urbanski made motion to amend the bylaws regarding meetings as documented in a July 19, 2023 board email:

Members of the Board,

In furtherance of my earlier email concerning the conduct of Board of Directors meetings, I submit for your consideration the following proposed amendment to our Club By Laws.

Section 2.3 shall be amended to read as follows:

"The Board of Directors shall normally conduct business at a meeting held in conjunction with, and prior to, the annual membership meeting. Due notice of the Board of Directors meeting shall be given to all Directors. Special meetings, as required, shall be held at times and places the President specifies. Special Board of Directors meetings may be called by the President, or any three (3) Directors, with at least fourteen (14) days' notice to the Directors and to all active members. Special meetings may be held in person, telephonically, or by electronic means."

There are two (2) changes:

1. At the end of the 4th sentence, the words "and to all active members" are added; and,
2. In the final sentence, the words "by telephone, US mail, electronic mail, or in person" are replaced by the words "in person, telephonically, or by electronic means."

These two changes are all that is necessary to rectify the issues addressed in my July 17, 2023 email on this topic. In light of concerns raised by some responses, meetings as per this amendment would remain "open" to all members with an appropriate notice requirement. Additionally, please note there is no language adding a "Spring" or "Fall" meeting, no mention of mandatory triannual meetings, or any mention of Zoom or other platform. The language remains general in nature to allow for flexibility. This allows for and I would encourage the Board to establish a practice of triannual meetings via Zoom, or whatever makes most sense to us all when we meet to discuss this on July 22nd.

Motion was seconded by Denis Dean.

Board members present voted unanimously to approve the motion which requires two-thirds vote.

- Discussion took place to announce meeting schedule in the newsletter and notify membership where meeting minutes can be found.
- Discussion on number of scheduled meetings per year took place. All members believed 3 or 4 meetings per year was appropriate.

Shannon called a vote to decide on 3 or 4 meetings per year. Six Board members voted for 3 meetings per year, five Board members voted for 4 meetings per year. President Brumund did not vote and would only as a tie-breaker. Three meetings a year was voted to be the appropriate number.

- Exact meeting times and dates were not yet scheduled. November, April and Summer in-person meetings at convention were suggested as well as meeting times of 4pm Pacific time to 7pm Eastern time.

Hawaii Access Sign—Kathryn Bertine

- Kathryn explained that some Hawaiian consider the summit of Mauna Kea to be sacred. In order to address this position, she proposed the club place a sign on the road on an existing signpost with club logo. The sign would state the spot on the road counts as the Hawaii highpoint without need to walk to the true summit.

- Alan Ritter explained parallels with the Rhode Island highpoint when it was privately owned, and a sign on the public road that was considered an acceptable highpoint visit by the club.
- Jim Sutton expressed concern that placing a sign is unwise and that the club should not take a public stand on the issue for everyone visiting the Mauna Kea summit. Club's position should be limited to articles and writings in the club newsletter. Very concerned that club is injecting itself into a controversial and local issue.
- Tim Webb pointed out that submitting highpoints is honor system as originally declared by Jack Longacre. Shannon expressed rules in bylaws requiring body parts need to touch summits for awards recognition.
- Bill Urbanski read bylaws requiring part of anatomy must touch summit to take completion credit.
- Kathryn explained Mauna Kea Land Stewardship under University of Hawaii placed existing sign
- Kathryn proposed drafting one or two sentences explaining clubs statement on highpoint completion for the sign.
- Tom Martin supported Jim Sutton's comments and stated that other Hawaiian indigenous groups believe the entire mountain is sacred and should be off limits to non-Hawaiians. A HP Club/HP Foundation sign would unnecessarily interject the Club and Foundation into this controversy.

Alan Ritter made a motion: Per the wording of the bylaws, the Board of Directors recognizes the existing "Aloha" highpoint sign on the road at Mauna Kea summit is accepted as completing the Hawaii highpoint.

Kathryn Bertine seconded the motion.

Board members present at the meeting voted unanimously to approve the motion.

Bargo Brothers—Doug Bernero

- Doug explained the Bargo Brothers PBS and internet "The Highpointers" video episodes. Greg and Brannndon Bargo's goal is to produce a 30 minute video on climbing each state highpoint. Ten have aired, 40 to go. Doug and other members have spoken with Bargo brothers about a collaboration with the each other's organization.
- John Mitchler has other discussions with Brannndon Bargo. Dave Covill, has also spoken with them in the past.
- Discussion took place about Bargo's guide services and climbing services. The club should not promote.
- Members were concerned about
- Julie Smith was interested in discussing club marketing and communications more comprehensively beyond this idea.
- Doug suggested asking the Bargo Brothers if they would like to include club in a future production.
- Tom Martin mentioned an email exchange with Brandon Bargo and asked Justin Sutton if the Bargo Brothers were members of the HP Club. Justin stated that Brandon was a member but has not maintained his membership. Tom suggested that John Mitchler informally encourage the Bargo Brothers to contact the HP Club if they were interested in some sort of collaboration.
- Board was willing to explore more information about what a Bargo Brothers collaboration might entail and discuss it again at next meeting.

Ecological Chair—Julie Smith

- Julie explained highpointers are believed to be good stewards of the outdoors. Mentioned many organizations holding conventions have written policies to promote more sustainable conventions. Managing waste and promoting recycling.
- Julie has written guidelines to manage Highpointers conventions using sustainable methods.
- Shannon suggested that Julie send guidelines again for all old and new Board members and convention organizers to review.

Ohio Highpoint Buy a Brick Program—Tom Martin

- Tom explained bricks can be purchased with custom message to be placed on summit of Campbell Hill, Ohio. Funds to support National Air Defense Radar Museum (NARDM) and Highpointers Club Display. The HP Club Display in the HI-POINT Career Center will be moved into the NADRM Museum when it opens.
- An additional smaller display case is being added to the current display for placement of additional HP Club memorabilia. Mark Comstock received some items from John Mitchler at the MI Konvention. These items should be forwarded to Tom for inclusion in the display.
- Tom offered forms to buy bricks.

South Dakota Convention Planning—Shannon Brumund

- Shannon explained that original host that volunteered last year has lost contact with the club and does not respond. Club is looking to find a volunteer to be lead host of the SD convention in 2024.

Naming of Watermelon Feast—Jim Sutton

- Jim explained the background of the previous name of the annual convention watermelon feast was the Wendy Comstock Memorial Watermelon Feast.

Jim proposed a motion to the Board that the annual Watermelon feast honorary name be changed to the “Wendy and Gordie Comstock Memorial Watermelon Feast.”

Motion was seconded by Denis Dean

The Board members present at the meeting passed motion unanimously.

ADJOURNMENT

It was moved, seconded and unanimously carried to adjourn the meeting. Meeting adjourned at 5:18pm.

Respectfully submitted,

Douglas Bernero, Secretary

I, Shannon Brumund, President of Board of the HPC, and I Douglas Bernero, Secretary, of the Board of the HPC, hereby certify that these are the minutes of the Board of Directors Meeting held on July 22 , 2023 .

Shannon Brumund, President

Date

Douglas Bernero, Secretary

Date