

March 3, 2024
MINUTES OF THE BOARD OF DIRECTORS' MEETING
HIGHPOINTERS CLUB
DRAFT 2

A meeting of the Directors of the Board of Directors of the Highpointers Club (HPC) was held on Zoom, starting on March 3, 2024, at the hour of 6:00pm (CST) Shannon Brumund, President presiding.

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

The President called the meeting to order and the roll was taken using presence on Zoom:
 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/Ecological, Bylaws and Records chairs	2025	X	
8	Douglas Bernero	Secretary / Director	2025	X	
9	George Paynter	Director	2025	X	
10	Bill Urbanski	Director/Election Chair	2025	X	
11	Tom Martin	Director/Foundation Liaison	2026	X	
12	Shelly Binford (formerly Messenger)	Director / Awards and Convention Liaison	2026	X	
13	Kathryn Bertine	Director	2026	X	
14	Thomas Shea	Director / Newsletter Editor	2026	X	
15	Scott Brumund	Director/ Assistant Treasurer	2026	X	

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

	Name	Position	Term	Present	Absent
1	Justin Sutton	Membership Chair, interim Webmaster	2024	X	
2	Mark Styczynski	2024 Convention Host	2024		X

Meeting was called to order at 6:00pm CDT. President Shannon Brumund opened the meeting by reviewing Board members attending the meeting. Secretary Douglas Bernero determined that 13 voting directors were present constituting a quorum. The meeting having been duly convened, the Board was ready to proceed with business. The meeting was recorded on audio and using Zoom recording.

Shannon reported that Dave Covill ordered 100 stickers and magnets with club logos. The Merc will try to sell them at the Convention this summer for \$1.00 a piece.

Treasurers Report—Scott Brumund, Assistant Treasurer:

Current Budget-projected to lose money for next two years. Previous two years recorded profit because the club's primary expense—newsletters--were sent less than 4 times per year. 2024 and 2025 budget assumes that newsletter cycle will catch up and dues collected in 2023 and earlier will be spent on 5 newsletters in 2024. In addition, the cost to print each newsletter has increased. Much of the cash currently held by the club is a prepaid dues liability-about \$42,000 at year-end.

Scott also reported that dues are variable as renewals increase following a newsletter mailing. Renewals should be more frequent with 5 newsletters in 2024. There are two major expenses including convention. Most conventions make money. Newsletters cost depends on how many get mailed in the year. Mercantile sales generally increase each year. Record storage will decrease due to moving to and renting a smaller unit. Looking to decrease directors' liability insurance expense by \$500 with new policy. Website expense includes web names cost payable every 3 years--incurred in 2023. This year and next should be just small hosting fee and web security fee. Expecting trademark fees this year and expect to have funds to cover it. Website still indicates we have a scholarship program--has not been awarded for many years.

Newsletter cost is up by 92%. Printer Alpha Graphics has raised cost and new magazine format with more glossy pages and color is higher cost. Scott suggested that dues be increased from \$25 to \$30 per year to cover higher costs. Last increase was in 2017. With increased dues in 2025 we can approach breakeven.

Denis Dean asked about possibility of issuing electronic newsletter. Scott and Dave mentioned other similar clubs issuing .pdf newsletters to members. Tom and Alan mentioned concerns about password protection or similar security measures to keep distribution limited to paying members.

Scott will be filing tax return for 2023 in March.

Foundation pays club \$600 for content within the club newsletter. Shannon asked Dave if it was appropriate to increase the fee due to increased newsletter cost.

Need a review of list of who gets complimentary newsletters. Dave Covill will assist to determine who gets free newsletters with contact with Stony Burk. Follow-up research on this issue will happen after this meeting.

Review of Committee Chair Reports:

Membership Report – Justin Sutton:

Primary members ~ 1,178 most in quite a while
Converting renewals at 55-58% higher than previously

Newsletter Report – Tom Shea:

Thanks to Justin for communications and membership—website and emails combining with newsletter/magazine. Many stories and pictures also come through membership. Issue #140 to be produced by March 15, mailboxes by about April 1. New very experienced and qualified proofreader to review newsletter before final production. Targeting publication of issue #141 by May 15, June 1 mail receipt. Should get the issues caught up to once a quarter.

SD convention registration will be printed again in issue #140.

Working with Terry Byrd about records. Newsletter has not run complete records for 3 years. Terry wondering if we should update the records in the newsletter again. Tom Martin mentioned a complete record book last published in 2015.

Shannon expressed compliments once again for the ongoing quality of the newsletters/magazines.

Merc Report—Shannon Brumund: Banking moving to Chase. Sales generally increase immediately following recent magazine mailings.

Records Chair—Julie Smith (incoming): Julie clarified that Terry Byrd is tracking club records while Julie is managing the contents and records of the club storage locker.

Webmaster Report—Justin Sutton: Justin mentioned he is interim Webmaster and we need a permanent replacement. Planning to ramp up efforts before and at the convention to find a new Webmaster. Going to have meeting to organize individuals doing social media publicity for the club. Justin has sent some recent clubwide email blasts and asked if anyone needed more of these. Takes about a week to execute a full club email blast. Tom Shea asked if club should purchase software to enable easier and faster mass emails. Justin did not think it is a high priority due to cost and being able to send mass emails already.

Bylaws Update—Julie Smith: Has written draft incorporating voted on and approved changes to bylaws. Task force has reviewed changes and Jim Sutton did thorough review. Draft will be further modified and presented before summer board meeting in South Dakota. Some changes may require additional Board vote.

Don Holmes and Scott Brumund have also proposed amendments not yet incorporated into draft.

Foundation Liaison Report—Denis Dean: Wants to review \$600 foundation contribution per newsletter at a future meeting. Denis praised the work accomplished by the Foundation at the North Dakota highpoint.

Dave Covill gave an update on sign upgrades being created at Jakk's Glade in Missouri. All 56 US highpoint distances will be included. Individuals want items contributed to the old signage returned to them.

Board Election Chair Report—Bill Urbanski: Reports that there are 9 nominees for 2024 Board election. Proposes that bylaws be changed to officially allow collection of votes using email. Also allows votes to be cast during the month of April. Bill will tabulate votes via email and regular mail.

Tom Martin suggested simplifying and shortening Bill's proposal and accomplishing the intended result. Discussion suggested voting on a board motion to adopt Bill's proposal, seconded by Alan Ritter. Motion carried unanimously, except for Shelly who was unavailable to vote. Language similar to this motion will be proposed as a bylaws change at a later meeting.

Ecological Chair—Julie Smith

Discussed the recycling capabilities of the Ramkota facilities for the convention. Ramkota suggested that she contact a recycling service in Rapid City. Julie is arranging this service to recycle waste at main events held at the convention. Working with Mark to find ways to reduce waste generated.

Storage Locker—Julie Smith:

Dave Covill, Doug Bernero, Julie and Hilary Smith worked to improve the storage unit situation. A smaller 5x10 unit was leased and the 10X10 unit was terminated, resulting in about 45% rent savings. In November and December, this group met to discard unneeded items and move useful items out of the old locker to the new locker. Past newsletter storage was reduced to 10 per issue, unless there were less than that in storage. John Mitchler took some extra newsletters and file cabinets that were his personal property. Julie intends to make further inspection of club records and historic summit registers to discard or relocate additional items that don't need to be in storage. Also researching legal time period that club records need to be kept for business purposes toward discarding records older than required.

Scott Brumund would like to inspect records to see what past financials and meeting minutes are in the locker.

Trademark Registration—Shannon Brumund:

Rob has filed trademark applications for five unique club names and logos. Process is slow from the government, no response has yet been received. There is also no invoice, just waiting for response. Expected timeframe to completion is unclear.

South Dakota 2024 Convention Update

Dave Covill and Mark Styczynski meeting in Rapid City April 10. Finalizing arrangements. Native American professor will offer to take attendees to Bear Butte near Sturgis, considered sacred by Lakota.

California 2025 Convention Update

Dave Covill, Denis Dean and Tim Webb working on arrangements. Have a contract with Creekside Inn in Bishop, CA for convention hotel. Convention reserved to be at county fairgrounds, only place large enough to hold banquet. Currently scheduled for July 23-26, 2025. Concerned that weather may be very hot in July, there are other available dates in September after Labor Day. Cooler weather, less crowds, possibly cheaper rates at hotel. September may be better timeframe for climbing Boundary and Whitney.

Need to finalize the 2025 convention date during April or May at the latest. Need further email discussion on the Board forum to try to finalize the date.

Awards Chair—Shelly Binford: Shelly recovering from loss of computer. Shelly will consider awards nominations in the Spring. Awards nominations can now be submitted using awards email published in the newsletter. Nominations must be received by 1 month prior to convention, making June 18 the deadline.

Proposed Amendments to Bylaws:

Member Don Holmes submitted the following proposed amendments:

BYLAW MODIFICATIONS 2/2/24 - Don Holmes

Comments on the Articles listed below.

1. There needs to be a definition of active members rights when it comes to interaction with the Board of Directors. Currently, there is no defined method whereby formal motions, suggestions, etc., may be submitted to the Board of Directors. Further, if such a document is submitted to the Board, there is no requirement for the Board to even read such a document, let alone take any action. The proposed changes, adding Article 1.3 E. and modifying Article 9.2 Amendments (remove the stricken-out sentence), seek to remedy this oversight.

2. The original intent of Article 2.9 B Candidates was to require at least one other member to nominate a candidate (a different member) for the Board of Directors. This modification (added text in bold) clarifies that requirement.

3. I think the other modifications are clear.

1.3 E. Members Rights

Any active member may submit a formal motion, a suggestion, a recommendation, or other similar document to the President for consideration by the Board of Directors. Documents so submitted must be adjudicated by the Board within thirty (30) days. A summary of action taken must be published in the first Newsletter after final Board action.

1.4 A. Annual Convention

Question: Should the Board of Directors meeting be included in the list of sanctioned events?

Answer: No . The Board of Directors meeting is adequately covered by the modified Article 2.3 Meeting Schedule.

1.4 F. Record of Meetings

I would suggest that the 60 and 90 days be changed to 30 and 60 days, respectively. The original times are a 25-year-old artifact. We can be more efficient.

1.4 H. Notice of Membership Meeting

In the new sentence, I would suggest 3 months instead of 6 months.

2.9 B. Candidates

Any active member of the Highpointers Club may nominate one other active member as a candidate for the Board of Directors. Self-nominations are not permitted. Nominees must be

3.2 A. President

I would suggest that the second new sentence regarding Board contact information, be included under the Secretary's duties. It should include committee chairs and other appointed members in addition to the Directors.

9.2 Amendments

Any active member may submit a proposed Bylaw amendment to the President for consideration by the Board of Directors. A two-thirds majority vote

Shannon asked if anyone wanted to make motion to approve these changes. No motion was made.

Discussion took place regarding proposed changes. Various Board members stated that more review and discussion is necessary to consider voting on these changes. Discussion on eliminating self-nomination for Board candidacy is not a popular idea and most Board members speaking did not favor it.

Alan suggested presenting these recommendations to the Bylaws committee for further discussion and consideration. Bylaws can advance their recommendations to the Board for amendments at a later board meeting.

Further Business

Jim Sutton announced that he would no longer be serving on the Board following completion of his term expiring this year.

Next Board meeting to be in person, scheduled for July 20, 2024 at Ramkota Hotel, Rapid City, SD.

ADJOURNMENT

It was moved, seconded and unanimously carried to adjourn the meeting. Motion passed unanimously. Meeting adjourned at 8:23pm CST.

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 March 3 , 2024 .

Shannon Brumund, President

Date

Douglas Bernero, Secretary

Date