

CAROLINA PBGV CLUB

Minutes of Board meeting held by conference call at 8:00pm on August 16, 2022.

Attendance:

Mary Fluke – President – Present
Roger Mayer – Vice President - Present
Robert Sweeney –Treasurer - Present
Michael Edwards – Secretary – Present
Paul Urban – Board Member – Present
Jill Fitzgerald – Board Member – Present
Kevin MacDonald– Board Member – Present

Mary Fluke called the meeting to order at 8:01 pm.

Changes to By-Laws

- Mary presented the proposed change to meet AKC requirements—These changes take what's in our current bylaws and restores what was removed in 2018.

Article II

Section 3. Board Meetings. Meetings of the Board of Directors shall be held *within the greater Charlotte, NC area or within the local area of the club at such hour and place as may be designated by the Board* ~~by conference call~~ or by remote means including but not limited to voice or video conference on a pre-announced schedule of at least 6 meetings each year. *Written or electronic notice of each such meeting shall be sent by the Secretary at least five days prior to the date of the meeting.*- The quorum for such a meeting shall be a majority of the Board.

Section 4. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held ~~by conference call~~ *within the greater Charlotte, NC area or within the local area of the club, or by remote means including but not limited to voice or video conference at such place, date, and hour as may be designated by the person authorized herein to call such meeting.* Written or electronic notice of such meeting shall be sent by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

- After minimal discussion, the board agreed with the changes and Mary will make the changes in the official documents.

- Mary also presented the following changes to the bylaws concerning the club's fiscal year that the board approved at the July board meeting:

Article IV: The Club Year, Annual Meeting, Elections

Section 1. Club Year. The club's fiscal year shall begin on the first day of ~~January~~ *July* and end on the last day of ~~December~~ *June*. The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

- After discussion about how these changes might impact the way the club pays taxes, Robert explained that the change in the language regarding the fiscal year is not necessary. The change will be explained to the general membership that for budget reporting our operating cycle is from the first day of July through the last day of June.
- Mary made a motion that we not have a change in the bylaw's fiscal year language with a second to the motion by Roger and the motion passed.
- Mary also noted that we have never had an attorney look at our bylaws so she is not sure that we are in compliance with North Carolina laws and that we are considered incorporated in Charlotte, NC.

Nominating Committee for 2023 Officers

- Michael was asked if there needed to be any discussion about the report from the nominating committee. Michael explained that as an alternate committee member he was only on the call long enough to answer any questions the committee might have and then left the call. The report was sent to him a few days later and he sent the report to the board. The report will be sent to the membership this week.

Treasurer's Report

- Mary noted that in the slate as presented, the President and Treasurer reside in the same household. The club policy is to have the Treasurer and President as primary and secondary signatories on the bank account for the purposes of oversight of the account and to maintain access should the primary signatory is unavailable or incapacitated. Mary said that she was not concerned about inappropriate use of the account but if we followed the policy and both Michael and Robert became incapacitated the club could lose access to the treasury. Also, if they were unable to attend a hunt or any event that required payment from the account at the event nobody else there would be able to write the checks. It was agreed that a third signatory would be beneficial and,

because Mary is already on the account, that she could serve as that authorized user in addition to Michael and Robert should they be elected.

- Robert's Treasurer's report emphasized that we are primarily a hunt club. As such, the overwhelming majority of our expenses have to be covered by eight planned days of hunting. Revenues are projected assuming 9 runs per day – 1 solo, 2 braces, 5 5-dog packs and 2 HITs each day. Expenses include field rental, judges' pay, secretary space, as well as club expenses that are allocated to each day of hunting. Examples of this include, but not limited to, insurance, annual awards, fun days, etc. In his pro forma budget, the issue of food was not addressed. Without considering food, Robert's pro forma is essentially break-even. This means that our decision about food needs to be self-funding.
- How do we compare to other hunts when considering food? Robert said that this is not an apples-to-apples comparison. The hunts in Texas, Wisconsin and Willowa are PGBVCA hunts. That means the hunt fees do not have to cover insurance, annual awards and fun days. In addition, each of those sites have a clubhouse that eliminates their need to "rent" the secretary RV or pay for a generator to have lights and coffee. The hunts in Pennsylvania are sponsored by a club; however, the field they use has a clubhouse and the PBGV club has alternate revenue streams that lessens the burden on the hunt to cover fixed club expenses. Also, Robert was unable find where any of the other hunts offered dinner.
- In closing, and to frame the food decision, Robert observed that the food decision cannot be made in isolation. Any dollars we choose to spend on food for judges has to be funded: either we charge a food premium to all non-judge hunt participants or we reduce our discretionary spending on the membership.
- Mary suggested that if we either removed or altered some of the discretionary expenses, honoring our fixed expenses, including but not limited to fun days, awards, memorials, trophy funds, etc., we would have an allotment of cash to be allocated to judge's meals. Mary also said that we could spend down our \$5000 in reserve. Recall that in years past, the board decided to spend our approximately \$11,000 balance down to our current balance. This was accomplished through a combination of subsidizing meals, awarding hunt vouchers to members, club awards and the like. Kevin also asked the question about if it had been determined how much of a reserve fund the club should have.
- Mary said that she had asked 9 different hunt judges whether it was important to them that their meals be provided by the club. She said that about half said that they did not care and the rest expressed varying opinions on which meals they wanted the club to provide.
- Mary made a motion that the club provide a \$20 stipend for hunt judges that judged at least 2 runs per day per weekend. They could use for meals, gas or whatever they felt would benefit them. There was no second to the motion.

- Robert suggested a stipend, per run, paid to judges which would generate additional income to them, again that could be used for meals, gas, etc., however, it would be earned for each run judged – the more you judge the greater your stipend.
- During the meeting Paul was asked his opinion and he said that he thinks judges would prefer free meals rather than a stipend.
- Roger reminded the board that the newly formed hunt committee had been charged with generating recommendations about meals to present to the board. Members were less likely to want to participate in committees if decisions were made by the board even before looking at the recommendations. Others agreed with Roger's point.
- This discussion led to Mary's assertion, with agreement by Jill, that at the July board meeting, board members said that they were in favor of eliminating free meals for judges which led her to the proposal that she made about the stipend.
- Michael agreed that some board members did express that opinion but it was also agreed that nothing would be done until the hunt committee made recommendations. Included here are sections from the approved minutes from the July board meeting:
 - A lengthy discussion followed about the food expense at the hunts. Because we are spending far more on food than what is being charged to members, several suggestions were made that included eliminating paying for meals for judges, asking members to pay full costs of their meals, partially subsidizing some meals and several other options.
 - It was decided to let the newly formed hunt committee deal with the food issue with guidance provided by the board discussions and the budget.
- Kevin asked that the hunt committee be given information about budget constraints and ideas discussed at the board level to allow them to give informed recommendations about meals at hunts. Mary agreed to provide this information to the committee.

The meeting was adjourned at 9:17pm. The next meeting is **Tuesday, September 20, 2022 at 8pm.**