

**GLIDE COMMUNITY CLUB  
BOARD OF DIRECTORS MEETING  
June 16, 2020**

President **Don Kidd** called this meeting to order at 6:30 PM; six of the eight Directors were present for a quorum: Helen Scott, Donal Scott, Mark Csernak, Nan Smith, and Bob Trusty. There were two other Members observing.

**Minutes:** May minutes were read by the Secretary and corrected, the correction being that Mark does not have grant writing experience as stated. Mark moved approval, Bob seconded, and approval was passed.

**Treasurer's Report:** Helen distributed and read the May financial summary: the checking account general fund balance is \$50,735.54 which include fund-holdings of \$382.64 of First Citizen account, and \$12,528.05 in the Scholarship Fund. There was no Bingo activity in May so that fund still holds \$22,676.51.

**Committee Reports:** None

**Issues from the Club Reports Calendar: Audit:** We do not yet have arrangements for an Audit; Don invited **Nancy Tague**, expert on our P&P, to discuss our governing process which is detailed in the Audits section and provides for two financial audits a year, one announced and another unannounced; that the Vice President is the Chair of the Finance Committee as detailed in the Committee section; and that two other Members of this Committee are appointed by the Board. There was discussion of individuals who might fill this Committee but no determination at this time. **Mark** will familiarize himself with these requirements and have some suggestions at the following meeting.

**Unfinished Business: Mark** contacted our insurance broker about getting indemnification to exempt our liability for any incident which occurs at the Farmer's Market. He is in the process of creating an indemnification document for our Organization and suggests we give it to Rebecca Dunnivant to sign and deal with her vendors. Consensus was that this would alleviate the liability concern and we requested he continue with this effort.

On the issue of obtaining video surveillance coverage for the Vet's Memorial, we are unsure exactly what the Vet Organizers want. **Don** will invite Bill DeGroot to address the Board. On the issue of how to move forward on Bingo, the Board all agreed that we want to continue this fundraising for Scholarships. Helen reports there is still considerable interest in the community in having Bingo. **Bob** has some ideas about options for continuing Bingo and was asked to flesh them out and present to the Board at the next meeting. **Mark** will initiate a survey to find individuals interested in staffing the Bingo effort.

The letter to the Bank regarding their mishandling of the Treasurer's access to our safety deposit box has not yet been written; there are at least two members who feel strongly that bank management should be informed and address this situation. **Nan** will coordinate with Helen and write for Don's approval.

In May, we received a letter of concern from a member who asked us to consider establishing some experience-qualifications for election of new Directors and Officers.

The concerns are regarding election to Directorship of individuals with little or no experience with the Club and its goals; or nomination and election of an individual to the Board and then a critical Officership whose trustworthiness is unknown or suspect.

Article Five of the ByLaws provide the basis of our direction regarding selection of Officers and Article Four on Directors. On this issue Don invited **Nancy Tague** and **Dianne Muscarello**, experts on the ByLaws and P&P of our Organization to speak:

Nancy outlined some concerns with changing qualifications of Officers to have been a Director for at least 1 year. In an unplanned resignation of the Treasurer, for example, and with no one currently on the Board willing to take over that job we would not legally be able to replace that Officer. She related that other 501c3's were grappling with this same issue-how to ensure continuity of Directors and a pool of potential candidates.

She suggested some other available options we might consider to ensure an informed Directorship upon election: one would be requiring attendance of a specific number of GCC meetings prior to election or a membership of at least one year in the Club; another to adhere to already-written Auditing requirements; a third related to formalize a strong nomination/campaigning process-another requirement of our P&P. Other choices would be to trust the membership to know that it would probably be counterproductive to an effective Board to elect Directors unfamiliar with our directives and goals. We could publicize and solicit nominations, begin growing prospective candidates early on or eliminating nominations from the floor, confining only to publicized and nominated candidates. In any case, we must operate this portion of our Organization in accordance with ORS 65.

The Board will consider these ideas and make a final proposal at the next Board Meeting.

**New Business:** In the process of discussion re: insurance matters with Umpqua Insurance, Mark inquired about liability insurance for the Board and preliminary information was that the complete Board could be insured for possibly \$100 a month. If we are interested in further information, an Agent could make a presentation to the Board in future. Consensus was that we would be receptive to further information regarding this matter but no motion was made. **Mark** volunteered to relay the invitation.

**Other:** Helen pointed out that the yard light near the Annex was not functioning. **Mark** volunteered to see if there was power to the fixture and either contact the power company or arrange to replace the bulb if necessary.

Helen requested someone to take over mowing and weedeating of the grounds around GCC; she and Donal have done it for many years, assisted by a local non-Member – James, who is no longer available. **Nan** offered to pay her yardperson to do this; **Bob** offered to do this weekly until the grass stopped growing. We accepted Bob's offer without motion. **Mark** gave Bob his key and he will get another from Helen.

**Announcements/Communications:** Next meeting of the Board is scheduled for July 21 at 6:30. This meeting was adjourned at 7:25 PM in favor of the Membership meeting which followed.

Nan Smith, Secretary