

MALLETTS BAY SAILING EDUCATION FOUNDATION

Minutes of Annual meeting
11/2/2017

MBBC Sailing Education Foundation annual meeting was held on November 2, 2017 at 150 West Canal Street in Winooski. The meeting was called to order at approximately 18:40 pm by Michele Kupersmith, acting President. In attendance were Charly Dickerson, Bill Fastiggi, Al Johnson, Ken Grillo, and Heather Ambrose. Al Ouellette had resigned from the board.

Ken Grillo suggested that the evening should be focused on reviewing and approving the minutes of the last meeting, approving the agenda, electing the requisite officers and establishing a way to categorize program priorities. Bill Fastiggi made a **motion** (seconded by Ken Grillo) **to accept the minutes from the March 27, 2017**. This **passed** unanimously without objection.

Officers:

Charly Dickerson made **motion** (seconded by Bill Fastiggi) **to elect Michele Kupersmith as President**. This **passed** unanimously.

Ken Grillo made a **motion** (seconded by Al Johnson) **to elect Bill Fastiggi as Vice-President**. This **passed** unanimously.

Charly Dickerson **announced** he would be **willing to stay on as Treasurer**. Without objections there was **consensus approval**.

Bill Fastiggi made a **motion** (seconded by Michele Kupersmith) **to elect Mark Gardner to the board**. This **passed** unanimously.

Terms of the Board Members: Michele pointed out that the by-laws had specific rotation terms for board members. Heretofore, this had not been attended to. She and Charly would get together and try to sort this out, to get back into sync with the ruling documents.

Finance: Charly presented the balance sheet. This also led to a question of what happened to the old J-24 motor?

Application format: Ken posited the idea that the Foundation should develop an application form and a procedure for review and approval of any requests for projects or funding. An application can then be evaluated and examined in a more formal way, prior to approval. Applications can come from MBBC Jr. Sailing, community programs, other club activities, etc.

A one-time request would also include the operational details and an explanation of how the request fits with the Foundation's purpose. There was consensus that this was a good way to proceed. Details needed to be finalized, and working documents and formal applications prepared.

There was further consensus that expenditures should have clear documentation accompanying a request to show specificity on the uses and its connection to foundation purposes, including any possible leases that might be needed.

Michele opined that the organization's Articles of Incorporation is the primary document that needs to be followed and that the by-laws were created based on language contained in the Articles of Incorporation. The primary goal is to specifically maintain a program of educational activities. The objectives in the by-laws are general in nature. The mission statement is contained in the Articles of Incorporation. In summary, whatever we do should be articulated better, and have a concise audit trail.

Follow up tasks: **A).** Bill F. will follow with Ken G. to develop a form for requesting various ways to support programs such as MBBC Jr. Sailing, etc.; **B).** Michele and Charly will follow up on determining the terms of office for board members; **C).** Michele to make enquiries with friends regarding details and process for by-laws clean up and future changes.

MBBC Race Committee boat: The Foundation has not received any previously requested information regarding how any contributions through the Foundation, towards the purchase of an MBBC committee boat would comport to the mission of the foundation. In the absence of information requested, no action was taken on this topic.

Ken Grillo also reported that LCYC was not prepared at this time to move forward towards combining the 501c3 non-profit efforts, but will continue the conversation.

The meeting was adjourned at 8:30 pm by Michele, on a motion by Bill Fastiggi seconded by Ken Grillo.

Respectfully Submitted: Charly Dickerson, Secretary/Treasurer – 3/23/18
As approved November 14, 2018