SCSC Board Meeting Minutes

11/28/18

Board Members present: Mary Kay Baldwin, Eric Chambers, Susan Lynch, Chanelle Evans, Sheila Kintz, Tracy Torbert.

I. Call to order: 6:49 pm

**II.** Chanelle reviewed minutes from 10/24/18 meeting. \*will change that Lori Garvey asked about August memberships not Sheila Kintz.

Beth Chambers resigned from the board effective immediately.

**III.** Treasurer’s report:

Report was reviewed at 10/24/18 meeting.

No new information at this time to share.

Sheila asked if we should audit the books but was informed that the CPA does an audit of the books.

Susan informed the board that she stopped doing Quickbooks mid-summer as it was not meeting it’s intended use and she began using the Talech system.

Susan is looking into buying updated Quickbooks. We will look into read only versions and one that can be done online.

There is nothing that requires an audit; however, continue best practice of discussing the money at the meetings.

We will continue to review reports internally at meetings.

$18,446.94 is the balance as of 11/28/18.

We need about $10,000 to start the season;

$4400-liability

$2600- workman’s comp

$2400- Zuric American- risk management

$1000- Director’s insurance- Avery Hall

**IV.** Open Business: Clarification of by-laws

Michelle Procino-Wells attended the meeting the review the by-laws with the board.

SCSC is a not for profit.

The Certificate of Incorporation was filed in May 2010. This stated that members of the corporation are the members of the pool.

The by-laws were reviewed.

There are 4 classes stated in the by-laws; members-members of the pool, associate members- children of members, swim team- those that participate only in swim team and are not members, and special membership- can be granted by the pool.

The October meeting is to elect directors. The original thought/plan stated that directors would serve 2 year terms, can be re-elected and there was originally no limits. This information was missing from the 2017 by-laws.

The annual meeting is held in October and at that time directors are elected. President is the only role that has to be a director.

Election of directors- Sect. 3.3- allow board of directors to fill the vacancies.

The Board of Directors is separate from the officers. Board of Directors have 2 year term limits and officers do not have a specified term limit.

Officers could change each year.

Members do not elect the officers. This is done by the Board of Directors.

There is nothing in the by-laws that state the meetings have to be closed. It was stated at the meeting on 10/24/18 that meetings would not be closed.

Members getting free memberships? It is addressed in the certificate of 501C Corporation. SCSC is tax exempt. It states that no party can benefit from it. In October 2014, it was changed that board members receive free memberships because the pool was making money.

Question was asked about the pool’s tax exempt status. We will be checking to see if the tax exempt status allows for donations.

Mary Kay asked if the President has a vote. Nothing was located in the by-laws that stated that the President can’t make a motion and have a vote.

Section 1.1 #3 needs to be changed. It currently reads “Membership shall continue until terminated by death, or resignation, but may be terminated at any time, for or without cause and with or without notice, by action of a majority of the Board of Directors. It will be changed to “Membership will be April 1- March 31st.

The question was asked about the fiscal year of the pool. The question is, is the CPA filing the fiscal year of the by-laws. It will be checked to determine the pool’s fiscal year.

A question was asked if members have to have a vote for things the pool needs. No. as 3.1 states that the Board of Directors shall manage business and affairs of the pool.

Swim team is included on the board. SK wanted to know why. It was stated that the pool wanted swim team families to be engaged and feel like a part of the pool. Also it was noted that no one was knocking the doors down to become Board members.

Mary Kay discussed the by-law changes:

1.1 #3- Fiscal year

Membership shall continue for the expiration of membership at the conclusion of the pools fiscal year.

By-laws- they are a governing document; does not need to be that specific.

Standard operating procedures can be changed frequently.

3.2- Director’s will serve a 3 year term. Keep track of when people have come on and when vacancies are filled.

6.7 – Remove free membership

Feedback from members will be asked to sent via email. Members are welcome to attend meetings.

3.6- There will need to be 5 Director’s present to have a quorum.

**Additions:**

Eric nominated Sheila as Assistant Treasurer. Tracy seconded.

Anything you want on agenda needs to be send to Mary Kay a week before to be added.

Susan will send in email how much Quickbooks is and will send in email and will have an email vote.

Need to purchase a few more chairs and a few additional items to start next season.

Will discuss at the January meeting about giving $5000 to the city.

Meeting adjourned at 8:26 pm.