

Prairie Trails Club Inc.
Minutes of Board of Directors Initial Meeting
North Judson-Wayne Township Public Library
208 Keller Avenue

June 14, 2017

Call to Order

The initial meeting of the Board of Directors (the “Board”) of the Prairie Trails Club Inc. (the “PTC”) was called to order as scheduled and directed during a meeting of the PTC membership (the “Membership”) held in North Judson on May 17, 2017. The meeting commenced at 5:02 p.m., CDT. In attendance were the following Board members: Bruce Fingerhut, Steve Lucas, Sharon Smead and Karen Wittig.

Document for Board Governance

The Board developed a structure to govern proceedings and its relationship to the Membership. Attending Board members agreed to distribute consensus items among all six Board members for comments and additions or corrections. The resulting document would be placed on the agenda of the July 11, 2017 Membership meeting for any modifications and final approval. Comments on document elements are in *italics*. The comments are intended to clarify intent.

1. Effective Dates

- A. The Prairie Trails Club Inc. (“PTC”) Board of Directors (“Board”) was elected in November 2016 to serve beginning on January 1, 2017. Effective January 1, 2017 any PTC board of directors is dissolved that was formed before 2016.
- B. The effective date for this document is July 11, 2017.

Bruce Fingerhut said he was uncertain but believed the PTC established a board of directors in its early existence. To avoid the possibility of redundancy any board established before 2016 should be dissolved.

This document would become effective upon approval by the PTC, which is scheduled for July 11, 2017.

2. General Principles of Board Purpose

The PTC Board:

- A. Assists with the development of PTC policy.
- B. Is authorized to approve, approve with conditions, or disapprove in advance any PTC expenditure that would exceed \$1,000.
- C. Performs any function required of the Board to comply with the following: (1) the requirements of a federal, state or local agency; and (2) the terms of a grant application.
- D. Considers any matter referred during a meeting of the PTC membership (“Membership”).

Steve Lucas recalled the Membership supported the need for the Board and to develop operational procedures. The April 2017 minutes of the Membership point to the need to identify the Board’s “scope”. The minutes added that, in part, the Board helped “meet IRS expectations for a not-for-profit association.” Greg Wittig reflected during the April meeting that another purpose was for the “checks-and-balance’ relationship with the PTC officers.” The first item helps achieve these purposes.

During the May 2017 Membership meeting Karen Witting moved to refer for Board guidance two matters about which agreement was not reached. Subpart D of this item confirms the opportunity for Membership referrals to the Board.

The Board reflected on recent successes and the PTC’s improving financial state. Bruce noted a year ago a \$3,000 purchase would have been impossible. With improving finances the possibility and seriousness of ill considered judgment has greater consequences. Even so PTC activities should not be unduly hampered by purchasing restrictions. He suggested \$1,000 be set as a spending limit that could not be exceeded without Board approval. An individual member could on faith of future PTC approval spend more than the \$1,000 amount, as members have done previously. Sharon Smead said she agreed with the need for a limit on spending without Board approval and also agreed \$1,000 was a reasonable limitation.

The Board approved this item.

3. Board Election and Eligibility Requirements

- A. During a meeting in November or December the Membership shall elect six persons to serve on the Board for a one-year term beginning January 1 of the year which follows the election.

- B. To be eligible for the Board a person must have been among the Membership on August 1 preceding the election.
- C. If a Board member resigns or becomes unable to perform the functions of a member, an officer may cause an item to be placed on the agenda of the Membership to elect a replacement to serve for the remainder office term.

The Membership established the Board with six members during the November 2016 meeting. The Board members were to serve for one year beginning on January 1, 2017. The process is workable and is embodied by subdivision A. The Board also discussed the wisdom of adding a seventh Board member from among younger Membership. Doing so would make achieving a quorum easier, diversify the Board, and reduce the likelihood of a tie vote. The Board agreed to confirm subdivision A as developed in the November 2016 meeting but to ask the Membership to consider amending the subdivision to add a seventh member.

The Board also discussed the concept of providing staggered terms for membership. Three members would serve beginning in odd years and three (or four, if a seventh member is added) would serve beginning in even years. The period of service for members would be two years rather than one year and could support continuity. The Board determined not to take action on the concept.

The Board also discussed briefly subdivision B and subdivision C. Bruce said he supported subdivision B. No Board member opposed or expressed reservations regarding either subdivision.

4. Board Quorum and Officer Provisions

- A. Four members constitute a quorum for the conduct of a meeting of the Board.
- B. For passage at least four members of the Board must vote in favor of a motion or resolution.
- C. The Board shall elect from its members a Chair and Vice Chair. The Chair, or in the absence of the Chair the Vice Chair, shall preside over the meetings. In the absence of the Chair and Vice Chair the members may select another member to preside.
- D. The Board may also elect a Secretary from the Membership. A Secretary who is not a Board member does not contribute to the quorum and cannot vote in Board matters.
- E. The Chair or Vice Chair may authorize a Board member to participate for all purposes in a Board meeting by electronic means.

The Board discussed the wisdom of requiring a Board quorum. A quorum has not been set for activities of the Membership, and the Board does not seek to set

one. With the more limited but arguably more formal role of the Board, requiring a quorum was determined appropriate.

This item provides for Board election of a Chair and a Vice Chair from among the Board members. The selection of a Secretary is authorized but not required. With Board meetings expected to be held less frequently than meetings of the Membership, a Secretary might serve only for a single meeting. The Secretary shall be from Membership but is not required to be a Board member. If not a Board member the Secretary does not count for quorum and does not have a vote. The Treasurer elected by the Membership also serves as Treasurer for the Board.

Most Board discussion was directed to the need to include in critical discussions the participation of Board members who are unable to be physically present. Subdivision E would grant discretion but not require a Chair (or Vice Chair when presiding) to allow a member to participate by electronic means. The Chair or Vice Chair would determine which if any electronic means was acceptable for a particular meeting. A member joining by electronic means counts for quorum and toward a motion or resolution and may participate as if present in person.

After discussion by all Board members present, they approved this item upon consensus.

5. Annual Meeting and Special Meetings

- A. The Chair shall schedule the annual meeting as soon as is practicable after January 1.
- B. A special meeting of the Board may be scheduled upon reasonable notice by any of the following:
 - 1. The Chair.
 - 2. The Vice Chair.
 - 3. The PTC President.
 - 4. A majority vote of the Membership present during a meeting.

Subpart A is intended to implement the intent of the Membership as expressed in the meeting held in November 2016.

Subpart B provides a flexible approach for special meetings (in other words, any meeting held in addition to the required annual meeting) of the Board. Special meetings may be called by the Board's Chair or Vice Chair. In addition the Board agreed the PTC President or a majority of the Membership during a meeting may schedule a special meeting. Steve said providing this authority to the PTC President and the Membership could help assure that the Board will meet as needed

to carry out PTC business. Sharon said another benefit could be to encourage the Board to address promptly a Membership referral made pursuant to item 2D.

The Board approved this item by consensus.

Action on Referral from Membership Concerning PTC Branding

The Board determined to appoint a Membership committee of persons willing to confer with the Starke County Highway Department, Starke County Park Board, Town of North Judson, Pulaski County CDC/Economic Development, Hoosier Rails to Trails Association, American Association of State Highway and Transportation Officials, American Discovery Trail Society and other governmental or nongovernmental organizations to develop coherent and consistent way-finding signage along trails and bike routes in Starke County. “Confer” may include face-to-face communications but may be limited to postal or email inquiries. The committee shall develop and propose to the Board and then the Membership style and script for way-finding and interpretative signage as well as for public communications that are clearly identifiable as a PTC product.

Action on Referral from Membership Concerning Media Stream

The Board determined to recommend the following policy to guide discussions with the electronic and print media:

1. A Membership officer, a Board member, or the chair of a committee established at a meeting of the Membership or the Board (regarding the business of the committee) may initiate discussions with the media to promote or clarify PTC activities and goals.
2. When responding to the media, the Membership is encouraged to use official PTC sources such as its website or Facebook page.

Guidance Regarding Miller Offer of Mowing Assistance

Sharon reported before the meeting that “Eileen Miller has volunteered to mow a portion of the trail, but works evenings and cannot be present. She would like to know the requirements/restrictions for doing such and also wants to know if the fuel cost would be reimbursed.”

Bruce said it was important to minimize the amount of debris from mowing that is strewn onto the paved trail. Warren Burke works hard at keeping the pavement clean, and he wanted to be respectful of Warren's efforts. Bruce asked Sharon where Eileen expected to mow. Sharon responded that she expected to work with Eileen and they would likely begin on the eastern end of the trail at Bass Station. She said Eileen has a bush hog that can reduce small trees and shrubs. Work would probably take place on a Saturday, and Sharon would try to remove larger limbs before Eileen moved through an area. Bruce said if he had advance notice he could sometimes help. Steve added that he could often help remove debris from the paved trail if he was informed of a project.

Sharon said she would likely pay for gasoline on behalf of Eileen in advance of a project and provide receipts for PTC reimbursement afterwards. Bruce said that was a good approach. Board members agreed there was no need to have the Membership review this matter.

Adjournment

The meeting adjourned at 5:43 p.m., CDT.