

**MEETING MINUTES OF
PRAIRIE TRAILS CLUB INC.**

**The Depot
Starke County Chamber of Commerce Office
400 North Heaton Street
Knox, IN**

July 11, 2017

MEMBERS

**Kenny Bailey
Paul Byer
Russell Blais
Peggy Bohac
Bruce Fingerhut
Steve Lucas
Brian McMillin
Rhonda Milner
Donna Osborne
Karen Wittig**

GUESTS

**Bob Albert
Jessica Craig
Joshua Schreiner**

Call to Order

Bruce Fingerhut, President, called to order a meeting of the Prairie Trails Club (the “PTC”) at 6:01 p.m., CDT on July 11, 2017 in the Depot, 400 North Heaton Street, Knox, Indiana. He expressed appreciation to Jessica Craig and the Starke County Chamber of Commerce for hosting the meeting.

Approval of Minutes

Rhonda Milner moved to approve without amendment the minutes of the meeting held on June 14, 2017. Kenny Bailey seconded the motion. On a voice vote the motion carried.

Report of June 14 Board of Directors Meeting with Branding Committee

Steve Lucas said a focal point for the membership, as a separate agenda item later in the meeting, would be the Board’s proposed governance document. In addition the board considered membership referrals regarding branding and regarding media stream, as well as a trail maintenance question brought by Sharon Smead. Steve said two PTC members asked whether board meetings were “secret”. Typically board meetings will be open to members and the public.

The membership discussed bench placement and painting along the trail. Paul Byer said he and Linda Byer intended to place a picnic table at the U.S. 35 trailhead. Steve noted that with achievement of 501(c)(3) status, Kathleen Lucas arranged to have two small benches made based on the plastic lids collected by PTC members and supporters. Donna Osborne reflected on bench and landscaping consistency on the Panhandle Pathway. There was a consensus that planning was needed for continuity along the Erie Trail.

Bruce said the board agreed to form a committee to address branding and related issues of continuity. An aspect of the committee would be to address the opportunities and challenges of placing improvements along the trail. Any PTC member could volunteer to participate. Those who volunteered were Rhonda, Kathy, Yancy Lucas, Russ Blais, Carolla Heilstedt and Steve. Bruce said the first committee meeting would be set later in July.

Report of Final Preparations for July 15 BLPOA/PTC Bike Ride

Steve said the final steps are being taken for a very informal bike ride on July 15 at 8:00 am from the Bass Lake Property Owners Association Building. The primary purposes are to acquaint interested Bass Lake residents and visitors with where to access the Erie Trail and about opportunities for and challenges to the trail's development. BLPOA President Rick Anderson is coordinating organization of the event. Until about a week ago only eight persons expressed the intention to join the ride, but that number had increased to 19 as of July 10.

Consideration of Proposed Document for Board of Directors Governance

As an attachment to the July 11 membership's agenda, Steve distributed the governance document which the board had recommended on June 14, 2017. Each item was outlined during the membership meeting. The board determined the six-person board previously approved by the membership was functional but might be improved by expansion to a seven-person board. The board also considered but did not take action on whether board members should serve two-year staggered terms.

During the membership meeting, Bruce recommended that four members serve two-year terms starting in even years and three members serve two-year terms starting in odd years. To implement this cycle, three of the current board members would retain their positions through 2018. Four members would be elected to serve through 2019.

Steve said Carolla expressed an interest in serving on the board. He recommended she be considered to fill the seventh position, if the membership established a seven-person board.

Donna reflected that allowing a board member to participate in meetings by electronic means was now a commonly accepted practice in the private sector. She recommended its approval for the PTC board.

Rhonda moved to amend the proposed governance document by adding a seventh member and by creating staggered terms as described by Bruce. Russel seconded the motion. The motion was approved by voice vote.

Rhonda then moved to approve the governance document as amended. Russ seconded the motion. This motion was also approved by voice vote. With these amendments the approved document for governance of the Board of Directors is as follows:

Document for Board of Directors Governance

This document (the "Document") governs proceedings of the Prairie Trails Club, Inc. (the "PTC") Board of Directors (the "Board") and its relationship to the PTC membership (the "Membership"). Board comments on Document elements are in *italics*. The comments are intended to help clarify intent.

1. Effective Dates

- A. The PTC Board was elected in November 2016 to serve beginning January 1, 2017. Effective January 1, 2017 any PTC board of directors is dissolved that was formed before 2016.
- B. The effective date for the 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.

The Document became effective upon approval by the PTC on 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.

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." Subpart A 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.

3. Board Election and Eligibility Requirements

- A. The Board shall consist of seven members that serve for two-year terms as staggered in Part B.
- B. During a meeting in the preceding November or December, the Membership shall elect four persons for terms that begin January 1 of even-numbered years and three persons for terms that begin January 1 of odd-number years.
- C. To be eligible for the Board a person must have been among the Membership on August 1 preceding the election.

- D. 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 remaining office term.

The Membership established the Board with six members during the November 2016 meeting. The Board members were to serve for one-year terms beginning on January 1, 2017. When preparing the Document the Board agreed the November process was workable but 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 a six-member board but to ask that the Membership consider adding 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 did not to act on this concept.

[During its July 11, 2017 meeting, the Membership added a seventh Board member and provided for two-year terms. Four of the seven would begin terms in even-numbered years and the other three in odd-numbered years.]

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 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.

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 implements the intent of the Membership expressed in the November 2016 meeting.

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 is to encourage the Board to address promptly a Membership referral made pursuant to item 2D.

Following approval of the Document for Board of Directors Governance, the membership elected Carolla to fill the new seventh board member position for the remainder of 2017.

Russ asked about liability insurance for Board members. He said he was a member of the board for the Bass Lake Conservancy District, and members have insurance coverage. Bruce reflected that the BLCD owns its improvements and facilities, but the Erie Trail is owned by the Hoosier Valley Railroad Museum (the "HVRM"), and connector routes are public highways owned by Starke County. Donna added "You can't insure what you don't own."

Steve reminded members there have been discussions about the HVRM possibly entering a long-term lease with Starke County for lands used for the Erie Trail. These discussions have not progressed but neither was he aware of a decision not to go forward. He asked Bob Albert for his perspectives as HVRM Liaison. Bob said he believed the HVRM Board was "all in favor" of a lease arrangement and unsure whether the delay was with the HVRM's attorney or the County's attorney. Steve said during a PTC meeting several months ago he offered to contact the HVRM's attorney and inquire about status, but he was reluctant if doing so might be a concern to HVRM leadership. Bob said it would be fine to make the contact. Steve then responded he intended to contact HVRM's attorney before the August PTC meeting.

Retrospective of June 3 5K Color Run/Walk

Bruce thanked the membership for their extraordinary efforts in causing the 5K Color Run/Walk to be such a great success. He recognized Committee Chair Madison Osborne, Peggy Bohac, Kenny, Donna, Russ and Kathy. Just about every member who was available on June 3 helped with the event, as did Jessica and Joshua Schreiner. He said community participation was also extraordinary.

The membership agreed another color event should be scheduled for National Trails Day on June 2, 2018. If possible another element or "different twist" should be added.

Disposition of Grant Request to Greenways Foundation for Costs of 501(c)(3) IRS Application

Steve said Kathy needed to attend the Starke County Park Board meeting that was being held simultaneously, so he was reporting on her behalf regarding a Greenways Foundation grant. As requested by the membership, a grant request was made to the Greenways Foundation for costs associated with obtaining 501(c)(3) exempt status. Kathy spent a lot of time on the effort researching and documenting the application to the IRS and then with follow-up because the IRC misaddressed its approval letter. Steve said Kathy fronted

the \$275 application fee to the IRS. Following discussions with the Greenways Foundation she reduced the grant request to include only reimbursement for the IRS fee.

On July 5, 2017 the Greenways Foundation forwarded a letter announcing its approval of the PTC's grant request in the amount of \$275. Copies of the letter were circulated to the membership during the meeting. Rather than accept the check as reimbursement for the IRS application, Kathy donated the amount to the PTC conditioned on the \$275 being earmarked for wayfinding or interpretative signage. The Greenways Foundation check has been deposited in the PTC bank account.

Update on Fell Ditch and Establishment of Maintenance Committee

Donna reported that a plank on the wooden deck of the Fell Ditch Bridge was broken and posed a safety hazard. Through the quick efforts of Warren Burke the plank was marked onsite and then replaced. The hazard has been resolved.

Peggy said participants in the 5K Run/Walk have asked her how the profits are being used to maintain or upgrade the trail. This comment led to a broad discussion of trail maintenance. Paul and Linda, Bruce, and most recently Donna have sought cost estimates for asphalt repair and maintenance. Three locations of concern were identified:

- (1) Along the muck wetlands west of Range Road.
- (2) Over a cottonwood root east of C.R. 125 East in Aldine.
- (3) Immediately west of the Fell Ditch Bridge.

After further discussion, Bruce established a Maintenance Committee to suggest priorities for repairs and to pursue a strategy for financing those repairs. He appointed committee members as follows: Donna, Kenny, Paul, Linda and himself.

Consideration of Update and Reprinting PTC Map with Brochure

Bruce reported that copies are nearly exhausted of the most-recent printing of the PTC's three-fold brochure. This printing added the PTC's website address. He said he hoped a new version could be available by spring 2018 and that the new printing would have more information. Included would be the four share-the-road connector routes approved by the Starke County Commissioners (north on Range Road, C.R. 800 S—C.R. 450 E, and C.R. 800S—C.R. 600E, as well as south on C.R. 200 E into Pulaski County). Also included would be information for the American Discovery Trail and U.S. Bike Route 35 within Starke County.

Donna suggested the images on the brochure should be refreshed to include recent events. She asked if reference might also be made to services.

Jessica distributed a brochure distributed in Cass County which could be folded and fitted easily in a wallet or pocketbook. Kenny raised the possibility of also exploring other printing options.

The membership agreed to the concept of a new printing with revisions. The subject will be revisited at the August 22 meeting.

Review of C.R. 200 East and Pulaski County Bike Route between Erie Trail and Panhandle Pathway

Steve reported he and Kathy drove the share-the-road route developed by Pulaski County from the Erie Trail on Starke C.R. 200E to the Panhandle Pathway in Winamac. The northern 1.7 miles was approved by the Starke County Commissioners in September 2016 as requested by Nathan Origer, Executive Director of Pulaski County CDC/Economic Development. The Pulaski County portion of the route was approved by the Pulaski County Commissioners. Although an ambitious undertaking, the route can be used to travel entirely on asphalt roads from the Erie Trail to the Panhandle Pathway. The route passes through Denham and crosses S.R. 14 but avoids roads such as U.S. 35 that are heavily traveled. Users should understand that no public services are available along the route. A directional description starting at the north from the Erie Trail follows:

From the Erie Trail (at a point also constituting US Bike Route 35 and the American Discovery Trail) go south on Starke County Road 200 East for 1.7 miles.

At the county line, Starke County Road 200 East makes a slight jog to the right and becomes Pulaski County Road 300 West.

Continue 1 mile south to Pulaski County Road (P.C.R.) 700 North, then:

Go 1.5 miles west to P.C.R. 450 West, then:

Go 0.5 miles south to P.C.R. 650 North, then:

Go 0.95 miles west to North Donnabelle Drive (entering Denham), then:

Go 0.15 miles northwest to P.C.R. 660 North, then:

Go 0.25 miles west to P.C.R. 575 West, then:

Go 2.1 miles south to P.C.R. 450 North, then:

Go 0.25 miles west to P.C.R. 600 West, then:

Go 0.5 miles south to P.C.R. 400 North, then:

Go 1.5 miles east to P.C.R. 450 West, then:

Go 1 mile south to P.C.R. 300 North, then:

Go 1.5 miles east to P.C.R. 300 West (entering Ripley), then:

Go 4 miles south (crossing State Road 14) to P.C.R. 100 South, then:

Go 3.1 miles variably east and north to West Street (entering Winamac on southwest side), then:

Go 1 block northwest to Washington Street, then:

Go 1.5 blocks northeast to the Panhandle Pathway. From this point go:

- (A) 3 blocks northwest to the Main Street-Downtown Winamac Trailhead; or
- (B) southeast toward Star City, Royal Center and Kenneth.

Endorsement of Yellow River Kayak and Canoe Access Site Development

The membership endorsed a Starke County Park Board effort for a grant to assist with the development of kayak and canoe access on Range Range Road. An endorsement letter will be sent to the Park Board. If the access is constructed the PTC would participate in wayfinding signage between the access and the Erie Trail.

Scheduling of Next Membership Meeting

The next meeting was scheduled for August 22, 2017 at 6:00 p.m., CDT in the BLPOA Community Building, 6996 South SR 10, Knox (Bass Lake), Indiana.

Adjournment

The meeting was adjourned at 7:23 p.m., CDT.