

Minutes of Board of Directors Annual Meeting Prairie Trails Club Inc.

Zoom Call with In-Person Option
March 14, 2024

Call to Order with Recognition of a Quorum by the Chair

Steve Lucas, Chair of the Board of Directors (“Board”) of the Prairie Trails Club Inc. (“PTC”), called to order the Annual Meeting of the Board of Directors at 5:35 p.m., CDT (6:30 p.m., EDT) on March 14, 2024. The meeting was conducted by Zoom Call. With the presence of six of the seven Board Members, he recognized a quorum. Those present were Diane Blais, Charlotte Liss, Peg Stalbrink, Steve Lucas, Kirt Verhagen and Larry Wickert. Also present was Treasurer Kathy Lucas, a non-voting member.

Election of Officers

Steve recognized the officers were currently himself as Chair, Peg as Vice Chair, and Diane as Secretary. These persons have expressed a willingness to continue in these positions for the coming year. Steve added that any member of the Board may be nominated and elected to any of these three positions. No other person was nominated. Elected unanimously were Steve as Chair, Peg as Vice Chair, and Diane as Secretary.

Consideration of Amendments to “Governance of Board of Directors and Membership for Prairie Trails Club Inc.” (As amended through July 1, 2020)

The Chair requested that the Board consider modification of the phrase that anticipates Board approval for larger expenditures. The Governance now provides the Board “Is authorized to approve, approve with conditions, or disapprove in advance any PTC expenditure that would exceed \$1,000.” Although advance Board approval has been obtained for larger expenditures (such as funding for the northwest extension of the trail through North Judson), advance Board approval has not been obtained for every expenditure in the range of \$1,000 to \$4,000. What the Board has done is give these expenditures after-the-fact endorsement. Steve added that in his opinion it was “important that we adhere to our Governance.” The Governance could be modified to say something like: “The membership at a scheduled meeting open to the public may authorize an expenditure not to exceed a particular amount.” That amount could be \$2,000, \$3,000, \$4,000 or whatever number the Board approves. An alternative approach would be for the Board to meet more frequently to review and approve expenditures in this mid-range.

Diane reflected that she believed the Board should meet to keep the PTC current with State and Federal regulatory requirements and to address major challenges and funding opportunities. She moved that the Governance be amended to provide: “During a scheduled meeting open to the public, the membership may authorize an expenditure not to exceed \$4,000.” Charlotte said members could deplete the PTC’s resources quickly with expenditures at this level. Diane said the amendment should not be construed to allow individual PTC members to make these larger expenditures. They could only be authorized by the membership at an announced meeting. Kathy said that as Treasurer, she would not approve an expenditure in these higher ranges

without advance membership approval. Larry seconded Diane's motion. The Chair called the motion for a vote. Voting in favor of the motion were Diane, Larry, Peg, Kirt, and Char. No one voted against the motion. The motion passed 5-0.

Consideration of Resolution Affirming Actions and Congratulating the PTC Membership on Successes in 2023

By acclamation the Board approved the following Resolution:

"The Board endorses and expresses its appreciation to the Membership for contributions and actions taken for a successful year in 2023."

Open Discussion

Charlotte expressed interest in upgrading the section of the trail between US Highway 35 and the trailhead at Starke County Road 700 East for better equestrian usage. Several possible strategies were offered by Board members. Larry reflected that Jonathon Geels of The Troyer Group, the PTC's consultant for the southeast trail extension, had suggested an equestrian trail be developed through the trees and away from the asphalt trail. The Board endorsed the idea of an onsite meeting, including PTC members with an interest in equestrian use of the trail, to consider possibilities and a strategy for going forward. This idea would be put on the agenda of the next membership meeting

Kirt asked about the status of trail maintenance between Main Street in North Judson and the Bogus Run Bridge. Steve responded that Randy Glass and family have recently volunteered a great amount of effort in trimming and removing debris from north of the trail between the former Rest Park and Main Street. Mowing has also taken place. Linda Byer has contacted "Brothers with Mowers Lawn Care" for a quote on a possible mowing contract within the corridor for 2024, but as of the February PTC Meeting had yet to receive a quote. Kirt asked whether he could seek a quote from another possible lawn care provider. Steve answered that doing so would be much appreciated. Char and other Board members agreed.

Adjournment

The meeting was adjourned at 5:50 p.m., CDT (6:50 p.m., EDT).