

## **MARCH 2018 BOARD MINUTES**

Meeting called to order by Vice President Ripic

Roll call was taken. Board members present: Vice President Ripic, Directors Roof; Hicks; Kinney; Innocenzo; Morningstar. President Carr was absent. Manager Dylan Bartholomew; Manager Brad Vasey and Bryn Duffield were absent.

### **Approval of the minutes from meeting on February 21,2018.**

The motion was made to approve by Director Roof and seconded by Director Hicks; motion passed.

### **Visitors Comment**

Vice President Ripic opened the floor to the visitors, Tim Adams, Linda Messner and Doug Duffield.

Director Morningstar requested the floor to discuss a Parliamentary inquiry. Director Morningstar read an interpretation of the Roberts Rules and By Law changes. Director Morningstar alleged that 70 bylaws were amended in 2013 and 2015 where it clearly shows 70 times in our bylaws "Amended by the Board of Directors of the Towanda Country Club." Director Morningstar made a motion "Madam Vice President, I like to make a main motion that any By Laws not voted on by the majority vote of the membership be made Null and Void. If no vote of the membership be found for changing By Laws, we need to revert to the original By Laws of our founding documents." General BOD discussion regarding Director Morningstar's inquiry and motion. Vice President Ripic reviewed any By Laws that were changed, or wording updated. Director Roof specifically asked Director Morningstar which By Laws he was referring to. Director Morningstar responded Article VIII Membership Section 9 no longer exists. In Article II Board of Directors Section 2 Powers #2B states to follow Article VIII Section 9 that no longer exists. Vice President Ripic stated the By Laws were reviewed and updated by past Director Sliwinski which were reviewed by the solicitor prior to the BOD voting on any changes to the ByLaws. Director Kinney seconded the motion. BOD discussion regarding changes and updates the motion was tabled until a work session could be held to research and further information discussed with the solicitor, President Carr and past Director Sliwinski to any specific By Laws that were updated. Visitor Duffield recommended the meetings be open to the membership. Motion tabled.

Visitor Tim Adams addressed the BOD regarding increasing memberships by returning members or new members.

Visitor Adams discussed the Restricted Play Card increases through the years and lost of those players. Discussion regarding the daily rates for 18 holes. Visitor Adams also discussed the young members running rampant with carts and at the ProShop. Director Kinney answered the questions and spoke about the changes and expectations in the ProShop for this season. Director Morningstar discussed the membership structure. Director Hicks confirmed the membership rates are being reviewed with all the financials and what risks to be taken to get to that membership cost.

Vice President Ripic discussed the number of members paid to date and outstanding invoices plus the new members being approved at this meeting. Visitor Adams also discussed golfers playing free i.e., coming to pay for one cart and then additional golfers not going into the ProShop to pay. Director Kinney explained this issue is also being addressed.

### **Membership Reports**

#### **New Membership**

Blane Wood/Lorraine Hart Social House (both over 21)

Mike Leighton New Member Special (over 21)

Brian Clouse Social House (gift certificate from Towanda School District) (over 21)

Ralph and Karen Blokzyl Social House (over 21)

Motion to approve the New Memberships – Director Roof Seconded by Director Kinney. Motion Passed

Director Morningstar inquired of Sue why the membership committee isn't reviewing the new memberships prior to the BOD meeting. Sue explained she was unaware that this is the procedure since this is what has been done before and since she began working at the club. Membership Committee Directors Morningstar and Ripic

#### **Membership changes**

Jeff Homes from Social to New Member Special (over 21)

Dave Coolbaugh from Two Golfers to Individual (over 21)

Motion of approve the Membership changes – Director Roof Seconded by Director Kinney Motion Passed

#### **Membership Resignations**

None

## **Royalty Update**

The income for February was **\$2461.76** which increased since last month.

## **Financial Report**

Financial reports included in the BOD packets. Director Hicks spoke to the BOD regarding the P&L will be Accrual in the future for the Directors review. Director Hicks spoke regarding the lost in the Clubhouse and believes the opening of the Clubhouse in the winter months if it's a benefit to the membership and profitably. Director Hicks believes all the fixed and actual costs should be reviewed. Director Morningstar discussed what can be done during the winter months to make it profitable. Director Kinney stated this should all be discussed in a Clubhouse committee meeting and then brought to the BOD. Visitor Duffield stated if decision to close for the winter someone will need to check on the club and facilities. Director Hicks explained we are continuing to review the financials and costing invoices in the correct accounts.

## **Old Business**

The RAIL listing which is Rolling Action Item List (task, due date and action ongoing) which will be discussed in each meeting.

## **Clubhouse Committee –**

Director Innocenzo Lori Bundle is leaving the club for other employment. Brad has indicated he will be training Rich at the bar. Director Roof requested the BOD review any increases prior to the Clubhouse manager discussing with employees. Director Innocenzo agreed this would be a good idea. Director Innocenzo stated Brad is presenting a contract for the Clubhouse employees. Majority of the summer employees will be returning for the new season. Director Kinney inquired whether Brad has investigated a new license and needs to be addressed immediately. Director Kinney believes a special committee needs to form until this issue has been taken care of. Director Roof seconded the motion. The committee should be the Clubhouse committee, plus President Carr, Director Kinney and Brad Vasey. The committee will meet Wednesday, March 28.

The Clubhouse will open full time starting April 19, with hours being 11 to 9 at this time.

Director Innocenzo explained the potential Social Membership to address the PLCB issue. This issue will be discussed at the Work Session meeting.

Director Innocenzo explained the BMI license cost will increase due to additional possibilities for entertainment. No additional information regarding the new sign on Route 6.

Director Morningstar discussed the start of the roofing project with expected start date and will take approximately two weeks. It is possible he will be completed by opening day. Visitor Messner questioned who the contractor is that will be doing the work on the roof. Director Morningstar explained it is Johnathan Castle of Canton who formerly for Don Roof contracting.

Director Innocenzo stated the Clubhouse still will need an Industrial Ice Machine. Vice President Ripic stated Brad needs to get 3 bids for the Ice Machine so we can get this bought and off the action list.

## **ProShop/Greens Committee**

ProShop is open as the weather warrants. The new staff at the ProShop will be having specific shirts to wear while on duty. The ProShop will not be selling alcohol this season; the ProShop will be selling snacks and nonalcoholic drinks. Dylan Bartholomew has been in contact with Tyler Hawley and Dawsan Manning regarding summer employment. Director Kinney, Sue and Dylan will be interviewing for positions in the ProShop. Sue told the BOD the names of applicants she has received at this time.

Dylan said the flyers are out for the Opening Day tournament. He will be advertising on Facebook and in the newsletter, which is sent by Kristin Vasey. Director Kinney spoke about Peter Aquilio and the hard work and organizing he has done for this tournament. There will be a breakfast on Opening Day.

Director Kinney discussed possibilities for products being placed in the ProShop.

Director Roof stated the ProShop and Clubhouse Managers will be expected to get donations as prizes for inhouse tournaments.

Director Kinney said Dylan is looking to start a lady's league and encouraging ladies to play golf at the club.

Director Hicks stated he likes the idea of the trees, but we need to remember we can't start designating all monies from the tournaments as there are bills that need to be paid with the revenue.

Advertising requests should come from the Membership Committee to the Finance Committee to be presented to the BOD for approval.

Director Kinney spoke on behalf Bryn and the Greens. Bryn was working alone for the last two weeks. Bryn said the trees he treated look much better than the ones that were never treated by Browns. Bryn will be aerating the course as soon as weather allows. Bryn will be getting estimates to replace the drain line under #9. Bryn states the equipment is ready to go for the season. The club does need to budget to replace the Toro workman utility vehicle; the one the club had went down last spring.

Director Roof spoke to the BOD regarding an annual work bee before opening day. The tentative date has been set for the Sunday before Opening Day. Director Kinney will speak to Bryn to check for a list of what needs to be done on the course.

Director Morningstar questioned if there will be vote on the committees. Vice President Ripic stated that has been tabled due to the question of the By Laws.

### **New Business**

Vice President Ripic told the BOD Craig Sullivan's mother presented a plaque in honor of Craig and his two hole in ones, the plaque will be in the glass case in the Clubhouse.

### **Visitors Comments**

None

### **Adjournment**

Director Roof made a motion to adjourn the meeting. Director Kinney seconded the motion. The meeting adjourned at 7:50 p.m.

The BOD went into Executive Session regarding personnel matters. The BOD requested Sue, HR Manager stay for the meeting.

The Executive Session adjourned at 8:46 p.m.