

**March 2011 Board of Directors:**

**Call to order**

**Roll call**

**Reading approval of the minutes for Feb**

**Reports:** National committee

**Attachments:** Tax Penalty Explanation, Insurance Upgrade, By-Law Recommendations, Committee Appointment Explanation

- 1) California Incorporation Franchise fees and penalties -- please review information prior to meeting -- we will need an action on this.
- 2) Keith Jobe -- Judging requirements met and approved by Judges committee -- requires Board approval
- 3) Sportsmanship award -- vote on (3) candidates from Membership committee  
Entries will be forwarded on Saturday.
- 4) Insurance modifications -- addition of pay-per-trial binders available to full member clubs from USMRA through Sportsmans Insurance
- 5) Committee approvals  
Decoy committee -- Michael Ellis  
International Committee -- Melissa Mimms  
Membership committee -- Jake Schneider  
Election committee -- Jill Fryling (Chair)

**Discussion time --**

Committees appointments - Contested By-laws interpretation by board member

By-law committee recommendations

Board protocol - Board members request for stricter Parliamentarian procedures

**Attachments:**

**State of California -- Demand for back taxes -- Lisa Geller**

The following is my best collection of the problem.

Nov 27, 2007 United States Mondioring incorporated in the State of California. We were unable to determine the exact reason this was accomplished. The acting USMRA

President, stated that she Incorporated as a Mutual Benefit Corporation.

The Secretary has no further records on this.

Being on the board myself in 2007 I believe it was because of collections for sale items

At that time we were assessed an approximate \$800 fee for the process.

In the State of California, there is a \$800 dollar annual fee for Franchise for corporations.

USMRA has not paid this annual fee since they incorporated in 2007. Our current back tax is assessed at \$2400 plus fee from 5%-25% compounded. Also May, this amount will include a \$2000 per delinquent year fee for Seizure action. Total somewhere around

\$9000.

We, USMRA can take a few actions, but will not be relieved from the back taxes. We can file for a tax exemption retroactive to 2007. This will take care a big portion of the burden.

Once we correct the back taxes we can:

- 1) Dissolve the corporation in the State of California -- this has complications involved in our collecting funds without a method of paying taxes.
- 2) When we file for the State of California exemption we will also file Federal State Non-Profit status and become a Federal Non-profit. Then we can remain incorporated at a lower non-profit rate. It will require annual upkeep.

I have asked Otis Knighten to find us a tax professional -- His statement should be available prior to our meeting. I will attach it when I receive it.

### **Insurance Upgrade for USMRA -- Kim Galvez, Otis Knighten**

Currently the USMRA carries General Liability through Sportsman's Insurance Agency. This coverage consists of 3<sup>rd</sup> party, bodily injury property damage. It carries limits of \$1mill per occurrence with \$2mill aggregate.

I have been looking into what upgrading to an Accident Plan would provide. Sportsman's offers two type of Accident coverage. The first type of coverage is Full Excess. Full excess will pick up AFTER your individual health insurance pays first. Full covers up to 63 people with a minimum premium of \$300. The second type of coverage is Primary. Primary will pick up from the first dollar (the whole bill). Primary covers up to 93 people with a minimum premium of \$500.

When providing coverage for clubs hosting trials the USMRA would need the following:

- Hosting club would need to apply for insurance through the USMRA at least one month in advance.
- The hosting club would be required to pay an approximate cost of \$75 for this coverage.

The Treasurer should be the contact person regarding this process. This person will be the first to know when the hosting club has made payment for coverage. The Treasurer will then forward the information to the insurance company and the insurance company will then send the binder to the hosting club.

### **By-Law Committee Considerations -- Lisa Geller**

By-Laws committee requests of review--

We can ask the By-Law committee to review/add terms of positions on the committees as well as our Board.

I personally think we need to review the process of change-over of the board and committees. It is not so easy as changing one word, but rather designing a process where one person cannot control the outcome of committees as well as a new president not being in a situation without committees because of overturning of board members. Options to consider might be overlapping terms. A annual checklist and complete description of all of the duties of each office.

I think we need to review the balance of the board to assure that not more than say 30% of the voting power in one club.

I think the election process needs to be reviewed at length by both the By-law committee

and the newly tasked Election Committee.

I think our means for lobbying critic is far too complex. The board of inquiry needs to be more accessible and user friendly.

I think the roles of the president, secretary and treasurer are written too globally making interpretation unclear. See above statement regarding change of officers.

I think the auditing, International, National and Education committee needs a write up or change.

There are inconsistencies in the board approval process -- voting in new judges -- not voting in new decoys

Removal of board members for inattentiveness or augment positions to allow for full vote.

Full member Clubs exceeding period of 2 year trial requirements- amendment, as to not lose long term clubs for lack of trials.

Review the specified number for all committee members and consider the possibility having this be determined by a minimum number and a maximum determined by current committee needs. (Specifically decoy committee)

Specify in our By-Laws that Sturgis is NOT an absolute, but merely a guideline for running meetings.

### **Committee Appointments -- Lisa Geller**

Our recent election brought about large conflict of the appointment of committee. The role of Committee persons are one of volunteers selected by the President of the organization. They are not elected positions. It is my understanding that any of these people can be retained or replaced at any time, based on the needs of the organization. Our current By-laws state this:

#### ***Selection of Committees***

*Members of the following standing committees will be appointed by the President with the approval of the majority of the Board. The right to appoint committee members includes the right to name the chair and to fill vacancies. The committee members shall be full members of USMRA and active members of a Full Member Club. Unless otherwise specified, committee members shall serve for a term of two (2) years or until their successors are appointed. Other standing committees may be formed as needed.*

This statute is consistent with either a two year term, or a term longer (or shorter) than two years that is subject to "unless otherwise specified" though what specification is not mentioned.

There are two Committee Chair positions that I did not see a need to change -- That of Tim Bartlett, Decoy committee chair and Sharon Novak, International committee chair. Both individuals have a great working relationship with the president (myself) and are overly qualified for the position. Plus it is their only responsibility to the organization.

The reason this has been brought to our agenda is that a board member is claiming that current positions were not approved by the new board. There is no specification that the 'new' board of directors would be in place to approve or disapprove members currently working on committees, for no reason other than their right to refuse an individual. I cannot see this as a right given by our by-laws, nor a right specified in any portion of Sturgis. In fact this would actually be an undermining of the authority of the former working board. When a new board of director comes into position, it is not necessarily that board's duty to approve any acts from the former board again, regardless if it is

committee members, Prolicies, proceedure, etc. (but maybe a right to contest things in question) which brings me to the next statement.

I will say, that I would agree that any board member that might have a legitiment grievence with a committee member should have the right to voice disapproval at any time. If the majority of the board has disapproval, then that individual would not have board approval and replacement should be sought out. This board member is has been asked numerous times if they have a specific grievence for removal.

It is with the muscle of our committee that the work of USMRA is performed. When a new board can come in to office and forcably removes a working committee member when another has not been placed. That puts us, USMRA in a situation where work cannot be done. I cannot see why ANY of the members of our board would want to leave us with no committees, unless to try to control the outcome of the appointment.

Perhaps I am misreading this action.

When our BY-laws give the right of committee appointment to the President, it is so that president can build a team. The working function of that team depends on **communication** linked with specific skills. It is not the place of a board member to say whether he or she has a preference for another individual (which has not happened here) but instead it is the boards position to say whether the person is qualified or not qualified.