

## SSPCA Special General Membership Meeting – 2022 Bylaws Review and Discussion – April 12<sup>th</sup>, 2022

Meeting Called to Order at 6:30 p.m.

- Board Members Present
  - Andrew King, President
  - Bob Kunz, Vice President
  - Gary Roeder, Treasurer
  - Sharon Fergot, Secretary
  - Lindsey Robinson, Past President
- New and First Attending Member Introductions
  - Welcomed Doug Goley who owns a 2014 981 Cayman
- Director/Chair Reports
  - President, Andrew King
    - Holding Wednesday weeknight drives, alternate starts between Eagle and Porsche of Boise
    - Will hold a weekday tour, information on Constant Contact
    - Zone 5 president meeting identified many common issues across clubs. A need for pipeline of volunteers for website, social media and publications.
    - Published Spring version of Sage Tick, feedback favorable about the issue. Would like to continue to get feedback on the most recent issue. Michael Feiler has stepped down as the lead for Sage Tick and need a replacement. Michael utilized Microsoft Publisher; would like to get input from volunteers as what software they would like to utilize.
    - Reset and finished most foundational documents for the club including bylaws
    - Process improvements ongoing include more active and club specific Facebook site, and planned upgrades to the website
    - Motorsport Reg for autocross is being used to compliment Constant Contact
    - Volunteers—Andrew would like more teams of volunteers versus sole contributors. Allows for cross training, succession etc.
  - Vice President, Bob Kunz
    - Motorsport Reg was used successfully for autocross registration. Will continue to identify how Constant Contact is utilized and also look at Club Express as a possible global solution.
  - Treasurer, Gary Roeder
    - I completed the 2021 financial analysis and year end statements, which were published in the latest Sage Tick. The 2021 data was used to complete a 2022 planning budget. This allows the Silver Sage Board to better monitor the finances and make informed decisions on expenditures by event or committee. For the 1st quarter 2022, overall expenses and income were generally in line with the 2022 budget approved by the Board. We had about \$3000 higher revenue from Spuds than expected. We had \$650 in one-time required governmental filings fees. The Club is currently holding \$20,000 reserves in a money-market account. If anyone has questions on the financial content in the Sage Tick or would like to receive 1Q 2022 reports please email me at [treasurer@silversageporsche.com](mailto:treasurer@silversageporsche.com)



event being approx. \$900 in the red without consideration for the PB sponsorship and Spuds auction proceeds.

- Tire Rack Street Survival, July 30<sup>th</sup> with set up July 29<sup>th</sup>. Registration is active, open to friends and family with drivers age 15-21 for \$95 per person. Is a training program that and will include a wet skid pad. Coaches are in the car with the drivers and help teach how to control the vehicle, breaking and swerving to avoid obstacles. Teaches participants defensive mechanisms and limits of the vehicle in a controlled environment. Also includes some classroom instruction. Spots are available for 24 participants and is sponsored by Tire Rack, BMW, and PCA
- Additional Member Events:
  - Cruise In at Helina Marie's Wine Bar in Star on April 21<sup>st</sup>.
  - Adopt a Highway on April 25<sup>th</sup> —will meet at Winco at 12:30, head to Horseshoe Bend with lunch after the cleanup at park behind City Hall.
  - Coffee and Porsches first Saturday of month, May 7<sup>th</sup>

#### BY LAWS Discussion

Current draft of the Bylaws has been approved by Porsche National and is based on their template.

#### Summary of Discussion and Comments:

General discussion between Board and membership regarding the types of meetings that are held.

- Membership meetings include events such as Cars and Coffee, Monthly Membership Meeting at Porsche of Boise, etc.
- Special Membership Meetings would include those in which a decision or vote is needed from the membership and require a 10% quorum.
- Board Meetings are those of the Board of Directors such as working meetings on the Bylaws, budgeting process, etc.

Membership and Board discussed whether or not members are allowed to attend the Board Meetings

- Decision Points
  - Are Board Meetings announced in advance to the membership?
    - To date they have not
    - Going forward will publicize Board Meetings including an agenda and opportunity for membership to attend
  - Is membership invited or is it by invitation only?
    - All members will have opportunity to attend
- Confirmed Board Meeting minutes will be posted on the website and/or distributed as part of the next Board meeting notice

Year to date the board has met 4 times to establish working relationships, update bylaws, address problems with government filings, articles of incorporation and

financials. From those meetings the Board briefed out the minutes to the membership at the next Membership Meeting at Porsche Boise.

Under both the old and new Bylaws the board can vote at a Board meeting and then bring it to the membership. As example, the board worked through the bylaws, reviewed and sent to the membership for review.

The Board would like to see more frequent Membership Meetings held as a social event instead of the current Board on display format that is held at Porsche of Boise. For example, the Macan launch event held in place of a March regular member meeting.

#### Board of Directors Terms

National gave the recommendation for 2-year terms, Board felt it takes two years to learn the job and be effective. Proposed Bylaws allow Board members to serve 2 terms of 2 years. As current Board was elected under the old bylaws, their term in 2022 is just one year. Board should be able to vote to allow an additional term to meet need of the club.

##### Decision Point:

Decided to continue with one-year terms?

Decided to allow up to 3 one-year terms in a position?

Need to distinguish between the roles of the elected officers and the past president in the Bylaws.

Voting—Bylaws state can only be sent to active members; Constant Contact does not differentiate. In the past have asked only members to vote.

Concerns regarding our minutes and financials being posted on the website that is open to the public. Utilization of Club Express or similar system could produce a log in type website to provide access only to our membership. Ken Robinson can produce a notice to membership that includes minutes and agendas, not available to general public but to those on the distribution list.

Past president has an equal vote at all Board meetings, quorum is 3 of 5 board members.

Article 6 Section 1 Club administration. Is it possible for only 2 Board members to approve something (quorum of 3)? Under the proposed Bylaws this is possible for decisions related to club administration but not for issues of policy, governance, committee appointments, etc.

Article 7—change elected officers to board of directors and carry throughout the document? This will be revised to clearly indicate that the Elected Officers are not holding formal meetings distinct from Board Meetings.

Andrew will review all areas where there is a reference to elected officers versus board and will review the formal meetings issues of elected officers.

It was suggested that we could potentially add past president to the definition of the elected officers.

Andrew agreed to update the Bylaws and schedule a follow up Board meeting with a meeting notice provided to the membership.

Adjourn 9:23 p.m.