

**`SOLEDAD CLUB**  
**Board of Directors meeting Minutes**  
**July 24, 2014**

The meeting was called to order at 9 a.m. by President Sandy Howland. Board of Director attendees were; Dru Seidel, Phil Nerhood, Sandy Howland, Sanford Shane, Monica Dlugos, Sally Cain, Juliann Byrne & Patti Gorman. Linda Shohet was absent. Members attending the meeting were Delores Ward, Fran Pierce, Nellora Walker, Betty Black, & Shirley Smith. The sign in sheet is attached for the record.

**President's Report:**

Lease renewal update: Sandy spoke with Charmaine and the new lease is with their attorney but they have asked for further details on the balcony work so it appears that we might be getting closer to receiving the new lease. Charmaine said she would go back to the City and see if they would discount the rent for 3 years to offset the balcony expense. Sandy spoke to the attorney regarding the Hatfield Trust & while they are having some difficulties with one of the sons, he assured her that the Trust was very solid & he believes the 1<sup>st</sup> payment to the Club would be in the next three months. Our Attorney, Joe Fox, has confirmed that the monies from the Trust can only be used to benefit the members of the Club & not for the upkeep or improvements to the building since that is owned by the city. Sandy & Monica will meet with our CPA to clarify the record keeping for the trust monies. We expect to set up a separate money market account & Monica would keep an Excel sheet noting all transfers to the operating account by category to insure compliance with the Trust. Patti asked when the membership would be notified of this inheritance & Sandy noted that it would be announced at a General Membership Meeting. It would be advisable to announce this once the Club has actually received the funds but could be done earlier. The Board discussed the options with the piano on the stage and all agreed that it should be donated to a charity as a 1<sup>st</sup> choice or to a member as a 2<sup>nd</sup> choice. The charity or member would be responsible for picking it up & removing it from the Club. At that time, the Board agreed to have a "work day" set up soon in order to reorganize the entire stage area and then have Vince do a thorough cleaning. We are due for a fire inspection soon so would need to complete this in the next few weeks.

**2<sup>nd</sup> VP Report:**

Sally Cain noted that approximately 84 people attending the member's July 5<sup>th</sup> party & she complemented Patti's group for doing such a great job hosting the event.

**Treasurer's Report:**

Monica Dlugos presented the financial report through June 30, 2014. It is attached and filed for audit. Phil Nerhood asked why the income for the Thursday night game was comparable to the Tuesday & Thursday duplicate games since fewer people play on Thursday night. The fees for the Thursday night ACBL sanctioned game are \$9.00 vs. the \$4.00 for the duplicate games

**Recording Secretary: No Report**

**Corresponding Secretary:**

Dru noted that three members have passed & that she sent donations in their honor. She said that we have taken in several new members so our total count has remained about the same.

### **Bridge:**

Phil brought up a suggestion from Betty Black on a possible way to increase usage at the Wednesday games which is attached for the record. It was noted that this would require someone to be in charge & volunteers to set it up. Several of the Wednesday players were in attendance & Sandy suggested that they bring this suggestion up at the Wednesday games to see if anyone was interested in organizing & running the program. The duplicate time clock is not working some of the time so Phil will work on getting a quote on a new time clock. Sandy noted that the La Jolla bridge group would be willing to pay 20% of the cost for a new clock. Monica noted that she is still trying to understand Larry's fees for the Thursday night game. Phil will work with Larry on this issue. It was suggested that the bridge directors should inform the Club when there is a regional event that might impact either of the sanctioned games so we can cancel those games as needed. Betty Black submitted a written report for the Marathon Bridge from January through June 2014 which is attached for the records.

### **Charities:**

Linda Shohet gave a written report of the charitable contributions to date & the Board approved a total not to exceed \$7,500 to be spent in 2014. Her report is attached for the record.

**Old Business:** Kim is still working on updating the website. Patti has suggested that we post board minutes, bylaws, etc. on the web site. Sandy has discussed this with Kim to be included in the upgrade. There would need to be a download of all member names so that we could instruct members how to log in & set up individual passwords. There is a program for \$69.00 which would enable this procedure. Then she could set up a "Members Only" tab so they could log into that area. The Board agreed that this would be a real asset for the members & Kim should proceed.

### **Parliamentarian**

Sanford Shane gave an excellent report on several issues that Patti had raised:

California Regulations for 501 C 7 corporations, The Brown Act & Robert's Rules of Order as relates to:

- Notice to members of meetings – all that is required, is a notice on the board at the Club or verbal announcement at bridge games, etc.
- Compensation by stipend to board members – this is allowed
- Ruling on going into closed session – this is covered in our bylaws & is also allowed
- What financial information should or needs to be included in minutes – stipends would be included

He noted that the Brown Act was not applicable to our organization. Sandy also asked these same questions of our Attorney, Joe Fox, & his findings concur with ours. Sanford's report, as well as Joe Fox's email, are attached for the record. There was a lengthy discussion of these issues as well as the procedure for changing our bylaws. Shirley Smith commented that we are trying to run the Club like a business rather than a social club. Dru commented that it is a business in that if the Board does not run it like a "business" the Club could cease to exist. Delores Ward knew of a group in Pacific Beach that will

review bylaws & help with updating them. She is going to get that information to Sandy. Revising our bylaws will be a longer process in that we need input from members & a committee to review & make recommendations. The June 18<sup>th</sup>, 2014 minutes were approved with the addition of the stipend amount listed & Dru's motion for same.

The issue of open Board positions was discussed at length. Patti said that Lynne Batchelor has said that she would be willing to serve as President & might be appointed to 1<sup>st</sup> VP immediately. Sandy will contact Lynne & meet with her to review all the current duties of the President as well as the 1<sup>st</sup> Vice-President since currently we have no 1<sup>st</sup> VP. At that time, the Board may meet with her to discuss the options further. At that time, the Board would notify Donna Steel of its intentions.

Shirley Smith thanked Sandy Howland for all that she has done for the Club. Sanford Shane also did a great job on his research and his presentation.

**New Business:**

Meeting was adjourned at 10:10 a.m.

The next meeting will be a General Membership Meeting on September 17, 2014 at 9:00 a.m.

Respectfully submitted,  
Sandy Howland, President