

Honeywell Retirees' Club of Arizona

Board of Directors Meeting

Tuesday, November 25, 2014

1. Mary Barkl called the meeting to order at Barros Pizza and introduced our new editor, Linda Gregerson, to the Board.
2. Last month's minutes were amended as follows: for item 6. Christmas Party: Dawn & Gwen are learning the event process for the sole purpose of having depth to train whoever volunteers to run the Christmas event next year. (Dawn requested this change to insure the Board understands they are not planning to run the event in the future.) The minutes were then approved as amended.
3. Francis presented the Treasurer's report. Report was approved.
4. Christmas Party: Barbara reported that only 41 tickets have been sold. The club has a minimum commitment for 50 guests. She expects the event to be in the black except for the entertainment which will run about \$300. Barb requested the Board members commit to provide 'white elephant' gifts to present to guests at the event. Shirley asked that we commit \$100 for restaurant gift certificates to be awarded to random guests. The Board unanimously approved expenditure of \$100 for two \$50 certificates. Russ will send an email blast to the Members to remind them of the party.
5. Day at the Races: Vic reported that no one has signed up for this event. However, he has committed the club to provide 50 people to this event, to be held Feb 17, next year.
6. Scholarship Program: Dawn presented a proposed article for The Bridge that everyone agreed was well written. There was lengthy discussion on whether the club is a non-profit or not. Points from this discussion:
 - a. Francis reported that he talked with the IRS and discovered that the club does not have an IRS EIN (Employer Identification Number). He learned this was necessary to report charitable contributions to the Scholarship Program. He also learned that HRC could request an EIN and the request would cost in the range of \$400 to \$800. There wasn't clarification for the range or understanding where HRC would fall within that range.
 - b. Wally made a motion to approve spending \$400 to establish an EIN. This triggered the lengthy discussion on whether HRC is really a non-profit, charitable organization. Barbara offered that she remembers that the original purpose of incorporating was for liability protection. Ed asked if we have a copy of the original Articles of Incorporation. No one knew where they might be. Francis was tasked to produce the Articles either from his files or by getting a copy from the Arizona Corporation Commission. **ACTION: Francis to locate a copy of the original Articles of Incorporation and bring them to the next Board meeting.**
 - c. Gwen offered an amended motion to review the original Articles to determine what kind of organization HRC is. If, as a result of reviewing the Articles, we determine we are a non-profit, charitable organization, then we should authorize Francis to request an EIN from the IRS. The Board generally acknowledged that we might need a professional to review the Articles and offer tax advice. Ed seconded the motion. **Motion carried 7 to 2 (Vic was not present for the vote).**

Gwen reported that she followed up with the Amazon Fulfillment Center and discovered they will contribute 75¢ to a Club-designated charity for each gift we can wrap during the Christmas holiday season. This money would be deposited in the Scholarship Program fund. Gwen will work to recruit gift wrapping volunteers for the 2015 holiday season.

Linda reported that Amazon also offers charitable contributions for gift purchases during the Christmas season. Gwen will check that out.

7. Amazon Fulfillment Center Tour: Ed reported that a second tour has been scheduled for March 20, 2015 at 10am. The tour has been completely filled from the waiting list. There are enough people remaining on the waiting list to consider scheduling a third tour. Linda asked Ed to send the 2nd tour info to her by the weekend to publish in The Bridge. **ACTION: Ed – Send March Amazon Tour information to Linda.**

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8. Musical Instrument Museum: Pat established Wednesday, Jan 21, 2015 as the event date, pending coordination with the museum. Plan is to meet for lunch at the Museum at about 11:30am. The tour would begin at 1pm and last one hour. Cost will be \$18 admission to be paid by participants at the museum. **ACTION: Pat to compose an announcement article and submit to Linda for The Bridge.**
9. Spring Picnic: Pat reported no further updates from last month.
10. Annual Members' Meeting: Mary reported we have engaged a speaker for the Members' Meeting. Dick Morse, representing AARP, will speak on the subject of the Status of Social Security (Can the System be Saved?). Mary will set a date in April and find a suitable location. The Elks Club on 32nd Street seems to be a front runner. The Board generally agreed that we should invite the Sperry and Garrett clubs to attend this presentation.
11. New Business: Mary observed that we have one more director (7) than the by-laws specify (6). Discussion followed regarding how we got there. Several Board members recalled that Gwen Scheetz was voted in to replace Ibis Valles who we understood resigned prior to the first Board meeting in September. However, Mary said that was not the case and Ibis was still a Board member. We then discussed the merits of having officers or directors on the Board who were not participating in Board/Club activities. The By-Laws identify a non-participating officer or director as one who has missed at least 4 Board meetings during any Club year and allows the Board to replace those non-participating Board members. We identified two Directors who have missed 4 meetings this year ... Ibis and Kevin Harris.

We discussed Kevin's situation and decided to provide some latitude in his case because of his health and because Mary reports he wants to remain on the Board and participate.

The Board discussed Ibis' situation and generally felt that her situation was voluntary (employment keeps her away). Mary reports she has also declined to assist with the Annual Member's Meeting. The Board seemed ready to vacate her directorship, but held off on a vote until Mary has a chance to talk with her again.
12. New Business: Darrell related that he gets some returned mail from members. Most times when he tries to call the member's number, he discovers the phone is disconnected. He believes they have either moved or passed away. Darrell sought guidance on how to treat this returned mail. The Board generally agreed that we should send two more mailings (for a total of three) and if they are returned, we should stop sending mailings to that member.
13. New Business: Francis requested the Board to put on next month's agenda the following discussion: SRC will not participate and help fund the Scholarship Program, commenting that if someone in their SRC family wanted to apply for an HRC/GRC scholarship, they could simply join HRC for the year they wanted the scholarship. Francis would like to see something put in place that prevents an SRC member from participating in the Scholarship Program (by joining HRC) if SRC declines to participate as a club.
14. There being no further business, the Board adjourned. Next meeting will be held late January 2015 at Barro's.

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Board Record of Attendance – 2014 -2015 Season October 28, 2014

NOTE: Board absences are tracked in accordance with HRC By-Laws, Article VI, ¶ 2F

Directors			Yes	No	Comments	# Absences
Mary	Barkl	President	✓			
Francis	Cartwright	Treasurer	✓			
Judy	Edmond	Director (2015)	✓			1
Wally	Estfan	Vice-President	✓			
Victor	Fragnito	Past-President	✓			2
Pat	Golic	Director (2016)	✓			
Kevin	Harris	Director (2016)		✓		4
Dawn	Orgill	Scholarships & Director (2016)	✓			1
Gwen	Scheetz	Director (2017)	✓			
Ed	Taschner	Secretary	✓			1
Ibis	Valles	Director (2017)		✓		4
Bala	Visvanathan	Director (2017)	✓			3
			10	2	<i>Quorum Achieved</i>	

Non-Voting Staff

Russ	Henzel	Web Master	✓			
Darrel	Golic	Membership	✓			
Linda	Gregerson	Editor	✓			
Barbara	Rippstein	Cruises	✓			
Shirley	Krieger	Christmas Party	✓			

Guests

Alison	Cartwright	Francis Cartwright's granddaughter who observed quietly and played games in the back.
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