

MINUTES OF THE STONY BROOK CAMERA CLUB (SBCC) EXECUTIVE BOARD MEETING - Monday, November 21, 2011 at First Universalist Church, Franklin, MA

EXECUTIVE BOARD MEMBERS PRESENT: Tony Mistretta, Jake Jacobson, Ed Gooltz, Dan Gyves

CLUB MEMBERS PRESENT: Robert DeRobertis, John Fuller, Rosemarie Marsh, Pam Medeiros, Delores Rogers, Vicki Shepps.

The meeting was called to order by President Tony Mistretta at 7:30 PM.

The meeting was called to address the issue of whether the club should incorporate and whether liability insurance should be purchased for the club.

TREASURER'S REPORT

Club Treasurer Ed Gooltz presented a financial statement for the period ending October 31, 2011, attached and included as a part of these minutes. The club membership roster now stands at 161, with 21 new members and 25 members not renewing. It is anticipated at this time that the club will end the current year with an ending balance similar to that of last year. The treasurer suggested that the board develop a list of equipment we may need to purchase so it can be presented to the membership.

Tony Mistretta requested a list of the members we lost, and a list of the new members. A short discussion followed regarding the possibility of asking for at least one reference from new members. This might be easily accomplished by requesting a reference that would also be an emergency contact.

The president stated his desire to re-activate the membership committee, with the purpose of reaching out to and welcoming new members and getting them introduced to the club.

There was a short discussion of various ways SBCC could reach out to the youth community, perhaps by issuing a photo challenge to high school photography clubs. The PSA "youth showcase" was mentioned as a model for reaching out to the youth community and creating a possible vehicle to mentor interested youth.

RE: INCORPORATION

Ed Gooltz introduced the discussion of the pro and cons of incorporation. The primary reasons for the club to incorporate would be to limit the liability of individual club members, particularly the club officers. If the club were sued for whatever reason, it would be the club officers who would be the most vulnerable to a lawsuit.

Vicki Schepps outlined the procedure for filing for incorporation in Massachusetts. Filing would require a one-time completion of a 4-page "Articles of Incorporation", (\$35.00 filing fee), and filing of a yearly annual report (\$15.00 each year). Another benefit of incorporation is the name "Stony Brook Camera Club" is reserved for our use only.

The pros and cons of incorporating as a 501(c)(3) non-profit organization were also discussed, although this would be an option separate and apart from incorporating. 501(c)(3) provides tax exempt status for the club. SBCC would be entitled to solicit donations and contributions which would be tax deductible to the giver.

John Fuller cautioned the group that maintaining the records necessary for 501(c)(3) status is cumbersome and tedious, and would likely require the services of an accountant.

INSURANCE

Delores Rogers gave a quick review of her research into purchasing insurance for the club. The premium on \$2 million of coverage is roughly estimated at \$840 annually. The quote is based on covering the club for all "club sponsored events", which were estimated at 20 events per year. We would be required to list the Town of Wrentham as an additional insured. The insurance company assumes the liability and retains the attorney who would be utilized on our behalf.

John Fuller has had some experience in purchasing insurance for photo clubs and will provide Delores with the name of the insurance company that insures NECCC.

DRAFTING THE PROPOSAL FOR A VOTE BY CLUB MEMBERSHIP

Because any single item expenditure over \$250 must be approved by the club membership, a discussion followed on how to present the executive board's recommendation to the general club membership. It was agreed that a one-page information summary would be made available to provide members with information so that a vote can be made. Vicki Shepps agreed to prepare the one-page briefing paper with input from Ed Gooltz and Delores Rogers.

It was agreed that the proposal must authorize three actions to be taken by the executive committee:

- 1- Incorporate as a non-profit organization.
- 2- Purchase liability insurance for the newly incorporated club.
- 3- Take the necessary actions to effect the creation of the non-profit corporation, including revising the relevant by-laws and transferring the existing funds, assets, officers, and name of the club to the new corporation.

January 26 was set as the date to present the proposal to the general membership and take a vote the same night.

Rosemarie Marsh made the motion to adjourn the meeting, Jake Jacobsen seconded, and the meeting adjourned at approximately 8:45.

Respectfully submitted,

Dan Gyves