

MINUTES  
ABSF Board of Directors Meeting  
October 15, 2018  
3:00 PM ABSF Office

Board Members present: Paul Eckerline, Dennis Kruse, Mike Brown, Charlie Dee, Jeff Tumbleson, Brett Rondeau, Sue Scheer, Kathie Pautsch, Tom Duffy, John Kotar, Jan Guenther

Absent: Mike Mandli, Yuriy Gusev

Staff Present: Ben Popp

Call to order: 3:00 PM

Approval of Agenda: Duffy moved, Pautsch second. **Approved**

Approval of Minutes from September 17, 2018 Board Meeting: Pautsch moved, Duffy second. **Approved**

President's Comments: Paul Eckerline

"Tusen Takk Tour" coming up. Meetings around region to thank skiers and bring them up to date. We encourage board members to attend. We're scheduling some in conjunction with local ski clubs.

Executive Director's Report: Ben Popp

- Bridge at OO is up. Still need some dirt work before we can use it. Rain has held back contractors. For Nordic Center building, we might come out significantly under budget.
- Nordic Kids is now coming under our programming for at least the next year or so. We hope to preserve that program then possibly pass it off.
- Anderson Maple Syrup coming on as an all-event sponsor.
- Snowmaking: pipes will be laid next week.
- Registration for Birkie events now 8602, and we're on schedule to get to our goal of 10,000
- Trail Run went well despite being a little chilly. Ur numbers are flat compared to other years. We will keep the Ultra next year. The relay is the most popular event. Thinking of Ultra Relay in futue. USATF wants us to bid for the championship again in two years. They loved our event.
- Birkie Enterprises: Looking at our tax-exempt status, we are sales tax exempt as an organization. We were challenged on that in past because of selling gear, and that's why BE was established separate from the ABSF. Keeping the two at arms length is good for tax purposes. We could have board overlap. Still looking at options for where to go from here.
- We're going to organize a public trail cleaning: "adopt a highway" type thing on the trail.

- The cost of tunnel under 77 has gone up dramatically, doubled in fact. It's all because of terrain/grade unevenness as well as a wetland existing for a portion of it. Changed the tunnel to a different spot to avoid wetland, which meet a different angle, 40 more feet of culvert and more expensive wall. There's also a survey monument that has to be moved. We're awaiting the bid, but may need to consider a bridge rather than tunnel because there are so many complicating factors for the latter.

## Committee Reports

### Finance: Brown

- With Finance Committee, we're looking into a new plan for reporting monthly financials in a manner that highlights the story behind the numbers. We'll have an "explanation of variances" because that's where the stories are and what we'll primarily discuss these during my reports to the Board. This method will allow us to compare these variances to other years or months.
- We plan to build a one-page report as a summary that each member will have access to on the cloud prior to the meeting. From that, you'll be able to drill down on any particular issue.
- Another goal is to produce a Cash Flow Chart that projects to the future so our Executive Director knows where we're going.
- YTD we have a net income surplus of \$1.2 M with \$784,000 in bank.

### Trail Committee: Mandli

- Popp subbing: Sent Lifetime bill for damage from Fat Tire, and they paid it. Some damage will be repaired now, but because of rain, some will need to wait till next spring. Discussion on whether the \$7,000 was enough.
- Working now on Fish Hatchery project; weather will determine whether we finish up by winter or not.

### Documentation: Dee

Bylaw Proposals (proposed changes in red):

New Article III, Section 6. (b) **[If approved, the current paragraph (b) would become (c).**

Meetings.

(a) Regular Meeting. A regular meeting of the Board of Directors shall be held at the registered office of the Corporation or at

any other place within or without the State of Wisconsin, as the Board of Directors from time to time, by resolution, may provide but no less than four times a year, including the annual meeting.

(b) Schedule of Meetings. At the first meeting following the election of a new Board President, the President of the Board shall recommend a schedule of meetings for the next 12 months. Once discussed and approved or amended, this schedule shall be posted on the ABSF website.

Dee moved, Kruse second. **Approved**

New Article II, Section 3 (e) (If approved, the current paragraph (e) will become paragraph (f).)

(d) The current list of all ABSF members with addresses shall be provided to any member in good standing who has agreed in writing not to use the list for any commercial purpose, not to use the list to solicit money or property for any purpose other than election to the ABSF Board of Directors, not to sell the list or to share the list with any other person, organization or business. Furthermore, any member receiving the list will agree in writing that any mass email using any or all of the ABSF list will place all addresses on the "Blind Copy" line so as not to share the list inadvertently.

(e) If the member requesting the membership list is a candidate for the Board of Directors election, this will trigger two responses: the requesting member will be informed by the Secretary or his/her designee on the staff that all other candidates will be offered the list; all other candidates will be informed via email that another candidate has requested the list and that same list is available to all candidates.

Dee moved. Kruse second. Tabled. Documentation Committee will explore another approach and report back.

Article III Section 2. Number; Election; Appointment; Term.

(a) The number of Directors of this Corporation shall not be greater than fifteen (15) nor less than ~~three (3)~~ six (6). In every case other than the exceptions defined in paragraphs (c) and (d) below, Directors shall be elected by the ABSF membership for a term of three (3) years. One-third (1/3) of the Directors shall be elected in each and every successive year. Notwithstanding the above, each Director shall hold office until his successor shall have been elected and have qualified. Directors may be re-elected to serve more than one term in office.

Directors need not be residents of the State of Wisconsin, but shall be individual or family members of the Corporation. The number of Directors shall be determined by a majority of the Directors and remain so unless changed by a subsequent vote.

(b) All candidates for election to the Board of Directors must be current members of the ABSF and must present in writing to the Secretary at least 45 days prior to the annual meeting of each year the form with their name, signature and email address.

(c) The Board of Directors, by majority vote, may appoint two Directors to two year terms, one each to represent the interests of Sawyer and Bayfield Counties.

(d) The Board of Directors, by majority vote, may appoint one Director to serve as Treasurer of the Corporation **for a three (3) year term.**

Dee moved, Kotar second. **Approved**

### **Proposed Procedure Manual Change:**

#### **ABSF BOARD ELECTION VOTE TOTAL REPORT, STORAGE **AND MONITORING****

##### **A. Reporting Election Results**

Winners of ABSF Board of Directors election held at the Annual Meeting will be announced within 48 hours on the ABSF Website.

##### **B. Vote Total Storage and Availability**

1. Vote totals for all candidates for the ABSF Board of Directors will be stored in the ABSF office in both electronic and paper form.
2. These vote totals will be made available in a timely manner to any ABSF member who requests them.

##### **C. Monitoring Votes**

1. **The Secretary of the Board or his/her designee on the staff will monitor the electronic system of recording votes to ensure that it is functioning properly.**
2. **That same person will communicate to the Secretary, Executive Director and any member who inquires the total number of votes that have been cast at any time.**

3. There shall be no noting, recording or communication of the number of votes for individual candidates during the course of the election.

Moved Dee, second Kotar.

Proposed amendment to C (2 & 3).

1. The Secretary of the Board or his/her designee on the staff will monitor the electronic system of recording votes to ensure that it is functioning properly.
- ~~2. That same person will communicate to the Secretary, Executive Director and any member who inquires the total number of votes that have been cast at any time.~~

There shall be no noting, recording or communication of the number of votes for individual candidates during the course of the election **or the total number of people voting at any one time.**

Scheer moved, Guenther second. **Approved.**

Motion on original proposal as amended: **Approved.**

Dee pointed out that according to Bylaws Article III Sections 3 & 5, we followed the wrong approach in appointing a new Treasurer. We should have waited for the elected Treasurer to resign before appointing a new one. The current Treasurer is completing the last year of the previously elected Treasurer's term, which expires in August, 2019.

Skier Development: Guenther

Have meeting tonight to evaluate grants.

Competition: Kruse

Ivan Babikov coming for CXC Coaches Conference at Lakewood this weekend. Board members should feel welcome to visit.

Old Business

Events committee being considered. Pautsch conferring with Kristy and Jim. Will report back to board.

New Business

None

Adjournment: Duffy moved. **Acclimation.**