

MINUTES

ABSF Board of Directors Meeting

Monday April 20, 2020

3:00 PM Microsoft Teams Meeting

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

Staff Present: Ben Popp

Approval of Agenda: Rondeau move, Tumbleson second. **Approved.**

Approval of Minutes from January 20, 2020 Board Meeting: Kruse move, Dee second. Approved

President's Comments: Paul Eckerline

- Welcome.

Executive Director's Report: Ben Popp

- Update from Endowment Committee meeting:

The Endowment Committee met today and plan to make a donation to the ABSF at the Annual Meeting in August. They currently have \$14K spendable balance. They also plan to donate to the Tusen Takk Volunteer Support Legacy Fund as well as the Trail Support Legacy Fund.

- ABSF Membership and Race Registration

The membership drive went well--up 6% from last year, with a higher percentage of family memberships. Registration for the Birkie/Korte/Prince Haakon, Fat Bike and Birkie Tour/Seeley Hills Classic races open on May 1. (Trail Run registration is already open.) Anticipate that 3-5K registrations for Birkie events will come in. We will have a better idea of budget later in May based on registration response.

A video promotion will soon be released to help boost May 1st Birkie event registration opening. We are committed to a 2021 Birkie event, no matter what!

- Covid-19 Update

Planning of events and programs are in a holding pattern until we get some definite direction; considering many different scenarios depending on evolving health guidelines.

Payroll Protection loan of \$212K has been received; this is a forgivable loan as >75% will be used for payroll as required. This has allowed us to be back to 12 FTE staff. We are financially strong, but vulnerable due to unknowns regarding types of events that we will be able to proceed with.

Ben has been meeting regularly with county public health officials and awaiting guidelines from the WHO regarding mass gatherings.

LWC will make a decision by May 1 regarding ability to have an event this year. All of the National US Stihl Timbersports events through the end of the year have been cancelled due to ongoing Covid-19 concerns. Our Lumberjack Run will proceed as a local event, possibly with creative alternative options for holding it.

- Prince Haakon Race/Permanent Start Area

Mosquito Brook is deemed the best solution for permanent start area. Fred and Sue Scheer have generously agreed to donate one lot; the ABSF to purchase the second lot. This will include an easement with current landowners who share and maintain the trail that accesses the Birkie Trail. Market value of each lot is approximately \$30K.

Motion:

The ABSF authorizes the purchase of one lot from Fred and Sue Scheer, for a total of \$25,000. The \$25,000 to be paid, \$5,000 upon acceptance of our offer, \$20,000 financed over 18 months at 0% interest.

The ABSF approves to accept the generous donation of a second lot from Fred and Sue Scheer.

There will be a permanent easement to the Birkie trail. The lots will be used to create a Prince Haakon start area.

Mandli move. Tumbleson second. **Passed** unanimously.

- Current projects:

Working on fixing the broken lights on the 00 lighted loop trails—replacing burned out bulbs with LED's and making sure all of the loops have working lights.
Working on opening up the area behind the Great Hall at the Start Area to clean this up and create an area for staging.

COMMITTEE REPORTS

Finance: Mike Brown

- We continue to have a very strong financial situation.
March 2020: Income \$68K, Expense \$389K, Net income (\$321K)
Year to date: Income \$3,563K; Expense \$2,664K; Net Income Surplus \$898K
Income Variance to Budget \$401K
Expense Variance to Budget \$455K
Bank Balance \$163K; Earned Income 84.8% Month; YTD 72.2%

- Update on CARES Act and staffing

Applied for and received Emergency Advance \$10K.

Applied for and received PPP \$212K (forgivable assuming 75% spent on payroll expense).
These loan programs have allowed ABSF to re-staff 12 FTE's.

Have applied for EIDL, a 2.75% long-term loan; awaiting IRS/Treasury decision.

- Re-budgeting for the 2020-2021 season is underway; to be shared at May 18th board meeting. Analyzing expenses and income associated with multiple scenarios that are dependent on allowable circumstances. At least 5 different models will be shared, each projecting differing numbers of participants with anticipated income and expenses.

Constant revision may be necessary as information on mass gatherings becomes available. The team is ready to adapt as needed based on health restrictions,

Trail: Mike Mandli

- Telemark Redevelopment discussed.

Meeting next Monday 4/27/2020 regarding "The Path to Purchase Telemark."

Documentation: Charlie Dee

- Board of Directors election:

There are four open positions this year. An email will be sent out by mid-May to all ABSF members regarding procedures for running for the BOD, with periodic reminders after that.

- Changes made to the Bylaws and Procedure Manual as below.

1. Proposal from the Documentation Committee to approve changes to the Bylaws:

Please refer to **Attachment 1** at the conclusion of the minutes for the changes made to Bylaws. These changes describe the entitlement of ABSF members to vote in the annual election; remove irrelevant language; and move language to the Procedures Manual as appropriate.

Motion to amend bylaws as above and move language to Procedure Manual: Dee move. Scheer second. **Passed** unanimously.

2. Proposal from the Documentation Committee to approve changes to the Procedure Manual:

Please refer to **Attachment 2** at the conclusion of the minutes for changes made to Procedure Manual. These changes include importing language from the Bylaws; updating language for resolving tie votes; removing irrelevant or repeated language; and clarification of electronic announcement of election results.

Motion made to amend the Procedure Manual as above: Dee move. Scheer second. **Passed** unanimously.

Competition: Dennis Kruse

- Ben has been nominated to run for World Loppet Presidency. ABSF fully supports this.

Motion: The ABSF BOD gives full endorsement for Ben Popp to run for World Loppet President. Mandli move. Rondeau second. **Passed** unanimously.

- Results from the first World Cup race held at Mount Telemark in 1978 have recently been found. They are being sent to the F.I.S. headquarters.

Skier Development: Jan Guenther

No report.

New Business

- Birkie event registration opens May 1, 2020
- On behalf of Lapham Peak Nordic Ski Club, Charlie Dee offered his praise of and thanks to ABSF's Pay It Forward Program. This helped to secure funds to purchase a piston bully and helped support their Nordic Kids program.
- Earth Day is Wednesday, April 22. Birkie staff plan to have a trail clean-up day. It will be a smaller event this year, as a large volunteer clean-up event is not feasible. The trail has significant less litter this year due to efforts made at races to protect the trail.
- Next meeting scheduled for 5/18/20, 3-5 pm, again by Microsoft Teams electronically.

Adjournment at 4:20 pm.

Attachment 1: Changes to Bylaws

Language to be moved to PM

Language changes.

BYLAWS
OF
AMERICAN BIRKEBEINER SKI FOUNDATION, INC.

Incorporated as a Non-stock Corporation
Under Chapter 181 of the Wisconsin Statutes

(Established October 20, 1993. Amended November 16, 2009, March 16, 2015, May 3, 2016, September 19, 2016, December 5, 2016, April 24, 2017, April 12, 2018, May 21, 2018, October 15, 2018, December 3, 2018, September 23, 2019, March 30, 2020)

The mission of the American Birkebeiner Ski Foundation is:

To promote and conduct the finest international cross country ski competition;

To serve as good stewards of the American Birkebeiner Trail;

To support healthy and active lifestyles among people of all ages and abilities.

ARTICLE I General

Section 1. Purpose of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Section 2. Nondiscrimination. The American Birkebeiner Ski Foundation does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, national origin, marital status or age and is committed to a policy of fair representation on the board of directors.

Section 3. Principal Office. The principal office of the Corporation in the State of Wisconsin shall be located in the City of Hayward, Sawyer County, Wisconsin.

ARTICLE II Members

Section 1. Classes. The Corporation shall have one class of members with three (3) categories of membership: Individual, Family, and Business.

Section 2. Membership.

(a) A member of said Corporation shall be any individual, family, or business entity which has paid current annual dues to said Corporation, the specific amount for said annual dues for each category of membership as determined from time to time by the Board of Directors.

(b) The term of annual membership shall be from April 1 to March 31 of the subsequent year.

Section 3. Responsibilities and Voting Rights of Members.

(a) Members shall have no responsibilities and voting rights on any matter except as specifically set forth herein.

(b) Each member who has paid dues as required under Section 2 each year in which voting takes place shall be entitled to vote on any matter submitted to a vote of the members as a whole. **This entitlement includes the annual election of the Board of Directors except for the Board Treasurer and the Directors appointed to represent Bayfield and Sawyer counties.** [See III (2) (c & d)] The voting rights of each membership category shall be as follows:

Individual – one vote

Family – two votes

Business – one vote

No person shall have more than one vote.

(c) All measures, except those regulated by Statute or specifically provided herein, shall be determined by a majority vote of the members present at a meeting at which there is a quorum.

(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.

~~(e) A copy of the membership list in either paper or electronic form will be available for inspection by any member in good standing at the annual meeting.~~

Section 4. Method of Voting For ABSF Board of Directors (new language, 4.10.20)

(a) Electronic Ballots. By July 1, every current, paid-up member will be provided election information via email, including a Board Candidate ballot and method of voting. Completed ballots must be returned to the American Birkebeiner office by 5:00 pm on July 28. In years when July 28 falls on a weekend, the following adjustments shall be made: members will be provided the information described above in sufficient time to have at least 28 days to vote, and the close of balloting will be on the Friday prior to July 28 at 5:00 pm.

(b) By Mail. If a member has no access to email, that person may request from the ABSF office, either via phone call or letter that a ballot be mailed to the member's address. Any completed ballot mailed to the ABSF office must be received by July 28 or the stated deadline if July 28 falls on a weekend.

(c) In Person. Individuals may cast their votes in person at the ABSF office during regular business hours by 5:00 pm on July 28. In years when July 28 falls on a weekend, the close of balloting will be on the Friday prior to July 28 at 5:00 pm.

(d) Business Member. When voting in person, a business member's vote may be cast by the president, owner, managing partner, or written designee of the president, owner or managing partner of such business. This written designation shall be presented on business letterhead.

(e) Cumulative Voting. There shall be no cumulative voting for Board candidates or any other purpose.

(f) Election Results. Election results will be posted on the Birkie.com website by August 1.

Attachment 2: Changes to Procedures Manual

Election of Board of Directors

A. ADMINISTRATION

1. The Secretary shall have authority to make such election rules and rulings as are necessary to facilitate a fair and open election of Directors according to the ABSF Bylaws and laws of the State of Wisconsin.
2. Per ARTICLE IV (7) (b) of Bylaws, if Secretary is a candidate for re-election, the administration of the election will transfer to another board member.
3. The Secretary will meet with staff each ~~May~~ April to plan logistics of election: notification to members about available positions, how members can become candidates, timeline for tasks, ballot distribution and notifications to members to encourage voting.
4. Once ballots are distributed, the Secretary will work with staff to ensure ballot distribution and vote counting are going smoothly. Two members of the staff shall have the capability to monitor the electronic system of recording votes to ensure that it is functioning properly.
5. 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.

Election documents Appendix B

9.23.19

B. METHODS OF VOTING

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4. Business Member. When voting in person, a business member's vote may be cast by the president, owner, managing partner, or written designee of the president, owner or managing partner of such business. This written designation shall be presented on business letterhead.

5. Cumulative Voting. There shall be no cumulative voting for Board candidates or any other purpose.

C. RESOLVING TIE VOTES

A. Election of ABSF Board of Directors

1. If there is a tie vote, there shall be an immediate re-count supervised by the Secretary of the Board.
2. If the Secretary is a candidate, another officer of the board who is not a candidate shall be designated by the Board President to supervise the counting and the re-count, if one is necessary.
3. If all officers of the board are candidates, the Board President shall designate a Board Member who is not a candidate to supervise the counting and re-count, if one is necessary.
4. If the vote is still tied after the re-count, the Board Secretary, or the designee if the Secretary is a candidate, shall schedule a meeting in the ABSF office by August 1 to which the tied candidates shall be invited. Each candidate shall be allowed a representative if he or she is unable to attend. The meeting shall be made available for electronic participation for any candidate or representative who cannot attend in person.
5. If this re-count also results in a tie vote, a two-way tie shall be decided by a coin flip. The "caller" shall be determined alphabetically.
6. A tie of three or more shall be decided by the supervisor of the election drawing names out of a hat.

D. ELECTION RESULTS, STORAGE & AVAILABILITY

1. Election Results. Election results will be posted by August 1 on the Birkie.com website.
2. Vote totals for all candidates for the ABSF Board of Directors will be stored in the ABSF office in both electronic and paper form.
3. These vote totals will be made available in a timely manner to any ABSF member who requests them.

5.21.18

ELECTION OF ABSF BOARD OFFICERS

1. If there is not a majority vote for the officer, there shall be a re-vote.
2. If the second ballot continues not to produce a majority vote, each officer will be given the opportunity to address the board for a maximum of three minutes before a third vote.
3. If there are more than two candidates, the lowest vote getter in the third vote shall be dropped, and there will be a fourth vote. After the fourth vote, if there continues to be a tie, the director of the election shall flip a coin. The "caller" shall be determined alphabetically.

3.27.17

~~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.~~

9.23.19