

PORTSMOUTH YACHT CLUB
MINUTES OF BOARD OF DIRECTORS' MEETING
THURSDAY, SEPTEMBER 11, 2008
AT PORTSMOUTH YACHT CLUB
Approved at Board of Directors' Meeting November 13, 2008

PRESENT: Comm. Adams, V/C Wajda, R/C Dionne, Capts. Gingras, Graper, Gray, Kennedy, Leto, Michael, Pappas, P/C Williams, Secy. Roberts

NOT PRESENT: Capt. Cunningham, Treas. Rushforth

There being a quorum present, Comm. Adams called the meeting to order at 7:00 pm.

MINUTES OF BOARD MEETING OF AUGUST 14, 2008, Secy. Roberts

After discussion, it was MSP to accept the minutes of the Board Meeting of August 14, 2008, and to post them in the locked bulletin board and on the Web Page.

TREASURER'S REPORT, Treas. Bill Rushforth – read by Comm. Adams

Notes to August 31, 2008 Financial Statements

Balance Sheet

Total cash, \$208,882. Last month \$211,964. Last year \$200,179

Mortgage principal balance \$65,712.

Accounts receivable and Accounts payable are current

Revenue & Expense Statement

Overall, operational expenses have been on a par with last year including some of the larger categories like payroll.

The forthcoming engineering cost for the retaining walls will be capitalized along with the construction itself, as this would be considered a property improvement.

Net increase (profit) through August is \$115,808.

After discussion, it was MSP to accept the Treasurer's Report, subject to audit. The complete Balance Sheet and comparison to Budget and Last Year, as of August 31, 2008, is included herein by reference.

REAR COMMODORE'S REPORT, R/C Art Dionne

On August 28, 2008, PYC entered into a contract with Waterfront Engineers LLC regarding consulting services for the seawall and revetment repair permitting process. I have been advised by Duncan Mellor, principal of Waterfront Engineers LLC, that preparation of required permits will take approximately 120 days after submission of the permit requests. As of this date the project site information has been submitted to the NH Natural Heritage Program for initial screening. I intend to meet with the New Castle Conservation Commission and give them an update.

As I am sure you are all aware the refrigerator in the kitchen stopped working in late August. Upon having it checked by Atlantic Coast Refrigeration I was advised that the compressor had seized and was not worth being fixed. After reviewing 7 different brands of commercial refrigerators and over 100 different models I found one that had a capacity similar to the old refrigerator and that would fit in the space available in the kitchen, i.e. a 22 cu. Ft. Arctic Air, Model #R22CW. The refrigerator was ordered on August 29, 2008, from Independent Restaurant Supply of Portsmouth, NH at a cost of approximately \$1300. It was delivered on September 9.

The kitchen also experienced another problem. During a recent Wednesday Night Dinner it was determined that the thermocouple in one of the ovens of our stove had failed. We contacted D.F. Richards and had it replaced. D.F. Richards advised us that we should consider installing a fire suppression system over the stove. This is the same comment that has been made on more than one

REAR COMMODORE'S REPORT, cont.

occasion by the New Castle Fire Department. In view of the fact that this is a serious safety issue I requested that the Capital Improvement Committee include the amount of \$2500. in the Capital Improvement Plan for such a system.

Our staffing problems are less than expected as we have had a number of volunteers helping us out. In addition we have just hired a new Dock and House hand by the name of Adam Whitman. He has experience from working at the Wentworth Marina.

I have been advised by our Steward, Sally McClellan, that she will not be returning to the position next year.

R/C Dionne advised that he has concluded that after one year as Deputy Rear Commodore, and one year as Rear Commodore, he has had enough. Should the next Board want him to continue the same job as Vice Commodore he would not be interested. If, on the other hand, that Board should wish him to do the usual "Social" job as Vice Commodore he would be more than happy to take it on.

In further discussions, R/C Dionne reported that he had just been advised that Henry Marcuri had been admitted to the hospital with what appears to be a serious condition. R/C Dionne excused himself from the meeting to visit Henry. It was agreed that we would not announce this to our membership until more was known, and we had received the family's OK to do so.

After further discussion, it was MSP to accept the Rear Commodore's Report.

VICE COMMODORE'S REPORT, V/C Dave Wajda

The end of the season is fast approaching and there are many activities still scheduled for everyone to participate. We have the Members Only Regatta (9/13) and the Dave Mowers Memorial Pursuit (9/20) that will keep many members actively displaying their sailing skills. The Lobster Bake (9/19) is once again a sell-out – as usual, the Propeller Club keeps everyone coming back for a great time. The Annual Commodore's Chowder (10/5) 11:30 to 12:30pm will be held prior to the River Cruise – nothing better than a good meal and then cast off to view the foliage up river.

The closing Dinner Dance will be held on October 11th and we will be celebrating PYC's 110th Anniversary as a club, and 80 years at his location. The theme for the evening will have a Victorian Flare - and Victorian attire is optional. We are in the process of inviting the officers of the USS New Hampshire if they would like to attend our function – it would require them to travel here prior to the New Hampshire's arrival.

The thought of a Christmas Dance sounds so far away – but December 13th will be approaching sooner than we think. Mary Lou Graper has made all the arrangements and once again it will be a wonderful event.

The New Year's Day brunch is set to go at the Breakfast Hill Country Club – just need to pick a menu and make sure they have enough Bloody Mary Mix.

Plans for next year are in the works for the March Dinner – the Propeller Club is providing a list of speakers to contact for a presentation and we are checking on a few more possibilities for a facility or restaurant.

After discussion, it was MSP to accept the Vice Commodore's Report.

COMMODORE'S REPORT, Comm. Jackie Adams

I've been contacting various Committees to either remind them about their reports for Annual Meeting or to gather information to be presented tonight for BOD approval. I will not repeat here what will be brought up later in the meeting.

COMMODORE'S REPORT, cont.

New applications have been received from Mark and Sally Fodero, sponsored by Capts. Tim Driscoll and John Pappas, and from John and Julie Samonas, sponsored by Capts. John Pappas and George Courtovich. Their names will be published in this month's Newsletter and by November they will be eligible to be interviewed by the Membership Committee.

We will be holding one more Membership Committee meeting by season-end for 5 member applicants. That will bring the Waiting List to 14 people, not including the two new applicants.

Special thanks to all volunteers who have been working to fill in for staff this past month.

After discussion, it was MSP to accept the Commodore's Report.

OLD BUSINESS

1. Membership Application – A sponsor of one new applicant has been sent a “bad-member “ letter of reprimand for actions occurring this season. A discussion ensued as to whether this sponsor may continue as a sponsor and accompany the applicant to the Membership Committee meeting. After exploring several alternatives, it was agreed that we would seek a new sponsor for this applicant, and ask the new sponsor, instead of the original sponsor, to accompany the applicant to the Membership meeting.

2. Assistant Treasurer – Comm. Adams reported that Capt. Tony Young does not wish to continue next year as Asst. Treasurer. Sheryl Smith has expressed an interest in taking over that position starting in 2009.

3. Items for Annual Meeting

A. Capital Improvement Plan, Revised Sept. 10, 2008 – There were extensive discussions as to whether the \$2,500 projected expenditure in 2009 for kitchen fire suppression system should be made at all, and if so, whether it should be advanced to this year's budget. It was agreed that the item would be left in for 2009.

After discussion, there was general agreement that the Board should be presented with a multi-year cash flow projection that would compare anticipated available funds to anticipated capital expenditures. After further discussion, it was MSP to accept the referenced Capital Improvement Plan for presentation at the Annual Meeting, with the possible adjustment of the \$2500. fire suppression system into the 2008 budget before the Annual Meeting

B. Audit Committee – This committee consists of Capt. Tim Driscoll, Chairman, Capt. Dave McArdle, and Capt. Elaine Syracuse. There was some question as to whether this committee needed to present a report at the Annual Meeting, inasmuch as the fiscal year was not completed at the time of the Annual Meeting. It was agreed that they would be asked to provide an audit report at the Annual Meeting, as done in prior years, with a final review at the end of the year.

C. Constitution & By-Laws Committee – This committee comprises Capt. Ron George, Chairperson, Capt. Doug Gray, and Capt. Joe Nadeau. In their report to the Board, they recommended that the Board take no action in regard to changing the wording regarding keys, and instead that the Board place an item in the Newsletter reminding members of the key requirements. They recommended that the Board take no action regarding changing the requirements for Board attendance. On the issue as to whether to permit meetings by telephone conferencing, they suggested this was a detail that could be worked out by the Board as situations required, without modifying the Constitution or By-Laws. They did recommend that the Board present to the Annual Meeting for acceptance the following change to Constitution, Article X, to provide, for 2008 only, a means to get on the required schedule of electing two

C. Constitution & By-Laws Committee, cont.

members each year to the Membership Committee for two-year terms. As suggested by Capt. Graper, the second sentence of Article X shall have the following underlined words added, so it reads: *In addition, any person who is elected at the Annual Meeting to replace a sitting committee member that has vacated his/her office for any reason shall serve the remaining term of the departing member except that in 2008 the first two vacancies, if any, shall be filled for a two-year term.*

After discussion, it was MSP to accept the report of the Constitution & By-Laws Committee, and to present the above Constitutional change to the Annual Meeting for approval.

D. Nominating Committee – The Nominating Committee, comprising P/C Rob Blanchard, Chairman, P/C Charlie Clark, and P/C Ken Jones, presented the following nominees:

For Three Four-Year Terms on Board of Directors:

Capt. Christopher Clement

Capt. Timothy F. Hefferan

Capt. William MacHardy

After discussion, it was MSP to accept the recommendations of the Nominating Committee and to place the above names on the ballot for the Annual Meeting

The Nominating Committee presented the following nominees for two, two-year terms on the Membership Committee:

Capt. James Jelmsberg

Capt. Lynn Joslyn

After discussion, it was MSP to accept these nominees and place them on the ballot for election at the Annual Meeting.

Secy. Roberts reported that we had received a self-nomination for Board of Directors from Capt. Jean Richards, and her name will be added to the list of nominees presented at the Annual Meeting.

All four candidates for Board of Directors have provided biographies. Secy. Roberts was instructed to post these bios in a prominent place in the Club, and Capt. Gingras, to post them on the website.

Should Capt. MacHardy be elected to the Board of Directors, it will be necessary for him to resign his present position on the Membership Committee, with one year remaining.

Nominations would be sought from the floor for this one-year position on the Membership Committee. Secy. Roberts was directed to have a ballot ready for this eventuality.

NEW BUSINESS

1. Replacement Steward In recognition of the fact that Sally McClellan has advised that she will not be returning next year, it was agreed that we should immediately begin the search for a new Steward. Comm. Adams appointed a Search Committee, with the charge to review & update the Job Descriptions & Salaries of the Steward, and of the Dockmaster, and initiate a search for a Steward, or possibly a Steward/Dockmaster combined. Also, the committee was asked to look into the possibility of making this a full time job, among other considerations. Comm. Adams appointed the following members to the Search Committee

V/C Wajda, Chair

Capt. Gingras

Capt. Kennedy

Capt. Pappas

P/C Williams

It was agreed that a notice to this effect would be placed in the next Newsletter (November) seeking our members' help in locating potential candidates for the Steward position.

NEW BUSINESS, cont.

2. Replacement Secretary Secy. Roberts had expressed his desire to prepare to hand the Secretary job off to someone else. To ease the transition, he suggests that we share the Secretary tasks, and the stipend, with a second person for the 2009 season, with the object of transferring it completely to the new person for the 2010 season, or earlier. One very qualified member has already expressed interest in this opportunity. It was agreed that a notice of this opening would be placed in the November Newsletter so that others might consider applying for the position.

3. Challengers' Cup Regatta V/C Wajda reported that he and Capt. Cunningham had received an email from Tina Holmes of BlueSky asking if we might consider scheduling the Challengers' Cup Regatta earlier in the season, when the weather might be a little warmer, and perhaps more reliable. It was generally agreed that this would be OK, and that this suggestion would be passed on to the new Vice Commodore for rescheduling for the 2009 season.

There being no further business to discuss at this time, it was MSP to adjourn. Comm. Adams adjourned the meeting at approx. 8:40 pm.

Respectfully submitted,

Kenneth P. Roberts,
Secretary

ANNUAL MEETING 7:00 PM THURSDAY, OCTOBER 16, 2008 AT PYC
(Gentlemen on Board of Directors, Coats and Ties)

FIRST MEETING OF NEW BOARD OF DIRECTORS 7:00 PM THURSDAY NOVEMBER
13, 2008 AT PORTSMOUTH PUBLIC LIBRARY