

**PORTSMOUTH YACHT CLUB**

**MINUTES OF BOAD OF DIRECTORS MEETING  
THURSDAY, February 11, 2010  
AT ONE SKY, PORTSMOUTH, NH  
Version 2**

**PRESENT:** V/C Leto, R/C Weller, DV/C Kemen, Treasurer Rushforth, P/C Adams, P/C Courteau, Capts. Gingras, MacHardy, Michael, Secretary Cartnick

**NOT PRESENT:** Comm. Dionne, Capts. Clement, Hefferan, Kennedy

There being a quorum present, Vice Commodore Leto called the meeting to order at 7:00 pm.

**SECRETARY'S REPORT, Secretary Cartnick**

Secretary Cartnick handed out minutes of the January 14, 2010 Board of Directors. It was MSP to accept the minutes of the meeting and to post them on the website and on the secure bulletin board.

A list of applicants waiting for membership was provided. We have 15 applications on the Wait List and 2 applicants awaiting interviews by the Membership Committee.

**TREASURER'S REPORT**

**Balance Sheet**

Total cash \$230,613 Last year \$235,638

Mortgage principal balance \$44,469

No current accounts payable

Accounts receivable: Collection of member dues and fees ongoing. Also collection of one outstanding fuel charge of \$387..

**Revenue and Expense Statement**

Member dues received – 184. Reminder phone calls will be made starting February 21 as in previous years. The assistant treasurer must receive dues no later than March 1.

The New Year's brunch was an exact breakeven.

Board members/officers who use PYC credit cards must do a better job remitting their receipts to the assistant treasurer.

The Treasurer pointed out that printing expenses are increasing. Discussion ensued as to whether it would be acceptable to use electronic mail to transmit copies of letters to members. Secretary Cartnick will review communications "internal to the club" to see where email can be used to reduce costs.

The budget committee met on January 26 and drafted the 2010 revenue and expenditure plan included in the revenue and expense statement.

I completed the 2009 year end work, and the books will be given to Tim Driscoll, who has graciously volunteered to do the federal and state tax returns again. Kudos to Tim.

At this point, Vice Commodore Leto moved the meeting into Executive Session to discuss staffing matters. The move was seconded by Capt. Michael and approved by all members.

Following the Executive Session, it was MSP to approve the Treasurer's report.

**REAR COMMODORE'S REPORT, R/C Weller**

The March/April newsletter has gone to the printer and will be ready next week for mailing. The 2010 Social Event Schedule has been printed and will be included as an insert in the newsletter. Secretary Carole Cartnick and I were able to lower the printing cost somewhat by formatting the schedule ourselves and printing at Kinko's.

After considering some other alternatives, Breakfast Hill Golf Club has been booked again for New Year's Brunch next January. Vic Paul has been booked for the closing dinner dance.

Talks with the caterer Carole Spenser stalled after she started looking into liability insurance. She had not needed it for any catering job that she had before and was concerned with the cost. Meanwhile, I looked into another caterer, Julie Reed Dunfey of The White Apron in Dover. Julie is a Rye resident and has been catering in the seacoast area for 20+ years. In addition to her catering business, she was co-owner of Dunfeys on the John Wanamaker and worked for several years as manager of Anneka Jans in Kittery. Jerry and I met with her earlier this week. She is very enthusiastic at the prospect of taking this position. She is planning to inspect the facilities shortly, and feels that she is ready to commit to the position. With the Board's approval, I would like to extend a contract to her.

V/C Charlie Leto offered to ask Capt. Dale Coggins to review the contract. This was agreed upon, and V/C Leto will follow-up with R/C Weller.

After discussion, it was MSP to approve the Rear Commodore's report.

### **REPORT OF VICE COMMODORE, V/C Leto**

A number of projects are moving forward, despite the winter weather.

The Moorings Sub-Committee, headed by Chairman Ken Jones, has been hard at work dealing with a number of maintenance and regulatory issues. Thanks to Ken and his able assistants, our moorings will be ready for use in the spring. Please remember that ALL activities related to moorings should be routed through Ken.

With the dance floor refinish complete, we are focused on replacement of the damaged first floor carpet. As Chairman of the Carpet and Interior Decorating Sub-Committee, P/C Jackie Adams will be presenting the Committee's findings, as well as a request for funding of the carpet replacement. The carpet replacement project is only one part of a multi-phased plan to improve the ambience of the clubhouse. We will keep you updated.

All but one of last year's staff are expected to return. We have one new hire, for a total of eight employees in addition to the Steward. We are looking forward to a great season.

The labor budget is complete, and has been reviewed with the Treasurer.

Board members continue to discuss the idea of round tables to replace the long, rectangular tables in the dining room. It is felt that this change would greatly facilitate conversation and make a positive contribution to the general camaraderie of our Wednesday night dinners. This project is likely to move forward when more details become available.

We continue to work on standard forms, letters, and documentation for Club use. The intent is to improve accuracy while reducing liability. With that in mind, we continue to work on time sheets, budget tracking forms, employment applications, job descriptions, slip and mooring contracts, and waivers of liability.

We are hoping for a strong turnout of volunteers for our work parties of April 17 and April 24 for Docks In, which is scheduled for May 1. As usual, there is a lot of work to be done on a wide variety of projects, and we can use all of the help we can get.

As always, comments and suggestions are welcome.

After discussion, it was MSP to approve the Vice Commodore's report.

### **REPORT OF COMMODORE, read by Sec. Cartnick**

I am learning rather quickly that, during this time of year, the Commodore really does not have a lot to do. Fortunately, Christina, our Rear Commodore, and Charlie and John, our Vice Commodore and Deputy Vice Commodore, do have things to do and they are hard at work getting PYC ready for the new season.

As discussed at our last meeting, I have placed a notice in the March newsletter concerning our possible affiliation with the KPYC Sailing Program. It will be interesting to see the number of responses that Joe Cunningham may receive concerning the Program.

As present, we have 2 applicants waiting to be interviewed for PYC membership. As both will be mentioned in the March newsletter, I will try to arrange interviews for them during the month of April.

I have received comments from the members of the Constitution and By-Laws Committee concerning the question of whether the CIP is automatically funded once the CIP is approved by the Board of Directors for presentation at the Annual Meeting. The sum of their comments will be given to the BOD under Old Business.

I have received a "Thank You" note from the New Castle Fire Department for our \$200 donation to the New Castle Fire Fighters' Fund in P/C David Wajda's name. I believe this is money well spent.

Last, but not least, welcome back Charlie Leto. We are glad you are with us again!

After discussion, it was MSP to approve the Commodore's report.

## **OLD BUSINESS**

### **1. Round Tables**

P/C Adams mentioned that the Board had agreed to review and vote on the project to replace the long, rectangular tables with round tables. At the last meeting, Comm. Dionne handed out documentation provided by Capts. Joe and Cathy Nadeau which gave details and illustrations of this project. In response to questions about funds, P/C Adams explained that funds for the tables would be coming from raffle proceeds and funds managed by the Ladies Committee. Treasurer Rushforth stated that the Board has already approved designation of funds from raffles as part of the general fund to be used for club improvements. Funds (\$2100) for this project have already been approved for use by the Ladies Committee. Discussion followed, and the conclusion was, therefore, that expenditure of these funds does not require a vote by the Board. Capt. Michael made a motion to endorse the project to purchase round tables. The motion was seconded by Capt. MacHardy, and passed by all members.

### **2. Constitution and By-Laws**

In a previous meeting, it had been decided to request review by the Constitution and By-Laws Committee of the issue as to whether language in the Constitution assumes or implies that projects in the CIP are automatically funded once approved by the Board and presented at the Annual Meeting. The intent of the CIP originally was to project future expenses and plan for them. But language in the Constitution may be construed to imply that projects identified in the CIP are definite. Comm. Dionne had asked for a summary of the Committee's review and opinion to be given to the Board.

The Constitution and By-Laws Committee wrote:

"It is the opinion of the Constitution and By-Laws Committee that Section 1 of the Constitution and Sections 6 & 7 of the By-Laws are controlling. Accordingly, although the plan is approved at the annual meeting, no projects are funded until the Board votes to approve and fund a particular recommendation.

It is suggested that further insight may be had, if desired, by referring to past Board minutes and also by raising the question with former member John Caruso, who was intimately involved in creation of the CIP and the CIF."

Several members of the Board discussed the need to re-write this section of the Constitution to improve clarity and indicate that the CIP is estimated projections only, which are not guaranteed to be funded years in advance. Treasurer Rushforth stated that some projects listed in the CIP do not have background verification for cost estimates and urgency. He further stated that, even though an item is listed in the CIP, it is not definite that it will be done. There should be a procurement process included in the text.

After further discussion, it was agreed that these sections of the Constitution and By-Laws should be rewritten, and should include a procurement process, and that the revised text be provided to the

Constitution and By-Laws Committee for review and approval. If approved, the process then would be to present it to members at the Annual Meeting. It was agreed that the Board will seek Commodore Dionne's guidance for rewriting these texts.

## **NEW BUSINESS**

### **1. Carpet Replacement**

P/C Adams provided a document from the House and Docks Interior Design Sub-Committee (P/C Jackie Adams, Capt. Laurie Clark, & Capt. Deb Gebow) which provides detail about their agreed upon requirements, research, conclusions, and recommendations relative to replacement of the carpet on the first floor of the club and on the stairs leading to the Whaleback Room. The Committee worked with three local carpet companies. Their research included showroom visits, internet searches to determine carpet grade and qualities, examination of warranties, request for references, installation procedures (including seam placement), and vendor on-site clubhouse measurements. The document includes a proposal/quotation from each of the three businesses. The Sub-Committee has selected a specific carpet and recommended Route One Carpet and Decorating Corporation as the preferred business provider.

V/C Leto mentioned that he had noticed a portion of the floor near the staircase that needs work. The club will also fund a \$100 cap provided for the project which will cover any and all repairs to the floor that may be necessary prior to the installation of the carpet. PYC will save money by providing our own dumpster for disposal of the old carpet. Route One will require 50% down and the remainder after installation. Total cost will be \$5270.57.

### **2. Extraordinary Expenditures**

The need for a process for documenting extraordinary expenditures has been discussed in previous meetings. Tonight, V/C Leto asked Treasurer Rushforth specifically what he would like to see as documentation for club files for these expenditures. Treasurer Rushforth requested that the Secretary create a standard form which can be used at Board meetings which will provide a description segment (description of the expenditure to be hand-written at the meeting) and signatures of Board members. Description of the expenditure will be hand written on the form at the meeting, and Board members will indicate their disposition on the form. That form will be available at all meetings and will be used for club files and auditing purposes.

It was agreed that the Secretary will create the form, present it to the Board, and have blank forms available at all meetings.

### **3. New PC Needed for Assistant Treasurer**

Treasurer Rushforth reported that the PC used by the Assistant Treasurer for accounting was purchased in 2002 and there is not enough memory or disk space to run the new version of QuickBooks efficiently. He requested authorization to purchase a new PC which is appropriate for these applications and which would be priced at approximately \$729.

Capt. Gingras made a motion to authorize up to \$750 for the purchase of a new PC for accounting. The motion was seconded by V/C Leto and passed unanimously by the Board.

There being no further business to discuss, the meeting was adjourned at 8:47.

Respectfully submitted,

Carole Cartnick  
Secretary