

**PORTSMOUTH YACHT CLUB**

**MINUTES OF BOAD OF DIRECTORS MEETING  
THURSDAY, September 9, 2010  
AT PORTSMOUTH YACHT CLUB**

**PRESENT:** Comm. Dionne, V/C Leto, DV/C Kemen, R/C C. Weller, P/C Courteau, P/C Adams, Capts. Clement, Gingras, Hefferan, Kennedy, MacHardy, Michael, Secretary Cartnick

**NOT PRESENT:** Treasurer Rushforth

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

**SECRETARY'S REPORT**

Secretary Cartnick had provided minutes of the August 12, 2010 meeting and the list of applicants previously by email.

Comm. Dionne made a motion to approve P/C Ed Wright as a Life Member in response to a recommendation sent to the Board by Capt. Dan Gingras and Capts. Carol and Addison Marvin. The motion was seconded by Capt. Clement and passed unanimously.

It was MSP to accept the minutes to post them on the website and on the secure bulletin board.

**TREASURER'S REPORT**

Balance Sheet

- Total cash \$186,937 Last month \$187,243 Last year \$164,812
- Mortgage principal balance \$36,847 Last year \$49,766
- Accounts receivable and accounts payable are current.

Revenue & Expense Statement

- Total income is likely to exceed our original projections and surpass last year's level due mainly to fuel sales. Gross margins for fuel and function categories also appear to be exceeding our original projections.
- All fees for lockers and seasonal slips/moorings have been paid.
- Overall, operational expenses have been on a par with last year through August with no surprises or large variances to the individual budgeted categories.
- Net increase (profit) through August is \$100,956.

Comm. Dionne advised the Board that Capt. Tony Young has stepped down as Assistant Treasurer. The Board has given signature power to Capt. Karcher, who is now doing the work of Assistant Treasurer. Treasurer Bill Rushforth and Capt. Karcher are working to transition Capt. Karcher to the position of Treasurer by the end of September. We may need to call a special meeting to appoint Capt. Karcher to Treasurer as soon as we learn of the transition timing from Capt. Karcher and Treasurer Rushforth.

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

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

We are fast approaching the end of this season. The events this year continue to be well attended, and we have averaged 105 members and guests per event.

In August, a group from PYC was given a tour of the USCG cutter Campbell, thanks to Capt. Ron Laurence. Greek Night, put on by John and Nancy Pappas and crew was a sell-out and enjoyed by all. Staff Appreciation night was well attended, with members coming to show this year's staff how much they appreciate the work the staff has done. This was a busy night, as the gundalow Captain Edward H. Adams was at our dock as well. Members were able to tour the boat and learn of the gundalow's part in Piscataqua history. The Past Commodores' Cocktail Party also drew a large crowd, with 23 Past Commodores and spouses attending. We had planned a restaurant night for August with Muddy River catering. After looking into the pricing further, our Steward found that it would be too expensive for the

dinner to be completely catered, so, instead, we ordered some items from the restaurant and Steward Jerry Goldfarb and staff prepared the rest. The Members Regatta was held on August 29. I am happy to say that your Rear commodore placed 3<sup>rd</sup> in the race. The Labor Day Breakfast, prepared by Mary Lou and Glen Graper had a very good turnout, though the numbers were changing up until the last minute, as many members' plans changed due to the potential for bad weather. This week, we welcomed back the Almgrens' Tenderloin dinner, which was enjoyed by 114 members and guests.

The Challenger Cup Regatta will be held this Saturday, September 11. The Dave Mowers Memorial Pursuit Race will be held on Saturday, September 19.

We will have one more dinner with our new caterer, the final Lobster Bake, and a Wednesday Night Dinner with Chinese food from Kim Lai Restaurant.

We have added a pot luck and music night for September 22, the Wednesday before the Lobster Bake.

We have arranged for a cruise on the Heritage for Sunday, October 3, the day of the Commodores' Chowder. Planning is underway for the closing dinner dance, hosted by Priscilla Lent, Ann Mowers, Lolly Fleming, and Marilyn Wajda. The dance is called "All Hallows' Tide BASH!" and costume dress is encouraged.

In my July report, I mentioned that we had started keeping track of open seats in order to assist members coming late. This seems to have worked well, and members have appreciated being directed to open seats, rather than having to search for one.

I also mentioned in my July report that we had a problem with the kitchen, pots and pans being left dirty the night before the July 4 breakfast. In anticipation of the club being well used during the Labor Day weekend, we put up signs reminding members to leave the kitchen clean. Apparently, we did have a fairly large crowd on both Saturday and Sunday nights, however, the kitchen was left clean, and the breakfast crew could get right to work early Monday morning.

It was MSP to accept the Rear Commodore's Report.

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

This has been a quiet month, and that's a good thing.

As a result of the recommendations of the House and Docks Committee meeting of July 19, work has been moving forward regarding the scheduling for the balance of the new docks, the condition of the pilings, getting a proper survey of the club's property, improving the clubhouse acoustics, timing of work on the rip-rap by the shed, and repair of the downriver patio railing.

We have completed painting the inside of the clubhouse, have a new sign on the fuel dock, and have completed a number of other small improvements around and in the facility, docks, and launches.

Frieda Kat's position has been backfilled by Ryan Eaton, a very capable and personable individual who has worked here before. We're very pleased to have him aboard. The shortfall of manpower we experience every fall will be addressed shortly, as we need to do better planning than we have done in the past.

We did two at-sea assists during the month. The first brought a boat from the Freedom Boat Club from Seavey Island, where it was disabled, to our docks. The second did the same for the Kittery Point Yacht Club launch, which was disabled downriver from our location.

The clubhouse and docks were configured to withstand the expected strike from Hurricane Earl. The strike never came, but we would have been ready for it had it struck, thanks to the efforts of the staff, Deputy Vice Commodore John Kemen, Commodore Art Dionne, and a number of volunteers.

Labor budgets remain strongly positive compared to budget, and fuel sales are going well.

We look forward to a successful finish to the season.

**Deputy Vice Commodore John Kemen continued the V/C report, as follows:**

DV/C Kemen provided an update of the House and Docks Rules and reviewed changes. The secretary will ensure that changes are documented and will keep "historical" files of the document. Changes to this version are as follows:

Section II, Item 11, h and j: All references to slips have been modified to add a reference to moorings so that all items apply to both slips and moorings.

Section II, Item 15: This item has been added to document Agreements, Applications, and Rules which are approved by the Board of Directors and states that they are the only forms which can be used for the relevant purpose. The change also documents the process for amending them if needed. These items are:

- Slip Agreement
- Mooring Agreement
- Dinghy Agreement
- Launch Agreement
- Transient Mooring Agreement
- Application for Private Use of the Clubhouse
- Clubhouse and Dock Rules

Comm. Dionne made a motion to approve the changes made 8/27/10 to the House and Docks Rules. The motion was seconded by V/C Leto and passed unanimously.

DV/C Kemen discussed the analysis by Custom Float Services for the remaining dock replacements, previously provided to Board members. DV/C Kemen reported that he had met with Scott Dyer to see if the cost could be reduced. He was able to reduce the cost by \$1500, and the figures are final now at a total of \$51,949. DV/C Kemen mentioned that, if we do the project over three years, we would most likely receive a 5% increase in the cost of work each year, and the total cost would then be \$59,052. This provides a convincing scenario for completing the work in one year rather than in three phases.

In order to clarify presentation at the Annual Meeting, V/C Leto made a motion that the Board place this on the agenda for the Annual meeting with their recommendation to accomplish this project to repair all remaining docks at one time. The motion was passed unanimously.

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

**REPORT OF COMMODORE, COMM. Dionne**

By letter dated August 19, 2010, one of our close neighbors complained about loud music coming from the Club and questioned whether the Club has had a change in policy regarding "private parties" at the Club. I responded to our neighbor and apologized for the disturbance and assured him that PYC wants to be a good neighbor and will make every effort to minimize such disturbances in the future. The Secretary has a copy of the neighbor's letter and my response thereto.

On September 1, the Membership Committee interviewed 4 applicants for Membership. Unfortunately, one of the applicants interviewed did not have either of her sponsors in attendance. We will re-interview the applicant involved before the end of this month.

On a sad note, since our last meeting we have been advised of the passing of Life Member Rita Thornton. We extend our sincere condolences to her family and friends.

Comm. Dionne mentioned that it is more and more difficult to get three members of the Membership Committee, an applicant, and two sponsors to appear at the same time for an interview by the Membership Committee. P/C Adams mentioned that, at times in the past, one sponsor present was considered sufficient. Comm. Dionne advised that the next Board should consider language in the Constitution to make it more specific as to the requirements for interviews.

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

## **OLD BUSINESS**

### **1. Piscatqua Sailing Association Update – Comm. Dionne**

Comm. Dionne reported that he received a call from the Commodore Kevin McCool of PSA. Comm. Dionne told him that PYC would have a staff member at the Club for the next PSA event. Steward Goldfarb was at the last PSA event for the season. Commodore McCool told Commodore Dionne that he would get back in touch before the end of October to discuss the Agreement required by PYC for the following season.

### **2. Pepperill Cove Mooring Update – Comm. Dionne**

Commodore Dionne reported that he reviewed minutes and letters over the past months about PYC moorings in Pepperill Cove. Comm. Dionne called Bion Pike and asked for an update. Mr. Pike said they are still trying to pick up 7 moorings in the basin. Comm. Dionne has been trying to reach John Carson, who is also working on this. At this time, we still don't know where, when, or how our moorings will be moved to the Sound Basin.

## **NEW BUSINESS**

### **1. Letter from Nominating Committee - Comm. Dionne**

Comm. Dionne provided a letter to the Board of Directors from P/C David Wajda and the Nominating Committee as follows:

To: Board of Directors, Portsmouth Yacht club  
From: P/C David S. Wajda, Chairperson  
Nominating Committee  
Re: Nominating Committee Recommendations for Board of Director and  
Membership Committee  
Date: September 2, 2010

The Nominating Committee met on Tuesday, August 24, 2010. The members are as follows: P/C Jackie Adams, P/C Ken Jones, and myself as chairperson. P/C Jones graciously filled in for P/C Rob Blanchard. Out of respect for Rob, I did discuss the candidates with him and they met his approval.

After discussion, the Nominating Committee has unanimously recommended Capt. Greg Gebow (member 1976), Capt. Richard French (member 2003), and Capt. Stephen Armstrong (member 2007) to fill the open positions on the Board of Directors.

Further, we recommend Capt. James Jelmsberg to extend for two years and Capt. John Pappas for the Membership Committee.

I hope the Board approves our recommendations for the election of officers and committee members. It was not easy to find members to serve at these levels due to the time commitment and work involved. I know those recommended have a strong interest in maintaining the Constitution and By-Laws of the Portsmouth Yacht Club.

Respectfully submitted,

P/C David S. Wajda

P/C Adams made a motion to move the meeting to Executive Session to discuss the recommendations. The motion was seconded by V/C Leto and passed by all.

Once the meeting returned from Executive Session, Comm Dionne made a motion to accept the Nominating Committee recommendations for nominees for the Board of Directors and the Membership Committee. The motion was seconded by V/C Leto and passed by all.

## 2. Notice of Annual Meeting – Comm. Dionne

The notice of the Annual Meeting was provided by Secretary Cartnick and reviewed by all.

- a. Relative to the vote for change to Article XII of the By-Laws to reduce liability. Comm. Dionne mentioned an email sent by P/C Williams to the Board. The email was referenced at this meeting because several members could not open the original email. P/C Williams' email expressed questions and concerns about the above modification. Comm. Dionne mentioned that he had sent a response and copied members of the Board.

At the Annual Meeting, a vote will be taken to add two sections as follows:

### **By-Laws, Article XII, Section 2**

The Club expressly absolves itself and its servants, agents, and employees and each member agrees that the Club may absolve itself from liability for damages to any boat, property, appurtenances and contents thereof, or for damages to any property of each member or anyone upon Club premises under right or privilege of each member. Club premises shall include but not be limited to boats, docks, floats, storage, clubhouse, porch, decks, gas dock, launches, and outbuildings. This absolution from liability shall cover negligent acts or omissions.

### **By-Laws, Article XII, Section 3**

The Club shall not be liable to a member or those claiming by and through a member for any loss or damage to property or person, or to the property or person of a member's employees, agents and servants resulting from any breach of any contract, agreement, or work order or from negligence on the part of the club or its employees, contractors, or agents.

- b. Relative to the vote for change to Article XI, Section 12 of the Constitution to allow Life Members to serve on the Board of Directors – Comm. Dionne reviewed previous discussion and voting by the Board on this issue. As indicated in the August meeting, the Board of Directors does not recommend this change to the Constitution.
- c. New item to be added to the agenda – Comm. Dionne reminded the Board that a new item must be added to the agenda, which is the discussion of funding for dock replacement per the Custom Float Services recommendation and estimates provided earlier in the meeting.

Comm. Dionne reviewed the original plan for funding proposed by Treasurer Rushforth to use our mortgage by adding to the length of payments. V/C Leto suggested we talk to the bank to see what they could offer, but Comm. Dionne mentioned we may not have time for that prior to the Annual Meeting. P/C Adams suggested that we would have a problem getting funding from a bank in any way other than adding to our existing mortgage because there is no clear owner of PYC.

Comm. Dionne advised that the Board needs to vote to accept the Custom Float Services figures for the dock replacements. He recommended that we add an additional amount for contingency purposes. Various amounts were discussed. V/C Leto suggested a 10% contingency addition.

Capt. Gingras made a motion to recommend to the membership at the Annual Meeting that up to \$55,000 may be added to our loan with Federal Savings Bank by extending the payment schedule if the Board decides on that option for funding the remaining dock replacements. The motion was seconded by P/C Courteau and passed by all.

Comm. Dionne said that Treasurer Rushforth will present this at the Annual Meeting.

There being no further business to discuss, the meeting was adjourned at 8:15.

Respectfully submitted,

Carole Cartnick  
Secretary