

## MINUTES OF MEETING OF THE BOARD OF DIRECTORS

NAME OF CORPORATION: Oregon State Flying Club

Date: November 11<sup>th</sup>, 2003

Time: 5:30 p.m.

Place: Hawley Hall, OSU Campus

Directors Attending: David Hamby, Kevin Molskness, Chris White, Vince Remcho, Geoff Warr, Matt Wesley, Erin Bosnjak, Jack Loflin

Legal Counsel: Forrest Reid

Notice Given (if any): Website notification

A sufficient number of Directors were present to constitute a quorum.

### **Agenda Item: Meeting Minutes**

**Discussion**: Board meeting minutes for October 1<sup>st</sup> and the All-Member meeting minutes for October 15<sup>th</sup> were presented for approval.

**Decision**: Minutes were approved as presented.

### **Agenda Item: Ballot Results**

**Discussion**: The results of the vote for the new documentation were presented. A total of 62 members (36%) returned their ballots by the deadline.

**Decision**: The new documentation passed by a vote of 60 to 2. The meeting was temporarily “adjourned” to conduct the first meeting after the restatement of the Articles of Incorporation.

### **Agenda Item: Creation of a Temporary Board Position**

**Discussion**: After the “first meeting”, David Hamby called the regular Board meeting back to order and made the motion to honor the vote of the members and create a temporary Member-At-Large position for Jack Loflin. Jack was nominated by the membership in May 2003 for a one-year term. The Board voted to establish the temporary position, specifically for Jack Loflin, from the present to May 31, 2004.

**Decision:** The motion passed by a vote of 7 to 1, with Jack Loflin voting in the negative.

**Agenda Item: Potential Conflicts of Interest**

**Discussion:** David Hamby made the motion to create a policy, which states: “if a conflict of interest presents itself, the board member must acknowledge that conflict and notify the board. The member shall refrain from voting on the issue. If the member fails to acknowledge the conflict of interest, the Board has the authority to identify the conflict and ask the member not to vote on anything related to the subject of conflict.” Under this policy, the hope is to minimize the possibility of a Board member directly benefiting from the actions of the Board. It was also proposed to specify that if a Board member votes on a subject that he or she can potentially gain from, that member may not take advantage of that subject for at least 1 year after leaving the Board.

**Decision/Action:** The motion was unanimously approved. Forrest will add the official wording of this policy to the Board Resolutions.

**Agenda Item: Contract for Bookkeeper**

**Discussion:** David Hamby provided copies of a preliminary contract with Shirley Campbell for approval (attached). A motion was made to approve the contract. The motion to give all Board members report-only access to QuickBooks was also made.

**Decision/Action:** The motion to present the contract to Shirley Campbell was unanimously approved. The motion to give Board members report-only access to QuickBooks was unanimously approved. Jack Loflin will set up a meeting to include himself, Dan Harlan, and Shirley Campbell.

**Agenda Item: Contract for CPA**

**Discussion:** Currently we have no official contract with our CPA, Michael Schaeffer. We have no official documentation filed with the CPA stating the Corporation’s Federal and State non-profit status.

**Decision:** Forrest will work to establish an official contract with Michael Schaeffer and make sure we have the required documentation for Federal and State non-profit status.

**Agenda Item: Airport Commission Submission**

**Discussion:** David Hamby presented a proposed Section 9 for the Corvallis Municipal Airport Minimum Standards that, if approved by the Airport Commission, would give flying clubs the option to obtain services from any licensed provider on

the field that would best suit the club's interest. David Hamby would like to present this proposed Section 9 to the Commission and asks the Board for approval to proceed.

**Decision/Action:** David Hamby will first check on the cost of insurance to determine if it would be to our benefit to propose Section 9 to the Commission. If insurance costs are minimal, we will request a December Commission meeting to present Section 9.

#### **Agenda Item: Member Responsibilities for Returning Aircraft**

**Discussion:** A student pilot went on a solo cross-country, but on return to the airport, winds were in excess of his authorization (and 9/27 was closed at CVO). The student was instructed to divert to Albany. An aircraft was flown to Albany to retrieve the student, but still due to weather, the aircraft was not returned to Corvallis until the next day. The Board discussed issues involving financial responsibilities for the retrieval of aircraft due to weather.

**Decision/Action:** It was determined that, in the interest of safety, student pilots should not have to worry about additional costs of aircraft retrieval, and that if they must divert, any additional expenses (other than those related to the aircraft in which they are piloting) will be absorbed by the Club. A more formal decision/policy will be developed and placed into the Corporation's Rules.

#### **Agenda Item: Glen-Paul Amick**

**Discussion:** David Hamby announced to the Board that he had received a call from Glen-Paul Amick about his desire to meet with Board members and possibly make a presentation to the Board on flight-instruction services that he and others will be providing.

**Decision:** The Board asked that Mr. Amick wait a couple of months and then the Board will be ready to hear his presentation.

#### **Agenda Item: Routine Reports**

**Information Only:** The radios in 80773 and turn coordinator in 73146 were discussed, but because of the late meeting time to this point, it was decided that Matt and Vince would meet at a later date to discuss these items in detail. The newsletter was discussed next. Beginning in December, Vince will write a monthly maintenance section. There will also be a Question and Answer session held in December with ATC. The date of this event is TBA. Chris also mentioned the emergency call list and said that it would be a link from the Flying Club home page. The contact list will be discussed in further detail at the next Board meeting.

The next meeting will be held on December 3rd, 2003, at 5:30 p.m. in Hawley Hall on the OSU Campus.

There being no further business, the meeting was adjourned at 8:00 p.m.

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OSUSFC Secretary

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Secretary of the Corporation