**FAIR OAKS ROTARY CLUB FOUNDATION**

**Board of Trustees Meeting**

**June 24, 2021**

**Zoom Meeting**

**CALL TO ORDER – The Zoom Meeting was called to order by President Hagel at 6:00 pm. A quorum was present.**

1. Attending – Bruce Hagel, Marlow Simonetto, Dennis Dunbar, Nick Broad, Bonnie McClain, Diana Cralle, Anne Browning, Dan Smallhouse
2. Absent – Peter Wick, Shelley Matthews
3. Guests - Mazzy Chirwa, Jim Cralle, Alisa Lisagor, Alida Bray, Maureen Mulcahy
4. Roll Call of Board – quorum present
5. Overview of Agenda - all approved

**OPENING REMARKS**

President Bruce Hagel welcomed all attendees.

**MOTION was made by Nick Broad to approve May 18, 2021 meeting minutes, seconded by Diana Cralle, and approved by all.**

**2021/2022 FOUNDATION BUDGET REVIEW AND APPROVAL (Nick Broad)**

* Nick reported on the Foundation Budget. General Expense budget comes to just under $3,000 for the year. Made up of General Liability Insurance $660 year, $500 Tax Preparation and Filing – will need money for purchase of QuickBooks software subscription for incoming treasurer between $500/700 ($780) for the year. Office Expense of $500 and Miscellaneous $100. We will need an Operating Budget of $2,920 for the year. And, if we approve a new category Directors & Officers Insurance Errors and Omission $605/year. D&O Insurance would provide $1M insurance for any disasters, or in cases of gross errors and admissions on our part.
* A discussion ensued regarding QuickBooks Plus subscription which is about $780 per year and Quicken. Bonnie asked if Quicken would work for the program. Dennis will do further research into the properties of Quicken.

**MOTION to approve Foundation Budget as delivered by Anne Browning; seconded by Nick Broad. Vote was unanimous.**

**2021/2022 FOUNDATION BUDGET REVIEW AND APPROVAL (Diana Cralle)**

* Diana reported on the Foundation Budget. Diana asked if donations can be added in the total income available. Discussion followed and Bruce Hagel suggested that we add donations into income.
* Diana would like to add $1,000 from the Foundation Budget to Community Grants Funds. There is presently $2000 left in the "Community Grant" funds provided by the Mayor's Race. Adding $1000 would give the Club $3000 available for Community Grants this year.
* The 2021-22 Budget as revised is projected income of $25,839, minus expenses of $2,404, and a net gain of $14,039.

**MOTION was made by Nick Broad to approve 2021-22 Foundation Budget as corrected, with an available income of $25,839 and net gain of $14,039, seconded by Anne Browning. Vote was unanimous.**

**FOUNDATION BANK ACCOUNT (Bruce Hagel)**

* Peter Wick, outgoing Foundation Treasurer, asked for Board approval to have authority to access the American River Foundation Bank Account to pay the bills and reconcile statements through August 30, 2021. Peter will be preparing the closing year-end financial statements and filing tax returns. Full discussion ensued.
* Foundation financial records (7 years of bank statements, tax records, bills, receipts, etc.) will need to be transferred to the incoming President or Treasurer for storage.
* Fair Oaks PO Box 236 - propose to get PO Box keys from Peter and give to Nick and/or Dennis.
* Nick will go to the bank so there will be two signatories on checks - the President and Treasurer.
* Peter Wick will have the authority to pay bills for the next 2 months with approval from Nick.

**MOTION as of July 1, 2021, Peter Wick is to turn over keys to the PO Box; and #2, all checks payable require either two signatures of the President and Treasurer, or one signature and the approval of the President. Any business email accounts as of July 1, 2021, should be forwarded to President Nick Broad. Motion made by Anne Browning and seconded by Dennis Dunbar. All in favor, none opposed.**

**FORF Board Minutes update from Nick Broad**

**Email dated July 1, 2021**

* The FORF Board elects Nicholaus Broad as the Foundation President/CEO for 2021-22.
* The FORF Board elects Bonnie McClain as the Foundation Secretary for 2021-22.
* The FORF Board elects Alisa Lisagor as the Foundation Treasurer/CFO for 2021-22.
* The FORF Board authorizes the American River Bank to change the check signing authority from former President Bruce Hagel to new President Nicholaus Broad, effective July 1, 2021.
* The FORF Board authorizes the American River Bank to change the check signing signature from former Treasurer Peter Wick to new Treasurer, Alisa Lisagor, effective July 1, 2021.
* The FORF Board authorizes President Nicholaus Broad, and Treasurer Alisa Lisagor to have online administrative rights to the FORF Online Checking Account.
* Former President Bruce Hagel will be removed from access to the online FORF Checking Account, effective July 1, 2021.
* Former Treasurer Peter Wick will continue to maintain Administrative Access to the online FORF Checking Account until July 11, 2021.
* After July 11, 2021, former Treasurer Peter Wick will have access to the online Checking Account with a ‘View’ status, and not an ‘Administrator’ status.

**Miller Park DISC GOLF Event CONTRACT AND BUDGET [Possible] (Bruce Hagel)**

A discussion ensued regarding the Foundation Contract with the FO Parks and Recreation District and the budget for the proposed August 14, 2021 Miller Park Disc Golf Event.

* Pros – new event which will introduce Club to a younger demographic. If successful, it can be an annual event and ideally raise money the first year and beyond.
* Cons – it’s only 7 weeks away which is short turn around given the many requirements. Have challenges at the FO Disc Golf Park – its near a school that can be a basis for ABC turning down our license request; there is potentially a better venue at the Carmichael Park Disc Golf Course which is a flatter, beginner-friendly course with enough parking and more power outlets.
* Pros – met with Miller Park Review Committee which is a Miller Park Disc Club group who are very enthusiastic about the event. Have a lot of local support outside of the Club, as well as Interact students potentially helping out with the event.
* This is an action item for the Foundation and is not a Club event.
* To publicize event – pick out couple of local charities that funds would go to. Question was asked if that is up to the Foundation to decide or does it belong to President-elect Mazzy Chirwa’s year.
* What charity can we tie into the fundraiser - need good cause to rally around.
* Who does money go to – Foundation fundraiser for what purpose to be used for Club things? Is this a decision directors can make?
* Funding event with out of pocket, up front expenses of $4,300. Fairly expensive proposition with only seven weeks to go.
* Alida commented the contract with Parks & Rec is standard language. The amount looks good as far as costs. In the Bay Area she raised money through sponsorships and commented that we will need more time to approach people through sponsorship for holes, etc. and think it can be done but 7 weeks is too short a time. For first time event, need to do the PR and advertising.
* Anne made suggestion that this is a really good program and that we do it the same way we have done fundraisers in the past. If Mazzy wants to do, we can pick a date in the future when we can set up a committee. Do in early spring. If you want to get sponsors – approach in November and December because sponsors are preparing their budgets. Also need to make sure our fundraisers are not too close together. Need to take a look at Year at a Glance and find best time to plug this in. Chris Castillo will be the sponsorship chair for the coming year.

**It was determined that Bruce will not pursue disc golf event this year, and will advise Parks and Rec. This is a good event for next year when we have locked in sponsors and money, and have identified a date in 2022 - perhaps Carmichael venue will be available.**

**FOUNDATION BYLAWS AND FOUNDATION/CLUB MOU (Nick Broad)**

Review of proposed new Foundation Bylaws. Slight changes were made to bylaws after feedback from the Bylaws Committee.

* The term trustee was changed to director. We are officially called directors, trustee is another type of Foundation.
* Election Committee was changed to Nominating Committee. Under the Election Committee, the directors had no choice but to follow what they said. Now theNominating Committee sends recommendations to the Foundation, and the Foundation elects those members if they so wish.

Further discussion followed on several sections in the bylaws. After discussion, an additional change proposed by Alida Bray, was made to the bylaws as follows:

**Amendment 1**

* Section 5.6 Compensation. Amended to read “The directors will serve without compensation except that they may be allowed and paid for their approved actual and necessary expenses incurred.” Deleted “incurred in attending the meeting”.

**MOTION by Diana Cralle to accept the bylaws with the amendment by Alida, which was agreed upon and accepted by Nick, with an effective date of July 1, 2021. Also inserted into the bylaws, “These bylaws were prepared by Vicky Walters, Parliamentarian, with our great thanks.” Nick seconded. All in favor, none opposed.**

**DATE & PLACE OF THE NEXT MEETING: July meeting has been postponed - *To be announced*.**

**ADJOURNED –** ­­­7:22 pm

Respectfully submitted,

**Maureen Mulcahy**

**for Bonnie McClain**

Foundation Secretary