

Riesentöter Region, Porsche Club of America, Inc.  
(a Pennsylvania Nonprofit Corporation)

Minutes of a Meeting of the Executive Board  
Held  
3 July 2009

A meeting of the Executive Board of Riesentöter Region, Porsche Club of America, Inc. commenced on Friday, July 3, 2009, at 3:00 PM EDT at the home of Joe Asher. The voting members present in person or by conference telephone were Graham Knight, Joe Asher, Chris Karras, Allison Dollery, Marty Kocse, Maureen Sangiorgio, Steve McMorn, Myles Diamond, Larry Herman and Francine Knochenhauer, constituting a quorum. The voting members absent were Robin Zelinskie, Peter Majka and Brian Minkin. Also present for all or part of the meeting were the following Appointed Officer members: Steve Meenan, Mike Andrews and Katherine Weber.

Graham Knight called the meeting to order and welcomed the members.

Chris Karras moved the adoption of the minutes of the Board Meeting held June 5, 2009, which had been distributed to the Board in advance of the meeting. Graham Knight seconded the motion and it carried unanimously. (Knight, Asher, Karras, Dollery, Kocse, Sangiorgio, McMorn, Diamond, Herman and Knochenhauer in favor; no one opposed; no one abstained)

Allison Dollery described her progress in obtaining from the Club's bank documentation of all deposits, withdrawals, debit card payments and checks so that a thorough review could be made by an outside accounting firm. Larry Herman asked what procedures were contemplated to protect against future unauthorized expenditures. Allison stated that checks in the amount of \$500 or more would require two signatures and that it may be wise to have a bookkeeper in addition to the Treasurer responsible for the Club's funds. Steve McMorn suggested that for 2009 perhaps the Treasurer could act as a bookkeeper and treasurer with a second Board member making monthly reviews of expenditures. Mike Andrews requested that the Treasurer bring the bank statements to the monthly Board meetings and suggested that two or three Board members review them at the meeting. The Board concluded to follow a procedure along the lines of Mike's suggestion for the remainder of 2009.

Allison then reported that she had considered two accounting firms to review the Club's financial records, determine whether a member owed the Club reimbursement for unauthorized expenditures and prepare the annual federal income tax return on Form 990 for 2008. After discussion, Allison moved that the Club hire Siegal & Drossner at a cost of up to \$3,000 for the financial review and \$800 for the preparation and filing of the Form 990. Francine Knochenhauer seconded the motion and it carried unanimously. (Knight, Asher, Karras, Dollery, Kocse, Sangiorgio, McMorn, Diamond, Herman and Knochenhauer in favor; no one opposed; no one abstained)

Peter Majka joined the meeting at approximately 3:40 P.M. EDT.

Myles Diamond reported on the Club's DE program. Although he does not have precise numbers from the Club's financial records, it appears that the Pocono event earned a profit of about \$5,000, the Lightning one-day event lost about \$3,000 and the Lightning three-day event lost about \$4,700. The losses result from below-budget participation by drivers in the advanced groups. The coming three-day event at Thunderbolt needs about 20 more drivers to break even. Myles has had discussions with NJMP, the owner of Lightning and Thunderbolt, and believes that the Club can obtain some discounts on track rentals for 2010 if the Club keeps the same dates it had in 2009. Myles reported that several other DE sponsors have had low turnout at Lightning and Thunderbolt and have cancelled their events, forfeiting deposits, rather than run them at substantial losses. Lightning and Thunderbolt have higher rental rates than other tracks in the area.

In reaction to the budget shortfalls and to improve the Club's DE program, Myles has attempted to increase the number of out-of-region advanced drivers and has permitted advanced drivers to attend for one, two or three days of a three-day event. Myles is considering other improvements in the DE program and is working with the Speed Council to prepare some proposals for 2010. The members of Speed Council are the Safety Chairs (Paul Walsack and Steve Meenan), DE Registrars (Kevin Douglas and Steve Kartischko), Chief Instructor (Jack Kramer) and Track Chairs (Myles Diamond and Mike Andrews). These proposals will play into the 2010 budget process which is starting this summer.

Steve McMorn reported on the forthcoming autocross events, including the need for additional volunteers to assist with timing at the Planes and Porsches charity autocross and the assistance the Club is obtaining from the Philadelphia Region of the SCCA. Steve also described some confusion in seeking a top line sponsor for that event, and several Board members volunteered to express the Club's regret to the Porsche dealer that was not able to sponsor the event. Steve reported on autocross course design issues and a request from CJ's Tires to cooperate on another charity autocross.

Steve and Chris Karras then described the provisions of an indemnity that the Philly SCCA requested as part of its technical support for the Planes and Porsche autocross, including the use of its timing equipment. The Philly SCCA requested an unqualified indemnity from the Club in addition to being named as a loss payee on the Club's insurance policy. Steve had sent a revision to the Philly SCCA's indemnity letter that would limit the indemnity to matters other than those arising from the Philly SCCA's gross negligence or willful misconduct. Because the Philly SCCA had not yet reacted to the proposed revision, Graham Knight moved that Steve be instructed to attempt to obtain that change but that Steve be authorized to execute the indemnity letter on behalf of the Club without the change if that proves necessary to satisfy the Philly SCCA. Francine Knochenhauer seconded the motion and it carried unanimously. (Knight, Asher, Karras, Dollery, Kocse, Sangiorgio, McMorn, Diamond, Herman, Knochenhauer and Majka in favor; no one opposed; no one abstained)

Chris Karras drew the Board's attention to the draft schedule of recurring events originally circulated to the Board in April. In particular, given the change in the Bylaws last year and the

shortening of Der Gasser's publication schedule, the Board must plan for two additional mailings to members, at least if there is a contest for one or more of the Board positions. The nominating committee, consisting of the President and the three most recent Past-Presidents (Graham Knight, Brian Minkin, Tom Zaffarano and Craig Rosenfeld), must announce at the August member meeting their recommendation of one person for each office. That meeting will occur on August 26, 2009, too late to be published in the September/October Der Gasser. Members may nominate candidates from the floor at the September member meeting (to be held this year on September 30). The list of candidates and a proxy for voting by mail must then be mailed to the members eligible to vote. The election will occur at the October member meeting (to be held this year on October 28). Notice of the election of the officers for 2010 must then be mailed to all members. Only Active and Family-Active members are entitled to vote.

Chris Karras then asked the Board to consider the revised Document Retention Policy previously distributed to the Board. In particular, there are six categories of documents that account for most of the documents produced by the Club. At the April 5, 2009, Board meeting there was consensus for how long documents in the six categories should be kept and there was also consensus for who should keep the documents in five of the categories:

1. Organizational documents. Permanently. Held by Secretary.
2. Tax records. 7 years. Held by Treasurer.
3. Board meeting materials. 3 years. Held by Secretary.
4. Bank records. 7 years. Held by Treasurer.
5. Contracts. Life plus 3 years. Held by Secretary.

The sixth category is:

6. Insurance certificates, event reports and waivers. 4 years and 1 month.

Graham Knight and Larry Herman volunteered to make a proposal for the management of these papers and their report was deferred to the next meeting.

Peter Majka reported on the preparation of the new web site. Some particularly thorny technical issues have arisen and Peter will seek the assistance of Kevin Douglas to tackle them.

Graham Knight reported on the lack of response to the advertising intended to attract a volunteer to assist with marketing the Club's various activities, but noted that he hoped to gain the informal assistance of a member experienced in marketing.


Marty Kocse reported on the member retention efforts and noted that there are currently 1,365 members (down slightly from a peak of 1,425 members).

Joe Asher reported that he is reducing the expenditures for food at member meetings. He also described several future social events that he is planning.

Steve Meenan is scheduled to host the next Board meeting in August at a time in the late afternoon to be determined.

The meeting adjourned at 4:25 PM EDT.

Submitted:

A handwritten signature in black ink, appearing to read "Chris Karras", written in a cursive style.

Christopher G. Karras  
Secretary