

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

Minutes of a Meeting of the Executive Board
Held
8 August 2009

A meeting of the Executive Board of Riesentöter Region, Porsche Club of America, Inc. commenced on Saturday, August 8, 2009, at 4:00 PM EDT at the home of Steve Meenan. The voting members present in person or by conference telephone were Graham Knight, Joe Asher, Chris Karras, Allison Dollery, Robin Zelinskie, Marty Kocse, Maureen Sangiorgio, Steve McMorn, Myles Diamond, Larry Herman and Francine Knochenhauer, constituting a quorum. The voting members absent were Peter Majka and Brian Minkin. Also present for all or part of the meeting were the following Appointed Officer members: Steve Meenan, Mike Andrews, John Heckman. Kevin Douglas and Steve Kartischko. Tom Zaffarano, the Zone 2 Rep and a past president, and Bodo Knochenhauer were also present by invitation of the Board.

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

Steve McMorn moved the adoption of the minutes of the Board Meetings held July 7 and 26, 2009, which had been distributed to the Board in advance of the meeting. Francine Knochenhauer seconded the motion and it carried unanimously. (Knight, Asher, Karras, Dollery, Zelinskie, Kocse, Sangiorgio, McMorn, Diamond, Herman and Knochenhauer in favor; no one opposed; no one abstained)

Graham Knight reviewed the materials requested by the Commonwealth of Pennsylvania in its investigative subpoena and noted that the Club's counsel, Creed Black, had obtained an extension of the return date to August 19, 2009. Graham and Allison Dollery have had a difficult time obtaining copies of the deposits from the Club's bank, but the material has almost all been collected and should be copied and ready for delivery to the Commonwealth, the Club's counsel and the Club's independent accounting firm by the end of next week. To save the Club money Graham is copying all the material at a local copy shop.

Robin Zelinskie inquired whether the Commonwealth's investigation would reduce the need for the Club to make its own investigation. Graham replied that it did not, and that the Club needed white collar criminal legal counsel to represent it in the Commonwealth's investigation even though the Club will cooperate fully with that investigation. Steve McMorn asked about the timing of the investigations and Graham expressed the hope that they could be completed by the time of the next Board elections. Graham reminded the Board that the Club's financial records must be validated by early October so that the Club's 2008 federal tax return on Form 990 may be filed by its October 15, 2009, deadline.

Robin asked if there was positive evidence of wrongdoing by the former treasurer. Graham replied that the records show that the former treasurer withdrew \$4,000 of the Club's funds in October 2008, paid back \$1,000 in December 2008 and paid back the \$3,000 balance after Graham pressed his request for access to the financial records. Allison Dollery noted that the Club's revenues from advertising for 2009 to date are about \$11,000 and that in years before 2008 the Club had similar revenues. In 2008, however, the Club booked about \$2,000 in advertising revenues. This raises the question of whether advertising revenues were diverted during 2008. The current financial investigation should cast some light on this matter. Allison also noted that she had with her the bank statements for June and July and any member of the Board was welcome to review them. Robin expressed the Board's appreciation of the substantial work Allison is putting into getting the Club's finances in order.

The Board discussed the financial results of the DE program and Der Gasser, and noted that many PCA regions are moving their publications on line exclusively to save the cost of printing and mailing.

Brian Minkin joined the meeting at about 4:20 PM EDT.

Chris Karras reviewed the timetable and procedure for election of the Board for 2010. Graham Knight listed the offices and the persons who have agreed to serve in them: for President, Graham Knight; for Vice President, Chris Karras; for Secretary, Steve McMorn; for Treasurer, Allison Dollery; for Social Chair, Robin Zelinskie; for Membership Chair, Marty Kocse; for Der Gasser Editor, Brian Minkin; for Autocross Chair, Ian Curtis; for Track Chair, Myles Diamond; for Tech Chair, Larry Herman; for Goodie Store Proprietor, Francine Knochenhauer; and for Web Master, Peter Majka.

Mike Andrews then confirmed that he intended to run for President. Steve McMorn asked Mike why he wanted to run now, and Mike explained that he had wanted to serve in that capacity for some time, that he had 17 years experience with the Club and there was a lot he could bring to the Club's management. There followed discussion of the current Board members' interest in serving in one or another capacity on the Board for 2010 if Graham or Mike were elected President. Chris Karras, Steve McMorn and Allison Dollery noted that they were running for office at the request of Graham and that they were not inclined to run for those offices on a slate headed by Mike. The Bylaws require the current (Graham Knight) and three former presidents (Craig Rosenfeld, Tom Zaffarano and Brian Minkin) to announce their recommendation for all offices at the August member meeting.

Myles Diamond reported on the recent and planned DE events, noting that The Glen was wet but financially successful with few incidents. The planned Summit Point DE needs 16 more drivers to break even and more instructors are needed because there is a wait list for Green and Blue students. Myles noted that the Black and Red groups will run together, providing more track time.

Myles also noted that he has discussed with Graham Knight a proposed policy for Board member discounts and expense reimbursement. Myles will discuss that with the Speed Council and report back to the Board. 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).

Steve McMorn described the Planes and Porsches AutoX fundraiser for ALS which raised about \$6,000 for the charity. Tom Zaffarano noted that it is a good practice if charitable contributions are collected in the form of checks payable to the charity so that the funds do not run through the Club's accounts, complicating any review of the Club's finances. Larry Herman and Steve discussed the possibility of purchasing timing equipment for autocross so that the Club would not need to rent it from the local SCCA region. Steve moved that the Club pay the 5% fee collected by motorsportreg.com for registration services so that 100% of the funds paid by the drivers would be donated to ALS. Allison Dollery seconded the motion and it carried unanimously. (Knight, Asher, Karras, Dollery, Zelinskie, Kocse, Sangiorgio, McMorn, Diamond, Herman, Knochenhauer and Minkin in favor; no one opposed; no one abstained)

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.

Larry Herman volunteered to retain the documents in the sixth category in a filing cabinet to be provided by the Club that he will locate in his garage.

Brian Minkin reported on the lack of progress in preparation of the new web site. Graham Knight expressed the view that it was time to outsource the development of the web site. Brian described the difficulty the Potomac Region has had with the software and updating procedures they recently introduced and that have been a model for the Club. Brian also encouraged the members of the Board to post information on their events to the separate Club forum web site.

Graham Knight reported that Dan Newton is a candidate to assist with marketing the Club's various activities. Graham will report further at a later date.

Francine Knochenhauer delivered to Allison Dollery \$146 cash revenues from sales of Goodie Store items at the Planes and Porsches autocross event.

Marty Kocse reported on the member retention efforts.

Joe Asher described several future social events that he is planning.

Chris Karras noted that the Bylaws specify that member meetings would occur on the last Wednesday of the month. Joe Asher reminded the Board that the September member meeting has been set for the 23rd instead of the 30th and the October member meeting has been set for the 25th instead of the 28th, and that these dates have appeared in Der Gasser and on the Club's web site for several months. Allison Dollery moved to confirm the member meeting dates as published in Der Gasser, Graham Knight seconded the motion and it carried unanimously. (Knight, Asher, Karras, Dollery, Zelinskie, Kocse, Sangiorgio, McMorn, Diamond, Herman, Knochenhauer and Minkin in favor; no one opposed; no one abstained)

Larry Herman is scheduled to host the next Board meeting in September at a time in the late afternoon to be determined.

The meeting adjourned at 6:00 PM EDT.

Submitted:

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

Christopher G. Karras
Secretary