

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

Minutes of a Meeting of the Executive Board
Held
14 November 2009

A meeting of the Executive Board of Riesentöter Region, Porsche Club of America, Inc. commenced on Saturday, November 14, 2009, at 3:00 PM EST at the home of Myles Diamond. 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. Brian Minkin joined the meeting at 3:15 PM EST and Peter Majka joined the meeting at 3:30 PM EST. No voting members absent. Also present for all or part of the meeting were the following Appointed Officer members: Paul Walsack and Mike Andrews. Rita Hancock, Dan Newton, Mark Reynolds and Tom Zaffarano were present at the invitation of the Board.

Graham Knight called the meeting to order and welcomed the members. Graham also thanked Robin Zelinskie and Maureen Sangiorgio, who will leave the Board on January 1, 2010, for their years of service and welcomed Rita Hancock and Dan Newton who will join the Board then.

Graham Knight moved the adoption of the minutes of the Board Meetings held October 9, 2009, which had been distributed to the Board in advance of the meeting. Joe Asher 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 noted that the results of the October election for the Board had been tabulated by Vu T. H. Nguyen, Executive Director of PCA National, and the results sent to Graham. Vu will send election materials to Bill and Debbie Cooper, Club Historians. Graham asked for the sense of the Board whether the vote counts should be released disclosed to the Board, released to the members or both. The sense of the Board was to continue with past practice and do neither.

Joe Asher reported on the Make-A-Wish fundraiser results. The Club raised about \$19,000 for the charity and, despite the rainy weather, many Club members reported that it was an excellent event. Noting that the Club has supported Make-A-Wish for a number of years, Chris Karras suggested that the Board consider a more formal process to select a principal charity for 2010 and noted that Mark Reynolds would be willing to participate in the selection process. Mark described a number of factors that he looks for in a charity before contributing personally to it and agreed to serve as a resource to the Board in selecting a charity for 2010. The Board asked Rita Hancock and Mark to work with others in the Club to recommend a charity that the Board might adopt for the Club in 2010. Mark and Rita agreed to do so, whereupon Mark left the meeting.

Graham Knight reviewed the status of the Club's response to the Commonwealth of Pennsylvania's investigative subpoena. Marty Kocse described an interview he had with the Commonwealth's investigator and noted that he was well prepared by the Club's counsel, Creed Black. Mike Andrews questioned whether further representation was necessary and Brian Minkin noted that the Club's insurance does not cover a matter such as this one. Graham described a request from Creed for an additional retainer of \$2,500. The Board encouraged Graham to negotiate a smaller retainer but recognized that continued legal representation was necessary. Accordingly, Robin Zelinskie moved that Graham be authorized to pay a retainer to Creed of up to \$2,500. Francine Knochenhauer seconded the motion and it carried unanimously. (Knight, Asher, Karras, Dollery, Zelinskie, Kocse, Sangiorgio, McMorn, Diamond, Herman, Knochenhauer, Majka and Minkin in favor; no one opposed; no one abstained)

Graham Knight asked Tom Zaffarano, the PCA Zone 2 Representative, to inquire of PCA National as to the status of Stephen F. Mankowski's membership in PCA, and Tom agreed to do so.

Robin Zelinskie updated the Board on the plans for the annual dinner and confirmed that the Club's subsidy for the dinner would not exceed \$2,500. Robin then inquired as to the sales tax status of the Club. Chris Karras noted, as had previously communicated to the Board by e-mail, that according to the records of the Commonwealth of Pennsylvania the Club is not exempt from paying Pennsylvania sales tax. Accordingly, the Board members purchasing goods and services subject to sales tax will pay that tax. Tom Zaffarano noted that at the time he served as President of the Club he had understood from Stephen F. Mankowski, the Club's Treasurer at the time, that the Club had sought and received an exemption form Pennsylvania sales tax.

Myles Diamond and Mike Andrews reported on plans for DEs for 2010. He listed the tentative dates and expressed the hope that the Shenandoah Circuit would be back on the April calendar for a Saturday and Sunday with Friday on Jefferson Circuit. He noted that opening registration for all DEs at the beginning of the season led to many more cancellations in 2009 and did not appear to advantage the Club. Accordingly, Myles intends to return to a rolling registration process for 2010. DE fees are expected to increase.

Steve McMorn reported on plans for AX for 2010. The program will use the same roadshow format for about six rounds and hold the premier Planes and Porsches fundraiser in June or July. Steve listed several other Club members who will assist him with various aspects of the AX program.

Allison Dollery reported on the Club's financial position and noted that she had brought the most recent bank statements and list of transactions with her for review by other Board members. Paul Walsack and Larry Herman volunteered to review them following the meeting.

Graham Knight proposed that the DE discount now available to Board members be limited. Currently all Board members, elected or appointed, are entitled to the discount at each Club DE that the instructors receive and, if a Board member does not use the discount his or her spouse may do so. Graham suggested limiting the discount to elected Board members (or spouses) who are not instructors. After substantial discussion, Graham deferred the proposal to the next meeting.

In view of the late hour, several items on the agenda were deferred until the January Board meeting. The Board did informally approve the suggestion by Chris Karras that Elizabeth Lyle, a long time member of the Club, be asked to recommend changes to the Club's Bylaws and policies. In addition, the Board approved spending \$20/month for up to five months to gain premium access to surveymonkey.com to conduct a second member survey.

The meeting adjourned at 5:15 PM EST.

Submitted:

A handwritten signature in black ink, appearing to read "Chris Karras", with a long horizontal flourish extending to the right.

Christopher G. Karras
Secretary