

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

Minutes of a Meeting of the Executive Board  
Held  
12 January 2014

A meeting of the Executive Board of Riesentöter Region, Porsche Club of America, Inc. was held on Sunday, January 14, 2014, at 6:00 PM EST at Shangrila, a restaurant in Devon, PA. The voting members present in person were David Newton, Chris Karras, Chris Barone, Marty Kocse, Paula Gavin, David Hathaway, Wendy Walton, David Nettleton and Joe Asher, constituting a quorum. The only voting member absent was Jeffrey Walton. Also present at the invitation of the Board were: Kris Haver, Dan Rufer, Mike McKeown, Rita Hancock, Margaret Nettleton, Yoyi Fernandez and Katherine Weber.

Wendy Walton called the meeting to order, welcomed the members and explained that Jeffrey Walton was ill and unable to attend the meeting.

Chris Karras proposed the appointment of the slate of Appointed Officers discussed by the Board at a previous meeting, and each of the following persons was unanimously appointed to the position set opposite his or her name:

Website Administrator—Jeffrey Walton  
RTR Marktplatz—Kris Haver  
Awards Chair—Kris Haver  
Forum Moderator—Brian Minkin  
Historians—Bill and Debbie Cooper  
Technical Chair—Larry Herman  
Co-Track Chair—Rick Owens  
Assistant Track Chair—Myles Diamond  
Chief Instructors—Steve Meenan and Brian Minkin  
Registrars—Adam Kocse and Kevin Douglas  
Safety Chairs—Steve Hoagland and Dan Rufer  
Charities Funding Chair—Yoyi Fernandez

Wendy noted that when the budget is addressed at the next Board meeting that Jeffrey Walton would propose allocating funds for the purchase of material promoting the Club. The Board discussed some of the materials that might be made available to prospective members through Porsche dealerships and otherwise. There was general agreement that a reasonable amount of the Club's money could be spent on more organized promotion of the Club.

Chris Barone moved the adoption of the minutes of the Board Meetings held October 30, 2013, and November 17, 2013, which had been distributed to the Board in advance of the meeting. David Hathaway seconded the motion and it carried unanimously.

Chris Karras collected signed certifications of the conflict of interest policy from David Newton, Chris Karras, Chris Barone, Marty Kocse, Paula Gavin, David Hathaway, Wendy Walton, David Nettleton, Joe Asher, Kris Haver, Dan Rufer and Yoyi Fernandez. Certifications remain due from Jeffrey Walton, Brian Minkin, Bill and Debbie Cooper, Larry Herman, Rick Owens, Myles Diamond, Steve Meenan, Adam Kocse, Kevin Douglas and Steve Hoagland.

Chris Karras lead a discussion of amendments to the Bylaws which had been distributed to the Board in advance of the meeting. Chris Karras noted that the Pennsylvania Nonprofit Corporation Law of 1988 had been amended by the legislature in the summer of 2013 to modernize a number of provisions. The changes include allowing notice of meetings to be given by electronic means, expressly allowing notice by e-mail for Board and member meetings. Under the law before the amendment, telegrams and telex could be used to give notice, but not e-mail. Discussion ensued in which the Board noted that having the option of giving notice by e-mail in addition to first-class mail could save the Club money. Chris Karras suggested that the Board consider action on the proposed amendments at the next meeting when Jeffrey Walton would be present, but the sense of the Board was that no further discussion was needed. Accordingly, David Nettleton moved that the Bylaws be amended as set forth on the marked copy of the Bylaws presented to the meeting. Wendy Walton seconded the motion and it carried unanimously, thereby meeting the required vote of two-thirds of the entire Board in order to amend the Bylaws.

Chris Karras noted that he had circulated to the Board a copy of the Expense Reimbursement and Discount Policy that is published on the Club's website. Although the document is marked as amended as of 31 December 2012, it has a draft date of 8/16/12. Chris Karras asked the Board to review the policy and determine whether it was accurate or required correction or update. It rapidly became clear in the meeting that the policy is not consistent with the current practice of the Club. Marty Kocse undertook to circulate to the Board proposed corrections and changes to the policy for the Board's review and consideration. The Board also discussed the advisability of having an expense reimbursement form for use in requesting and documenting reimbursements.

Chris Karras then requested that \$300 be allocated for the purchase of one year of premium access to the Survey Monkey website, a survey service to be used in obtaining the views and opinions of the Club's members. Chris Barone asked whether the free or lower cost Survey Monkey service would suffice and Chris Karras identified some of the differences. It has been more than five years since the Club last conducted a member survey and the cost of using Survey Monkey has increased. After discussion, Chris Karras moved the authorization of the funds, David Nettleton seconded the motion and it carried unanimously.

Chris Barone lead a discussion of the Club's finances shown on the statements previously delivered the Board. Overall the Club's financial performance for 2013 was relatively flat, leaving the Club in a strong financial position and able to meet its expected obligations. Chris Barone did note

that the 2013 Holiday Party was particularly popular, with 170 members and guests attending. This resulted in about \$4,000 more than budgeted Club-financed discounts for attendees and a 50% larger loss on the event than had been budgeted.

Chris Barone directed the Board's attention to the budget information he circulated to the Board previously for use as a template for creation of the 2014 Budget. Chris Barone asked that each Board member circulate in advance of the next Board meeting proposals for the budget so that he could compile them into a draft budget for discussion at the February meeting.

Marty Kocse reported that the DE schedule for 2014 has been posted on the website and he reviewed the tracks at which the Club will hold events. He then noted that plans are progressing to hold a PCA Club Race at Monticello on the weekend of October 11 and 12, which is the weekend before the Club's last DE to be held at Summit Point on the Main Circuit. The schedule offered by Monticello precludes offering a DE alongside of the club race so the Club's members who participate in DEs will not be faced with two events on successive weekends. Marty described the burden holding a club race will place on the Club's volunteer workers and the financial risk to the Club, but that there is solid support for sponsoring a race among the members of Speed Council. Joe Asher lead a discussion probing the cost and financial risk to the Club from sponsoring a club race and pressed for more details on the offer Monticello has made to the Club. Marty addressed each concern and invited Joe join Jeffrey Walton at the next Speed Council meeting at which the finance and staffing issues relating to a club race will be discussed.

Marty introduced Dan Rufer, a new Safety Chair, to the Board. Dan and Marty described the procedures used to track cash receipts at DE tech inspections sponsored by the Club and explained how they are accountable. Some continuing members of the Board noted that they had not previously been advised of these procedures. The entire Board thanked Dan and Marty for their explanation and expressed appreciation for the efforts to enforce accountability.

David Nettleton reported that the Club's Autocross schedule would be established after the Philadelphia Region of the SCCA sets its schedule. David asked for the Board's guidance in establishing a broader group to support AX along the lines of Speed Council. The Board encouraged David to obtain assistance in growing the AX program by involving more members in its planning and implementation.

Wendy Walton reported on the unprecedented large attendance at the Club's Holiday Party and noted that the same venue has been reserved for the party in 2014. She reported that the 50<sup>th</sup> anniversary of the 911 gathering at the Art Museum produced 53 coats for charity even though the weather was not cooperative. She noted that the Club will host the Zone 2 President's meeting in April and that other Board members are invited to attend some of the social activities. Wendy also reviewed the many social activities the Club has planned for 2014, including a possible multi-day trip to the Pittsburgh area.

David Newton reviewed planning for Board and member meetings for 2014, including an effort to build improved relations with the several Porsche dealers in the Club's geographic area.

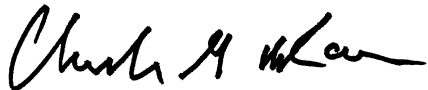
Dave Hathaway asked the Board for more content submissions to Der Gasser.

Paula Gavin reported that the Club's membership stood at 1,410. Kris Haver gave a brief report on awards and the difficulty of retrieving the physical awards from current recipients in time to present them to the next recipients.

In view of the length of the meeting and the lack of sufficient time for discussion of the several last items of the agenda, the Board instructed the Secretary to change the order of the next meeting so that the last will be first.

The meeting adjourned at 8:50 PM EST.

Submitted:

A handwritten signature in black ink, appearing to read "Chris G. Karras". The signature is fluid and cursive, with a large initial "C" and a long, sweeping tail.

Christopher G. Karras  
Secretary