

The regular meeting of the Florida Trail Riders Board of Directors was called to order at approximately 10:00 am on February 13, 2010 at the Hampton Inn in Ocala, Florida. The President determined a quorum was present. Roll call was as follows:

Present:

President	Allen Pearce
Vice President:	Jack Terrell
Secretary	Tiffany St. John
Treasurer	Jonny Simpkins
Enduro Chairman	George Tolson
Hare Scrambles Chairman	Joe Steidl
Motocross Chairman	Carol Preston
Area Director #1	Will Hardin
Area Director #2	Ragan Dickson
Area Director #3	Dylan Galbreath
Area Director #5	Sam Mento
Area Director #6	Kerri Chambers
Area Director #7	Daniel White
Area Director #8	Deborah Broderick
Area Director #9	Ford Snodgrass
Area Director #11	Ed Lukosavich
Area Director #13	Randy Rash

Absent:

Area Director #4	Brooks Tomblin
Area Director #10	Rick Bertine
Area Director #12	Frank Campbell

I. Reports of Officers and Committees

Jonny Simpkins presented a financial report detailing the balances of all accounts, as well as, comparing membership and race entries from 2007 to present. In addition, Jack Terrell presented cash flow and budget worksheets that the finance committee has compiled. The cash flow projections anticipate a \$30,931 cash shortage in July and a \$50,897 cash shortage in August. The budget worksheets show a \$32,498 loss in 2009 and (based on current levels of spending), project a 2010 deficit of either \$50,897 (if there is no decline of membership and head tax revenue) or \$77,343 (if membership and head tax revenue continues to decline at the annual rate we have experienced in each of the last 3 years).

George Tolson reported that Enduro series participation is down approximately 20% so far. Despite the slow start, several really good in-state races are coming up in the next few months.

Joe Steidl reported that there is a designated tech crew that has helped to add consistency to the tech inspection process. There is a proposal today for adding a 15th Benefit Hare Scramble to the schedule. Also, he would like to look into a summer fun run sometime in July. Both of these events would help to produce revenue for FTR.

Carol Preston reported that the Motocross numbers are down. They are competing with at least six other series in the state. The committee is working on streamlining classes and some innovative membership ideas to help boost participation.

Jack Terrell gave a brief overview of Land Use challenges facing FTR this year. FTR has retained the lobbyist services of the Peebles Group to represent us in Tallahassee before the Florida Legislature and various Executive Branch departments and divisions. The three major items to be pursued are:

- Enactment of legislation to uphold the legality of parental consent on minor releases
- Amendment of T. Mark Schmidt OHV Safety & Recreation Act to establish separate, protected OHV Trust Fund
- Removal of the \$484,148 recurring charge being made by the Division of Forestry against revenue generated by issuance of OHV titles

II. Unfinished Business

Jack Terrell made a motion to accept a proposal that addressed numerous parts of the Constitution. The motion was seconded. During discussion, suggestions were made to change the motion. After these changes were discussed, Jack Terrell made a motion to withdraw the original motion. This motion was seconded and discussed. The motion to withdraw passed 15 to 0.

Jack Terrell made a motion to accept the following Constitutional change as previously discussed:

Chapter I, Constitution of the Florida Trail Riders

Page 1, Article IV

Immediately following "The duties of the President shall be:" insert the following new bullet points:

- To act as the Chief Executive Officer (CEO) of the organization

Chapter I, Constitution of the Florida Trail Riders

Page 1, Article VII

Immediately following "The duties of the Treasurer shall be:" insert the following two new bullet points:

- To act as the Chief Financial Officer (CFO) of the organization
- To act as Finance Committee Chairman

Chapter I, Constitution of the Florida Trail Riders

Page 1, Article VII

At the end of Article VII, insert the following new paragraph: If the organization assigns any functions of the Treasurer to any employee, contractor or company, it does not relieve the Treasurer of his/her CFO responsibilities, nor does it limit the Treasurer's immediate and total access to all financial records of the organization.

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article X, second paragraph

Delete "All Executive Committee Meetings will be called by the President or any five of the eight members."

Replace with "Executive Committee meetings may be called by the President or any three of the seven members."

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article X, third paragraph

Delete "There will be a minimum of two Board of Directors meetings each year. Additional meetings may be called by the Executive Committee or 50 percent of the Board of Directors."

Replace with "There will be a minimum of three Board of Directors meetings each year with one to be held in the fourth quarter of the calendar year. Additional meetings may be called by a majority vote of the Executive Committee or by 50 percent of the Geographic Area Directors. Unfilled positions will not be counted in determining the 50 percent requirement."

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article X, fourth paragraph, fourth sentence

Delete "Teleconferencing may be used for official meetings, provided all other meeting requirements are met, except for the General Membership, Board of Directors and Competition Committee meetings."

Replace with "Teleconferencing or internet-based electronic conferencing may be used for official meetings, provided all other meeting requirements are met, except for the General Membership and Competition Committee meetings. If teleconferencing or internet-based electronic conferencing is used for special meetings of the Board of Directors related to budget revisions and/or expenditures in excess of \$25,000 (in addition to the two regularly scheduled meetings of the Board of Directors), a notice of the meeting time and date, an agenda and detailed descriptions of all proposal to be addressed shall be sent electronically to all Board of Directors members, and this information must also be posted in a highly visible manner on the first page of the FTR website. This electronic notice to all Board of Directors members and posting on the FTR website shall be provided at least 72 hours prior to meeting."

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article XI

Add a second paragraph that reads "The Executive Committee shall prepare a detailed annual budget and submit it to the Board of Directors for review and approval. If significant changes are required by unforeseen financial conditions after the budget is approved, the Executive Committee shall submit a revised budget to the Board of Directors for review and approval."

Add a third paragraph that reads: All expenditures in excess of \$3000 from any FTR account must be in accordance with the approved FTR budget and must be approved in writing by the President and Treasurer or a majority vote of the Executive Committee. All expenditures in excess of \$10,000 from any FTR account must be in accordance with the approved FTR budget, must be approved in writing by the President and Treasurer, and must be approved by a recorded majority vote of the Executive Committee. In addition, all expenditures or obligations in excess of \$25,000 must be approved in advance by a majority vote of the Board of Directors."

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article XII

Delete "The Board of Directors shall consist of the Executive Committee and the Geographical Area Directors. The duties of the Board of Directors will be to act as specified in the FTR CONSTITUTION."

Replace with:

The Board of Directors shall consist of the Executive Committee and the Geographical Area Directors.

The duties of the Board of Directors shall be:

- To annually review all dues, sanction fees, head taxes and other fees and assessments.
- To approve all dues, sanction fees, head taxes and other fees and assessments. Any dues, sanction fees, head taxes or other fees and assessments approved for a specific purpose by the Board of Directors shall be accounted for in a specific account identified by its purpose, and may not be spent for other purposes without the approval of the Board of Directors.
- To review and approve an annual budget prepared by the Executive Committee.
- To review and approve annually all employee and independent contractor compensation packages and contracts.
- To review and approve all contracts with any outside contractor, company or organization if the contract is for more than six months or obligates FTR to a financial obligation in excess of \$25,000.
- To act as specified elsewhere in the FTR Constitution.

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article XIV

Change "Article XIV" to read "Article XIV Committees"

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article XIV

Change "I. Competition Committees" to read "1. Competition Committees"

Chapter I, Constitution of the Florida Trail Riders

Page 4, Article XIV

Change "II. Legislative Committee (Vice President)" to read "2. Legislative Committee (Vice President)"

Chapter I, Constitution of the Florida Trail Riders

Page 4, Article XIV

Change "III. Public Relations Committee (Vice President)" to read "3. Public Relations Committee (Vice President)"

Chapter I, Constitution of the Florida Trail Riders

Page 4, Article XIV

Change "IV. Land Use Committee (Vice President)" to read "4. Land Use Committee (Vice President)"

Chapter I, Constitution of the Florida Trail Riders

Page 4, Article XIV

Change "V. Members Relation Committee (FTR Secretary)" to read "5. Members Relation Committee (Secretary)"

Chapter I, Constitution of the Florida Trail Riders

Page 4, Article XIV

In subparagraph B under the Public Relations Committee, Land Use Committee, and Members Relations Committee, change "Same as II B." to read "Same as 2 B above."

Chapter I, Constitution of the Florida Trail Riders

Page 4, Article XIV

Add at the end of this Article:

5. Finance Committee (Treasurer)

A. Responsibility: To review all aspects of the financial management and financial condition of the organization, and make financial recommendations to the Executive Committee and the Board of Directors.

B. Meetings: Same as 2B above.

C. The committee shall be chaired by the Treasurer. One member will be appointed by the Executive Committee, one member will be appointed by the Board of Directors, and additional members may be appointed by the Committee Chairman. Members of the committee will be appointed annually.

The motion was seconded and passed unanimously.

Ford Snodgrass moved we adjourn for lunch at 12:20 PM. The motion was seconded and passed.

The President called the meeting to order and determined a quorum was present at 1:30 PM.

III. New Business

Gary Wyatt made a motion to accept the following Constitutional change:

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article XI

Delete "The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, Enduro Committee Chairman, Hare Scrambles Committee Chairman and Motocross Committee Chairman. Duties of the Executive Committee will be to appoint Committee Chairmen and Rider Representatives and to act as a governing body for FTR on all routine and emergency matters not otherwise covered in the FTR CONSTITUTION.

Replace with "The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, Enduro Committee Chairman, Hare Scrambles Committee Chairman and Motocross Committee Chairman. Duties of the Executive Committee will be to appoint Rider Representatives and to act as a governing body for FTR on all routine and emergency matters not otherwise covered in the FTR CONSTITUTION.

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article XIV, I. Competition Committees, B. Members: The committee will be composed of the following with each member having one vote:

Delete "1. Chairman Appointed by Executive Committee"

Replace with "1. Chairman, elected by the competition committee of those seeking the job representing the committee they will serve. The election will be held at the last competition meeting of the year and the chairman will take office at the beginning of the next competition year."

The motion was seconded and discussed. The motion passed 10 For and 4 Against.

Gary Wyatt made a motion to accept the following Rule change:

Chapter III, General Rules

Page 10, J. Fees

Add "#6. FTR shall use monies from the Land Use Fund, to reimburse the promoting FTR clubs, for the required insurance fees imposed by St. John's River Water Management, during all listed enduro related permit dates." The motion was seconded and discussed. The motion was amended to read as follows:

Add "#6. FTR may use monies from the Land Use Fund, to reimburse the promoting FTR clubs, for the required insurance fees imposed by St. John's River Water Management District, for permitted work days (not to exceed four days)." Ed Lukosavich made a motion to accept the amendments. The motion was seconded and passed unanimously. Gary Wyatt made a motion to accept the proposal with the amendments. The motion was seconded and passed unanimously.

Deborah Broderick made a motion to accept a Constitutional change adding an exception to the voting rights of contractual employees. The motion was seconded and discussed. After discussion, Deborah Broderick made a motion to withdraw the original motion. The motion to withdraw the original motion was seconded and passed unanimously.

As a result of the previous discussion, Daniel White made a motion to accept the following Constitutional change:

Chapter I, Constitution of the Florida Trail Riders

Page 1, Article II

Following sentence three, add "Members in paid positions may not vote on matters that they stand to gain financially for a business, self or related family member."

The motion was seconded and passed unanimously.

Deborah Broderick made a motion to accept the following Constitutional change:

Chapter I, Constitution of the Florida Trail Riders

Page 1, Article IX, third paragraph

Delete "An Election Committee of four persons will be appointed to oversee the election process and to announce the winning candidates."

Replace with "An Election Committee of four persons will be appointed yearly to oversee the election process and to announce the winning candidates. This committee shall be established no later than September 31, with members of the committee announced on the web site and in magazine for voting members to contact if necessary. The committee will hold a meeting, with meeting minutes recorded, no later than October 10 to get organized and begin to monitor the election."

The motion was seconded and discussed. The motion was amended to read as follows:

Delete "An Election Committee of four persons will be appointed to oversee the election process and to announce the winning candidates."

Replace with "An Election Committee of four persons will be appointed annually to oversee the election process and to announce the winning candidates. This committee shall be established no later than October 5, with members of the committee announced on the web site and in magazine for voting members to contact if necessary. The committee will hold a meeting, with meeting minutes recorded, no later than October 15 to get organized and begin to monitor the election."

Will Hardin made a motion to accept the amendments. The motion was seconded and passed unanimously. Deborah Broderick made a motion to accept the proposal with the amendments. The motion was seconded and passed unanimously.

Deborah Broderick made a motion to accept the following Constitutional change:

Chapter 1, Constitution of the Florida Trail Riders

Page 2, Article IX, #3

Delete "Only members in good standing as of the election month will be allowed to vote."

Replace with "Only members in good standing as of the election month will be allowed to cast one single vote.

Those with more than one vote cast or with ballots that are not legible or properly filled out will have all votes discarded and not counted in the election."

The motion was seconded and passed unanimously.

Deborah Broderick made a motion to accept the following Constitutional change:

Chapter 1, Constitution of the Florida Trail Riders

Page 5, Article XV – Bylaws, III. Dues Sanction Fees and Head Tax

Add "E. When benefit runs are scheduled, the proceeds will be deposited into the established Land Use Fund, unless for some unforeseen circumstances experienced by FTR that has put FTR in a serious emergency financial situation, as deemed necessary by a majority vote of the Board of Directors, the proceeds can be used for the purposes agreed to by the majority vote of the Board of Directors."

The motion was seconded. The motion failed 0 For and 16 Against.

Deborah Broderick made a motion to accept the following Constitutional change:

Chapter 1, Constitution of the Florida Trail Riders

Page 5, Article XV – Bylaws, IV. Expulsion

Delete "B. Charges must first be made in writing and the accused member be given a hearing before the Executive Committee."

Replace with "B. Charges must first be made in writing and the accused member be given a hearing before the Board of Directors."

Delete "C. A two-thirds vote of the entire Executive Committee will be required for expulsion."

Replace with "C. A two-thirds vote of the entire Board of Directors will be required for expulsion."

The motion was seconded. The motion failed 1 For and 15 Against.

Deborah Broderick made a motion to accept the following Constitutional change:

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article XII

Delete "The Board of Directors shall consist of the Executive Committee and the Geographical Area Directors."

Replace with "The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and the Geographical Area Directors."

The motion was seconded and discussed. After the discussion, Deborah Broderick made a motion to table the motion. The motion was seconded. The motion to table passed 9 For and 7 Against.

Allen Pearce made a motion to accept the following Constitutional change:

Chapter I, Constitution of the Florida Trail Riders

Page 3, Article XIV, I. Competition Committees, E. Sanctions, 1.

after the following sentence "There shall not be more than 12 Enduros, 14 Hare Scrambles and 14 Motocross events per year sanctioned by FTR."

Add "The Hare Scrambles events sanctioned per year may be increased to 15 if the profits from at least one of the events are for the sole benefit of FTR and it is sponsored by FTR. The addition of a 15th event may only be done by the Board of Directors at the General FTR Sanction Meeting."

The motion was seconded and passed unanimously.

Joe Steidl made a motion to accept the following Constitutional change:

Chapter I, Constitution of the Florida Trail Riders

Page 2, Article IX, 2.

Add after the final sentence "No one, excepting the Election Committee, shall at any time have possession of another member's ballot, and ballots must be individually postmarked."

The motion was seconded. The motion failed 4 For and 11 Against.

Joe Steidl made a motion to accept a proposal to re-define the Treasurer's responsibilities. The motion was not seconded.

Carol Preston made a motion to accept the following Constitutional change:

Chapter I, Constitution of the Florida Trail Riders

Page 1, Article III

Delete "The Officers of the organization shall be: President, Vice President, Treasurer, Secretary, Geographic Area Directors."

Replace with "The Officers of the Organization shall be: President, Vice President, Treasurer, Secretary, Enduro Chairman, Hare Scramble Chairman, Motocross Chairman."

The motion was seconded and discussed. The motion was amended to read:

Delete "The Officers of the organization shall be, President, Vice President, Treasurer, Secretary, Geographic Area Directors."

Replace with "The Officers of the Organization shall be, President, Vice President, Treasurer, and Secretary."

Allen Pearce made a motion to accept the amendment. The motion was seconded and passed 15 For and 0 Against. Carol Preston made a motion to accept the proposal with amendments. The motion was seconded and passed unanimously.

Allen Pearce opened up a discussion topic regarding the FTR financial situation. He suggested that a possible solution would be a reduction in the adult membership fee from \$50 to \$25, a reduction in the juvenile membership fee from \$25 to \$15, and an increase in the hare scrambles head tax from \$8 to \$15 per rider. The discussion that followed indicated that the majority of Board members wanted the Executive Committee to focus on reducing overhead and costs, not raising head taxes. Board members made suggestions as to various ways to cut costs and increase revenues. Jonny Simpkins presented a proposed budget to aid in this discussion. Also, Jack Terrell referred to the cash flow and budget worksheets presented during the Treasurer's Report for additional information. Based on these figures, a \$50,000 deficit is projected this year. The Board of Directors recommended to the Executive Committee the following steps to offset the deficit:

- Reduce the Executive Director's pay by the \$18,000 for the magazine.
- Switch the magazine to 6 printed issues per year saving approximately \$15,000.
- Reduce all paid employee salaries by 10% saving approximately \$1,200.
- Cancel the life insurance policy for the Executive Director saving approximately \$1,000.

The Board of Directors recommends that the Executive Committee find an additional \$15,000 in cuts. The proposed budget has not been approved yet but does give the Executive Committee a starting point. Will Hardin made a motion to increase the membership fees by \$10.00. The motion was seconded and discussed. The motion failed 1 For and 14 Against.

Deborah Broderick opened up a discussion about approving the meeting minutes. The minutes of the previous Board of Directors meeting on October 3, 2009 were published prior to being approved. Objections were made by several Board members that comments included in the minutes during the budget discussion did not fairly represent the entire discussion. Minutes from Board meetings have not been approved prior to publication in many years. Allen Pearce suggested that the minutes be emailed to all Board members for review prior to publication so that any corrections can be made in a timely manner. Deborah Broderick made a motion to approve the minutes from the October 3, 2009 meeting. The motion was seconded and discussed. The motion passed 9 For and 5 Against.

Ragan Dickson moved that we adjourn. The motion was seconded and passed unanimously. The meeting was adjourned at 6:30 PM.

Tiffany St. John,
Secretary,
Florida Trail Riders