

Minutes, Board of Directors, Palo Alto Golf Club, March 3, 2011

Attendees: Craig Allen, Jim Breedlove, Chuck Cali, Bill Dolan, John Frykland, Mike Matkowski, Jim Mayer, Dave Razzari, Jeff Segol, Lou Sehl (arrived at 6:55).

Absent: Larry Bazinett, Rich Bin

The meeting was called to order by President Matkowski at 6:30 PM.

Approval of February meeting minutes carried to April meeting.

President's Report— President Matkowski noted that the NCGA is hosting several meetings for club representatives, which include a meeting session and golf. We can send up to four representatives. President Matkowski, Director Mayer and Director Allen indicated they would probably attend. President Matkowski requested any other directors interested to contact him, and referred them to a link on the NCGA website to sign up for this event.

Vice President's Report: Vice President Razzari said the preliminary budget for the Invitational was to spend \$1,500, which would be used to make carts available for all teams that want them. He reported that the Bay Café had generously agreed to charge only \$15 per person for the lunch, including tip, and including a beer for all participants. This cost will be included in the entry fee, which will again be less than \$200 per team.

Club Professional's Report: No update due to Mr. Bin's absence.

Secretary's Report: Nothing new to report.

Treasurer's Report: Treasurer Cali reported that the club appears to be on budget, and that the account is balanced, with a current cash balance of \$34,252.31. He noted that the Invitational cost of \$1,500 has been added to the budget. President Matkowski asked if Treasurer Cali believed the club's finances were sufficiently stable to reinstitute, for this year, the practice of paying for directors' green fees in the upcoming Directors' Cup. Treasurer Cali said he believed the club's finances to be sufficiently stable. Therefore, President Matkowski moved, and Treasurer Cali seconded, that directors' green fees in the Directors' Cup be paid for by the club, for this year only. The motion passed on a vote of 5-1, Director Breedlove dissenting.

Tournament Chairman's Report: TC's Mayer and Allen reported. There were 48 players signed up for the recently-completed NCGA four-ball qualifier. Three teams qualified, one of which was two new members. One of the three teams ended up having to drop out due to a scheduling conflict, and the next alternate team went in their place, per the previous policy established by the Board. The two-man Zone Qualifier is this Saturday, followed by the Los Lagos tournament, for which players are still needed.

Under his report, Director Allen also raised a separate issue, regarding the club's donations to junior golf. He reported that Bob Hoover, who previously had operated a junior golf program in East Palo Alto, is back in town, and is planning to restart the program. He estimates costs for the program at about \$800 per month, and has obtained pledges from about 20 individuals to cover

about half the cost. He also has gotten a non-profit group in East Palo Alto to pay for the program's insurance. Right now there are about 10 kids enrolled. Director noted that local resident Kay Cockerill, a former LPGA player, is also working with this program.

Membership Chairman's and Membership Coordinator's Report: Chairman Bazinett was absent. Coordinator Frykland reported that the club currently has 332 paid members and 368 total members.

The PAGC.org domain was renewed for 5 years at a cost of \$45 (the anticipated cost was \$115).

Facebook page: Need 25 people to like it. So far have 14-15. The president and the membership coordinator are page administrators

Handicap Chairman's Report: Nothing new to report. Chairman Segol will be absent for the April meeting (at the Masters).

Director Breedlove's Report: Nothing new to report.

Director Dolan's Report: Nothing new to report.

Old Business: None discussed.

New Business: Chairman Allen reported passing the test for the USGA Rules School.

President Matkowski proposed 3 bylaw amendments and Director Allen proposed a fourth:

1) Shortening Director terms to 2 years. This was rejected due to issues recruiting new directors.

2) Eliminate the ex officio member specified in Article 4 Section 2. If a member is president in the third year of his term he is currently required to serve a 4th term as a voting member of the BOD. The intention is to provide continuity and history for the BOD. Director Segol made a motion to present this change to the membership at the annual meeting. Director Dolan seconded the motion and it passed in a 6-1 vote.

3) Lower the quorum requirement from 10% of members in good standing or 40 members, whichever is lower to 5% of members in good standing or 20 members, whichever is lower. Director Allen and Director Dolan all indicated a preference to keep the current definition of a quorum due to concerns over too small of a group being allowed to change the bylaws. Director Segol agreed with lowering the quorum requirement. He argued that we have not been able to meet the quorum requirement for several years (Director Bazinett has documents from last year's annual meeting) and that the lower numbers would still require more than the BOD to make a bylaw change. Director Dolan responded with a compromise motion to offer membership to consider: 10% of members in good standing or 30 members whichever is lower. Director Segol seconded the motion and it was approved by unanimous vote.

A discussion of the definition of members in good standing followed the vote. The bylaws currently do not define members in good standing. Total membership includes regular (full fees), senior (reduced fees), honorary (no fees) and junior members (reduced fees). Director

Segol moved to define members in good standing as all regular, senior and honorary members. Director Sehl seconded the motion and it passed in a 6-1 vote. The clarification will be presented to the members at the annual meeting.

4) Eliminate the requirement for 2 signatures on all checks for more practical means of control of spending club funds. Bookkeeping is already done on QuickBooks and most bills are paid on line. The bylaws call for an audit committee. President Matkowski appointed Directors Cali, Allen and Segol as the audit committee.

Treasurer Cali indicated that he would embrace more effective oversight. He suggested that the BOD consider moving to accounting software “on the cloud” with the treasurer having read/write access and 1-2 other BOD members having read only access for oversight. A motion was made and seconded for the audit committee to meet and follow with a recommendation to the BOD. A solution could be adopted by BOD policy and if it works be presented to membership as a bylaw change in 2012. The motion was approved by unanimous vote.

Meeting Adjournment: The meeting adjourned at approximately 7:48 PM

Attachments: