

Minutes of First Annual Board Meeting of CCSF
October 20, 2007
Dana Point, California

On October 20, 2007 the Annual Board Meeting of CCSF came to order at 10:45 am Board members present were Linda Bamford, Forrest Nelson, David Clark, Don Van Cleve, Paula Selby. Absent: John York, Carol Sing.

References to board members in the minutes are by initials LB, FN, DC, DV, PS, JY, CS respectively.

I. Corporate Structure, Guidelines & Bylaws

1. Motion to select Michael DiSabatino as CPA and Registered Agent for the Calendar Year of 2007 and 2008 for CCSF was moved by LB, Second, DV, Vote Unanimous
2. It was pointed out by LB that our By-Laws legally require us to list our “purpose”. It was suggested by DC that we use the wording on our webpage. Motion was made to approve the statement, DC, Second, LB, Vote, Unanimous
3. The purpose for which this corporation has been organized are as follows:
 1. To promote interest in Catalina Channel Swimming.
 2. To furnish information to and advise those intending to make the swim
 3. To promote the safety and welfare of the swimmer.
 4. To observe and authenticate persons who swim the Catalina Channel.
 5. 5 To gather and preserve historical Catalina Channel Swimming data.
4. Current By-Laws also state meeting are to be conducted with the following format.
 1. Roll Call
 2. Reading of preceding minutes
 3. Report of committees
 4. Report of officers
 5. Old and unfinished business
 6. New business
 7. Good and welfare
 8. Adjournment

II. Corporate Operations & Membership

1. Linda Bamford suggested that discussion proceed to Corporate Operations and Membership of CCSF. Questions posed were:
 - a. Who are “members”?
 - i. What is the role of “members”
 - ii. Who are the “voting members”

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- iii. LifeTime members only ?
 - iv. Only Participating LifeTime members?
 - b. Do “members” elect Board or does the Board elect the Board
2. Linda pointed out that membership of CCSF and any decisions the Board makes in this area may be our most important decision because it may not be easy to change it. A discussion and selective membership strategy will be necessary to create a strong and protected CCSF for not only our daily operations but also the long term success and survival of CCSF. Discussions, proposals, voting will occur at a later date.
3. Regarding current membership DC said he has an electronic spreadsheet version of the CCSF roster. He pointed out that the English CSF, after which CCSF was patterned, has eliminated lifetime members. The question of long term members with no involvement and right to vote was discussed. Membership usually consists only of those who have swum in a given year plus life members.
4. The CCSF fee structure was reviewed. Currently membership dues are \$10 per year and \$100 per year for lifetime membership. The fees have been the same since the early 1980s. New corporate expenses and structure will surely require additional funds. Fee increases were considered, no action taken. The idea of fee increases will be reviewed at our January 2008 Board Meeting.
5. DC expressed the concern that the board’s formative decisions under the new corporate entity should create an organization that serves swimmers, perpetuates the traditions of the Federation and is durable in the long term beyond the service of this Board and the current membership. Action on other items in this section may be taken at January meeting.

III. Corporate Operations – Board of Directors

1. Motion for the Board to elect Board members for a term of one year was made by LB, Second DC, vote unanimous.
2. Resignation of a Board member must be in writing and is immediate. It does not require Board approval.
3. On the issue of quorum DC moved that 2/3 of the board should be required. Second, PS, Vote, unanimous.

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4. Adjournment of the Annual Board Meeting by a lesser number of board members for a period of not more than eight weeks was moved by LB, Second DC, Vote unanimous. This allows the Annual Board Meeting to be held up to 4 weeks earlier or 4 weeks later than the stated date of the CCSF By-laws.
5. DC moved “Special Meetings” should require simple majority. Second FN. Vote unanimous.
6. Members’ terms in office was voted to be 1 year.
7. Discussion of logistics of future meetings, travel time, expenses, attention span (at banquet) resulted in the following motion by LB, seconded by DC:
8. Board meeting shall be held approximately 30 days prior to banquet, and the general meeting is held at banquet. Vote unanimous.

IV. Officers Duties and Responsibilities

The guidelines of Officer Responsibilities were discussed and are posted below.

1. Secretary Duties and Responsibilities:

- a. Maintenance of roster and mailing lists.
- b. Document minutes of CCSF meeting, provide a copy of the Minutes for approval by Board
- c. Send the final approved copy to the CCSF Registered Agent Michael DiSabatino CPA.

2. Treasurer Duties and Responsibilities:

Note: Currently there is a debit card for both the President & the Treasurer for the Operating Account. The idea of having both an Operating Account and a separate Money Market account were discussed. The idea of having different Board members sign on each account was discussed and will be revisited during our January 2008 meeting.

LB moved to change the By-laws to change the requirement of the necessity of a countersignature by the President on monetary disbursement is replace with “approval by 4 Board members” Motion was seconded PS: vote unanimous.

LB moved last three items of the recommendations Second DC, vote unanimous.

- a. Financial documents will be maintained by the Treasurer.

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- b. Bank Statements for the Operating Account will be e-mailed to Board members on a monthly basis.
 - c. Quarterly P&L to be sent to the CCSF CPA
 - d. Treasurer is authorized to spend up to \$100 without approval.
 - e. Treasure must seek approval from a simple majority of board member for any amount \$100 or more.
3. **Public Relations Officer:** Media and Membership Relations: Newsletter for synergistic support; getting and keeping members more involved. Focus on frequency rather than a format of massive info. The following format was discussed and tabled for further consideration.

Newsletter Format & Distribution - Logo on top – Any request –Swim Story - Link to purchase products on the bottom / 3-4 paragraphs every other month.

- a. January – Happy New Year ; Dues
- b. March – New Season Approaches ; Training Schedule
- c. May – New Season ; Request for Volunteers
- d. July – Number of Scheduled Swims
- e. September –wrap up with number of completed swims ; Announce Banquet
- f. October – Banquet Flyer
- g. November – Thanks for the great season ; a few pics from the Banquet

V. CCSF Positions of Responsibility

1. Webmaster
 - a. The subject of swimmer paperwork was referenced specifically to Margaret's need for authoritative information for the web site such as:
 - b. Name of swimmer as swimmer wants it to appear;
 - c. Date swim finished (usually different from date begun);
 - d. Logs are currently received by Carol Sing, any outstanding should be sent.
 - e. Board members were encouraged to provide any outstanding information and documents.

VI. Future Business Concerns & January Agenda

1. Safety & Liability
 - a. Discussion of concerns to be addressed at the next Board Meeting:
 - i. Should CCSF Require Kayakers?
 - ii. General safety issue and procedures
 - iii. Possibility of increased liability for the presumed proficiency of any CCSF required support personnel

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- iv. Keeping the liability with the Boat Captain and Crew
 - v. Swimmer approval process
 - vi. Sealed medical history
 - vii. Info package to swimmer after approval
- 2. Discuss the variety of past successful swim formats
- 3. CCSF Fees & Dues
 - a. Membership dues, swim fees and corporate income were considered. Swim fees have remained the same since 1981 at \$100 for a solo single lap swim and \$150 for a relay. Membership dues have likewise not been increased from the \$10/\$100 year/life rates. There was general agreement that it is time for increases in all of these fees, but that further examination of CCSF's cost structure is needed before any commitment to specific increases. DC moved to table subject to cost structure specifics. Second FN, vote unanimous.
- 4. Date of the next Board Meeting:
 - a. The date for a meeting in January or February was discussed. The Saturdays of Jan 19 and 26 were considered and the 19th chosen. Moved DV, Second DC, vote unanimous.
- 5. On the subject of Board Directors Insurance LB moved that board of directors insurance be tabled for discussion at a future meeting. Second DC, vote unanimous.
- 6. Items such as liability connected to required Kayakers, Procedure Manual and other matters not previously tabled by vote were tabled by a motion proposed by DV, second PS, vote unanimous

VII. CCSF Operational Expenses:

- 1. Expenses incurred by observers were discussed. PS noted that these include not only automotive expense and food but vacation days off work used.
 - a. LB moved 'Mileage to Observers' be paid based on the Observer submitting a MapQuest report to the Treasurer detailing mileage from their home to launch for reimbursement based on current IRS guidelines. second FN, vote unanimous.
- 2. Expenses of the Board Members for required Events.
 - a. The Board will receive reimbursement for the expenses to attend required Board of Directors meetings by submitting a MapQuest report to the Treasurer. The Board of Directors will be the guest of CCSF at the

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Annual Banquet and will receive a free ticket to attend. Restaurant meals during scheduled Board meetings will be paid by CCSF. The Board will not receive any compensation for their position on the Board or for time contributed to the operation of CCSF. Moved LB, second DC, vote unanimous.

2. Board members should submit their request for reimbursement for mileage to the current meeting to Carol supported with a MapQuest report for filing purposes.

VIII. Treasurer's Report:

1. The Treasurer's Report was given by Linda Bamford in the absence of Carol Sing.
 - a) Please send any application, forms or money to Carol.
 - b) She has outstanding personal checks for relays she would like to deposit.
 - c) Current Bank Balance is: \$909.00 combo of swim fees & banquet fees.
 - d) 9 Reservations for Banquet.
 - e) Paid \$400 deposit towards medals.
 - f) Ordered 100 full size medals & 100 relay medals.
 - g) Total cost \$1,353.13.
2. Noted: Forrest sent a relay medal for a reproduction sample for this year's banquet and Carol supplied a solo medal.

XI. CCSF Annual Banquet

1. Logistics of MC function at the Banquet, and medal distribution considered.
2. Café Press items and procedure for CCSF revenue from orders were described by PS. (Comments needed on specific product preferences discussed)?
3. It was noted that both DC and DV would be absent from the banquet.
4. After discussion of the esthetics and reproduction values of the CCSF logo appearing as an attachment to the agenda of the meeting it was moved by DC that the circle logo, or "wings" logo with the circle be used in CCSF publications and on awards. Second, LB, vote unanimous.

X. Meeting Adjourned

FN moved to adjourn, second DV, vote unanimous. Adjourned 2:48 PM.

XI. Addendum to the 2007 Annual Board Meeting.

On October 30, 2007, John York agreed to be Vice President of CCSF.

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SPECIAL MEETING

During a temporary adjournment of the Board meeting from 1:25 to 1:34 PM a special meeting was convened to arrange for the JY award details in time for the banquet. Adjournment, opening of new meeting, adjournment of that meeting and reopening of the Board meeting were accomplished by motions, LB; seconds FN and DC. Details of special meeting and award appear at the end of these minutes.

An award in John York's name, with JY as first recipient was discussed. It was agreed that the award should not be required to be given annually but given only for outstanding contributions to CCSF and achievements in the world of channel swimming.

In the special meeting the following wording was agreed upon for an award in John York's name, to be awarded this year at the banquet to John York. The format of the award and its supervision by PS was also agreed.

The John B. York Award
Presented to John B. York

In appreciation for your exceptional dedication and contributions to the Catalina Channel
Swim Federation

Date:

The required motion to authorize an expense for the award in an amount greater than \$100 was made by DC, second DV, vote unanimous.

The circle logo, or "wings" logo for the award in the clear glass format that had been decided upon was moved by DC, second LB, vote unanimous.

Special meeting was adjourned at 1:34 PM.

Respectfully submitted,

Donald R. Van Cleve, Jr.
Secretary, CCSF