

**Minutes of TCUC Board of Directors Meeting**  
**Saturday, October 2, 2016**  
**1:00-3:00pm at the Koehler's house**

**Those in attendance:** Mike Schatz, President  
Garrett Macey, Treasurer  
Mary Koehler, Secretary  
Steve Koehler, Equipment Manager  
Rachel Sindelar, Junior Officer and Freestyle Team Co-Director  
Nick Schatz, Webmaster and Junior Officer  
Connie Cotter, Member at Large  
Art Kotz, Member at Large  
Sherri Julian, Member at Large  
Greta Koehler, Junior Officer  
Neala Chevalier, Junior Officer  
Andrew Kotz, Junior Officer

**Those not attending:** Emily Jones, Vice President  
Melissa Christiansen Member at Large  
Jenny Buettner, Historian  
Ben Hugo, Freestyle Team Co-Director  
Shelley Kovacic, Junior Officer  
Bruce Lee, Junior Officer  
Olivia Nord, Junior Officer

**Call to Order**

Meeting called to order at 1:00pm by Mike Schatz, President.

**Treasurer's Report**

As of September 30, our balance is approximately \$24,000. Known upcoming immediate expenses include approximately \$1500 for parade incentives and banquet expenses.

**Equipment**

Discussion: The discussion was focused on the equipment trailer and whether to keep or sell it. Historically, the trailer has been used to store some unicycles and transport unicycles and other parade equipment (t-shirts, water cart, etc.) to parades. Due to lack of available drivers, the trailer was not used for parades in 2016. The new system of parade managers and people transporting their own (tall) unicycles worked well. In addition, we are keeping unicycles in a storage unit. The trailer is used at MONDO to bring unicycles to the venue. This could be accomplished either by the practice leaders bringing them, or by renting a vehicle.

Action: The decision was made to sell the trailer. Connie moved that TCUC sell the trailer. Mary seconded. All voted in favor.

Follow-up tasks: Mike will contact Tim to see if he will sell it, otherwise Art volunteered to do it.

## **Governing Documents and Operating Procedures**

Discussion: Earlier this year, the Board reviewed our governing documents (Bylaws and Articles of Incorporation) and determined that they were outdated. Sherri volunteered to update them. Her actions included researching Minnesota statutes pertaining to non-profits and discussing our current operating practices with the Board.

The existing Bylaws are outdated, complex and do not reflect our current operating practices. Rather than making changes, the Bylaws were completely rewritten. The proposed Bylaws were reviewed and discussed. The following is a summary of the proposed Bylaws. These recommendations were made to make the Bylaws reflect our current operating procedures and allow flexibility for the future.

- The purpose of the club was modified to reflect current and recent practices.
- The four executive officers (President, Vice President, Treasurer, and Secretary) will be elected at the Annual Meeting.
- Voting members are defined as any members 18 years of age and older.
- A quorum at any properly announced meeting of members will be ten Voting Members plus three (3) officers.
- The Board of Directors is comprised of the four elected officers, who, as ex officio directors, will remain directors as long as they hold the corresponding officer position. The function of the Board is to provide overall policy, leadership, and strategic direction to the corporation. The Board also has the authority to amend Bylaws and set dues.
- The Operating Committee will consist of the four elected executive officers, who have sole voting authority in Operating Committee meetings, and other roles and individuals as needed to effectively manage the organization. The function of the Operating Committee is to provide day-to-day management of the organization.

We discussed who had the authority and responsibility to approve modifications to the Bylaws. The existing Bylaws reserve the power to amend and adopt Bylaws to the Board of Directors. The State of Minnesota defines the Board of Directors as the group of persons vested with the general management of the internal affairs of a corporation, regardless of how they are identified. The function of our four elected senior officers (President, Vice President, Treasurer and Secretary) is consistent with the State of Minnesota statutory language regarding Boards. We concluded that the four senior officers functionally and intentionally represent the Board and, therefore, have the power to amend the Bylaws. In keeping with our current practices, the President called for a vote of approval of the proposed Bylaws.

The Articles of Incorporation (AOI) is a legal document that all Minnesota corporations must file with the State. Sherri recommended several changes to the existing AOI to (a) reflect required IRS language, (b) better define TCUC's purpose, and (c) give TCUC greater organizational flexibility. These changes are summarized in an attachment to these minutes. The Board agreed with the recommendations. Before it can be submitted to the State of Minnesota, however, the restated AOI is subject to approval by members with voting rights. Therefore, in accordance with the requirements of the Bylaws, Mike will notify members of this proposal and a vote to adopt the Amended and Restated Articles of Incorporation will take place at the Annual Meeting on November 6, 2016.

Action: Mike moved the acceptance of the (proposed) Bylaws of the Twin City Unicycle Club of Minnesota, Inc., as drafted and presented. Connie seconded. All voted in favor.

Follow-up tasks: Following requirements stated in existing Bylaws, a special Board meeting will be called, with proper notice given to Board members by the Secretary. They will discuss the proposed Bylaws and vote on whether to accept them.

### **Parade incentives**

Discussion: Parade incentives will be awarded for the following levels: 10 parades, 15 parades, 20 parades, ALL parades. Rather than having specific incentives for specific number of parades attended, people will be able to pick incentive(s) from a variety of items.

Action: Mike suggested the following procedure for awarding the incentives. The number of incentives awarded will correlate with the number of parades attended: ALL (special); 20 (3 items); 15 (2 items); 10 (1 item). Members will be called to choose one incentive starting with those who attended 20 parades. After they have chosen, they will choose a second incentive, followed by those at the 15-level, who will choose one incentive. After they have all chosen, the third round will begin with those at the 20-level, followed by those at the 15-level, followed by those at the 10-level. Members who have reached the 15- and 20-levels will be contacted prior to the banquet and given the opportunity to request specific incentives, if they do not plan to attend the banquet. The procedure was agreed to by consensus.

Connie suggested that we give an extra parade credit to the Worst Parade. The worst parade was chosen based on discussion of a number of factors including weather and the number of attending. This year, the Plymouth parade (September 25) was chosen as the worst parade due to the very low number of attendees (10). Connie moved that the Plymouth parade be considered the Worst Parade and that an extra parade credit be awarded to those attending that parade. Art seconded. All voted in favor.

Follow-up tasks: None.

### **Annual Banquet Planning**

Discussion: We planned the banquet, with details below. We discussed whether to hold a raffle or another activity. The decision was made to give door prizes, rather than hold a raffle.

Action: Connie moved that we approve up to \$550 in expenses for door prizes at the banquet. Garrett seconded. All voted in favor.

Follow-up tasks and banquet details:

Date and time - Sunday, November 6, 2-9pm

Schedule

- 2-4 Open gym
- 3-4 Games (in ½ the gym)
- 4-5 X-Style competition
- 5-6 Open gym
- 6-8 Annual Members Business Meeting and Dinner
- 8-10 Hockey tournament

Games - Garrett will organize.

X-Style - Rachel will organize.

Hockey – Mike will organize

Door Prizes - everyone who attends banquet receives one free ticket for the door prize drawing. Connie will contact Unicycle.com to obtain a unicycle and a variety of accessories (pedals, etc.).

Dinner - potluck. Mike will announce this in the weekly email. Mike will arrange for someone to coordinate the food, decorations and supplies, beginning with JoAnn Sindelar and Kim Chevalier.

Free table and Sell table - We will have tables for members to give away or sell items. Mike will announce this in the weekly email.

Calendar - Rachel will make the calendars. An order form will be at the welcome table.

### **Recordkeeping**

Discussion: Currently, new member applications are scanned and the papers discarded. We have historical applications, some for people who are still members, others for people who no longer members.

Action: We decided by discussion and consensus to scan in applications for people who are still current members and discard the rest.

### **Freestyle Team Membership**

Discussion: We discussed new members. Rachel has reached out to Level 3 and 4 riders and invited them to attend team practices.

Action: None

Follow-up Tasks: None

Meeting adjourned 11:05am.