**Upper Midwest A-C Club**

**Board Meeting Minutes**

**Squeaky’s Bar & Grill**

**September 7, 2019 – 9:00am**

**Call to Order –** Joe called meeting to order at 9:11am

**Roll call –** Present - Darrell Grams, Lori Miller, Joan Paulson, Scott Overgaard, Lynn Bushard, Tom Foss, Cody Hager and Joe Graunke.

**Others Present –** Arlene Bushard, Jessica Meech, Bob Paulson, Larry Karg & John Hoff.

**- COMMITTEE REPORTS -**

 **Treasurer’s Report:**

 Checking: $ 75,578.85

 Money Market $100,000.00

 Scholarship $ 10,042.44

 **TOTAL $185,621.29**

2 Food Vendor deposits are still outstanding. A check to pay for Biffs is still outstanding as well as payment to the Boy Scouts and FFA. Bob needs to be reimbursed for trailer tabs and Arlene needs to be reimbursed for food.

Lynn asked about $600 paid to Fairgrounds for sponsorship. This is a membership that provides us with advertising at the fair.

Bonnie Mohr $120 - Advertising in Hutch. This was a reimbursement to Bonnie who paid for advertising in the Hutch Leader for the three places that the bus stopped and us. Bonnie paid the entire bill so this is our portion.

Lynn makes motion to accept Treasurers report. Lori seconds. All in favor – Motion carries.

**Secretary’s Report:**

**Review & Approve Prior Meeting Minutes:**

 **June Minutes** – Scott makes motion to approve. Lynn seconds. Motion carries.

 **July Minutes** - Tom makes motion to approve. Scott seconds. Motion carries.

 **Conference Calls -** Are we posting Conference Call Notes in the same way as minutes? If so, we need those approved. – Prior calls 8/19/19, 7/2/19, 2/28/19

 Scott makes motion to approve minutes from conference calls and to post conference call minutes on the website. Cody seconds. All in favor. Motion carries.

**Website/Social Media:** Lori would like to post Upper Midwest A-C Club History article from Spring Newsletter. **(THIS IS DONE).** Scott said they are still putting the finishing touches on the article. Scott will send it out to the Board for approval when done and before it goes into Fall Newsletter and will share it with Lori.

Lori needs to update the contact form on the website. **(THIS IS DONE)**

**Archives:** Lori is still working on this project.

**Show Budget:** Scott addressed the Budget Overview. Lori pointed out this information is skewed because items get expensed in other years. Lynn would like to continue to see this report. Lori said it would be best to update this report for November or January so that all income and expenses would be included.

**Important upcoming dates:**

**Meetings –** Meeting Room reservations, etc. Do we have the meeting room reserved for the November meeting?? Do we have location reserved for April Membership Meeting? Document whether or not we will officially change the time of the July meeting to morning. July meeting will be strictly SHOW RELATED. Daily early morning briefing meetings will be held during the show.

 January Board meeting is moved to 1/25/2020 at 10am – at Lori’s office in Edina. 6800 France Ave S., Edina, MN. **(RESERVATION HAS BEEN MADE)**

**Membership Report:**

 418 members now. 25 new at show. 4 since show. 1 - 4 year, 1 - 2 year and 2 prior year expirations renewed at show. 64 friendly reminders were mailed on 9/5. 3 did not renew and have been removed from the membership list. Arlene will get list to us once she gets address list updated.

 Feedback given to Arlene at show. Joan should bring back bus trip as it was a big hit. A member approached Arlene with past newsletters. He has them from way back. She expressed interest but they didn’t connect again at the show. She will try to figure out who this person was. President of McLeod County Dairy Assn mentioned they have equipment the Club might want to use for the Ice Cream presented by the Dairy Princesses at the show. Another member asked why Pork Producers are not at the show. We don’t have any pork producers in the area anymore. Several members asked why they didn’t get raffle tickets with newsletter. No idea. Numerous questions about website, why no pictures? Older people don’t use Facebook. Arlene will give me a flash drive of pictures. Unable to download Membership form on the website. **(Lori tried it and it worked. It just takes a couple seconds to load.)** Lori suggested to save on time at Board meetings that these issues be brought up in short email communication so they can be addressed immediately then closed. Arlene agreed this was a good idea.

**Audit Committee:** Lori has been in contact with Michael. Nothing new to add at this point and Lori will present after the 1st of the year (At January meeting) with a full financial recap for the 2019 year.

**Nomination Committee:** We need to appoint the committee at the November membership meeting.

Tom Foss and Joe Graunke will not be running again. Scott and Joan both will run for reelection. So we will need 2 new Board members in April. Norman Grams’ name keeps popping up. Darrell will send to the Board the resume that Norman sent him and contact him to see if he has interest in running in April.

**Scholarship Committee:** Nothing new to report

**Toy Committee:** Lots of requests and interest in the wagon but the tooling costs prohibitive. Plan B is a 330 pull-type 6 row narrow corn planter. Quote is pending. We WILL be charged with a 10% tariff in 2020. We are also getting a quote for self-propelled Hahn sprayer. Other one is a blower, manure spreader. It looks like Plan B will be 3 point planter. SpecCast was at Charlie Widlund’s open house to do measuring of the actual planters. SpecCast is willing to pay part of tooling because they could reuse the cast for a Massey Ferguson.

Lynn wonders what the price would have to be before someone wouldn’t buy a toy. Joe pointed out the compliments on the 2019 show and the toy. A few issues with the PTO shaft but all in all people are very pleased.

Lori points out praise for the toy committee in keeping a handle on the toy and how many are produced and the quality to keep the resale price up. Lots of praise and very few complaints. Good job to the committee!

**Other Committee Reports:** None

**- NEW BUSINESS -**

**Craig’s Resignation:** Craig sent an email to the Board on August 25, 2019 expressing his resignation as President and member of the Board of the Upper Midwest A-C Club. Darrell and a few others reached out to Craig for an explanation. Craig told Darrell his decision was strictly personal and in no way anything negative with the Board or the club. We all wish Craig nothing but the best and thank him for his time and commitment while on the Board. Scott makes motion to accept Craig’s resignation. Lori seconds.All in favor -Motion carries.

The Board discussed how the bylaws address the situation we are in being that a majority of the Board (5 members) are absent or up for reelection in April. We discussed necessary amendments of bylaws and all agreed that amendments need to be presented to membership in November.

 Scott read out loud the bylaws pertaining to open Board seats. Darrell reiterated that the elections should always be 3, 3 & 3. In 2016 Darrell tried to resolve the issue of 4, 3 & 2 which we are currently in. The Board didn’t do that. Craig’s resignation compounds this problem leaving us with 5, 3 & 2.

 Darrell suggests we follow the bylaws now to fill Craig’s spot until April 2020. Then present a bylaw amendment to the membership in November which would include a proposal to FILL Craig’s remaining term to April of 2021. The Board agreed. Further at the elections in April of 2020, the person with the fewest votes will hold a 2 year seat, correcting the uneven numbers going forward. Board agreed.

 After reviewing the nominations from the April 2019 membership meeting and seeing that Matt Wosmek and Todd Grams had an equal number of votes during the election, the Board discussed appointing Todd Grams to fill Craig’s position. Joe makes motion to appoint Todd to Board to fill vacancy. Cody seconds. All in favor – Motion carries.

 The Board discussed a redistribution of officer positions to fill the Presidency position left by Craig. After some discussion, Cody makes motion to appoint Darrell as President with Todd as Treasurer effective immediately. Scott seconds. Motion carries. Darrell and Todd will work together on the conversion to make it as seamless as possible. It also helps that Lori will be available to assist in the conversion.

**- OLD BUSINESS -**

**Conduct at the Show:** Discussions of conduct by members at the show. We can’t have people thinking it’s okay for them to do things that other members are not allowed to do. The Board decided we would personally address each issue/person one on one and outline standards and consequences of further violations of standards due to conduct. Bob suggests also highlighting the conduct standards in our bylaws.

Larry Karg was present and we discussed with him problems that arose at the 2019 show and told him about the Board’s recent discussions.

Darrell pointed out an incident that arose between Craig, Larry and Bob prior to the tractor drive on Friday as just one issue that arose at the show. Larry pointed out an issue between Bob and Immanuel Lutheran at the show. Everyone was in agreement that issues need to be addressed one on one and discreetly and not in a show of emotions in front of a crowd of people.

When asked if Larry thought he handled things correctly at the show he said probably not.

When asked what he thought the Board should do to resolve the issue. He said he didn’t know but he did apologize for his actions at the show.

John Hoff with Immanuel Lutheran was also present at the meeting. He indicated he only came to the meeting for moral support of Larry but brought up an issue with the church and Bob telling them “they were on thin ice” with the show. This refers to the issue of Immanuel Lutheran and Joanie advertising at the show and issues that Bob has every year with Immanuel. Apparently John had approached Lynn at the show about this and to date hasn’t had any resolution communicated to him. Lynn admitted that he should have gone to Bob right away when John approached him with issues at the show and apologized that he didn’t address the issue and get it resolved. Bob pointed out that the whole issue HAD BEEN resolved with the manager of the church when he and Joan met with the church after the show. That whole situation was 100% based on lack of communication and thrown out of proportion. Once a civilized discussion was had, everything was cleared up and everyone is happy now. John hadn’t received this information from the manager at Immanuel Lutheran.

**Coordinator Positions:**

**Swap Meet Coordinator:** Doug is willing spend another year tutoring. But we need to find someone permanent. Darrell will talk to Norman Grams and see if he would be interested in taking this on.

**Toy Vendor Coordinator:** Lori Miller will take over for Rich Martin in the toy building as vendor coordinator. Joan will continue to do Arts & Craft Vendors (aka Ladies Activities). **Agribition Building:** Lori has also agreed to assume coordinator of the Agribition building as an extension of the Toy Vendor coordinator position. Lori feels strongly that we need to have a plan in place for the show inclusive of designated vendor spots which would eliminate much of the stress from 2019 show. Lori also feels that vendors in the Agribition need to pay for their spots just like the other vendor buildings. Lori will work directly with Rich Martin to transition to this position.

**Garden Tractor Coordinator:** We don’t have anyone to take this over yet. Bob suggested Bobby Paulson. Bob and Joan will talk to him today and report back.

 **Field Demo Coordinator:** Cody will take over as coordinator with Gary Agrimson as his partner. Joe will continue to help with field demos.

 **Golf Carts:** Todd Grams has agreed to take over the Golf Cart coordinator position. Lori and Todd will work together on the conversion.

**Newsletter: Deadline was Sept 1st** - Darrell talked to Jim and explained we are still working on submissions for this issue but will get everything to Jim as soon as possible.

Darrell will write a President’s letter and an article about the people movers.

**Status Report:** Lori still hasn’t received the pdfs of prior newsletters from Jim but he did communicate to her that he is working on it.

**Advertising in Newsletter:** Lori will reassess pricing and present to the Board via email. Once the Board agrees on the structure Lori will contact advertisers and communicate the process. We will set a deadline for this for the next issue – we won’t make Fall.

**Content for Next Issue – Spring - Deadline February 1, 2020:**

**Fall Banquet:** Joanie’s Catering was the cheapest and offered the most flexibility. Will be in the poultry building. We agreed that pricing will be the same price as last year. Joan will update the ad from a prior newsletter and get it to Jim right away for the newsletter. **(UPDATE – Moved to Hutchinson Event Center. Ticket price changed to $15.00)**

**Club Equipment donation**: Nothing new to report at this time.

**New shed/ property:**

We discussed several different land options that have been presented.

Down the road – Wendorf property 4.99 acres – Zoned residential. Would be limited on building size without a special easement and would have to get the property re-zoned as commercial.

 Fayhe property – Too far away.

 Quonset property – All agree NO for a multitude of reasons.

6.2 acres directly across the road from fairgrounds. $130k. Zoned commercial. No building restrictions other than 40 feet high due to airport. This property is ideal. 400 feet on the front, \_\_\_ feet on sides. If the county would allow us to put an approach on the fairground end we could drive right across the road to the south end of the fairgrounds. Darrell spoke with the bank. Instead of a lot loan, we could use the money market as collateral and they would give us $100,000 to purchase the property. Approx. $100 in origination fee. Darrell met with the realtor. He was assured the guy dumping the clean fill on the property doesn’t want it back. Darrell thinks we should offer $110k and a charitable donation letter and they might take it. Once the land is acquired and the building is started we would then refinance the original note using the land and building as collateral. In the meantime we would pay 4.25% interest on a 15 year note. Right now our money market has the potential is at 2.5% so we would continue to earn interest on the money market reducing the net rate on the note to 2%. We would need to submit Earnest money with a purchase agreement. If we back out we would lose the earnest money but if the offer is not accepted the earnest money would be returned.

Lynn makes a motion to present an offer of $110,000 cash and $20,000 donation letter for purchase of property directly south of fairgrounds. Lori seconds the motion. Motion carries.

The bank needs something in our minutes to say that someone on our Board is authorized to sign financial debt obligations. We don’t specifically have anything in our bylaws currently addressing this.

 Joe makes a motion to nominate Darrell Grams as designated/authorized signor with all banking transactions on behalf of the Board for the purchase of property, inclusive of loans and debt obligations. Scott seconds. All in favor – Motions carries.

 Lori and Darrell will work on the letter/article for the fall newsletter notifying the membership of the decision to buy and build rather than wait for the fair Board and county commissioners to act.

**Reels of film:** Nothing new to add yet.

**Use of trademark:** Nothing new to add yet.

**Electricity at the Fairgrounds**

Darrell talked to Cindy at the fairgrounds about the electricity bill we received for campers at the show. She told Darrell Lynn told her that there were 6 campers at the show the whole week before the show. $600 - $25/day per camper. Lynn isn’t sure which campers came in when. Darrell makes motion that the Board cover the cost of electricity for members who are helping set up at the show for the week before the show. Joan seconded. All in favor – motion carries.

Darrell will talk to Randy to confirm what is covered, if that electricity includes sewage and water too or just electricity. He will report back so we have a handle for next year. We still all agree we thought running the power to the south fence would provide us with some benefit at and before the show.

**Club Shed:**

**New over-head door:** Bob said an estimate is coming in on Monday.

**Electricity:** Bob Paulson said he had been in contact with Randy at the Fair and there is possibility of the Fair allowing power in the Club shed next spring.

**Golf cart vendors for future shows:** Todd and Lori will work on this in the next couple of months.

**People Movers:** Storage & Use by others. Bob talked to Randy. New people movers will be in the show arena for $100/year each. They will store the other one under the grand stand or in the hog barn. Bob suggests that if we do let others use the people movers that they be rented not borrowed and add a liability deposit. Rules and such need to be put into place before we allow anyone to use/borrow/rent. Darrell says we need to talk to the insurance man too to find out where our liability would begin and end.

**2020 Show:**

**Show Flyer 2020:** Scott has the show flyer almost done. So far Scott doesn’t think anything has been done on set up and or ready to print. Scott will get changes to Jim ASAP. Pretty sure we won’t have these for the Union Grove show but Cody had some flyers left from Rochester that he will give to Darrell. Darrell will also take the 2021 banner to hang at Union Grove.

**Advertising/Banners/Signs:**  We need more signs to set up around Hutch. Bob has had people from town, including Buffalo Wild Wings, express that they want to do something for us at the show and they wants us to put up banners. Also, Bob talked to Mary at the Chamber who told us they will provide help for our 2021 show in a variety of ways.

**Corn Feed**: We just feel we don’t have time to do this.

**2021 Show:**

 **GO TO Banquet** – Darrell suggested getting the event center for our 2021 show. Bob and Joan will call the event center to inquire about a banquet there for Saturday night of the show.

**Other items:**

Cody said a guy from Little Falls contacted him at the Rochester show about being an Arts & Crafts vendor at our show. Cody gave Joan his contact info.

Tom makes motion to pay Cody $100 for Generator he provided for the D-14. Scott seconded – Motion carries.

Darrell made Motion to adjourn – Joan seconds – Motion Carries. Motion adjourned at 12:05pm

**Next meetings:**

Nov. 9th 2019 @ 1pm – Squeaky’s, Hutchinson.

January 25th @ 10am at 6800 France Ave S, Edina, MN 55435.

Updated 11/11/2019