

In attendance:

Byron Postma, Chairman
Richard Debner, Financial Officer
Ritch Barron, Secretary
Kyle Richards, Wilderness Education
Brian Miller, Outings Chair
Steve Sisneros, Board Representative –LA
Greg Papin, Board Representative – OC/LB
Mark Chandler, Board Representative – SD

Delegates :

Orange County/Long Beach:

Greg Papin
Daryl Arthur
Dennis Vinopal

Los Angeles:

Steve Sisneros
Wes Stieringer
Menard Jaramillo

Palm Springs:

Ed Emond
Peter Worline
Scott Connelley
Gary McGrath
Ritch Barron

San Diego:

Matthew Schreiner
Brent Semmons
Mark Chandler

Santa Barbara/Ventura County:

Will Richardson
Richard Debner
Dennis Banning

Call to Order:

The meeting was called to order at 9:35 am October 18, 2014

Those in attendance were asked to sign in listing their name, chapter and if they were a delegate. Once this was completed, the secretary established that while two chapters did not have their full allotment of delegates, there was a quorum to begin the meeting.

The Chair gave his State of the Club address:

“First, I want to thank the Santa Barbara/Ventura county chapter for hosting this conference at this beautiful location.

I am happy and excited to be working with your chapter representatives on the most active and progressive Board I have seen in years. For the first time in over 15 years, we are looking at changing the Bylaws to address some long-standing deficiencies. We are revising the Outdoors Experience training for next year, and I encourage all of you to consider attending. We have successfully led the club in revising our outdated logo and motto and you will soon see a new banner. “Great Friends, Great Times, Great Outdoors.”

Our club is driven by its activities, and it’s great to see such innovative activities as this year’s Palm Springs trip to Sedona, Arizona and Calico Ghost Town, the L.A. Chapter ziplining trip to Table Mountain, OCLB and SBVC’s many backpacking trips, trip to Guernville, LA’s trip to Big Sur, San Diego’s trip to Tecate Mexico and many others.

We have encountered and met many challenges. OCLB went through some major challenges in getting its books straightened out, but thanks to the new treasurer Dennis, with the help of our Corporate Financial Officer Richard, they are back on the right track and rebuilding their club and their membership.

We face some challenges for the future. Our changing environment and the drought crises in California have made many of our usual camping places unusable. The camping fees and parking limitations imposed by CA state parks and the Forest Service are making our group camps difficult to organize. We manage to find innovative way of getting around these obstacles. We are not getting any younger either, and we need to attract younger members.

Our chapters are doing some wonderful outreach. OCLB marched in the Pride Parade in Long Beach and had a booth at Long Beach Pride that was very successful. Many people participated,

but I want to specially acknowledge Daryl Arthur and Steve Sisneros's hard work. I also want to invite all of you to Palm Springs Pride, coming up in November.

I would like to report that in the past several months, I have been contacted by two previous G.O. members, and one member of a similar club, about forming new chapters in Tucson Arizona, Eastern Washington state, and Riverside. The contact from Washington is especially interesting – he is forming a group and has formally requested status as a provisional chapter. I will be discussing this with the Board – or your new Chair will, if you guys toss me out later today. I would like to see the club growing again, with new chapters.

Finally I want to express how much being a part of Great Outdoors has meant to me. When I think back over the past 10 years, the moments that stand out in my mind that have inspired me, have refreshed me, that have made me feel a part of nature and not separate from it, have all been at G.O activities. It was on a G.O. hike at Cuyamaca Rancho State Park in 2007 that I suddenly, without thinking about it in advance, inspired by the beauty around me, and really, really exhausted (it was one of those kinds of hikes) decided to propose to my husband. It was a good decision.”

Bylaw Amendments

Due to the number of proposed changes to the bylaws, the normal agenda of reports was postponed until the incoming Board Meeting which was scheduled to follow this business meeting.

Each delegate was given a packet containing the details about the 7 bylaw amendments that were being presented. Each one also received a ballot form. While other persons in attendance had access to the information packets, only delegates received a ballot form. Below is a summary of each proposal, the discussion that was had, the result of the vote and the new wording to be added to the bylaws, if the proposal carried.

Proposal #1 - Replace Great Outdoors Bylaws Appendix C

This proposal was presented to the Board at its 3rd regularly scheduled meeting held on April 5, 2014 by the Palm Springs chapter. After consideration, the Board recommends this proposal.

Discussion:

The issue is that the current wording of the liability waver presents legal issues including the paragraph about medical care. Under current California law, this paragraph is not allowed. The problem is that a person cannot assume the medical decisions for another. If a person belongs

to an organization which does not allow blood transfusions and that person were given one because they were not able to prevent it, this would be a violation of law. An attorney wrote the language in this proposal. There were some questions over some of the wording such as “and agree to defend any lawsuits...” It was believed that this clause was an attorney’s way of saying that the signor would be a witness in the defense of the GO leader being sued.

The vote on this proposal was 17 to 0 the proposal carried. The new wording follows:

APPENDIX C

Sign-In Sheet & Acknowledgment of Outing Member Responsibility, Express Assumption of Risk, and Release of Liability

I understand that the activities engaged in by Great Outdoors, and specifically this activity, may involve dangers inherent in all outdoor activities, and by signing below, I, except as expressly prohibited by California statutory and case law, do expressly assume all risks and dangers of such activities and specifically this activity, and do hereby expressly release and hold harmless Great Outdoors Inc., including its event leaders, officers, agents, employees, administrators and assigns, from any and all liability for injury or death arising from said activities and specifically this activity, and agree to defend any lawsuits against any of them arising from those activities and specifically this activity.

Activity: _____ **Date(s):** _____ **Leader(s):** _____

The remaining proposals were written by members of the Board of Directors and presented to the board at its 4th regularly scheduled meeting which was held on June 28, 2014. Because of the current bylaw stipulations regarding amendments to the bylaws, the Board of Directors is not able to express a recommendation.

Proposal #2 - Board of Directors - Filling Chair Vacancy

Discussion: The current wording of the Chair’s responsibilities provides no method for replacing the Chair if the person elected to the position is unable to fulfil their duties. Some wondered what was meant by the term “from its own ranks”. It was explained that the vacancy could only be filled by someone who was currently on the board: Secretary, Financial Officer, Chairperson of a Standing Committee or a Board Representative from one of the chapters. Some felt this was an important addition to the governance of the club.

The vote on this proposal was 17 to 0. The proposal carried:

The following sentence will be added to the end of the paragraph describing the duties of the chair (Chapter IV, B. Board of Directors, 8 Duties of elected officers of the Board of Directors):

In case of a permanent incapacity or resignation, the Secretary will assume the duties of the Chair until the Board of Directors elects from its own ranks a new Chair.

Proposal #3 - Chapter Officers - Filling Vacancies

Discussion: Currently the bylaws have no provision for filling a vacancy of a chapter officer. Also there is no mechanism for removing an officer in the case of an ethics or other violation. This proposal would fill that deficiency. There have been occasions in the memory of many at the meeting when the ability to remove an officer would have been welcome. Instead, they either had to resign or wait until the next election when they could be replaced. Most felt that this was an important proposal.

The vote on this proposal was 17 to 0. The proposal carried:

The following sentence will be added to the end of each paragraph describing the duties of a chapter officer:

In case of a permanent incapacity or resignation, the Core Group shall elect from its own ranks a new President (Secretary, Vice President of Outings, Board Representative). The President (Secretary, Vice President of Outings, Board Representative) may be removed from office at any time by a unanimous vote of the other Core Group members.

Proposal #4 - Removal From Office (Corporate)

Discussion: In the current Bylaws, there is no mechanism for the removal of the corporate chair in the event of misconduct or other violation. There have been several situations in the history of the club when such a method would have been welcome. There was a questions regarding whether it took a unanimous vote of the Board Representatives to accept a resignation and this was deemed unnecessary.

The vote was 15 to 2. The proposal carried:

The following section will be added to Chapter IV - Government, B. Board of Directors:

10. Removal From Office: The Chair, Secretary and/or Financial Officer may be removed from office at any time by a unanimous vote of the Chapter Board Representatives. Appointed positions and committee chairs may be removed from their positions by the Chair or a majority vote of the Chapter Board Representatives.

Proposal #5 - Board of Directors Committees

Discussion: The current bylaws stipulate that the Chair creates various committees as the need arises, but it does not give the Chair the power to appoint the chairman of those committees. This proposal simply clarifies that responsibility. While it was first thought this was an important update, some felt that, due to the wording of the final sentence of the section to be amended, this provision was unnecessary. Others felt that this was an unintentional attempt to avoid the approval of the Board of Directors which is stipulated in the final sentence.

The Vote was 10 to 7. The proposal fails due to the super majority requirement to pass an amendment to the bylaws.

Proposal #6 - Bylaw Revision Procedures

Discussion: The current bylaws specify a convoluted and confusing process for amending the bylaws. This proposal was intended to simplify the process. It was pointed out that the current bylaws require that any proposed amendments be presented to the Board of Directors, at the 3rd regularly scheduled Board of Directors meeting. This meeting usually occurs in the middle of the fiscal year. This year this meeting occurred in April. If this is not done, the Board of Directors cannot express an opinion as the Board of Directors as to the appropriateness or value of the proposal. The new wording would allow amendments to be brought no later than the last Board of Directors meeting prior to the Annual Conference and stipulates that the Board of Director is to express an official opinion on the proposal.

A point of order was made that there was an error of number in both the new wording and portions of the old. In one place in the current bylaws it refers to “Proposed amendments, repeals, or revisions” (all plural). In the proposed wording and in the final sentence of the current bylaws it refers to “proposed amendments, repeal, or revision” (the last two are singular). It was felt by those present that a correction in the number was allowed if the proposal carries.

The vote was 16 to 1. The proposal carried.

The new paragraph in the bylaws will read as follows:

C. Revision

These Bylaws may be amended, repealed or revised at any duly convened Annual Conference of GO. Proposed amendments, repeals, or revisions to these Bylaws must ***be submitted no later than the last Board of Directors regularly scheduled meeting prior to the***

Annual Conference. *The Board of Directors shall include a recommendation to pass, fail or take no position on the proposed amendments, repeals or revisions.* All proposed amendments, repeals, or revisions shall be distributed by the Board of Directors to each chapter no later than thirty days prior to the business meeting of the Annual Conference. A two thirds vote of the delegates in attendance is required for the approval of proposed amendments, repeals, or revisions. Said amendments, repeals, or revisions to these Bylaws shall be effective at the close of the Annual Conference or as otherwise specified in the amendment, repeals or revisions.

Proposal #7 - Appendix B - Fee Structure

Discussion: The current bylaws stipulate that for regular outings, members may only be charged UP TO \$5.00 for the outing. Overnight events could be charged UP TO \$10.00. It was pointed out that if any chapter had been charging more than these amounts for activities, they were in violation of the bylaws. This proposal was to remove this ceiling amount and allow the chapters to set their activity fees that they feel is appropriate. There has also been a precedent that as a member of one chapter, a person is allowed to attend activities sponsored by other chapters at the same member fee. This proposal inserts this precedent into this bylaw provision.

Some pointed out the some small chapters might want to reward their members by providing a party or other such activity at no cost to the member. They might find it economically difficult if they had to include members from larger chapter at that same cost. It was first suggested that they could request a donation, but others felt that if the donation specified that non-chapter members of Great Outdoors were required to make this donation it would be a violation of this proposed amendment. Others suggested that if a donation were requested from any member, part of the sponsoring chapter or not, this would not violate the proposed amendment, and many, both chapter members and non-chapter members would make the donation simply because they love the club and are grateful for all that it provides.

The Vote was 15 to 2. The proposal carried.

The new wording will be:

APPENDIX B

ACTIVITY FEES

Each Chapter shall determine the appropriate fees for events for member and non-members.

GO membership shall entitle the member to participate in all of the activities of GO in another Chapter at the member's fee rate charged. See Chapter III, A, 3.

The vote was tallied by Larry Pertle, a non-delegate and certified by Ed Emond, delegate for Palm Springs.

Election of Officer

The chair stated that during the nominating meeting last night Byron Postma had been nominated for the position of Chair and had accepted the nomination. Then the floor was open for nominations for the position of Chair. There were no additional nominations.

During the nominating meeting last night Dean Wong was nominated for the position of Financial Officer. According to Richard Debner, the outgoing Financial Officer, he has accepted the nomination. The floor was open for nominations for the position of Financial Officer. There were no additional nominations.

During the nominating meeting last night no one was nominated for the position of Secretary. The floor was open for nominations for the position of Secretary. Gary McGrath was nominated for the position. He accepted the nomination. There were no additional nominations.

Since there was only one person nominated per office, it was moved and seconded that the officers be elected as a slate of nominees. The motion carried.

The vote on the slate was unanimous.

The motion to adjourn was made and seconded at 11:05 am