



Port Tobacco River Conservancy
Board of Directors Meeting
 January 3, 2008

Meeting Started: 7:15pm

Attending: Gloria Heisserman, Carlyle Lancaster, Mark Stancliff, Terry Stancliff, Joe Tieger, Maury Tobin, Brendan Watts, Kurt Wolfgang

- I. Election of Officers of the Board of Directors
 a. Nominees:

Nominee	Office	Vote	Objections
Mark Stancliff	President	1 st : Joe Tieger	All Agree
		2 nd : Maury Tobin	
Maury Tobin	Vice President	1 st : Kurt Wolfgang	All Agree
		2 nd : Gloria Heisserman	
Terry Stancliff	Secretary	1 st : Maury Tobin	All Agree
		2 nd : Kurt Wolfgang	
Carlyle Lancaster	Treasurer	1 st : Maury Tobin	All Agree
		2 nd : Gloria Heisserman	

- b. Mark nominates Maury for Public Relations Point of Contact. He will make statements to press and if necessary will refer to others. All agree upon this delegated responsibility. Any requests for information from press or others should be given to Maury. His telephone number is 301-661-0900.
- c. Some discussion on responsibilities of the Treasurer position. The treasurer is to oversee and interface with the accountant and report financial information to the board or to members. Carlyle reports he has been in communication with the accountants and they are doing a fine job. The President and the Treasurer have check signing ability along with the accountants. Mark informed the board that the BB&T account belongs to Tammy Vitale. Kurt will write a simple resolution to change the ownership of the bank account to the Board of Directors. Maury asked how to deposit checks. Give all check to Carlyle and he will hand over to the accountant for deposit. Carlyle will give the information from checks to Sherie for keeping an up to date membership list.
- d. Mark will ask Sherie to continue keeping the membership list and if she has the PO Box keys. Maury requests every effort be made to get members e-mail addresses.

II. Bylaws

- a. Kurt handed out final draft of the Bylaws.
- b. Joe Tieger brought to the Boards attention item number 14A. Joe says this item may be very useful in the future and everyone should keep this in mind. Kurt says the gift of easements is a real possibility in the near future for our organization. Joe added this line in the bylaws because he feels it should be explicit in case this does come up. Just as if the corporation were a person the

corporation has rights to sell, buy etc. any personal or real estate donated to the corporation.

- c. Kurt made a motion to accept bylaws as written on the handout. Gloria brought up concerns about item #3D. Kurt explains he put this in the bylaws to help the Board of Directors terminate membership of a person who isn't acting in the best interest of the PTRC. Carl 2nd the motion and all are in favor of accepting the bylaws.

III. Liability Insurance

- a. Liability insurance should be considered for the Executive Director, any member of the Board of Directors, contractors and for events and activities sponsored by the PTRC.
- b. Kurt stated that there are laws in Maryland that protect do good organizations (these organizations have charitable immunity.) But there are advantages to additional insurance to extend to people doing activities.
- c. Jerry is concerned with this issue due to the rain garden project. Carlyle said the contractors have to provide proof of insurance.
- d. Kurt, Carlyle and Joe will get together to put together requirements for this insurance.
- e. Carlyle has quote that Tammy procured for general liability insurance and insurance that covers the Executive Director and the Board of Directors. \$900 per year for \$1,000,000 coverage with \$1,000 deductible. Carlyle will present bids for both types of insurance to the board. He will also try to find out a price for events. Kurt suggests ½ million extra coverage. Joe will try to get additional quotes on both types of insurance.

IV. E.D. Position

- a. Mark: the organization needs an Executive Director. This person is going to be a volunteer that may receive compensation when available from grants and other funding. Debra Murphey has been brought up as a person who would be interested and she would be a good candidate. Maury is confident she would accept the position if she had the understanding that compensation would be given if available. Gloria brought up the possibility of a three month, short term contract to see if this is a good fit for her and the PTRC. Kurt says the funds for an Executive Director usually don't come from grants and we shouldn't rely on this revolving money. If she wants this position, she will have to be willing to find the financing for her position. We have to find out how much money is available and start there to find out how much we could pay an Executive Director then offer her a contract contingent on the fact she works towards getting the funds. We are all agreeable to have Debra as Executive Director with Salary to be determined. Kurt makes motion to set Executive Director compensation as contractor compensation at \$55,000 contingent on the availability of funds as it is acquired. This position would require 40 hours per week. Discussion on motion: Carlyle is concerned we are getting ahead of ourselves; maybe we should talk with her to address other options. Kurt mentioned this arrangement would make her a subcontractor and responsible for her own taxes. Joe suggests to amend Kurt's motion that Mark talk with Debra to discuss and offer her the position pending funding. Joe 2nd the amended motion and all vote in favor. Maury recused himself from this vote.

V. Newsletter

- a. Debra has been writing and editing the newsletter. Maury will make sure the membership portion has a place for e-mail. Also Maury will ask Debra to send out a copy to the Board of Directors via e-mail for their review before finalization. Maury reports Debra is on track and expects a rough draft to be ready within a week.

- b. Per Dave, USGS doesn't want to give any specifics. Do we want to put any information in the newsletter at all? If we do, it should be vague. Mark will tell Debra it is OK to put something in the newsletter that USGS is doing a study and no results will be released until USGS has completed.

VI. Event Planner Contract

- a. The event planner group has worked with the Chesapeake Bay Foundation.
- b. Kurt moved to approve the contract and Brandon 2nd, all approved.
- c. Debra would like the Board to meet with the event planner at the Tiki Bar. January 23rd or 30th would be good dates for the Board to meet. Terry will contact Debra with this information.

VII. Grant Review

- a. Grant leaders wanted to let this meeting of the Board be for the Board to get acclimated to their new responsibilities and to elect their officers. They decided not to attend this meeting.
- b. CBT grant is coming due soon. Mark suggests Kurt get internet training information together and sends to Melanie to see if this will fit the requirements for this grant. Joe would also like to attend this training. Kurt says there are 10-15 different courses available for download. The Voices training reimbursement will come out of the CBT Grant.
- c. Joe suggests that only one grant leader come to each board meeting to give update and answer questions about their grant.
- d. Gloria would like to have a budget review. Accountable Solutions is our accountant. Carlyle will print out a breakdown of categories on the Profit and Loss Statement.
- e. Board members should get a copy of check statements because it is our fiscal responsibility.
- f. Joe would like to see a time line at the beginning of each grant of how the money is planned on being spent.
- g. Carlyle to e-mail monthly statements to the Board Members.

VIII. Cross County Connector

- a. The Cross County Connector needs a Federal permit. An Environmental Impact Study (EIS) is an assessment that brings together analysis and a proposed solution into a record of decision. The Army Corps of Engineers issues or denies the permit based on this study.
- b. Question: Does the PTRC align with other groups to support a full EIS or do we do a stand alone letter in support of the study?
- c. It would be advantageous to write a stand alone letter to make a statement of who we are and how strong we are. We shouldn't align with groups without completely understanding where they stand and what their morals are.
- d. Even though our main focus is the Port Tobacco River, we need to show we have a broader view to these issues.
- e. Gloria has a draft letter for the Board of Directors to work off of. Joe and Gloria will work on the letter and will send out via e-mail for Board approval. Letter will take stance for the full EIS. The issue of opposing the road will be brought up after the EIS is done.

IX. New Business

- a. Maury will do a press release on the New Board and the Executive Director position once Debra accepts.
- b. Next meeting: Monthly. 1st Wednesday of each month, unless more meetings are needed by discretion of the Board. Next meeting is February 6th.
- c. Gloria; There is money in the CBT Grant for website update, do we need to spend this money before February?

Meeting Adjourned 9:25pm

Next Meeting: February 6th, 2008 at Kurt Wolfgang's Office in La Plata.