



BOD Conference Meeting 11/12/2020

GSDCA SPECIAL BOARD MEETING MINUTES

Via Telephone Conference November 12, 2020, 6:00pm PST

Call-in information for members to use for our board meeting - 1-712-770-4010 Code 220853#

In Attendance:

Deb Stern, Patty Korsch, Gail Stiefferman, Pamela O'Dell, Larry Rock, John Ayotte, John Bemont, Steve Bloom, Lew Bunch, Frank Fasano, Laura Gilbert, Morton Goldfarb, Erin Nellis.

Deb Stern brought the meeting to order at 6:05 PM

Our Treasurer Larry Rock, has chosen not to complete this year as either GSDCA Treasurer or Trustee of the GSDCA Charitable Trust. The Agenda is as follows:

Transfer of all appropriate and pertinent financial documentation/files etc from Larry Rock our outgoing Treasurer to Ann Solt, our incoming Treasurer. The documentation also includes all signature cards and transfers of signatory on all accounts from Larry to Ann.

Deb Stern thanked Larry Rock for his service and asked how we move forward.

Erin Nellis asked if she could read the following (4) motions to insure we meet all the requirements required by Bank of America to insure a smooth and efficient transition in regards to the signature cards. After some discussion, this Board of Directors chose to hear all at once and if there was no further discussion, we would approval at the same time. Motions made by Erin Nellis, 2nd Pamela O'Dell

MOTION(s)

1. Move to accept Larry Rock's Resignation as Treasurer as of Friday November 13, 2020.
2. Move to Appoint Ann Solt as Treasurer beginning November 14, 2020 through December 31, 2020.
3. Move to add Ann Solt as signatory on all Bank of America and Merrill Lynch accounts with Administrator Authority.
4. Move to add Ann Solt to the GSDCA Credit Card account with Administrator Authority

Discussion continued that this is for Ann Solt to become the interim Treasurer until her elected position begins on January 1, 2021. Deb had a couple of questions. Larry explained to Deb how the process would go and her involvement during this transition. Larry also explained the role of an administrator to insure Ann has full authority.

Pamela O'Dell asked about the automatic payments that come off the card. Larry suggested that these get moved to Deb Stern's card in the interim until Ann Solt has a card. Deb asked Ann if Larry was working with her. Ann confirmed that Larry was working closely with her to insure a smooth transition. Deb asked if ASG had been informed. Larry confirmed that they are aware of the transition. Pamela O'Dell offered to forward the approved minutes to our contact at ASG.

Deb Stern asked for the Vote on the (4) Motions moved by Erin Nellis. 2nd Pamela O'Dell Larry Rock Abstained. Passed by Majority.

Deb asked Larry if he wanted to speak. Larry stated he did want to speak for a couple of minutes and explain why he was resigning. Larry stated that it has been an honor to work for the breed and the club, but the relationship between himself and Deb Stern was not good. The continuous insinuations, comments, comments to others, and emails has made him decide he did not want to continue past the November 13, 2020 date. He assured the BOD that he will continue to work with Erin and Ann to insure a smooth transition. Deb acknowledged that Larry's comments/opinions were noted and thanked him again for his service to the club and the Board.

Lew Bunch spoke up and thanked Ann for stepping in as our interim Treasurer until her elected position begins on January 1, 2021. He also thanked Larry for his stellar job and dedication to the club. Lew asked to call a Special BOD Meeting in closed Session as soon as possible. Deb stated that it needs to be approved by 2/3 of the BOD and in writing. Lew stated that he would follow up with an agenda to all BOD members to ensure we have the 2/3 BOD approval to call the meeting. Further, Deb read the following from the GSDCA By-Laws:

SECTION 7. Special Board Meetings. Special meetings of the Board may be called by the President at any time. Notice of such meetings shall be delivered by mail, email and/or in any manner prescribed by the laws of the State of New York, by the Corresponding Secretary to each member of the Board at least five (5) days prior to the date of meeting. The notice shall state the purpose or purposes of the meeting. Special meetings of the Board must be called by the President without undue delay upon a written request of two-thirds (2/3rds) of the Board stating the purpose of the desired meeting. Notice of such meeting shall be delivered by mail, email and/or in any manner prescribed by the laws of the State of New York, by the Corresponding Secretary to each member of the Board at least five (5) days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other business shall be transacted.

Motion to Adjourn
Meeting ended at 6:30PM

Minutes presented by:

Pamela O'Dell, Recording Secretary
German Shepherd Dog Club of America, Inc