

Historical Society of Dayton Valley

BOARD MEETING MINUTES

Wednesday, March 12, 2014 – 10:30 a.m. Open Session
Dayton Valley Community Center

MISSION STATEMENT

To protect, preserve and promote the Historic Dayton Museum as well as Dayton-area history, historic integrity, heritage and culture for the education and enjoyment of present and future generations.

| ITEM | ITEM DESCRIPTION |
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| CALL TO ORDER: | Board president will call the meeting to order. |
| ROLL CALL: | ✓ Mabel Masterman, President ✓ Barbara Peck, Vice President ✓ Mary Ann Sichak, Secretary ✓ Grace Ricci, Treasurer ✓ Elaine Bergstrom, Director ✓ Jenny Dodds, Director Tom Parcels, Director Laura Tennant, Historian |
| Welcome | The Board president provided an introduction to Board meeting proceedings. |
| Flag Salute | The Board president led the flag salute. |
| 1. Adoption of Agenda | Director Masterman requested Items 25 and 27 be pulled from Consent Agenda for separate consideration and that Item 12 be changed from action item to information only item. Director Sichak requested flexibility on Item 14 in order to move that item to when Linda Clements and John Crowley were able to arrive at the meeting. Director Peck moved and Director Dodds seconded to approve the revised agenda. The motion passed 6-0. |
| REPORTS AND COMMUNICATION: | |
| 2. Directors' Reports | This item was provided as an opportunity for Directors to give Society related reports. |
| 3. Railroad Working Group Committee Report (Supplement) | Phyllis King reported that the Railroad Working Group met on 3/4/14 and selected their 2014 Lead, Phyllis King; Agenda Preparer, Linda Clements; Note-taker, Elaine Bergstrom; Bookkeeper, Gary McElroy. They discussed monthly activities at the depot; NV150 celebration at the depot on 5/17/14; scheduling work on the boxcar; finding a permanent storage space for the HSDV; and upcoming grant hearing. |
| 4. Membership Committee Report (Supplement) | The Board received a written report from Mabel Masterman, 2013 Membership Chairman, on the transfer of all current membership records to the 2014 Membership Committee Leader, Vicki Kinney. |

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| <p>5. Technology Committee Report (Supplement)</p> | <p>Jenny Dodds reported that an AT&T service rep had been to the museum and will need to install a new phone line in order to provide a DSL line for internet service. Jack Folmar and Ron Emrich demonstrated the newly acquired HSDV projector. Jenny presented the Technology Committee's next recommended steps:</p> <ol style="list-style-type: none"> 1. Set up training session for a small group of individuals who will be operators of the projector. 2. Set up a secured technology equipment location at the museum. 3. Set up an operator log system for the projector use. <p>Director Sichak moved and Director Masterman seconded that the Technology Committee continue to monitor the internet access project at the museum and report back to the Board and that the Board approve the committee's next recommended steps. The motion passed 6-0.</p> |
| <p>6. Accession Committee Report (Supplement)</p> | <p>Jenny Dodds reported that the Accession Committee has identified tasks and priorities:</p> <ol style="list-style-type: none"> 1. Miscellaneous items in the museum be identified. 2. Identify and permanently mark items in JohnD Barn that will be used for the NV150 Event. 3. Permanently mark all items in JohnD Barn and requests the NV150 Event Committee work with Accession Committee before anything is removed or rearranged in the JohnD Barn. <p>Director Peck moved and Director Ricci seconded to acknowledge and support identified tasks, priorities and requests of the Accession Committee. The motion passed 6-0.</p> |
| <p>7. Governance Committee Report (Supplement)</p> | <p>Mary Ann Sichak reported that the Governance Committee met on 3/5/14 and:</p> <ul style="list-style-type: none"> • Prepared a proposal for a memorial policy to be presented for first reading. • Prepared a revised HSDV Form 107 Event Worksheet for the Board's consideration. • Prepared a report including the Governance Committee's conclusion and proposal regard Honorary Directors. <p>Director Bergstrom moved and Director Dodds seconded to approve addition of title of Board Advisor for HSDV Historian, Laura Tennant and direct the Governance Committee to prepare a proposal to replace the Board Bylaws reference to Honorary Director and add description and procedure for selection of Board Advisor to the HSDV Bylaws for first reading at a future Board meeting, date to be determined. The motion passed 6-0.</p> |
| <p>8. Financial Committee Report (Supplement)</p> | <p>Elaine Bergstrom reported the Financial Committee (FC) held a meeting on 2/20/14 and discussed the following:</p> <ul style="list-style-type: none"> • A request for support in obtaining 501(c)(3) status was made to Congressman Amodei's office on 2/18/14. The congressman's representative is submitting our request to a Congressional Advocacy Group and we are currently waiting for their response. • The importance of having 501(c)(3) status was discussed as an essential component in applying for grants. Grant writing will be a major focus for the FC and information on grant writing is being explored. • The committee unanimously supported the need for a 2014 budget and the need to create a computer software accounting system. • The FC will identify approved expenses of the society and include them in the budget. • It has been reported that Power of Attorney for HSDV was given to a former accountant. Don Bergstrom will investigate if any action is necessary to remove it. |

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| | <ul style="list-style-type: none"> The FC will follow up to determine our 501(c)(3) status, a “best fit” tax accountant to determine and complete appropriate tax forms and NV sales/use tax exemption status. <p>Director Sichak moved and Director Peck seconded to require activity, event, and project leaders determine a budget for Board approval (through use of Event Worksheet); reference on website to 501(c)(3) status be removed; schedule a meeting with Board president, vice president, treasurer, FC Lead and one FC member to determine our 501(c)(3) status; “best fit” tax accountant; determine and complete appropriate tax forms; and NV sales/use tax exemption. The motion passed 6-0.</p> |
| GENERAL: | |
| 9. Request for Permanent Storage Space (Supplement) | At the March 4, 2014 Railroad Working Group meeting, the group recognized a need for permanent storage for the Society. Phyllis King, RRWG Leader requested the Board identify individuals or committee to research and present the Board with options as soon as possible to resolve the problem. The depot will continue to be used to store rummage sale items until another storage option is identified. The Board discussed the subject but took no action. |
| 10. Quarterly Board Retreat – April 2, 2014 (Supplement) | In January 2014 the newly elected Board attended a Board Retreat. The Board recognized the value of the retreat and scheduled them on a quarterly basis. The Board will meet at Laura Tennant’s home on April 2, 2014 and will be working on team building and communication. |
| 11. Event Calendar and Monthly Activity Calendar (Supplement) | Mary Ann Sichak introduced two calendars that will be distributed to the Board and membership on a monthly basis to encourage committee participation and keep everyone informed. |
| 12. HSDV Operations and Communication (Supplement) | <p>The Board President and Secretary met to discuss Board dynamics and communication and discussed concerns from HSDV members regarding changes in Board meeting protocol and communication. They made several suggestions for the Board’s consideration:</p> <ul style="list-style-type: none"> As evidenced by the success of the first two General Membership meetings, continue current format for Board and General meetings and at a reasonable length of time determined by the Board, conduct a survey of the membership that will guide the Board in making adjustments as needed in the best interest of the Society’s mission and membership. Strive for membership involvement in the decision process of the Board by providing opportunities for them to make their ideas and concerns heard at committee meetings, Board meetings and general membership meetings. Provide more information to the membership through the use of more detailed minutes and a monthly activity calendar that can provide information for members to join and/or attend committee meetings where the majority of the discussion and hand-on work of the Society takes place. Keep financial records transparent by providing copies of financial reports at both Board and general membership meetings. <p>Director Masterman requested this item be for information only and the Board took no action.</p> |
| 13. General Membership Meeting Day and Location (Supplement) | Due to a conflict in availability of meeting space at the Community Center, the Board considered possible alternatives for the ongoing day or location of general meetings. Possibilities discussed included changing the night to the third Thursday at the Community Center or continuing to have the meetings on the third Wednesday and change the location to the Senior Center. Director Masterman suggested that a “straw poll” be taken at the next general meeting to determine if the membership |

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| | would be willing to meet on the third Thursday at the Community Center. The Board approved by consensus to take the straw poll and took no further action. |
| 14. Commission on Cultural Affairs Grant Hearing Outcome (Supplement) | Late last fall, Linda Clements, John Crowley and Stony Tennant put together a grant application to start the restoration process on our depot. The Board has received a letter from Linda Clements announcing the successful results of the application. \$45,000 – PLUS – the State Historic Preservation Office agreed to do our archaeological work, which was estimated at \$12,900. Thus our effective award is \$57,900! Linda Clements gave a brief synopsis of the grant and expressed the possibility that we could receive the funding and begin the process by June or July. In that case, the restoration process would take precedence and any other planned activities at the depot would have to be moved or rescheduled. Linda and John answered questions and accepted the thanks of the Board for their important work. |
| PUBLIC COMMENTS: | The Board heard public comments from: Phyllis King recommended at general meetings that announcements precede speaker. Barbara Peck - Board agenda posted at post office must have been removed. |
| BUSINESS | |
| 15. Memorial Donation Policy (Supplement) | Barbara Peck presented a proposed Memorial Donation Policy for first reading. Director Sichak moved and Director Bergstrom seconded to direct the Governance Committee to bring the policy back, with changes, to the April Board meeting for second reading. The motion passed 6-0. <i>(To receive a copy of the proposed policy, please contact the Board Secretary.)</i> |
| | At this point in the meeting, Director Ricci requested that the Board receive the 2013 Year End Financial Report and the February 2014 Treasurer's Report as she needed to leave. Director Ricci passed out the reports. |
| 16. HSDV Forms 107a and 107b regarding Events (Supplement) | Elaine Bergstrom presented to the Board for their consideration revised Forms 107a and 107b regarding event planning and event outcome as prepared by the Governance Committee. Director Sichak moved and Director Bergstrom seconded to approve the revised form, with changes, and direct the Governance Committee to prepare a policy for first reading at the April Board meeting that requires events, activities or projects must be proposed to the Board and that no funds will be released for the event, activity or project until the Board has received the completed planning worksheet form. The motion was approved 5-0. |
| 17. BP#100-003-001 – Additions or Amendments to Board Bylaws and Board Policy (Supplement) (Second Reading) | The Board received for second reading and consideration for adoption, a proposal for a policy regarding amendments to Board Bylaws and Board Policy which reads: <i>Policy #100-002-001 The bylaws and policies of the HSDV are the basic rules relating to its operation and activity. From time to time additions or amendments are necessary. Additions or amendments to Board Bylaws or Board Policy require previous notice of proposed additions or amendments and at least a two-thirds vote of the Board of Directors for them to be adopted.</i> The Board considered alternate language that would say . . . and at least a two-thirds vote of the Board or a two-thirds vote of the membership Director Bergstrom moved and Director Sichak seconded to adopt the policy as presented. The vote was 3-2 in favor and failed due to lack of 2/3 majority. |
| 18. Public Comments at Board Meetings Policy #100-004-001 (Supplement) (Second Reading) | The Board received for second reading and consideration for adoption, a proposal for a policy regarding posting and distribution of agendas and public comments at Board Meetings which reads: <i>Policy #100-004-001 Board meeting agendas will be emailed to all members who have included their email address on their membership form as a means to contact them, by the Monday before the meeting. Copies of the agenda will be available at the museum on the Monday prior to the Board meeting for members without an</i> |

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| | <p><i>email contact address. A copy of the agenda will be posted at the Dayton Community Center and the Post Office.</i></p> <p><i>Audience members desiring to address the Board on any item on the agenda are asked to raise their hand at the time the item is up for discussion. When recognized by the Board President, they will please stand and state their name for the record. For items not on the agenda, audience members may address the Board during "Public Comments." Each speaker will have ten minutes to address the Board. Board members cannot take action on non-agendized items.</i></p> <p>Director Masterman moved and Director Dodds seconded to adopt the policy as written. The motion passed 5-0.</p> |
| 19. Offer of Donation (Supplement) | At the Board's direction, the Financial Committee explored the possible use in a fund raiser and storage of the teapots. Elaine Bergstrom reported that the Financial Committee determined the Society cannot accept the donation and declined the offer. |
| 20. Memorial Donation Request (Supplement) | At the Feb. 12, 2014 Board Meeting, the Board accepted the donation of a memorial bench in honor of Donna McElroy's work with the HSDV Society. Directors Bergstrom and Parcell will meet with Gary McElroy to complete the project. The Board requested Director Bergstrom clarify and document with Gary McElroy, the purpose and use of the funds that have been donated to the HSDV in Donna's name. |
| 21. IRS 501(c)(3) Non Profit Status (Supplement) | Elaine Bergstrom reported that a request for support in obtaining 501(c)(3) status was made to Congressman Amodei's office on 2/18/14. The congressman's representative is submitting our request to a Congressional Advocacy Group and we are currently waiting for their response. Elaine will follow up with the congressman's representative, Corinne Clark and call a meeting of the 501(c)(3) committee if additional action or information is needed. |
| ACTIVITIES AND EVENTS: | |
| 22. Membership Drive (Supplement) | Membership Committee Lead, Vicki Kinney presented a proposal to the Board for her to host, during her museum "sitting" shift, a "4 th Sunday Open House "Bring a Friend." On the 4 th Sunday of each month Jack Folmar will set up the Society's new projector to show one of the outstanding and informational HSDV DVDs. There will be cookies and coffee/tea available. Each month an email will go out to the membership inviting them to stop by and visit the museum and suggest they bring a friend who is not a member. The email will let people know the topic that will be highlighted each month. Women's History Month would be the March topic. Director Peck moved and Director Masterman seconded to approve 4 th Sunday Open House "Bring a Friend." The motion passed 5-0. |
| 23. Nevada 150 Committee Report (Supplement) | Mary Ann Sichak reported for the NV150 Event Committee as the committee lead, Laura Tennant was out of town. The event is scheduled for May 17 and is titled "Discover Gold in Dayton, Again!" and will recreate life in the 19 th century in Old Town Dayton. The committee is meeting weekly on Tuesday afternoons at 2:00 pm in the museum and all interested parties are encouraged to attend. Director Sichak moved and Director Peck seconded to approve a projected budget for the event of \$2025. The funds will be paid out of the general fund and be replaced from the Gold Discovery Event CD when it comes to maturity. The motion passed 5-0. |
| 24. Oodles of Noodles (Supplement) | At the February Board Meeting the Board approved the HSDV participation in the local Oodles of Noodles (OON) event, with Mary Ann Sichak as committee leader and the museum, firehouse/jail and depot open and an HSDV booth be constructed. Mary Ann reported that plans are getting underway and anyone interested in planning and participating are invited to the first meeting on Thursday March 27 at 2:00 pm at the museum. |

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| CONSENT AGENDA: | All matters listed under Consent Agenda are considered to be routine or sufficiently supported by prior or accompanying reference materials and information as to not require additional discussion. Director Masterman moved and Director Dodds seconded that the Consent Agenda be approved as presented and not to pull previously requested items due to discussion regarding financial reports had taken place. The motion passed 5-0. |
| 25. Board Meeting Minutes (Supplement) | Minutes of February 12, 2014 Board meeting. |
| 26. Year End Financial Report (Supplement) | The Board received a 2013 year end financial report prepared by Grace Ricci and Gary McElroy. |
| 27. Financial Report- February (Supplement) | The Board received a financial report of income and expenditures for 2/1/2014 to 2/31/2014. |
| ADJOURNMENT | The meeting adjourned at 4:12 pm. The next regularly scheduled Board meeting is Wednesday, April 9, 2014 at 10:30 am at the Dayton Valley Community Center. The next General Membership meeting will be Wednesday, March 19, 2014 at 7:00 pm at the Community Center. |

Submitted by Mary Ann Sichak, HSDV Secretary
Board Approved 4/9/2014