

MINUTES OF BOARD MEETING — THE ANTARCTICAN SOCIETY

June 10, 2020
Meeting Held via Zoom

Present (Via Zoom)

Officers/Directors — Tony Gow (president); Liesl Scherthanner (vice president); Joan Boothe (secretary)

Directors — John Behrendt; J. Stephen Dibbern; Valmar Kuroi; Louis Lanzerotti; Mark Leinmiller; Jerry Marty; Lesley Urasky

Ex-Officio Officers — Tom Henderson (webmaster); Guy Guthridge (newsletter editor); Charles Lagerbom (archivist); Lesley Urasky (social media director)

Directors Not Present

Dale Anderson; Ronald Thoreson

The number of directors participating constituted a quorum as defined in the Society Bylaws.

The meeting was called to order at 1:07 p.m. EDT by society President Tony Gow. Tony, who was participating by phone, then delegated conduct of the meeting to Society Vice-President, Liesl Scherthanner.

Liesl thanked Tony for the delegation. She then thanked Tom Henderson for his recent hard work spearheading efforts that would be considered at this virtual Board meeting — the first Board meeting the Society has held since August 2018. Then, at Liesl's suggestion, each participant spoke briefly, describing where he/she was at present for this virtual gathering. Locations were all over the country plus one person (Valmar) joining in from Canada.

We then turned to the agenda, which had been sent to all participants in advance of the meeting.

1. Appointment of Tom Henderson as Acting Treasurer

Tom Henderson has been acting unofficially as Treasurer for several years, after Paul Dalrymple, who was the elected Treasurer, in effect turned the job over to him. With Paul's recent death, the Society no longer has a Treasurer, and under the existing Society Bylaws, a new Treasurer must be appointed by a majority of the Board until an election can be held..

Joan Boothe moved, Steve Dibbern seconded, that the Board appoint Tom Henderson as acting Treasurer, to hold that position until an election for Treasurer takes place. Passed unanimously.

2. Summary of Financial Status

Tom Henderson, as acting Treasurer, reported on the Society's financial situation. He began by noting that Paul had left us in excellent shape financially. Current Society assets, as of June 10 except as noted, are as follows:

\$47,200.00	Calvert Funds (as of March 31, 2020)
\$24,750.75	Camden Bank Checking Account
\$5,603.98	Vermont Federal Credit Union Saving Account
\$1,323.83	PayPal Holding Account
\$78,878.56	TOTAL

Tom then outlined the present situation with regard to our finances. He reported that he continues to hold money in the PayPal account so that funds will be available for refunds to those who have made deposits for a 2021 gathering if that becomes necessary [SEE AGENDA ITEM 8, BELOW]. His plan is to open a checking account at the Vermont Federal Credit Union and then move the funds in the Camden Bank account to that new checking account. He would the close the Camden Bank account.

With regard to the Camden Bank account, Paul had given Tony and Tom signature authority several years ago. This has permitted Tom to function as acting Treasurer on Paul's behalf. Only Paul, however, had signature authority for the Calvert Funds account. Tom has been in communication with Calvert and currently has documents in process with them to add him and Liesl as signatories.

Lou inquired about the rate of return on the Calvert Funds. Tom responded that he did not know at this point, but when he gets access to the Fund, he will be able to learn which fund our monies are in and can find out. He will let us all when he has the answer.

3. Approval of Discretionary Spending Limit of \$1,000

Per Society Bylaws, the Board can set a discretionary spending limit for the President, who may direct the Treasurer to spend funds up to this amount without case by case Board approval. The officers propose establishing such a Discretionary spending limit of \$1,000.

We discussed the basis for setting the amount at \$1,000. Guy noted that each publication of the newsletter costs us about \$400 since we have the printer take care of production and mailing of the physical copies. Tom contributed that the anticipated cost of sending out the election ballots [SEE AGENDA ITEM 6, BELOW] is on the order of \$830. In both cases, a limit of \$1,000 covers us.

Steve followed this by asking if, looking forward, if \$1,000 is high enough. Liesl pointed out that the limit is for each case of spending, so for now, the amount appears adequate. All agreed.

Mark Leinmiller moved, Liesl Scherthanner seconded, that the Board grant the Society president discretionary spending authority up to a limit of \$1,000 per case, with authorization to delegate such authority to the Treasurer. Passed unanimously.

4. Approval of Moving Checking Account from Camden National Bank to Vermont Federal Credit Union, in the Name of the Antarctic Society

Tom Henderson would like to consolidate the two working Society accounts into one by moving the Camden National Bank account to the Vermont Federal Credit Union. [SEE AGENDA ITEM 2, ABOVE] He would do this after setting up a checking account at the Vermont Federal Credit Union into which he would transfer the monies now in the savings account there. Then he would transfer the

funds at Camden Bank into the new checking account and close out the Camden Bank checking account. Very brief discussion ensued.

Jerry Marty moved, Steve Dibbern seconded, authorizing the Treasurer to move all funds currently in the Camden National Bank checking account to a new checking account at Vermont Federal Credit Union when the Treasurer has the accounts set up and ready. Passed Unanimously.

5. Approval to Seek Approval by the Membership of Proposed 2020 Amended and Restated Bylaws — Discussion of the Proposed Amended/restated Bylaws

Prior to this Board meeting, Tom Henderson spearheaded working group of the Officers and Ex-Officio Officers to draft a revision to the Society Bylaws. Liesl began the discussion of this agenda item by thanking Tom for his work on this.

Tom then took the lead in the discussion of this topic. He noted that the proposed 2020 version of the Bylaws is changed in several significant ways from the current Bylaws, which were last changed in 1965. Such an updating is needed because the old Bylaws were approved in a very different time for both the Society and the world it exists in. In 1965, the Society was based in Washington DC, where most of the members were physically located. It was easy for members to meet, and the Bylaws reflect that. Today, our membership is far more dispersed geographically and our in-person gathering have become much less frequent. The proposed revised/restated Bylaws recognize this.

The proposed revised and amended Bylaws were sent to all Board members in advance of this meeting. With them in hand, Tom reviewed the significant changes from the 1965 Bylaws. In particular, he noted

- Ex-officio officers, currently appointed by the Board but not voting members of the Board, would become Board members. The rationale is that these are the people doing a lot of work of the Society and they should have a say.
- Meeting procedures have been updated to include Board (and member) meetings via phone or electronic/virtual options.
- Noted a three-year term for officers, six-year term for directors, with term limits
- Bylaws continue to define the role of officers, mostly unchanged, but adds membership secretary to job description of treasurer; adds definition of duties of ex-officio officers, and adds position of Social Media Director.
- 1965 Bylaws set dues at \$3/year. Revision simply calls for dues, with no dollar amount stated. The amount for dues is to be determined by the Board from time to time.
- The biggest change — officers and directors are to be elected by the Board rather than the membership. Further, the Board will have the authority to alter/change the Bylaws. The effect of this is to concentrate power in the Board, an approach that is common in small non-profits. It saves both money and time.

Tom noted that this last item may be controversial among the members. In our discussion, however, there seems to be general acceptance of this as a good move. We did note that the proposed Bylaws allow for any members to attend Board meetings. That would give members an opportunity to weigh in when the Board votes. The newsletter can advise members of upcoming Board meetings so they can participate if they wish. In addition, members can nominate themselves, or others, for officer or

Board member positions. Guy commented that all of this might be a motive to conduct at least some future Board meetings via Zoom.

Discussion continued. Steve asked if there is way for the Board to have access to Society financial information. Tom responded that it is his intent, as Treasurer, to have information on Assets presented at each Board meeting. Guy asked about getting such information to the membership. Tom responded that it could be published in the newsletter, perhaps once/year might be good. Ultimate intent, to have both an income statement as well as balance sheet (showing assets and liabilities) information. Several people noted that this would be a requirement if we resume our non-profit organization status. [SEE AGENDA ITEM 9, BELOW]

Liesl said that she thought this revision is a good document, with nuances that reflect the world as it is today.

Liesl Scherthanner moved, Louis Lanzerotti seconded, that we send the proposed Amended/restated Bylaws to the membership for their approval. Unanimous approval.

6. Approval of Ballot for Election by Members Under the Current Bylaws to Approve Amended/restated Bylaws

The proposal for consideration is that an election by members to vote on approval of the Amended/Restated Bylaws will be announced in the July newsletter. Following that, a paper ballot accompanied by a stamped return envelope will be sent to all members via U.S. mail. Since the yes/no ballot itself is very short, the Officer/Ex-Officio officer working group has developed a survey to go with the ballot.

Regarding the survey, Tom noted that this will give members an opportunity to comment/speak up, at the same time as they vote. Lou commented that he thought including the survey was a very good idea.

The ballot and survey are to be returned in the included stamped envelope, addressed to Joan Boothe, as secretary. She will record the election votes and compile the results of the survey. Joan noted that she will completely record all comments/questions and any notations over and above simple responses to multiple choice questions. She will then pull together the responses and prepare a report on the survey responses, including preparing a report that is to be published in the newsletter.

We discussed selected questions included in the survey. There was particular focus on question 3, which asks if members would like the option of a lifetime membership, offering only the option of a yes/no response. Steve expressed concern over the concept of a lifetime membership from a financial viewpoint. He noted that it would mean lack of funds coming in the future, when costs might have increased substantially. Thus, he suggested, any lifetime membership offered should only be a digital one. Val commented that asking about interest in a lifetime membership is a good question to ask, especially since it does not indicate a commitment to offer one. Re dues, Guy noted that our current dues, at \$13/year for digital members and \$20/year for those who receive a print newsletter, are very low. He said that he thought very few members would object to increasing these dues. Following continued discussion, we agreed that a dues, including lifetime dues, question should stay in the survey, but it should be revised. Liesl suggest revised wording:

“Membership dues are likely to increase periodically in the future. Would you prefer to pay for a substantial digital lifetime membership rather than annual dues? Yes ___ No ___ Please explain

Jerry Marty moved, Guy Guthridge seconded, that the ballot and survey be sent to the membership via U.S. mail, with an included stamped return envelope. Approved unanimously.

7. Discussion of Possible Candidates for Officer/Board Positions; Recruiting Candidates

Following on the decision to move forward on seeking approval of the restated/amended Bylaws, Liesl noted, we need to think about who are our current and future Officers/Directors. We also need to know whether current Officers/Directors wish to continue serving. With this in mind, each meeting participant was asked if he/she wished to continue. The Officers and ex-Officio Officers had already noted their position on this in the email sent to the Directors announcing this meeting. Several of these people reiterated their position, expanding on it. Responses:

Tony (currently President) — wishes to end his tenure

Liesl (currently Vice President) — happy to remain an officer, in whatever position the Board wishes

Joan (currently Secretary) — happy to continue

Tom (currently Acting Treasurer & Webmaster) — happy to continue

Guy (currently Newsletter editor) — willing to continue through October 2021 (when he will be 80) but if someone is identified and able to take over before that, will step aside. He expressed the feeling that a new voice would be good. Joan asked how he'd feel about an incoming replacement having an overlap during which Guy and the replacement serve as co-editors. He reacted positively to the idea. Discussion of Guy's much-appreciated tenure as editor, thanks to him for his great job during his six years as editor.

Lesley (currently Social Media Director) — happy to continue

Charles (currently Archivist) — happy to continue

Lou (currently Director) — would prefer to end tenure, primarily because of age considerations

Val (currently Director) — happy to continue

Steve (currently Director) — happy to continue

Jerry (currently Director) — happy to continue

Mark (currently Director) — happy to continue

Two current Directors — Dale Anderson and Ronald Thoreson — were not present. Liesl will communicate with them to determine their feelings.

Liesl then asked if anyone had suggestions for people who should be approached about joining the Board or interest in officer positions. No one offered any names, though several said they had ideas and would approach those people to determine their interest. Liesl agreed that she will be the point person to receive names. We can call for candidates in the newsletter, asking people to self-nominate or suggest others they think will be interested. Joan asked if we could do the same on our Facebook page. Lesley said yes. She will develop a draft posting re this and circulate it for comment before putting it up.

We then turned to discussion of the broader issue of adding younger members to our numbers, as well as the more general goal of increasing Society membership. Steve particularly noted the need for more new members, especially younger ones. Guy commented that we seem to be invisible to many people who should know about and be interested in us. We talked about ways to reach these people. Visitors to Antarctica, teachers, currently people researching and working there. . . Several ideas were raised, including developing a brochure for distribution, sending our newsletter to other organizations, having members who go south with tourists talk about the Society. Steve commented that we all do some things, should be looking for what we can do. Liesl said she felt that outreach would be worth spending some money on.

Guy commented that we should be particularly concerned with re-introducing the Polar Research Board (PRB) of the National Academies and the Office of Polar Programs (OPP) of the NSF to the Society. He suggested that we could deposit copies of the newsletter in the OPP offices. Lou suggested that we could send a complimentary copy of the newsletter to the Director of the PRB. We would probably need to identify a contact person in each organization, to whom we would then mail copies of the newsletter each time it comes out. We briefly discussed the fact that such distribution would cost something, but there did not appear to be significant concern re this.

All agreed that this is a major topic for us, one that deserved far more time than we had for it at this Board meeting. We agreed that Membership Outreach and Board Candidates will be explicit topics on the agenda for our next board meeting.

Liesl commented that all this is very important, and we all need to think about it. Most important right now, however, is to deal with Officer/Director recruiting.

8. Update on 2021 Gathering

Guy took the lead for this topic. He noted that when Paul had said he was willing to have a gathering in summer 2020, 60 people had indicated interest. Clearly, that is not now going to take place.

We are still scheduled to meet in Mystic CT in June 2021, in connection with the Mystic Seaport Antarctic exhibition. Because of the Coronavirus, Mystic Seaport is highly likely to delay their special Antarctic exhibit, or even not do it at all. There is little point in our meeting there if they are not doing it, but at this point, we are still holding money from people who signed up. We have not officially cancelled the 2021 gathering at Mystic, and there is still a bit of time left to consider it. It is highly likely, however, that we will cancel.

Guy noted that we do have other options. Specific ones include

- A member who lives in Port Clyde has offered his place. Smaller than Paul's, might be iffy
- Tom has offered to organize a gathering in Vermont, where he is, but the earliest possible date would be 2022
- We have a proposal from the University of Maine, Orono. We could meet there, use their facilities, including having housing in dorms. An attractive option.
- Are also other options out there – offers from Steve in Virginia, Felice Llano in Florida. . .

Liesl noted that Mystic or not, the idea that we want to continue to have gatherings is important. Guy noted that we might consider having some sort of virtual gathering.

Tom suggested we add an agenda item for the next Board meeting to discuss Gathering options. Charles will touch base with Maine to see if their proposal is still open.

9. Approval for Renew Research and Develop Proposal for Restoring Society's 501(c) (3) Status as a Non-Profit Organization

Liesl and Tom led the discussion re looking into whether and how we should restore the Society's 501 (c) (3) status as a recognized non-profit organization. Per Tom, we were one through 2013, when we lost our status because necessary reporting had not been filed for several years. We are still registered as a non-profit, but not active. Tom has talked briefly with an attorney in Vermont who has worked on establishing non-profits in Vermont. His opinion was that it would probably be easier to start from scratch to establish our status, rather than taking steps to restore it.

Guy asked about the advantages/disadvantages of being a recognized non-profit. Tom noted the advantage of making donations to the Society tax deductible, perhaps most important for attracting legacy donations. The main disadvantage is reporting requirements. Joan added to the advantages, lower cost insurance and the potential for increasing a perception of legitimacy for the public.

All agreed this is a subject we should pursue. Tom suggested the first step would be to consult with Rob Flint, who was the last person to work on this. Tom will do this. Further, if the Board agrees, he will spend the necessary money to consult further with an attorney.

Liesl Scherthanner moved, Joan Boothe seconded, that Tom should pursue the question of restoring the Society's status as a recognized non-profit, including being authorized to spend Society funds to consult with a lawyer as needed. Approved unanimously.

10. Memorial for Paul Dalrymple

This is a large topic, which will be deferred for extended discussion until the next Board meeting — anticipated to be in late September or early October. In the meantime, Guy will include a special tribute to Paul in the July newsletter.

Although we deferred significant discussion of this, we did talk for a bit about what participants remembers about Paul's early years, and their personal memories. Guy requested that everyone send him anecdotes that he could use in the newsletter.

11. Format of Newsletter

Deferred for discussion to the next Board meeting.

Adjournment

Liesl turned conduct of the meeting back to Tony, who officially adjourned it at 3:15 p.m. EDT.

Respectfully submitted,

Joan Boothe, Secretary
June 10, 2020

Addendum: Topics that were noted or by implication should be agenda items for the next board meeting

- Approve minutes; have them posted on website?
- Update on finances / financial report
- Update on BOD/Officer Candidates
- Results of Election
- Results of Survey/discussion
- Update on Gatherings — decide on go ahead at Mystic or elsewhere
- Update on Tom's research re 501 (c)(3)
- Newsletter discussion
- Paul Dalrymple Memorial
- Membership outreach — potential committee formation