

## GSDCO Meeting February 5, 2009

The meeting was called to order at 8:10 by Pres. Randy.

Minutes of Jan 5, 09 – corrections

Ann wanted consistency: Use “Jim P” when referring to Jim Primmer.

After extensive discussion the following were agreed to as comments to the January minutes:

- a. *Pete commented that he did not ask Jim B to make that request that the voting be delayed. It was not challenged that Jim B made the statement.*
- b. *Jim B commented that he felt that he had been inarticulate in how he worded the comments on delaying the judging. He hopes he was not misunderstood.* MINUTES APPROVED WITH COMMENTS

Report of the Board Meeting – Randy (report provided in writing at meeting)

The minutes of the board meeting of January 12 have been online since January 18<sup>th</sup> and are available in print form here.

One important issue was hiring a replacement conformation judge. Barb Hefner, the alternate judge, had been officially contacted both by telephone and email. When she failed to respond to the secretary within a week, we sent another email telling her we were sorry but since she had not replied we would find another replacement judge. She immediately contacted us again explaining that she had been called by a club member and that she had accepted the assignment verbally to him. As a result, she felt there was no need to also reply to the email. We had no way of knowing of that contact as it was without authorization. This placed the club in a very unflattering light. Barbara gave us written identification of the club member.

Another issue is bringing the club's IRS information up to date, taking pains to verify each step along the way for the club's protection. It was our hope that the status could just be renewed instead of starting over. That process has also been interrupted by another unauthorized contact. Maybe the person feels he is assisting in the effort, but, in fact, he just confuses it. The treasurer is working on this process and it is her job which she is handling in a very complete and competent manner. When it is done, a report will be issued.

Maybe in the 1980's this club was run without procedures. Unfortunately it was the failures in the 80's that caused the dissolution of our corporate status in the first place.

Let me be very clear – no one is authorized to act as a representative of this club unless the board has appointed them for that task. That means telephone, mail, email or personal contact. Not only is some of that contact unethical, but it can be prejudicial to the best interest of the club as a whole. There are procedures in place to make this club run legally and efficiently and, most importantly, protect the club from liability. If someone chooses to go counter to these procedures, we will take appropriate measures to stop it.

Treasurer Report – Patty -

Patty gave a run down on the State of Oregon and IRS status. She stated that it was not helpful to have others step in and interfere with the process.

Secretary Report – Ruth - (provided in writing at meeting)

In response to emails and phone calls regarding confusion about the club's corporate status, I am hereby providing a summary of the club's corporate history.

The club was incorporated in the state of Oregon on March 4, 1953 as a non profit corporation under the laws in existence at that time. The club also obtained an IRS id number. On June 16, 1982 the state recorded an "involuntary dissolution" of the corporation. No other record exists until March 29, 1995 when the corporation was reinstated as a Mutual Benefit Corporation. What this means is that we are still a non-profit organization. However, donation to us are not tax deductible and may have to be declared as taxable income by the club.

In January of 1995, Barbralee discovered the lack of our club's corporate status and that all club insurance was void if issued to a non-existent corporation. A legal opinion stated that without corporate status, it was the membership of the club who assumed all liability. Betty, Terry, Barbralee and I, as the newly elected officers, instantly went to work reinstating the corporate status to protect the membership. That process was completed on March 29, 1995. Previous office holders could offer no insight as to why the corporation status was dissolved. The corporate status has been properly maintained since that time.

In January of this year, in response to an inquiry regarding raffle permits, we discovered that we had no IRS status certificate. We then discovered that we needed to bring our corporation information up to date with the IRS and meet the current IRS requirements. The IRS has recently changed their non-profit filing requirements and we will be filing the needed 2007 and 2008 returns. Until everything is up to date and until legal advice, if needed, has been obtained, we will not be doing anything that can in some way conflict with the IRS definition of "non traditional income" and with income limits for our type of corporation. Once the IRS certification is received we will go ahead and apply for any raffle permits and other permits allowing us to offer whatever fund-raising activities may be legal. The full effect of the IRS income limits and tax issues are being investigated and we will get legal representation if needed.

When the process is completed, a full status report will be available. Until then it is not helpful to have emails circulating with improper information and claims of a "giant fraud" being committed by members of the board. Anyone having questions should contact the appropriate officer for factual information. In addition, corporate filings with the state are public record. Anyone who wants to verify the club status can easily do so online.

## Committee Reports

1. Show Committee – Karen
  - a. There will not be a raffle at our shows this year due to legalities
  - b. A replacement judge has been hired – Barbara Hefner
  - c. Trophy Donations collected \$ 430 – ad deadline is April 30
  - d. Catalog Ad sales – Jim is working on
  - e. Silent Auction - Ann thought that this might be a possibility
  - f. Park Rental – March 2<sup>nd</sup>, 8 AM, West Linn Parks and Rec. – Ruth will go and sign us up.
  - g. AKC approved judges, events, still fixing some technicalities
  - h. Barbara got a good airfare, important as we are flying in two judges.
2. Agility Committee – Patty
  - a. Got our 2<sup>nd</sup> judge
  - b. Need 4 people to help unload equipment and set up rings and we need ring crew. The 4H crew will not be available this year.
3. Herding Committee – Ruth

For a variety of reasons, the herding trial will not be held this year and we will get the one year extension from the AKC. The committee is still working on finding a way to have a "GSDCO" trial held on that July date as people are looking forward to that date.

#### Old Business

Voting for Judges for 2010 Conformation shows

1. Randy Hamm
2. Fran Ford
3. Jorge Noya

#### New Business

1. Northwest Vet Specialists need blood donors and Karen will see about getting them to come and talk about the program.
2. Jim will be the education chair again.

The meeting was adjourned at 9:55 PM

Linda Thomas presented her application and is now a member.  
Rh, cw, ba, sh, pb, rb, dl, pl, ks, db, lb, jb, vb, se, aa, lt, ds, cp, rs.