

ERML SPORTSMEN'S FOUNDATION MINUTES

February 16, 2017

1. Call Meeting to Order

Agenda having been approved via e-mail by Directors, President Terry Byron called the meeting to order at 5:32 PM, following a hospitality meal at the Cantonment Fire Department. A quorum was present consisting of all Directors-- President Terry Byron, Gould, McDaniel, Dandridge, Perry Byron, Terry Miller and Judson.

2. Opening Prayer and Pledge of Allegiance

Presented

3) Updates and Progress Reports from Previous Meeting

A) Dropbox Account for ERML Sportsmen's Foundation's Historic Documents-Terry Byron

Dropbox Account back on line. Discussion resulted in determination that the President, Secretary and PR/Historian Directors will have access to add items to the Corporate Account. All BOD Members will be able to access and read. President will be the Administrator for the Account. President Terry will provide appropriate training as requested.

B) Amazon Smile-Terry Byron

President Terry had e-mailed all BOD Members the quarterly income report earned as the result of Amazon customers designating ERML Sportsmen's Foundation, Inc. as his/her Business to receive the Amazon contribution. Corporation received \$57.88. (Report to be filed as attachment to Minutes and shown on Treasurer's Books.)

C) By-Laws and P and P Manual-Maxine McDaniel

By-Laws

Secretary McDaniel reported that By-Laws were updated/accepted at the last meeting and filed.

Policy and Procedures Manual

President Byron announced that the P and P Manual was put on hold to allow for incoming c3 2017 BOD to have input. No Discussion ensued.

D) Memorial Wall-Perry Byron

1) Requested bid for wall construction has been submitted to masons Maloney & Sons based upon draft sent. Awaiting results. (Action Item for June 1, 2017 meeting discussion.)

2) Mr. Charlie (Range Environmentalist Director) requested expenses expended from Range Manager Perry Byron so that he will have accounting of total dollars spent on the Range toward meeting the \$250,000.00 construction requirement set by County Commissioners during the c3 Incorporation/Purchasing of Range Land. He indicated that once approved Range 5 Construction is completed that Corporation should have completely met this financial requirement. (Action Item for June 1, 2017 meeting discussion.)

E) Kid's Rifle Team-Perry Byron, Barry O'Neal and Carl Judson

General discussion included:

First priority of Range information should be provided to children of our Membership as this group is an untapped pool of applicants for Corporation's Scholarships, etc.

Director Judson led a discussion regarding Boy Scouts Eagle Projects which may be a potential source to be utilized for potential Range projects. Range Master Perry will direct this effort with Scout Leadership to include a visit to the Range and soft discussion of potential projects. (Action Item for June 1, 2017 meeting discussion.)

Director O'Neal spoke about cost of rifles for teams. Price of each rifle will be \$190.00. which his Company would be able to provide at FFL actual costs.

Director O'Neal also indicated that he will download the US Rifle Team's curriculum and forward to Range Master Perry Byron for assistance in development of Corporate's Rifle Team Guidelines. (Action Item for June 1, 2017 meeting discussion.)

Potential involvement groups were discussed: Alabama Youth Rodeo Team; Motorcycle Groups like Motor Cross Youths; and Tate High School's Rodeo Group.

Discussion involving whether civilian marksman's program is CMP affiliated for 22 was addressed.

F) Promoting the c3-Terry Byron

Efforts to be discussed by 2017 BOD. (Action Item for June 1, 2017 meeting discussion.)

4. Treasurer's Report-Bob Dandridge

Checking Account Information presented in chronological entries showing Income and Expenses from 5/1/2016 thru 2/14/2017. Current balance in Corporation's Account is \$8,850.47; but, this total does not include the Amazon check of \$57.88. Accepted as presented. (Report to be attached to Minutes.)

5. Cancelling the Escambia Search and Rescue Donation

Motion made by Director Miller and Seconded by Range Master Byron to cancel this Donation as Directors have been unable to present check. Motion passed unanimously. Director Dandridge requested that he be allowed to try one more time to deliver the check to Escambia Search and Rescue. Another motion was made as follows.

Motion made by Director Dandridge and Seconded by Range Master Byron “To give this donation to Gulf Coast Search and Rescue in the amount of 500.00.” Motion passed unanimously. Director Dandridge to deliver check. (Action Item for June 1, 2017 meeting discussion.)

6. Discussion concerning the c3's position regarding the newly established c4 Corporation.

Director Miller pointed out that dissolving the c3 Corporation may result in problems with the County and suggested that the c3 Corporation not become involved with the c7/c4 at this time until further investigation of facts discovered.

Director McDaniel suggested that all c3 Directors have a “Fiduciary Duty to this Foundation” to secure legal representation to guarantee that all information being presented by the c4 is correct before this Corporation proceeds to consider dissolving the c3 Corporation. She was concerned that any information secured during a combined meeting with the c7/c4 at this time would be bias in favor of the c7/c4 based upon the c7's CPA and whatever Attorney they may have solicited for information.

President Byron announced THAT SHE HAD POLED THE c3 BOD MEMBERS TWICE, ONCE VERBALLY AND ONCE VIA E-MAIL, RESULTING IN THE C3 BOD EXPRESSING ITS DESIRE TO NOT BE INVOLVED IN SUPPORTING THE BROTHER CORPORATION'S C7 OBJECTIVE OF COMBINING THE C7 AND C3 CORPORATIONS INTO ONE C4 CORPORATION. She indicated that she had notified the c7 President of this c3 BOD's decision on two occasions.

Director Miller moved “To Table any c3 Corporation Involvement with the c4 until after the upcoming c7/c4 Election.” Motion seconded by Range Master Byron. Discussion ensued. Motion passed with one dissenting vote by Director O'Neal. (Action Item for June 1, 2017 meeting discussion.)

President Byron pointed out that Correspondence between members of the c7 BOD Directors to the c7 President and c7 Treasurer had resulted in refusal of these Corporation Officers to provide the c3 BOD with copy of c4 application submitted to IRS since November 2016. It was pointed out that this refusal is a violation of corporation law. Discussion continued. Motion was made by Director Miller and seconded by Director Judson “To secure the c4 application submitted to the Internal Revenue Services along with all supporting attachments with the caveat that the c3 would agree to a combined meeting with the c7 regarding the c4 tax status at some point in the future.” After discussion, Motion passed unanimously with understanding that Director O'Neal would contact the c7/c4 Corporation President to request the aforementioned documents and e-mail results to all c3 BOD Members. (Action Item for June 1, 2017 meeting discussion.)

7. Introduction of Guests

Jeff Clites—Introduced Himself; and, and he spoke about his past Presidency of the c3 Corporation and his desire to become involved on the BOD again.

Barney Conaghan—Introduced himself, and he indicated that he has known of and supported the c3 Corporation from its inception. He expressed desire to become involved at this time.

8. Letters of Intent to Continue on the c3 BOD for 2017

President Byron announced that Terry Gould had resigned as Vice President as his current work schedule interfered with attendance/support of the Corporation. Also, she indicated that this Directorship would need to be filled by the BOD tonight during the Organization of the 2017 BOD.

9. Resignations to be Accepted

President Byron announced that she was resigning as c3 President as soon as the 2017 C3 Corporation's Elections scheduled next on the Agenda was completed. When asked for reason for resignation, she announced she had to resign the c3 Presidency in order run for the position of Membership Secretary on the c7/c4 Corporation. Question was presented as to why she could not serve on both Corporations. She reported that during the c3 Incorporation Process that the c3 Incorporator Max McDaniel was informed by the IRS's Terry Miller that the c7 and c3 could not have a person serve on both BODs as it could be as potential Conflict of Interest. This statement was questioned by Director O'Neal as He had indicated that He was running for Vice President on the c7/c4 BOD.

Director McDaniel presented the BOD a document consisting of two parts—The First Part was a communication to the County Commissioners delineating the Guidelines set forth by the C7 Corporation regarding the Bother/Sister Relationship which would exist between the c7 and the new c3 Corporations wherein the c3 would own/run the Range and the c7 would provide Membership Dues to provide necessary funds for construction/management/education if the County would grant the c3 title to the land on Rocky Branch Road currently leased to the c7. The Second Part was a communication from IRS's Mr. Miller regarding the make-up of c7 and c3 BOD Members during the c3 Incorporation process and additional issues he had with the c3 Application. Director McDaniel directed the BOD to the correct Section with the Second Document wherein made up of both Corporation's BOD was questioned. She proceeded to inform the BOD that while we do not have the Corporation's Historical Documents including Director McDaniel's written responses to Mr. Miller, She felt that Her word should be acceptable to members of this c3 BOD regarding her communications with Mr. Miller regarding this Boards' Make-Up. No motion or second was made; however, After seeing this document, Director O'Neal announced that he would withdraw his desire to run for the c7/c4 position; and, that he wished to retain his c3 BOD position of Education Director.

10. New Officers to be appointed.

President called for a nomination of candidate to fill the positions of Corporation's Vice President and President. Two motions were entertained by the President: Motion made by Director McDaniel and seconded by Education Director Barry "To nominate Barney Conaghan for Vice President." "Another motion was made by Director Miller and seconded by Range Master Byron " To nominate Jeff Clites for President." Barney and Jeff were requested to leave the room so that discussions could take place. After discussion, 1) Barney Conaghan was appointed, unanimously, to become the c3's 2017 BOD Vice President. Jeff Clites was appointed, unanimously, to become the c3 2017 BOD President.

The Corporation's Presidency was passed to President Clites to continue items on the Agenda.

11. Any additional items from BOD Members

Secretary McDaniel requested and was granted the floor to list the items involved in correspondences between the BOD Members to be attached to the meeting's agenda. These include: Accepted Proposal for the Reconstruction of Range 5; Communication from c7/c4 President to c3 President Byron announcing the granting of the c4 tax status for the c7; Communication from c7/c4 Web Master providing instruction for upcoming Election; Communications between Director McDaniel and the County Commissioners and IRS's Terry Miller; Announcement from Direct O'Neal regarding 501c3 and Northwest Florida Firearms Training sponsorship of scheduled Training Program with Rob Pincus, including registration requirements; and written Resignations of 2016 Corporation Directors Terry Byron and Terry Gould.

President Clites recognized Former President Byron; and she announced: 1) That she would forward to President Clites and Secretary McDaniel all pertinent information/e-mails regarding the C3 Corporation. 2) She would continue as CCW Assistant until a replacement could be found. And, 3) She returned her Corporation Credit Card to Treasurer Dandridge.

President Clites requested that all communications regarding issues with the BOD via e-mail be sent to all BOD Members and maintained and filed by the Secretary in hard copy. He announced topics under which e-mails should be filed. Secretary McDaniel requested that he e-mail her these categories. She indicated that she would prepare folders for same in the Corporation's documents.

President Clites led a discussion regarding the time, date and location of the next BOD meeting. It was decided that the next BOD Meeting would be on June 1, 2017 at the Cantonment Fire Department at 5:00 PM.

12. Adjournment

All business scheduled to come before the BOD having been addressed, President Clites adjourned the meeting.

Respectfully Submitted

–Max–

Max McDaniel
2017 ERML Sportsmen's Foundation, Inc. Secretary

Addendum to Minutes:

- 1) 2016 President Byron has asked that the minutes reflect the fact that she received a new Corporation Credit Card and turned it over to President Clites. BOD so notified by inclusion herein.
- 2) Secretary McDaniel submitted 2017 Roster t for BOD Members via e-mail. One correction needs to be made as follows: Director O'Neal's Zip Code needs to be changed to 32570. Secretary McDaniel wishes to thank 2016 President Byron for assembling this Roster.
- 3) Minutes submitted to BOD Members 3/4/2017. BOD members requested to approve via e-mail as soon as possible.
- 4) Accepted and filed on the _____ day of _____, 2017 at _____.
