

Charleroi Mountain Club --- 2021 Annual Meeting

Called by: Managers
Place: Office of Virgin Carpets, Jefferson Hills PA
Date: February 06, 2022

Agenda:

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|---------------------------|------------|
| 1. Roll Call & Proxies | Capenos |
| 2. Moment of Silence | Virgin |
| 3. Treasurer's Report | Virgin |
| 4. New Business | Bachman |
| 5. Facilities | Bachman |
| 6. Motions from the floor | Membership |
| 7. Election of Officers | Capenos |
| 8. Meeting wrap-up | Capenos |

Roll Call & Proxies (Capenos)

Augenstein	present
Bachman	present
Bauman	absent
Bertocci	proxy
Brady	proxy
Byers, Joe	proxy
Byers, Ron	present
Carlson	proxy
Capenos	present
Duff	absent
Grenfell	absent
Halt	present
Repurchased (howell)	Proxy to Directors
Ingram	absent
Kalp	absent
McDonald	present
McHolme	Dean proxy
McHolme	Lynn proxy
McHolme	Norm absent
Nagy	proxy

Sapaula	absent
Sporio Mike	proxy
Sporio Robert	absent
Thames	present
Thunborg	present
Virgin Matt	present
Virgin Rich	present
Weiss	proxy

A quorum was established with 21

Related to Proxies it was agreed that CMC will accept Electronic Proxies next year which will be facilitated via the website on our RSVP page where we will now allow THREE responses:

- WILL attend
- CANNOT attend
- and for CANNOT we will accept a type written entry to whom the proxy is assigned

The Secretary shall print all such electronic proxies and present them at the Annual Meeting just as any other printed proxy has been in the past.

Moment of Silence (Virgin)

Camp remembers those no longer with us, Tim Brady and Dean McHolme

Treasurers Report (Virgin)

Ron Byers, Skip Halt and Cindy Capenos audited the financials this year.

Camp is in good financial shape with a cash balance of roughly \$144,000, mostly due to timber sales.

Dues and guest fees generate the bulk of our recurring income while timber provides significant but irregular income.

There was no 2021 disbursement for insurance as it was paid back-to-back in 2020.

Expenditures were reduced compared to 2020 when camp invested in windows and A/C.

The managers have agreed that \$215 in interest income is no longer reasonable and we will be seeking help from a knowledgeable financial counselor to better manage a significant portion of our savings.

Logging was discussed briefly and was deferred to New Business.

Also addressed was the reality that we may need some outside accounting help now that logging is generating sporadic but not insubstantial 1099's.

Motion to accept: John M Second Chuck A carried

New Business (Bachman)

Keith raised the possibility of extending the front porch which addresses the issue of crumbling footer and increasing usable overall space. It was further discussed that the long range plan is to extend the roof to cover any additional porch space.

Camp is scheduled nearly 100% in 2022 and it was agreed that a “week” at camp shall run from Thursday to Wednesday.

Rich observed that the annual dues/fees notice has been beneficial from an accounting point of view and will continue for the foreseeable future.

Rich also noted that our Shareholder’s Agreement (bylaws?), dating back to the elimination of Joint Venture 28 in 1987, stipulates that membership transfers had been traditionally solicited but five years ago it was decided that CMC would buy the Howell membership rather than make it available to the general public. Reading from that Shareholder’s Agreement which states “any member can transfer their membership to any direct descendent but before transfer to any other person the member would first have to offer it to the corporation (i.e. CMC)”.

Ron Byers asked if we need to approve the current Sporio/Virgin transfer and it was put up for a vote, Ron Byers made the motion which was seconded by John M with no objection.

The issue of Proxies being sent to individual members was also discussed and there is a risk when several members issue their proxy to any one member that we could lose a quorum if said member “got food poisoning” and was unable to attend the meeting.

Similarly, it was clarified that proxies “to the managers” are voted with the majority of managers, which is why there is an odd number of managers.

Forestry was also discussed with a section behind camp being valued at roughly \$50,000 which was put out to bid but only St Mary’s timber responded since there is an EPA requirement regarding a creek crossing so it was decided that rather than bid ONE parcel under an EPA permit we would be better served to bid TWO parcels under the same permit... two birds with one stone. And it was recognized that the tight bend on Dry Hollow will need to be revisited for future logging but that will be part of the loggers job/estimate. Also agreed was that the logging was not in any way related to the recent water issues in camp which are believed to be a culmination of time and sediment in the water lines.

Cindy Capenos raised the point that the Guest Fees need to be updated in the bylaws from \$5/night to \$10/night but it was agreed it is the website that is outdated and the change will be implemented asap.

Motion to Accept: Bill T Second: John M carried

Facilities:

The kitchen fan was oversold and under-delivered but is still being looked into. And the 2nd bridge has been called into question in spite of being considered in better overall condition than the bridge at camp. Most folks agreed they bypass that bridge in favor of the shallow creek crossing anyway.

Of additional note was the gas companies interest in capping camps gas well was averted only because Rich Virgin happened to be at camp the day the DEP rep showed up to "red flag" our well and Rich was able to explain that CMC is 100% dependent on that well for our gas service.

Motion to Accept: Cacey T Second: Skip H carried

Motions from the Floor

There were no motions from the floor.

Motion to Accept: John M Second: Bill T carried

Election of Officers (Capenos)

The Directors encouraged anybody that was interested in serving that this is an opportunity to step up and nominate or be nominated, there were no nominations.

Motion to accept existing Managers from John M, 2nd by Bill T, carried

Meeting Wrap-Up (Capenos)

Motion to accept: Rich V Second: Bill T carried