



American Legion Post 9-11

Board of Trustees

18 Nov 12 Minutes



Members present:

Mike Christensen – Board President (3-year term ends 30 Jun, 2013)

Ed Kinney – (3-year term ends 30 Jun, 2014)

Vacancy – to be filled IAW Post By-Laws, Article V, Section 5 (term ends 30 Jun, 2013)

Tim Risner – Post Commander

Janet Ferran – Post Finance Officer

Time Started: 3:10 PM

Time Ended: 4:40 PM

Others Legionnaires present:

Dan Beatty – Post Sr Vice Commander

Alicia Gatti – Restaurant Manager / Auxiliary member

Jon Maucher – Past Commander

Vern Kuykendall

Bill Miller

Minutes:

The Board of Trustees (henceforth noted as “the Board”) met in special session to discuss several issues facing the Post contractual and restaurant operations.

First item of business was to remind the Board members of their roles and responsibilities. A handout of the Post Constitution and By-Laws Article V – Board of Trustees was provided attendees. Article V specifically states:

“The Board of Trustees shall be incorporated as the official body representing The American Legion Tri-Lakes Post 9-11, Department of Colorado in all legal and binding agreements. The Board is empowered to enter into contracts, mortgages, and other fiscal instrumentalities as the official authority of the Post. The Board derives its power to act on behalf of the Post by approval of resolutions authorizing the pertinent activity. The authority may be limited only to the action to be taken, the best method of action to be determined by the Board.”

Additionally, the President reminded the Board that, with the inclusion of a representative of the American Legion Auxiliary Unit 9-11, the Board becomes the Operations Committee, responsible “for the government and management of any restaurant, club, or bar operated by the Post” (Source: Post By-Laws Article XVIII).

Janet Ferran suggested that there should be a distinct break when the Board is in session and when the Operations Committee is in session. Agreed.

Second item of business was to discuss the need for the Post Commander to appoint a new Board member with the approval of the Executive Committee. His earlier appointment and subsequent approval by the Executive Committee of Darryl Beckman to the Board to fill a vacancy due to the resignation of an at-large member, was in violation of Post By-Laws Article V, Section 2, which states: “No person shall be eligible for election to the Board of Trustees who has not been a continuous member of the Post for five years.” Thus, his appointment was rejected by the Board.

To fill the vacancy, the President asked Jon Maucher if he was interested. He was not at this time. Then, the President asked the restaurant manager, Alicia Gatti, if she was interested. She stated her willingness to be a board member. Ed Kinney made the motion, seconded by the President, that the **Board recommends the Post Commander appoint Alicia Gatti to the Board.**

- 3 votes FOR (President, Member, and Finance Officer) with 1 Abstain (Commander).

Motion Passed

Janet Ferran pointed out that it is unclear when the terms of the at-large members expire. Consequently, the minutes will reflect the at-large member’s term expiration date as shown above.

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Additionally, the Post's Nomination Committee, upon their selection by the Post Commander in January, will be informed that 2 board positions, a 3-year term and a 2-year term, will need to be added to the slate of positions open for the 2013 elections. IAW Post By-Laws Article V, Section 2, the position is open to any member who has been a continuous member of the Post for 5 years and one of these vacant terms must be filled by a Past Post Commander of The American Legion Post 9-11 (also with continuous membership of the Post for 5 years).

Third item of business was to resolve the rumblings within the Post of Alicia Gatti's management of the Restaurant. Bill Miller pointed out that no one in the Post spends more time than Alicia in running this restaurant day in and day out. Her knowledge and understanding of operating this business for the Post goes unseen by the majority of the Post. Others spoke up in her favor as well. The President made the motion, seconded by Eddie Kinney, that the **Board is confident in the current Restaurant Manager and her management of the Depot**.

- 2 votes FOR (President and Member) with 2 Abstain (Commander and Finance Officer).
Motion Passed

Subsequent discussion of the Board and Post members in attendance felt that a vote of confidence was meaningless and a more forceful position was needed. Consequently, the President made the motion, seconded by Ed Kinney, that the **Board resolves to continue Alicia as the Restaurant Manager and an addendum will be added to the contract to so stipulate**.

- 3 votes FOR (President, Member, and Finance Officer) with 1 Abstain (Commander).
Motion Passed

The Board *last item of business* was for the President to make known to the Board of discussion within the Post to add a termination of lease addendum to the Building Lease with Palmer Lake Express, Ltd. This addendum would state that the Post would terminate its lease with the death/incapacitation of Alicia. The President's position is against terminating a lease and losing the Depot Restaurant as a Post Home; instead, the Post should work with Alicia's heirs to maintain our leased Post Home. Further discussion led to the following actions to be taken:

- Develop Restaurant Manager Job Description
- Develop Operating Procedures
- Develop Contingency Plan (Backup plan for operation of Restaurant)

NOTE: The Commander was excused from the meeting at 4 PM since he had family in town for his wife's birthday and he had delayed his plans to attend the Board. The President thanked him for making time to attend the Board and apologized for interrupting his previous plans.

The next Board meeting is currently scheduled for 15 January 2013 (third Tuesday of the month) at 6:30 PM at the Depot and is subject to change. Check the Post Web Site calendar. All meetings of the Board are open to members of The American Legion Post 9-11.

Adjournment

Signed Michael Christensen
Board of Trustees President