

## **Quarterly SDC Board Meeting January 15, 2023**

**SDC President, Denny Foust called the meeting to order at 4:02 PM Eastern time.**

**Attendees: Secretary Cindy Foust took Roll Call. Board Members present were Denny Foust President; Carl Thomason Parliamentarian; Cindy Foust Secretary; Harvey Snitzer Crossroads Zone; Don Cox South Central Zone; Ed Smith Pacific Southwest Zone; Mark Carson Pacific CanAm Zone; Warren Thompson International Zone; Steve Grant Northeast Zone; Allan Dias Southeast Zone; Tom Sexton Upper Mississippi Valley Zone; and Chuck Donkle North Central Zone. Don Jones Vice President; Tom Curtis Past President; Jane Stinson Treasurer; and Frank Philippi Atlantic Zone were absent.**

**I. Minutes of the Special Board Meeting held on December 4, 2022, were approved on a motion by Tom Sexton, seconded by Mark Carson. The motion passed by all Board members present.**

### **II. Discussion on One Plus One Accounting Service:**

**A lengthy discussion ensued, by all board members present, expressing concerns over a perceived conflict of interest, should One Plus One Accounting Services be the designated accounting firm performing the basic accounting services for SDC. Both Carl Thomason and Cindy Foust of the Bylaws Committee, reiterated this change needed to be put in place by 12/31/2022, to satisfy the IRS audit requirement, wherein the Treasurer's position could no longer remain a compensated position. As per Mimi Halgren, the SDC Treasurer would be responsible for oversight of the contracted accounting firm. Should the SDC Treasurer, have any association with the contracted accounting firm, they would be expected to recuse themselves from any voting of the board that would involve the contracted accounting firm, or compensation of the firm. Chuck Donkle stated we need to follow the Bylaws: SDC Bylaws clearly state a contracted accounting firm.**

**At this time, a contract from One Plus One Accounting Service has not been received. Therefore, Cindy Foust made the motion that we appoint One Plus One Accounting Service as the designated accounting firm to provide the basic accounting services, until SDC advertises for, opens and reviews bids for the position, and awards the bid. One Plus One Accounting Service is welcome to submit a bid for consideration. Warren Thompson seconded the motion; the motion passed by all board members present.**

### **III. Succession Plan: Denny Foust**

**Denny Foust stated he is working on a succession plan, which would offer the opportunity to Zone Coordinators to sit in on SDC board meetings. This would be for Zones where the**

director is on their last term and unable to be re-elected. Their non-voting, visiting attendance would allow them to gain knowledge of and familiarize themselves with the operation of the board; again, they would be there only for observation and would not have the ability to vote.

As expressed by Allan Dias and others, this concern is not only a board concern, but flows to committees, contracted vendors, and even chapter officers.

#### **IV. Annual Reports: Cindy Foust**

Cindy Foust has requested reports from contracted vendors and all committee heads. So far, reports have been received from: Mimi Halgren, Trademarks (she included a letter reminding us that she is retiring from this position and the need for a replacement). Mimi Halgren further reports that there are no trademark renewals until 2025. Cindy Sale, administrator for SDC Social Media and Groupworks; and Susan Lusted the author for What's Happening has sent an acknowledgement and we should receive her report shortly.

#### **V. For the Good of the Order:**

Tom Sexton asked for suggestions on inviting and including ASC and AOAI members in the SDC International Meets. Denny Foust stated that Don Jones is currently working on a plan to include and involve both clubs in SDC International Meets.

Chuck Donkle reported on their recent Zone Meet.

Meeting adjourned at 4:53 PM Eastern Time.

Respectfully Submitted, Cindy Foust SDC Secretary

Next meeting dates:

EC: Feb. 5, 2023, at 4PM Eastern time

SDC BOD: April 16, 2023 at 4PM Eastern Time