

Riesentöter Region, Porsche Club of America, Inc.
(a Pennsylvania Nonprofit Corporation)

Minutes of a Meeting of the Executive Board
Held
17 January 2010

A meeting of the Executive Board of Riesentöter Region, Porsche Club of America, Inc. commenced on Sunday, January 17, 2010, at 3:00 PM EST at the home of Joe Asher. The voting members present in person or by conference telephone were Graham Knight, Joe Asher, Chris Karras, Rita Hancock, Marty Kocse, Dan Newton, Steve McMorn, Myles Diamond, Larry Herman, Francine Knochenhauer and Brian Minkin, constituting a quorum. Peter Majka joined the meeting at 3:30 PM EST. Allison Dollery was the only voting member absent. Also present for all or part of the meeting at the invitation of the Board was Ian Curtis.

Graham Knight called the meeting to order and welcomed the members. Graham welcomed Rita Hancock and Dan Newton who joined the Board as of January 1, 2010.

Myles Diamond moved the adoption of the minutes of the Board Meetings held November 14, 2009, which had been distributed to the Board in advance of the meeting. Graham Knight seconded the motion and it carried unanimously. (Knight, Asher, Karras, Hancock, Kocse, Newton, McMorn, Diamond, Herman, Knochenhauer and Minkin in favor; no one opposed; no one abstained)

Graham Knight noted that he had been advised by the Club's counsel, Creed Black, that the Club would need make no further response to the Commonwealth of Pennsylvania's investigative subpoena and that the matter had been closed. Graham also reported that although Creed had requested an additional retainer of \$2,500 that he had been satisfied with another \$1,000, subject to refund if it is not consumed, and that amount had been deposited with Creed. Graham and Chris Karras cautioned the Board that Mr. Mankowski may still be subject to sanction and that Board members should decline comment on the matter. Graham also read a letter dated January 11, 2010, from Vu T. H. Nguyen, Executive Director of PCA National, to Mr. Mankowski informing him that upon his suspension from the Club he as also suspended from PCA.

Rita Hancock reported on the annual dinner held in December. About 70 members and guests attended and Rita described the party as fabulous. There was a DJ, cash bar and four food stations. Although Allison Dollery has the exact information, Rita understood the dinner exceeded budget by \$200-\$300 because of a larger attendance than expected.

Graham Knight proposed that the DE discount now available to Board members be limited. Currently all Board members, elected or appointed, are entitled to the discount at each Club DE that the instructors receive and, if a Board member does not use the discount his or her spouse may do

so. Graham suggested limiting the discount to elected Board members (or spouses) who are not instructors. Myles Diamond noted that only a small number of Board members use the discount. Brian Minkin opined that having the discount available had made it easier to persuade Club members to dedicate the substantial amounts of time service on the Board requires. Steve McMorn supported that opinion. After substantial discussion, on Larry Herman's suggestion, the matter was divided into two parts. First, Graham moved that the DE discount be limited to (i) instructors and (ii) elected Board members who are not instructors (or if not used by the member, by his or her spouse). Myles seconded the motion and it carried unanimously. (Knight, Asher, Karras, Hancock, Kocse, Newton, McMorn, Diamond, Herman, Knochenhauer, Majka and Minkin in favor; no one opposed; no one abstained) Second, Graham moved that the DE discount be extended to appointed Board members but not to his or her spouse. Myles seconded the motion and it carried after Joe Asher changed his vote to avoid a tie. (Asher, Karras, Kocse, McMorn, Herman, Majka and Minkin in favor; Knight, Hancock, Newton, Diamond and Knochenhauer opposed; no one abstained) Accordingly, the Discount and Expense Reimbursement Policy will be changed as marked below:

Discounts Allowed

Every member and guest of the Club shall pay the same amount as any other person for each event the Club sponsors except as otherwise set forth in this policy.

Driver Education Events

Instructors. Persons who are qualified by the Track Chair and who instruct students at a Driver Education ("DE") event are entitled to a discount (the "Instructor's Discount") in an amount set from time to time by the Track Chair and approved by the Board. The Instructor's Discount applies to an entire DE event fee, not fewer than all days of a multi-day event. (In recent years the Instructor's Discount has been about 50% of the regular price of a DE event.) Instructors who instruct at a DE event but do not drive in the event are entitled to a 100% discount.

Elected Officers. The Club's elected Officers and ~~Appointed Officers~~ are entitled to the Instructor's Discount if they are not also ~~whether or not they are also~~ instructors. The elected Officers of the Club are currently the President, Vice President, Secretary, Treasurer, Social Chair, Membership Chair, Der Gasser Editor, Autocross Chair, Track Chair, Technical Chair, Goodie Store Proprietor and Webmaster. ~~The Appointed Officers of the Club are currently the Historians, Safety Chair, Co-Safety Chair, Co-Track Chair, Rally Master, Chief Instructor, Registrar, Co-Registrar, Community Service, Awards and Photo Editor.~~ If an elected Officer or ~~Appointed Officer~~ does not drive at a DE event he or she may assign the Instructor's Discount for that DE event to his or her spouse.

Appointed Officers. The Club's Appointed Officers are entitled to the Instructor's Discount if the are not also instructors. The Appointed Officers of the Club are currently the Historians, Safety Chairs, Chief Instructor, Registrars, and Awards Chair. If an

Appointed Officer does not drive at a DE event he or she may *not* assign the Instructor's Discount for that DE event to his or her spouse.

Those elected members of the Board who are instructors, and therefore not eligible for a DE discount under the revised policy, voted unanimously in favor of the revised policy as disinterested members of the Board. (Knight, Karras, Diamond, Herman and Minkin in favor; no one opposed; no one abstained)

Graham Knight encouraged each Board member to work with other members of the Club to support the various activities, along the lines of Speed Council for the DE program and the Autocross Council. Graham was particularly enthusiastic about the breadth of the support group Rita Hancock was assembling for various social activities and the prospect of a Concours Council to start a concours program for the Club. Graham encouraged Peter Majka to contact two Club members who have an interest in improving further the Club's web site and noted that Allison Dollery intends to cooperate with another Club member with a financial background. Each Board member should have several people assisting with the work, both to ease the burden on the Board members and also to deepen the pool of Club members experienced in managing the Club's various activities.

Graham Knight then recommended the appointment of the officers listed below. Francine Knochenhauer seconded the motion and it carried unanimously. (Knight, Asher, Karras, Hancock, Kocse, Newton, McMorn, Diamond, Herman, Knochenhauer, Majka and Minkin in favor; no one opposed; no one abstained)

Historians— Bill and Debbie Cooper
Safety Chairs— Paul Walsack and Steve Hoagland
Chief Instructor— Steve Meenan
Registrars— Kevin Douglas and Steve Kartischko
Awards— Nick Benz

Graham will seek a volunteer to be a Rally Master.

Discussion of the 2010 budget was deferred until the February meeting when Allison Dollery was expected to be present.

Myles Diamond reported on plans for DEs for 2010. The contracts for the tracks are now in hand and will be addressed at the February Board meeting. In the interim, Myles asked for authorization to pay the deposits to NJ Motorsports Park for the DEs at Lightning and Thunderbolt. The deposits will total about \$15,000. Myles moved to authorize the deposits. Brian Minkin seconded the motion and it carried unanimously. (Knight, Asher, Karras, Hancock, Kocse, Newton, McMorn, Diamond, Herman, Knochenhauer, Majka and Minkin in favor; no one opposed; no one abstained) Myles noted that opening registration for all DEs at the beginning of the season led to many more cancellations in 2009 and did not appear to advantage the Club. Accordingly,

Myles intends to return to a rolling registration process for 2010. If feasible with motorsportsreg.com, registration will open for PCA members 60 days in advance of the DE and 30 days in advance for all others.

Discussion of a monthly financial reporting package, review of bank statements and a review of the Club's finances for 2009 were deferred until the February meeting when Allison Dollery was expected to be present.

Rita Hancock reported on the search for a new charity to replace Make-A-Wish and, possibly, ALS. One candidate is a local charity that supports returning disabled veterans with housing renovations. Another trains helper dogs to assist the disabled. A third candidate is Ronald McDonald House. All of these charities have low expenses so that most of the funds donated support reaches the intended beneficiaries. Rita will continue to work with Mark Reynolds and others in formulating a recommendation to the Board for a new charity.

Dan Newton reported that he plans on a 28-page Der Gasser for 2010. He will reserve space for planned articles and the total page count will be adjusted as advertising commitments are received. If an advertiser does not pay by 1 February the ad will not run in the March/April issue.

Steve McMorn reported on plans for AX for 2010. The program will use the same roadshow format for about six rounds and hold the premier Planes and Porsches fundraiser on a date to be determined. Steve listed several other Club members who will assist him with various aspects of the AX program.

Chris Karras reported on his meeting in late December with Elizabeth Lyle, a long time member of the Club, Debbie Cooper, Club Historian, and Joe Piernock. They plan to recommend changes to the Club's Bylaws and policies.

Larry Herman now has the fire resistant filing cabinet and important Club documents should be delivered to him. Chris Karras circulated the Document Retention Policy to the Board.

Peter Majka reported on the new web site and the means by which Board members may update the information on it.

Graham Knight noted that the administrators of the web forum had not complied with some of the rules of the forum regarding photographs. He moved that Mike Andrews be removed as a forum administrator for that reason. Dan Newton seconded the motion and it carried unanimously. (Knight, Asher, Karras, Hancock, Kocse, Newton, McMorn, Diamond, Herman, Knochenhauer, Majka and Minkin in favor; no one opposed; no one abstained)

Marty Kocse reported on membership attraction and retention efforts and confirmed with Chris Karras that he was at work on a new member survey.

Graham Knight collected conflict of interest certifications from himself, Joe Asher, Rita Hancock, Marty Kocse, Dan Newton, Myles Diamond, Larry Herman, Francine Knochenhauer, Peter Majka, Brian Minkin and Steve Meenan. Outstanding are certifications from Bill and Debbie

Cooper, Paul Walsack, Steve Hoagland, Kevin Douglas, Steve Kartischko and Nick Benz. Chris Karras signed a certification in London and will bring it to the next Board meeting.

Joe Asher reported on the locations for the next few member meetings, at least one of which will not be on the last Wednesday of the month. Accordingly, the Board will entertain an amendment to the Bylaws in February to allow more freedom in scheduling monthly member meetings.

Joe Asher also reported on the next Board meetings. The next meeting will be held at the home of Chris Karras in the late afternoon of February 21, 2010.

The meeting adjourned at 5:30 PM EST.

Submitted:

A handwritten signature in black ink, appearing to read "Chris Karras", with a long, sweeping underline.

Christopher G. Karras
Secretary