



Minutes - Working Board Meeting

July 25, 2023, 5:30 PM @ STMA Arena Community Room

Voting Board Members Present: Megan Esterberg, Chad Vitzthum, Alyssa Shaugnessy, Gillian Rousslange, Megan McChesney, Woody Schoh, Adam Frost

- I. **Call to Order-** 5:32 p.m.
- II. **Association Attorney Nate Allen, Esq. - Gries, Lenhardt, Allen PLLP**
 - **Nonprofit Board of Directors** - The MN Attorney General's website has information about boards at <https://www.ag.state.mn.us/consumer/publications/fiduciaryduties.asp>. Nate Allen discussed the following with the Board:
 - **Composition & Structure**
 - **Roles & Responsibilities**
 - **Fiduciary Duties of Care, Loyalty & Obedience**
 - STMA YHA is still a corporation which is bound by state and governing documents; benefits of being a 501c3 in Minnesota to have extra protection under non-profit code, which includes not being responsible personally. If the 501c3 status then that protection goes away.
 - Be active, it's important that you participate. If you don't vote it's considered a "yes" vote; this is your one chance to object. If the Board voted and you disagree, you should not "air dirty laundry" in public. Allegiance does not mean you have to vote "yes".
 - Conflict of interest is most detrimental with business transactions; may abstain on voting if there is a conflict of interest. Need to make sure we are all following policies and procedures.
 - It is a Board Member's fiduciary duty to get outside help when it's needed.
 - Nate Allen suggested completing the Bylaws and then designating a committee to come back to the Board with updated policies and procedures as we should be following our policies and procedures. Outside counsel can review afterwards. Also the Bylaws should be reviewed annually.
- III. **Registration-** Chad Vitzthum
 - Numbers:



- Squirts need 78 players; currently short 2 goalies and 23 skaters (55 registered). Peewees need 65 players (54 registered). Bantams need 52 players (34 registered). 15Us need 26 players (20 registered with 2 goalies). 12Us need 39 players (19 registered with 2 goalies). 10Us need 14 players; have 3 goalies signed. Once team declarations are finalized, tournaments will be on the website.

IV. **Fundraising-** Alyssa Shaughnessy

- A motion was made by Alyssa Shaughnessy and seconded by Adam “Woody” Schoh to appoint Tammy Tupper, Ashlie LeGrande and Heidi McClintic to the KnightHawk Committee Member. Motion approved.
 - Adam Frost shared his concerns that Ashlie LeGrande is also the Recruitment and Retention Coordinator and we need that role to be successful as Mite/8u numbers are down. It was agreed that as long as Ashlie LeGrande is not the KnightHawk Chair that the Board approves. However, her priority needs to be 99% recruitment.

V. **Gambling**

- A motion was made by Chad Vitzthum and seconded by Adam Frost to appoint Adam “Woody” Schoh, Adam Jarvinen, Katie Jarvinen and Matt Kammann as Gambling Committee Members. The Committee will meet monthly and the LG202 will show what they do, reconciling checkbook, inventory. Motion approved.
- A motion was made by Alyssa Shaughnessy and seconded by Chad Vitzthum to approve Denise Andrusko and Terri Robinson as STMAYHA Members. Motion approved.

VI. **Old Business**

VII. **New Business**

- The address with the state needs to be changed. Renew by December 31st - Woody to check on this
- The online portal does not show tax forms on file with the IRS for 2021 and 2022. Megan Esterberg will check with Jack Rowan.
- We will be forming a Policy & Procedures Committee made up of HOC, Board and other members. Adam “Woody” Schoh will discuss further with Gillian Rousslange and Aaron Levin.

VIII. **Adjourn-** 7:08 p.m.