

VAST Board of Directors July 25, 2016 Meeting Minutes

Approved at the September 26, 2016 Meeting

OFFICERS PRESENT:

President: Tim Mills
Vice President: Jeff Fay
Treasurer: Tom Baltrus
Secretary: Jim Hill

DIRECTORS PRESENT:

Addison: Absent
Bennington: Vacant
Caledonia: Ken Gammell
Chittenden: Pat Poulin
Essex: Dave Page
Franklin: Mike burns
Grand Isle: Dave Ladd
Lamoille: Carmin Lemery
Orange: Ron Garvin
Orleans: Roger Gosselin
Rutland: Merritt Budd
Washington: Jim Morrill
Windham: Roone Gibbs
Windsor: Dick Jewett

ALTERNATE DIRECTORS PRESENT: Stewart Ahearn, Essex County

STAFF PRESENT:

Executive Director: Cindy Locke
Trails Administrator: Matt Tetreault
Trails Manager: Shane Prisby
Office Coordinator: Cyndy Carrier Jones

GUESTS PRESENT: Mark Ellingwood, Ed Hebebrand, Dale Gilman

Meeting Called to order: 6:00 PM

Recognition of Visitors

Approval of Agenda: Dave Ladd moved to approve; Pat Poulin seconded, so moved.

Jeff Fay – I would like to add, under Old Business, ByLaw petition.

Tim Mills – I would like to add Executive Session, over personnel matters, to include directors, alternate directors, officers and Cindy Locke.

Secretary's Report – June 6, 2016 – Special BOD Minutes – Dave Page moved to approve; Dick Jewett seconded, so moved.

Secretary's Report – June 27, 2016 BOD Minutes – Dave page moved to approve; Dave Ladd seconded, so moved.

Treasurer's Report – Tom Baltrus gave an overview of the financials for the period ended June 3-, 2016. Pat Poulin moved to approve; Ron Garvin seconded, so moved.

Old Business

- Jeff Fay – After our last board meeting where the board decided not to move forward with the proposal of allowing non-residents to hold the position of Secretary's office, there has been a petition presented encompassing at least ten percent of the membership in good standing, representing clubs of the Association. They are looking to have it brought to the membership at the annual meeting. Their broad proposal is "to bring the vote by the membership at the VAST annual meeting, to change the bylaws allowing non-Vermont residents to hold an officer position on the VAST Board of Directors". This will be included in the agenda in the annual meeting. I was hoping to have more specific wording for their amending tonight, but it hasn't been forthcoming. If I get it before the annual meeting, I will get it out to the board. The petition was executed within our Bylaws, so it meets the requirements, so it will be addressed at the annual meeting. Seven clubs have sent in a petition to allow non-residents to become officers of the VAST Board.
- Carmin Lemery – Did you go through every name to make sure that everyone is in good standing?
- Dick Jewett – We don't have that many people at the annual meeting, we usually only have about 300; so it went to the clubs to get enough for a petition.
- Jeff Fay – It is based on the clubs. So, x number of clubs equals enough of the percentage of the membership. Seven clubs represented 3,243 members id enough to make the petition valid. You don't have to get membership signatures, you just need to get clubs representing the membership. The way the Bylaw reads "or by petition by clubs representing ten percent of the membership in good standing of the association." They only needed 1,677, roughly, members, out of the clubs.
- Carmin Lemery – I just want to understand the process: If I wanted to then, I can go to someone else representing the club and could they say yes when the other person said no?
- Tim Mills – No, the club has to vote on it.
- Dave Ladd – So, will this come up at the annual meeting, and the membership can actually vote to override the board and make a change to the bylaws?
- Jeff Fay – Yes.
- Jim Hill – The Board can draft the bylaws, but it's the membership that approved them; whether we do or not.
- Jeff Fay – That's why we needed to go through the process of approving the other changes to present to the membership and then they will make the final decision on those as well. They are going about it the right way.
- Ron Garvin - So the procedure will be a voice vote at the annual meeting?
- Jeff Fay – the way I would like to see this happen is that this will be presented, prior to us presenting our changes to the bylaws that we have approved as a board; as a separate item.
- Pat Poulin – the voice vote will carry, and if it is too close, then we will do a paper ballot.
- Mark Ellingwood – didn't I understand that the board looked at this, and it wasn't the board's recommendation to do it?
- Jeff Fay – Yes that is correct.
- Ron Garvin – and the reasons being were because of the distance, frequency of meetings, and cost of travel. Will those items be brought up?
- Pat Poulin – Because we didn't support it initially, we need to explain to the members why we didn't support it.
- Roone Gibbs – Where are we going to put it in the meeting agenda?
- Jeff Fay – It is going to go before our bylaws presentation. It will be part of the bylaws presentation, but we are going to present this before and get a vote on it.
- Roone Gibbs – Do you think it is better to do it that way?

- Tim Mills – It has to be that way because you have to get the reading on that one item before you can include it into your bylaw changes for the year.
- Ron Garvin – Were those the only two reasons why we didn't support it?
- Cindy Locke – Availability, short notice for meetings, etc.
- Jeff Fay – the discussion that I have had with the people is that they are agreeable to have the mileage start from the Vermont border. So, basically once you hit Vermont, you will get reimbursed, but getting to the Vermont border is your own nickel. I know I have been in this office for four meetings in a week, as an officer.
- Roone Gibbs – We don't want email or conference call officers, it just doesn't work.
- Jim Hill – The problem with mileage, this is a particular group that may not speak for everyone. I don't think it is the key point, but it's an important piece of it.
- Cindy Locke – It is difficult do to things over the phone with officers or directors who are on committees.
- Jeff Fay – If I get more specific information on this I will pass it along to the board.
- Dave Ladd – Once a change gets made to the bylaws, especially of this nature, it is pretty much going to be a permanent change. It's not going to be able to be rescinded; if someone comes along later and decides they want mileage reimbursement from a particular point.
- Jeff Fay – I think the mileage reimbursement part is probably going to be better addressed in Policy.
- Carmin Lemery – Say, Cindy or Matt needs to go to the State House with her to testify, an officer, can she call that non-resident at the last minute and expect them to be there for her?

New Business

Annual Meeting Update

- Cindy Locke – I put this on the agenda so we can review the internal agenda.
- Dave Ladd – I would like to ask for time to acknowledge the Trailblazer Awardees.
- Jim Hill – I don't see a line item on this agenda for approving last year's minutes.
- Jeff Fay – It should go between agenda and president's report.
- Ken Gammell – These Trailblazer Awards that we have started to give out mean a great deal to the people that receive them; please give ample time to these awards.
- Merritt Budd – Can a lay person do an invocation, or does it need to be a minister? I don't have anyone in mind. Also, do I have to get a moderator?
- Cindy Locke – Would Ron Garvin be willing to do the invocation?
- Dick Jewett – You don't have to have a moderator; you have a president that can do that.
- Ron Garvin – Yes, I would be happy to do the invocation.
- Merritt Budd – You have some other seminars that are going on between registration and the meeting?
- Cindy Locke – Yes that is on the agenda that will go out to the members. It will also be in the annual report. There are going to be three different workshops; Matt on Trails; Beth on Website for the Club; and Cindy on Youth and Volunteers, with Collin Racine helping me. He is Gwen and Paul Racine's grandson; he is very involved with the club.
- Roger Gosselin – Are the seminars all happening at the same time?
- Cindy Locke – Yes.
- Merritt Budd – I am concerned with the low number of lunch reservations to date; only have 60.
- Cindy Locke – we are up to 105 right now, but we have guaranteed 300. Board members are all reserved.
- Cindy Locke – I requested that the County Directors contact their clubs to have them make reservations by August 4th.
- Tim Mills – Do you need individual names or can you reserve as a group?
- Merritt Budd – We only have two vendors other than the outside snowmobile vendors. I believe the golf game is going okay as far as sponsors and players. Rutland County will have two more meetings before the event.
- Tim Mills – I would like to reserve 20 tickets for lunch for the White River Valley Ramblers.

- Merritt Budd – There will be plenty of volunteers to help with set up on Friday. I'm really happy that so many people have decided to step up to help.
- Cindy Locke – VAST has reserved 3 vendor spaces for us.

LVRT Report

- Shane Prisby – Read from the hand out he gave to the board; update on Bridge 68.
- VHB and VAST put together further justification of why the bridge is not historic, and last Monday she finally backed down and agreed to honor it; agreed to disagree, but we are clear on the historic problem. So, we don't have to go through the additional review, but we were basically on hold until last week when we got the go ahead to continue with submitting all our paperwork and getting our approval, so there is no way we can get the job done this year, unfortunately. What we are going to do this year is to continue to use the covered bridge, informing the Lamoille and Franklin county clubs, that this is the case, so we can get the insurance straightened out for one more season on our end, as well as making sure what route they will be using.
- We will be bidding out the project this year; economic timelines to get it out in September, start ordering the bridge and hopefully we will get a better price this way. Spring is not generally a busy time for bridge contractors, so it may work out for us.
- Ron Garvin - So, in the spring, when the weather breaks, the contract will already be awarded, so they will be able to start up work right away?
- Shane Prisby – Yes, and, one of the questions that was originally brought up, was the lead time on the bridge and that is about four months for design, fabrication and delivery. So this way, they will be able to, instead of putting it in in December/January, they will be able to get the contract awarded, put in the design specifications, and the company will have it ready for when the river drops down, the weather is better, etc.
- Jeff Fay – What are we looking at now for demolition/disposal of the existing bridge?
- Shane Prisby – That would be put on the contractor. They would be in charge of removing it, taking it off site. It becomes their property essentially. There is a note in there, a pretty standard one, that if it is covered with any material that may contain lead, that they need to deal with it; they will hold us harmless, indemnification.
- Jeff Fay – So that is going to be in the contract bidding? You don't know what that will do to the full price of the project?
- Shane Prisby – it should actually help us a little bit. Scrap isn't high right now, but it is something to help offset the cost, so that should be factored into their bidding.
- Jeff Fay – You are looking at doing two rec spans, and the rest of the bridge is going to come out?
- Shane Prisby – Yes. The only pier that remains is the center stone pier, everything else will be taken out. If we are going to put one in, it just makes sense to put in two. If it's in our price range, then it takes out all the risk of trying to drive piers into the river when we know there is no ledge. It seems to be the safest, best option.
- Roone Gibbs – What is the capacity of the bridge going to be?
- Shane Prisby – H.10. It can hold an ambulance, small fire truck, more than enough for a groomer, plus snow load.
- Mike Burns – In previous discussions we talked about the work that the State did to put in the protection of the center pier and putting the stone in the river. Does that have to come out?
- Shane Prisby – I have a meeting with ANR on Wednesday to discuss this. Our engineer is optimistic that we won't have to remove it. He seems to think that ANR won't be happy about it, but they will understand the situation and let us keep it in there. I might not be as optimistic about it, but who's to say, so we will have that conversation on Wednesday.
- Mike Burns – No one is concerned about the center pier floating?
- Shane Prisby – It still has a fair amount of weight on it, as far as the spans that are still attached, and as well as the weight of the pier itself.

Committee Reports

LVRT

- Cindy Locke – Don Balcum is the fundraiser that I have interviewed twice. He has met with the LVRT Committee and everyone likes him and we'll get started with him part time. Currently the marketing materials, the branding for the LVRT, was approved by the Committee – not really approved because we didn't have a quorum. The marketing company is finalizing the materials, so hopefully in the next few weeks we will be able to get started.
- The delay on the bridge is actually not so bad, because it gives us a chance to do some fundraising. We would had to have come up with about \$200,000. We have been getting donations in; we just received a \$5,000 donation this week.
- I will be meeting with VTrans in the next few weeks to get started with the negotiations on the extension of the lease. I will be coming back to you with reports and looking for approval. VTrans is offering to help out with the Rail Trail a lot more, so we will be talking about that a lot more in the future.

Awards and Nominating

- Dave Ladd – Awards have been ordered; should be all set for the annual meeting. Merritt has taken the lead on the nominating.
- Merritt Budd – As of right now, we have no new nominees.

Long Range Planning

- Cindy Locke – Mark Reaves and I got together to work on this, to summarize some of the ideas that he has as Chair of this committee. He has sent these ideas out to the committee for their review. He has some great ideas. His hope is to get it all done by the annual meeting so something will be in the annual report about it.

Governor's Council Meeting

- Dick Jewett – We didn't meet, but I have a couple of things that we will be discussing in September. \$5.00 of the additional registration fees are to be earmarked for law enforcement.

Roger Gosselin moved and Pat Poulin seconded to go into Executive Session, with Directors, Alternate Directors, Officers and the Executive Director, to discuss personnel issues. Motion carried.

Dave Page moved, Ron Garvin seconded, to come out of Executive Session, motion carried.

Ken Gammell moved and Roger Gosselin seconded to take no action, motion carried.

Carmin Lemery moved to adjourn and Dave Page seconded; meeting adjourned at 7:20 PM.

Next Board of Director's meeting is September 26, 2016.

It is our goal to provide a statewide snowmobile trails system second to none and to provide a quality snowmobiling experience to our members.