

East Side Alano Club of Madison, Inc.  
Board of Directors  
January 8, 2020

Present: Ben Nichols, Claudia Sinclair, Dave Noltner, Kathy Bartlett, Louise Bartlett

Excused: Jim Johnson, Renee Heine

Guests: Deanne Rohde, Sue Scanlon

I. Call to order

Acting president, Dave Noltner, called the meeting to order at 6:30.

II. Board organization

- A. A January 1, 2020 letter to the Board (attached) from Dave and Louise was discussed. Because not enough Board directors were elected in the December election and two resignations, the Board is operating without a quorum and a secretary. The letter explains an option to fill positions.
- B. Claudia Sinclair has agreed to fill a director position. Dave appointed Claudia to the Board as a director. Louise moved, seconded by Kathy to confirm the appointment of Claudia Sinclair to the Board of Directors as a Director. Motion carried. A quorum was reached.
- C. Kathy Bartlett was appointed temporary secretary at the December meeting. She subsequently submitted a letter of resignation(attached). Louise moved, seconded by Ben to accept the resignation of Kathy Bartlett as Board secretary. Motion carried.
- D. Louise submitted a letter of resignation as Board president (attached). Kathy moved, seconded by Claudia to accept the resignation of Louise Bartlett as Board president. Motion carried.
- E. Dave appointed Louise as Secretary. Kathy moved, seconded by Ben to confirm the appointment of Louise Bartlett as Board secretary. Motion carried.
- F. Discussion was held whether Dave and Louise could serve as co-Presidents. Louise would serve as secretary and Dave would continue as vice-president and chair of the Building and Grounds Committee. Dave would chair Board and member meetings and Louise would perform administrative duties. They would collaborate on creating the agenda. Ben moved, seconded by Claudia to name Dave Noltner and Louise Bartlett as co-Presidents until such time as another solution becomes available. Motion carried.
- G. Committee assignments were discussed. Ben, Claudia and Kathy constitute the Audit Committee. The Building and Grounds Committee includes Dave, Tim D., and Jim J with Ron McKinley as alternate. Claudia moved, seconded by Kathy to confirm the appointments to the Audit and Building and Grounds Committees. Motion carried. Appointments to the Entertainment and Finance Committees were deferred to the February meeting.

III. The minutes of the December 11, 2019 minutes were accepted as corrected.

IV. Report of the Treasurer, Ben

- A. The December financial reports were accepted as presented.
- B. Ben suggested a change in financial report distribution. Louise moved, seconded by Claudia to send financial reports to the membership with the Board meeting minutes and supporting documents. Motion carried.

V. Report of the Secretary

- A. Louise presented the December member roll and attendance synopsis reports (attached). As of December 31, ESAC had 90 members in good standing down from a year high month in February. 11 delinquencies are unusually high.

December attendance was 1,654 which included three events. 2019 total attendance was 19,222 for an average daily attendance of 55. Four events were hosted by nonmember groups.

The reports were accepted as presented.

#### VI. Reports of Standing Committees

##### A. Building and Grounds, Dave

Dave reported on electrical work completed by Nickles Electric. The donated garbage disposal and wiring were installed in the MARVELous Café. A new outlet with USB port was installed in the Ginko Room. Can lights in the front entry were repaired and are operational. A dusk to dawn light was installed on the west exterior of the building. A dusk to dawn light is on order for the accessible entrance on the north side.

General Heating installed two 2-way switches on the boilers. One died of old age; the other was nearing life expectancy.

The B&G Committee will meet in the near future to work on their portion of the strategic plan. Determining the age of the heating plant has been an issue.

##### B. Entertainment Committee, Louise

A 2020 entertainment committee is being organized. A schedule of events will be presented at the February meeting.

#### VII. Caretaker report, Dave

Everything is going well with the caretakers. A waiting list for caretakers exists.

#### VIII. New Business

A. Conflict of Interest forms required for 501 c 3 certification were distributed for directors to complete.

B. The Annual Membership Meeting is scheduled for January 25 at 5:00 in the Birch Room. Recognition of retiring Directors, 2019 accomplishments and 2020 goals will be among the items on the agenda. Directors are to send ideas for the meeting to Louise by January 15.

C. A letter (attached) from a concerned member was reviewed. The issue was accepting funds from card playing at ESAC that appears to include gambling. Among the issues discussed were activity inconsistent with ESAC's mission, activity broke house rules, activity was not specifically sanctioned by Board, 501 c 3 status may be in jeopardy and directors may be personally and collectively liable if activity continued. Claudia moved, seconded by Louise to present the issue to the Annual Membership Meeting. Motion failed. Discussion continued. Directors came back to the stance that ESAC's mission "is to maintain facilities for meeting and social gatherings for recovering alcoholics, and people of other 12-step recovery programs, their families and friends" (East Side Alano Club of Madison Inc. Bylaws, Article I Section C) and "(t)he Board of Directors will manage the business affairs and property of ESAC. The Board will endeavor to provide a safe, secure, positive environment for recovery." (ESAC Bylaws, Article IV, Section A) Louise moved, seconded by Ben to close card playing other than demonstrable recreational card playing. Motion carried. Ben and Dave will personally talk with some card players concerning the decision.

D. A request to hold a pool tournament on January 22. Louise moved, seconded by Ben to grant permission for a pool tournament on January 22 following the 10 a.m. meeting. Motions carried. Dave will represent the Board at the gathering.

#### IX. Kathy moved, seconded by Claudia to adjourn to February 11, 2020 at 6:30 p.m. Motion carried. 8:24 p.m.

Respectfully submitted,  
Louise Bartlett