

## Minutes, Highpointers Foundation Board of Directors Meeting

Freight Yard Pub, North Adams, Massachusetts

July 21, 2017

Directors Present: Stony Burk, Dave Covill (presiding), Al Dempsey, Mary Groeneveld, Jim Hawkins, Carol Radford (recording), Roy Wallen, Gary White

Directors Absent: Jim Glaze, Fred Lobdell, Paul Pontiff, Gerry Roach, Fallon Rowe

Guests: Beckie Covill, Mick Dunn, Ruth Anne Hesselbarth, Gary Scurka, Gary Szalc, Kathleen Wolff

President Covill called the meeting to order at 12:25 p.m.

Election of Officers: It was agreed without dissent to re-elect Covill, Lobdell, and Wallen as President, Secretary, and Treasurer, respectively, for the coming year. It was also agreed that the results should be posted on the website.

Financial Report: The Foundation has converted to filing the long 990 tax form (back-posting to 2008). Dave has sent the 4<sup>th</sup> Quarter 2016 report to Highpointers Club President Tim Webb. Wallen circulated the 1<sup>st</sup> and 2<sup>nd</sup> Quarter summary report. As of June 30, 2017, the Foundation assets totaled \$18,538.17. Wallen reminded the Board about the Amazon Smile.com program as a source of income as well as interest from charitable trusts. Quarterly reports are available to board members and anyone who asks for them. There were questions and discussion regarding expenditures and comparison “shopping”.

There ensued a detailed discussion on the IRS status of the Foundation as a 501 (c)(3) organization and what we can and cannot do with our funds. Basically, funds may be used for projects—paying vendors directly. Funds cannot be given to a non-501 (c)(3) organization. In other words, we cannot give funds directly to the HP Club.

Audit: It would be a major expense. John Hasch, as a foundation door, could not perform this function independently. One Club Director told Covill verbally this would be a good thing to see happen.

Legacy Giving: Radford reported on the addition of one new person to the Legacy Program.

Social Media: Fallon was not present, but Covill suggested that we might make better use of social media as a promotion tool.

By-laws: A recent email vote amended the by-laws. To be a Foundation Director, it is no longer required to be a Highpointers Club member. White explained that this amendment complies with our by-laws. Dunn expressed disappointment in this action.

New Directors: Groeneveld and Glaze have been elevated to full Director status. Burk will be stepping down. Covill mentioned a need for more Directors for projects.

American Highpoints Filmmakers: Wolff and Scurka reported on progress with their project. PBS has selected their film for national distribution. They also explained how the Indie GOGO fundraising site benefits the Foundation.

Donor Recognition: Covill reported on the magnets and medallions purchased from Geo Junga. They are inexpensive—the major cost being mailing. Donor “amounts” have been eliminated from the medallions and magnets. Hawkins has written many letters thanking donors. Dempsey also wrote letters to those who made restricted donations to specific state highpoints, advising them of progress. Pontiff also wrote letters to most donors last fall.

Soliciting Funds: Wolff volunteered to help with grant writing. Dempsey moved, and Wallen seconded that we accept her proposal and use our grant writing software. Motion passed. A major thank you to Kathleen.

Foundation/Club Liaison Team: In an effort to restore a functional relationship with the club, Covill has spent many hours talking to club directors. He and Tim Webb have set up a liaison team. Three members from the Foundation (Hawkins, Groeneveld, and Wallen) and 3 from the Club (Mark Comstock, George Paynter, and John Keator) have been appointed to explore ways to repair/restore the Club/Foundation relationship. The 6 person committee met right after our meeting. Dave discussed how he had spoken with almost all of the 15 Club Directors since February.

Guest Comments: Guests Szalc, Hesselbarth., and Dunn commented on the need for clarity of communication and financial functioning, and the need to focus on goals.

The meeting was adjourned at 2:15.

Respectfully submitted,

Carol Radford and Beckie Covill - Acting Secretaries

Minutes, Highpointers Foundation Board of Directors Meeting

Beartooth Hideaway, Red Lodge, Montana

August 13, 2016

Directors Present: Stony Burk, David Covill (presiding), Al Dempsey, Jim Hawkins, Fred Lobdell (recording), Carol Radford, Fallon Rowe, Gary White

Directors Absent: Paul Pontiff, Gerry Roach, Roy Wallen

Associate Directors Present: Jim Glaze, Mackenzie Scurka

Visitors: Rick Hartman, John Hasch, Donna Hawkins, Eric Lichtenstein, Terri Rowe, Gary Scurka, Kathleen Wolff

President Covill called the meeting to order at 7:15 a.m.

On a motion by White (second by Covill) the officers were declared re-elected for another year.

President: Dave Covill

Treasurer: Roy Wallen

Secretary: Fred Lobdell

In the absence of the Treasurer, the financial report was submitted via e-mail.

F. Rowe reported that she had submitted the first four pages of the Form 990 to Facebook for verification.

There was a discussion of the Foundation Web site. It was felt that the first two pages of the Form 990 plus the Form 1023 should be posted on the Web site, as these documents are required to be made available to the public upon request. Covill said that he would provide these documents to Webmaster Roach.

There followed a discussion about having an audit done. Hasch (who is a CPA) felt that it would be unethical for him to do an independent audit, as he has made contributions to the Foundation and is a Club member. He felt that an independent audit would likely cost around a thousand dollars, and more if there were problems to be dealt with. No decision was arrived at concerning an audit.

Covill reported that the special bench in remembrance of long-time Director Jean Trousdale would be installed at the trailhead to Black Mesa (Oklahoma state highpoint) in a ceremony taking place in late October at the trailhead. This project has been funded more than half of the ~\$6,500 required by friends and family of Jean.

G. Scurka reported on the Every Step Productions highpoints filming project. He said that Wyoming Public Television (PBS) would be airing the first film in the near future. It was hoped that this exposure would lead to additional state PBS stations following up with their own showings. This in turn may lead to more money being donated in order that the project may be completed. He suggested that the South region might be the next area of the country where the highpoints may be filmed, but that additional funding was needed. Also DVD's of the completed film might be made for a reasonable cost and be distributed to various people and organizations, with the Highpointers Club Board of Directors being particularly mentioned. He said that a Wilderness filming permit had been acquired and that, as we were in the area anyway, Granite Peak, Montana would be filmed that week. Scurka also filmed several Midwestern state highpoints while en route to and from the Washington, D. C. area.

This led into the next topic of discussion, which was the deteriorating relationship between the Foundation and the Club. The reasons for this are not entirely clear, and various Directors and guests offered their thoughts on the problem and possible solutions. There seemed to be a consensus that the two organizations needed to work more closely together, but how to accomplish this remains a problem. The Club liaison person has not been attending Foundation Board meetings, and there seems to be almost no communication between the two groups. Covill has had rather extensive conversations with Club President Tim Webb without any solutions becoming apparent. Burk suggested that he could resign as a Foundation Board member and run for a Club Director's position next spring while still doing the work he does for the Foundation. Lichtenstein and D. Hawkins also suggested that they might run in the spring election in an effort to influence the Club position vis-a-vis the Foundation. It was also noted that the Club and Convention Host refused to provide any space at all to the Foundation at this Convention, a wholly unprecedented action. Covill pledged to work closely with HP Club President Webb in the coming months to ensure a positive outcome. [For a fuller discussion of the problem and the issues involved, see Covill's post of August 31.]

This was followed by a discussion of possible projects. A bench near Humphreys Peak, Arizona was suggested and several Directors thought that this was important. This would likely require approval from the U. S. Forest Service and possibly the Arizona SnoBowl. Covill said that the bench would need to be sponsored as the Foundation's assets have dwindled from more than \$30,000 to about \$18,000 in the preceding year, and we shouldn't consider more benches funded solely by the Foundation at the present time. The bench came about per Rick Hartman, and numerous donations were received to support this effort. T. Rowe volunteered to sponsor a bench at Borah Peak, Idaho, where the Foundation does not yet have a presence. She said she had already contacted the U. S. Forest Service there.

Covill mentioned the Geo Junga medallions and magnets, given as donor recognition items for various levels of contribution. Some donors may not want to receive these, but it is awkward to ask donors and prospective donors about this, i.e., an opt-in/opt-out program.

Roach (not present) has sent some letters soliciting grants, but he has gotten a new job and no longer has time for these activities. F. Rowe is helping out with these activities. Wolff is especially interested in obtaining corporate funding the the film project, if possible.

The Good Guys and Gals Fund has apparently become a bone of contention between the Club and the Foundation. Apparently one of the Club Directors has been saying that the Foundation "stole" that fund, which amounted to about \$3,500 at the time the Foundation was formed in 2006. Covill said that the vote of the Club Board of Directors was unanimous to create the Foundation in 2004, but it was contested in 2006 to turn that money over to the Foundation as "start-up" money. There was a discussion about the possibility of giving that money back to the Club, but the consensus was that this would set a bad precedent in many ways.

Radford reported on the Legacy Club, composed of people who have arranged for a bequest to the Foundation in their wills. Currently there just a few who have done so, but more are interested.

Burk reported on possible projects at Brasstown Bald, Georgia, where a plaque needs to be refinished as well as some maps needing redoing. He also mentioned Campbell Hill, Ohio where a similar project needs to be undertaken.

F. Rowe reported on the Foundation presence on Facebook. What is needed is documentation for the Foundation. What Facebook needs is documentation that is not generally available to the public. Thus, the Forms 990 do not qualify. It would appear that the Foundation articles of incorporation are what is needed.

Covill mentioned the Amazon Smile program, where customers can designate 0.5% of their purchase to go to a charity of their choice, as long as that charity is registered with Amazon. We have already gotten a small amount of money from this program.

Covill suggested that we might send letters to those donors who had made dedicated contributions (i.e., contributions dedicated to be used at a particular high point) letting them know that their contributions

had indeed been used at the designated high point, and for what. Dempsey volunteered to write the letters. Covill said he would provide Dempsey the information to do this in the fall.

The meeting adjourned at 9:07 a.m.

Respectfully submitted,

Fred Lobdell

## **Minutes, Highpointers Foundation Board of Directors Meeting**

### **Comfort Inn and Suites, Worthington, Minnesota**

**July 25, 2015**

Directors Present: Dave Covill (presiding), Al Dempsey, Jim Hawkins, Fred Lobdell (recording), Carol Radford, Gerry Roach, Jean Trousdale, Roy Wallen, Gary White

Directors Absent: Stony Burk, Paul Pontiff

Associate Directors Absent: Tonya Hancock, Alan Scherer, Dick Bourne, Jim Glaze, Matt Moniz

Visitors: Mary Groeneveld, John Hasch, Teri Rowe, Fallon Rowe, Gary Scurka, Mackenzie Scurka, Kathleen Wolff

President Covill called the meeting to order at 2:00 p.m.

Wallen presented the Treasurer's report. He reported current assets of \$34,122 and donation income for the first half of 2015 of \$8,128.

Covill gave reports on Projects, Gift Acknowledgments, Publicity (more on that topic later) and the Highpointers Club liaison.

Roach reported about the Foundation's Web site. He explained his work to date and said that he would be moving the hosting of the Web site from BeTheHost to GoDaddy. He said the site was set up to receive Visa and PayPal donations. He also noted that the Foundation is now part of the Amazon Smile program, a small percentage of purchases will be donated by Amazon.com to the Foundation. It was agreed that after the amended Forms 990 are filed, the first two pages for each year will be posted on the Web site, including Form 990 for 2011. These will join the IRS approval letter for 501(c)(3) status. Wallen will provide the letters to Roach for inclusion on the web site.

Radford reported on the Legacy program. She said that while there were no new names to engrave on the plaque showing those who had mentioned the Foundation in their wills, she had received verbal assurances from several people.

Lobdell, Roach and Wallen discussed the desirability of filing the full Form 990 (IRS information return, required annually) rather than the "e-postcard" (Form 990-N), which we've been filing the past three years. Roach explained that the full form was highly desirable if we were to solicit and receive sizable corporate donations. Lobdell explained that we were locked into

the year-ending balances by the bank balances shown on our year-end bank statements, and that the 2012 figures didn't match revenue and expenses by almost \$2,000. He and Wallen agreed to try to solve this problem this fall so that amended returns might be filed for 2012, 2013, and 2014, and that we can return to filing the full Form 990 with our 2015 return.

Existing Foundation officers agreed to serve another year if elected, and the following were re-elected without dissent: President, Dave Covill; Treasurer, Roy Wallen; Secretary, Fred Lobdell.

Covill summarized the 2014 Bylaws revision and the Bylaws amendment creating the class of Associate Directors. The full Bylaws need to be re-posted on the website to include the revision.

Covill brought up a problem with the donor recognition program. In the past year medallions and magnets have been sent to donors, said items reflecting the rough dollar range of their contributions. Numerous donors had provided positive feedback to date. One donor objected to that and returned her medallion, saying she didn't want to display her level of contribution. After discussion, a compromise was reached. On a motion by Dempsey (second White) it was agreed without dissent to exhaust our present supply of medallions and magnets, and to order new ones without a dollar amount (range) displayed on them going forward. The Foundation currently possesses in inventory approximately 2-6 magnets and medallions in each of the categories, and this supply should be exhausted by year end.

Gary Scurka and Kathy Wolff are working on a project to create four short films on the highpoints of each of the four regions in the country. They showed a short trailer for the northeastern region. It is planned to have these films on display at the Bradford Washburn American Mountaineering Museum in Colorado, and to make them available to high school geography classes. It is hoped that they will also be of interest to the Public Broadcasting Service.

Covill asked who among the Directors was familiar with social media, and with the exception of Wallen and Roach, there was a near-unanimity of ignorance in this area. Covill pointed out that a Foundation presence on Facebook, Twitter, and other social media sites would be a great help in gaining publicity for the Foundation and its work, and he asked 18-year-old Mackenzie Scurka to present a brief summary of the possibilities inherent in the Foundation being on social media. She, obviously more familiar with social media than most of the Directors, did so, with the assistance of 19-year-old Fallon Rowe. On a motion by Wallen (second White), which passed without dissent, they were offered Associate Director positions, which they accepted. They agreed to look into a plan for the Foundation to have a presence on social media, primarily on Facebook and Instagram.

Covill gave a more detailed summary of the various highpoint projects in progress, including those in Georgia, Nebraska, New Jersey, Pennsylvania, South Carolina, and South Dakota. Wallen summarized the situation in Rhode Island. Mary Groeneveld mentioned that she lived close to Mt Arvon in Michigan, and would be able to help out there.

Roach elaborated on the earlier discussion on Fund Raising. He has been working with and receiving training from Foundation Search, and for the Foundation to maintain its relationship with that organization, we will need to renew our contract with them. Roach said that in order to be eligible for larger grants from corporations we need to be "squeaky clean" and fully transparent. He would like to be a CFRE (Certified Fund Raising Executive) but that goal requires a significant amount of training and experience and passing an extensive exam. Roach has begun the process of sending out Grant Proposal Request Letters. On a motion by Roach (second Wallen) it was voted without dissent to renew our contract with Foundation Search for 5 years. Covill is to distribute the financial terms of that offer from Foundation Search.

White mentioned the District of Columbia project, which at this point requires signs to assist in locating the benchmark, and possibly a register. Covill mentioned the desirability of having local project managers who can oversee our various projects.

John Hasch discussed the possibility of another full financial audit of the Foundation, and thought it best to wait for all tax returns to be completed before giving that any more thought.

On a motion by Trousdale (second Lobdell) the meeting adjourned at 4:47 p.m.

Respectfully submitted,

Fred Lobdell

# Minutes, Highpointers Foundation Board of Directors Meeting

**River Terrace, Gatlinburg, Tennessee**

**July 26, 2014**

Directors Present: Dave Covill (presiding), Al Dempsey, Fred Lobdell (recording), Carol Radford, Jean Trousdale, Roy Wallen, Gary White

Directors Absent: Stony Burk, Tonya Hancock, Jim Hawkins, Paul Pontiff, Alan Scherer

Also attending: Dick Bowers, Keith Radford

President Covill called the meeting to order at 12:05 p.m.

Wallen presented the Treasurer's report. He summarized the bench project as carried out in Arkansas, Nevada, Utah, and Virginia. In Virginia we did not donate one of our benches but rather gave them \$1,000 for a bench made to their specifications, which was a requirement of theirs. There was a discussion of our PayPal account. Wallen said that most of our money is in CD's and a Money Market account, and that he had always been able to cover costs out of the checking account.

Covill said that Hawkins has been doing a good job with the acknowledgment letters and is keeping up with donations. Kathy Dalsaso Mitchler is the Club liason person. Gerry Roach is doing a good job with the Foundation's Web site. Covill is able to edit some items on the Web site.

Radford summarized the legacy program. She has purchased a plaque for display at conventions. The plaque has plates that may be engraved, at small cost, with the names of those who have made a bequest to the Foundation in their wills.

In connection with the legacy program, Bowers was asked to summarize the Rotary Club's legacy program, called the Cement Society. He pointed out that it was much cheaper and easier to add a codicil to wills rather than re-draft the entire document. There are sample codicils that can be found on the Internet, but he thought the codicils might be state-specific.

White moved (Trousdale second) to re-elect the current officers for another year. The motion passed without dissent.

President: Dave Covill  
Treasurer: Roy Wallen  
Secretary: Fred Lobdell

There was a discussion of the Foundation's IRS Form 990. Covill explained the desirability of filing a full Form 990, so that prospective donors may have a fuller view of our activities. We obtained an extension for the filing of our 2013 Form 990, so that it is due by August 15. We are also amending our 2012 Form 990-N by filing a full Form 990 as an amended return. Once these are done we will again be current in our IRS filings.

The amended Bylaws, containing many changes to reflect the way we actually do business, will have to be voted on by e-mail, as the requirement is that they be approved by at least a two-thirds vote of the Board of Directors.

Covill brought up the possibility of donations to Search and Rescue (SAR) teams. He mentioned that the Mineral County, Nevada SAR team had participated in the rescue of four or five highpointers in the vicinity of Boundary Peak, Nevada's state high point. The Foundation has had a suggestion from an interested party that it make some sort of contribution to the Mineral County SAR team. The ensuing discussion brought out the fact that we did not know the names of the rescued hikers, and therefore did not know if any were Club members. The consensus of the Board was that donations to such organizations was beyond the scope of our mission statement, and were qualitatively different from what we have been doing up to now. If any such donations were to be made, it was felt that it was more appropriate for the Club to make them. Wallen moved (Lobdell second) that the Foundation **not** contribute to such organizations. The motion passed by a 6-1 vote, Covill dissenting.

Covill brought up our Web site and said that he would like to find someone (a consultant) to look at it and make recommendations for improvement. The Board felt that he should go ahead with this.

Covill proposed a new class of Directors, to be called Advisory or Associate Directors. These would be people who would not be full voting Directors but who would be associated with the Foundation in some capacity. Lobdell volunteered to draft a Bylaws amendment creating such a class of Directors and send the draft to Covill before sending it to the entire Board.

Covill reviewed the Foundation's list of accomplishments. A follow-up at Sassafras Mountain, South Carolina, is needed as there is currently significant construction taking place there and there are barriers and signs prohibiting access. Also, much disruption of the summit area has taken place. The problem here is that the HP is privately owned, apparently by Duke Energy, and they are doing whatever they want to do to the HP.

Covill felt we should have a way to recognize non-monetary donors. In connection with this, he mentioned that we had been given a New Zealand \$5 bill, issued on the 50th anniversary of Sir Edmund Hillary's successful ascent of Mt. Everest, with a likeness of Hillary on it and bearing Hillary's signature. A similar bill was auctioned at a meeting of

the Colorado Mountain Club and fetched \$1,000. Covill asked for suggestions as to how we might monetize this bill. No conclusions were reached, but Covill will investigate.

A discussion of grant writing followed. It was felt desirable that we have projects of some sort that will benefit all 50 state high points. Software is available that comes with a sort of guarantee. After a further discussion Wallen moved (Dempsey second) that the Foundation purchase a 3-year subscription for software and a database to support grant writing, to include training, and to make contact with Gerry Roach's company, the cost not to exceed \$10,000. The motion passed without dissent.

Covill announced the names of the people he had nominated for Club awards.

On a motion by Lobdell (second Dempsey) the meeting adjourned at 3:02 p.m.

Respectively submitted,

Fred Lobdell

# Minutes, Highpointers Foundation Board of Directors Meeting

## **Katahdin Inn and Suites, Millinocket, Maine**

**July 20, 2013**

Directors Present: Stony Burk, Dave Covill (presiding), Al Dempsey, Jim Hawkins, Fred Lobdell (recording), Carol Radford, Jean Trousdale, Roy Wallen, Gary White

Directors Absent: Tonya Hancock, Paul Pontiff, Alan Scherer

Also attending: David Beymer, Dick Bourne, John Hasch, Donna Hawkins, Keith Radford

President Covill called the meeting to order at 12:10 p.m.

Covill introduced the new directors (Hawkins and Radford) and asked all around the table to introduce themselves.

Covill summarized the status of the Foundation's Web site, which is being maintained by Gerry Roach at a cost of \$300 annually.

The election of officers followed. Covill and Wallen were nominated for re-election as President and Treasurer respectively, and Lobdell agreed to accept the nomination as Secretary. On a motion by Trousdale (second by Dempsey) the officers were elected without dissent.

Covill asked Lobdell to explain why officers were necessary. Lobdell said that although he hadn't seen the form, it was his understanding that the Form 1023 submitted to the IRS to gain 501(c)(3) status listed the three officers, so it was thought best to retain those offices.

Wallen presented the Treasurer's report. He said that current assets were in excess of \$33,000. He also passed around financial summaries for all four quarters of 2012 and the first two quarters of 2013. In addition he passed around a graph showing the expenditures for projects and other costs, which showed that the Foundation's expenditures for highpoint projects was well in excess of 90% of total expenditures. Non-project expenses were for the Web site, postage, and a report to the state of Colorado, where the Foundation is incorporated.

Lobdell passed around a copy of the Form 990-N, the so-called e-postcard, which was what was filed with the IRS for the 2012 tax year. This form may be used by charitable organizations that have an annual income of less than \$50,000 and must be filed on-line. It is much shorter and far easier to prepare than the full Form 990 the

Foundation had been filing in previous years.

Hawkins, who assumed the duty of sending acknowledgment letters to donors, said that that program was "up and running".

In the matter of soliciting donations, letters had been sent to previous one-time contributors. This has raised about a thousand dollars.

Covill said that we needed to "think large" and asked those present to come up with ideas for future projects.

Radford discussed the legacy program, i.e., the program whereby donors are encouraged to make a bequest to the Foundation in their wills. A name for the program is needed, but was not settled on at this time.

Covill passed around a listing of the silent auction activity since that program was begun.

Covill mentioned that last year's winner (Will Mokszycki) of the auction for the package deal at the current convention was unable to attend and claim his reward because of personal issues. The possibility was raised of transferring his prize to next year's convention, but it was decided to just send him a check for the value of the Foundation's contribution to his unclaimed items.

A list of projects was passed around by Burk. Special mention was made of Virginia, where the state wanted approximately \$1,000 to install a bench at the upper stile on Mt. Rogers, and of South Dakota, where the summit tower needs restoration and a cost of \$5,000 was estimated for this work. The Board authorized the proposed projects.

The meeting was adjourned at 1:55 p.m.

Respectfully submitted,

Fred Lobdell