

Saw Mill River Audubon Society
Minutes of Board of Directors Meeting
November 4, 1993

President McCall called the meeting to order at 8:12 PM at the Arnold home. Jim Anderson provided the refreshments.

Directors Present - Anderson, Arnold, Keyes, Berna and Stan Lincoln, MacNair, Nina and John McCall, Neski, Romaine, Smolin, Walker, Rita and Stan Wecker. Naturalist Anne Swaim and Nominating Chairman Tom MacNair were also present. Nina McCall commented that Mary Bowman and Louisa Baker were absent due to illness and Jim Miller's wife was having a baby.

Minutes of the October 7th Board meeting were mailed to Board members, thus making it unnecessary to read them at the meeting. The minutes were accepted with the following corrections: Tom MacNair is serving as Chairman of the Nominating Committee. Delete Boy Scouts as possible office volunteers. Stan Lincoln's archives policy motion was not seconded and carried but tabled until the next meeting. The Development Committee will find ways to fund the replacement of Pruyn boardwalks. Stan Lincoln, not Wecker, suggested invitations in the Newsletter for members to host Board meetings.

Treasurer's Report - Bill Romaine read the Treasurer's Report. For the seven months ending October 31, 1993, expense exceeded revenue by \$1,667.26. Current Fund balance was \$34,296.11. Endowment Fund balance was \$563,378.42 (less because of correction of prior statements). Total Fund Balance was \$626,248.03. The Light Memorial Scholarship Fund will be moved out of Dreyfus Basic Money Market Fund into Fidelity Asset Manager Fund.

Liability Insurance - Bill Romaine discussed liability insurance and information he received from an agency called Green Umbrella, that works with Cigna Commercial General. This agency was recommended by National. Complete coverage including Pruyn House (valued at \$275,000) would cost approximately \$2,200. Bill thinks SMRAS could realize a saving of approximately \$1,000 a year by changing to this agency. It was decided that more advice and recommendations are needed before making a final decision.

Bill Walker reported that he did an inventory of Pruyn House and found the contents to be less than \$25,000. He will submit a written inventory soon. Stan Lincoln stated that he felt that the value of our assets should be reflected in our balance sheet.

Membership Report - Nina McCall reported membership at 792 (per National figure). National's reports and records are slow to reach the local chapters and so their membership figures are not always identical to ours.

President's Report - Nina read a letter from Janet Townsend explaining that she will not be able to serve on the Board at this time and must regretfully resign. Her resignation was accepted by the Board.

Nina thanked Martin Smolin for all the work he did on the Pruyne boardwalk problem. Photographs showing the delivery of the Trimax planking to Pruyne were passed around as was a sample of the planking.

Nina mentioned that she was planning another SMRAS trip, possibly to England in May or June, to see birds and gardens. The trip would be limited to 15 people and would be 12 to 14 days long. Like the Costa Rican trip, included in each fare would be a \$100 donation to SMRAS.

Naturalist's Report - Anne Swaim reported that 210 students explored Pruyne Sanctuary this month on class trips. Another school, Bedford Village Elementary, was added to the outreach program. Anne worked with Croton Eagle Scout, Russell Dinkler, who is preparing a trail project at Brinton Brook. Anne upgraded the office computer to DOS 6.2 and installed a fax modem. She noted a big increase in phone calls, many from people complaining about woodpecker attacks on buildings with computers in them.

Historian's Report - Stan Lincoln presented the following five motions that were all seconded and carried:

1. It is moved that the minutes make note of the formal resignation of Ellen Heidelberger from the Board as a consequence of her temporarily relocating out of the area.

2. It is moved that the number of members of the Board of Directors be increased to 21 and that in so far as possible they be divided into equal size classes of seven each.

3. In as much as the number of duly elected directors now serving is, due to resignations and omissions in the April 1993 elections, currently fourteen, it is moved that James Anderson, Midge Arnold, Sophie Keyes, Martin Smolin and Rita Wecker be elected by the Board to serve as directors until the next annual elections.

4. In as much as the Vice President must be a member of the Board of Directors, and since Martin Smolin is a duly elected Director, it is moved that the Board elect Martin Smolin to the position of Vice President to so serve until the next annual election.

5. In as much as an examination of the minutes of meetings of the Board of Directors during the period from the April 1993 annual election until the date of this action show that no actions have been taken that could have been materially impacted by the omissions in the 1993 elections, it is moved that the minutes of this meeting show that all such actions are hereby reaffirmed.

Stan reviewed with the Board SMRAS Archive Policy and emphasized the importance of saving and filing important records. Committee chairs are responsible for their minutes and reports and should also submit for file an annual recap of their committee activities. Stan made a motion to bring back on the floor the motion that was tabled at the October 9th Board meeting. That motion was that SMRAS Archives, Policies, Procedures and Content be approved by the Board. Seconded and carried. (Complete Archives policy is filed with October 9th minutes.)

Finance Committee Report -Rita Wecker reported a portfolio fund balance of \$643,377 as of the close of business Nov. 2, 1993. Her committee met on Oct. 20th. A sub-committee was formed with Tom MacNair (Chair) and Bill Romaine and John McCall, to consider and make recommendations regarding Endowment and Environmental Education Fund revisions and practical ways to calculate investment growth. Recognizing that revision is necessary on SMRAS's "Policy and Guidelines for Management of Funds", another sub-committee was formed with John McCall (Chair) and Rita Wecker and Stan Lincoln to develop and present a draft of new guidelines that will eventually be presented to the Board for approval. We are now in Phase 3 of the Guidelines, having added over \$200,000 to the endowment. Committee sentiment was that the amount invested in equities will have to exceed the 50% limit specified in the present Guidelines because the endowment needs to be increased by at least 8% annually. Subsequent to the meeting, Tom MacNair gave a demonstration of his "Captool" software program to the Weckers and Jim Anderson. This program generates reports comparing indices for all the SMRAS funds in an easy to read format. Another committee meeting is planned for Nov. 16th when National's Jim Cunningham will come and offer suggestions.

Sanctuary Report -Martin Smolin reported that the Trimax planking material was delivered on Oct. 28th to Pruyn. Volunteer workers will be needed on Nov. 19th and 20th to help finish the work prepared by Dean DiMauro. Notices have gone out and it is planned to send thank you notes to the volunteers and to make note of this in the Newsletter. At Brinton Brook there is an opening in the fence that is used by residents of Amberlands to gain access to the sanctuary. Martin reported no litter or destruction there so it was decided not to change anything.

Personnel Committee -John McCall reported that his committee met on

Oct. 29th to review Anne Swaim's performance. The committee expressed satisfaction with her educational efforts and sanctuary duties. A salary increase will be announced after the Budget Committee meets. John thanked Anne for a good job done. Pruyn House policy and security was discussed. The orchard should be open to the public, but parking is a problem that needs to be improved. The basement office is open to Board members during the usual business hours, but access after that requires a call to Anne.

General Discussion -At this point a discussion began concerning the difficulty in getting presidents to serve three years. Also discussed was the disturbing trend of declining attendance at meetings and field trips. A guest book at meetings was suggested. Nina asked Board members to make an effort to make new people feel comfortable and welcome.

Budget Committee -Jim Anderson reported his Budget Committee met on Oct. 14th. Tom MacNair joined the committee. The committee would like to have the Treasurer prepare quarterly budget reports showing the whole budget as well as where we are to date. More detailed breakdown of information is needed particularly for naturalist expense and sanctuary maintenance. Tighter control of expenses by committee chairs is needed. Stan Lincoln pointed out that the committee should only be considering an "Operating Budget", not an income budget. The Finance Committee

should provide the dollar amount considered to be spendable from anticipated income. Long range projects need to be listed. Also needed is a Capital Budget to build up a reserve fund to pay for inevitable expenses. Bill Walker passed around a sample Capital Budget. Further discussion was deferred until next meeting.

Seed Sale - Jim Anderson reported expenses of \$19,100 and income of \$28,700, leaving a profit of \$9,600 and \$2,500 in spare seed that is still for sale. Donations amounted to \$775 and the Society gained three new members. Back ordered sunflower chips were received and were all delivered or picked up. Thank you notes will be sent to anyone donating \$10 or more. The next Bulletin will advertise spare seed for sale. Stan Wecker made a motion of official vote of thanks from the Board to Jim Anderson for his yeoman service. Seconded and carried.

Nominating Committee - Stan Wecker reported that Tom MacNair will serve as chairman. Stan made a motion to elect Carol Coggeshall as the third member of the Nominating Committee. Seconded and carried.

Hospitality - Diane Neski asked Nina to go over with her exactly what her duties should be. Jim Anderson will provide the refreshments at the next program at Chappaqua Library on Nov. 12th. Plans are being made for the Holiday Tea on Dec. 12th. Local garden clubs will be invited since their members might be interested in the tapestry program.

Environmental Action - Anne Swaim reported that one more change will be made in the lease for the Choate addition. Nothing further has been done on the Corry case. Nina passed out literature on "Help the Harbor" project.

Public Relations - Mary Bowman reported to Nina that the releases are all out. The committee will continue during her absence.

Field Trips - No report

Other - Stan Wecker reminded committee chairs that in accordance with the By-Laws written statements of committee activities and functions must be prepared and filed. Please forward to Stan.

Nina McCall instructed Board members to write out any motion to be brought before the Board. This is now necessary before any discussion can take place. This is an effort to provide clarity in the minutes for future reference.

Sophie Keyes reminded the Board that it was the deadline for the Newsletter.

Stan Wecker reminded the Board that the January meeting was member participation night. All contributions of talent are welcome.

The next Board meeting is scheduled for December 2nd.

The meeting was adjourned at 10:30 PM.

Joyce MacNair
Recording Secretary

REVISED 11/5/93
JM