

Annual General Meeting
PAMET HARBOR CLUB, INC. (non-profit)
PAMET HARBOR YACHT CLUB, INC. (for-profit)

August 17, 2019
7 Yacht Club Road
Truro, MA 02666

	Member	PHYTC for-profit	PHC non-profit
	Guillermo Chang		
Present	Lisa Colley		•
Present	John Dorfman		•
			•
Present	Beth Francis	•	
Present	Jill Mays		•Secretary
Present	Amy Helling	•	
Present	Gary Sharpless	• Vice President	• Vice President
Present	Mark Wisotzky	• President	• President
Present	Philip Wolf	• Treasurer	• Treasurer

Also present: Charlie Costa, General Manager, shareholders and members

PAMET HARBOR CLUB (non-profit) and PAMET HARBOR YACHT CLUB (for-profit):

The meeting was called to order at 11:08 AM.

Mark Wisotzky, Commodore, welcomed all members to the 59th annual meeting. He highlighted that it was a great year: record membership, great staff, new activities such as pickle ball and music nights added to the calendar. Kayaking has been a driving activity throughout the summer. Off-season members remain active playing darts, attending football parties, dinners and other social events. The summer social calendar has been full of activities.

All gave a moment of silence for Maryellen Driscoll, who passed away this year.

For the purposes of clarity and efficiency, the Board has decided to run the Annual Meeting for both the Pamet Harbor Club (non-profit) (PHC) and the Pamet Harbor Yacht Club (for-

profit) (PHYC) in parallel. Both clubs were called to order. The Pamet Harbor Yacht Club (PHYC) had a quorum.

Request for approval of the PHC Annual Meeting minutes, 2018 was made. J. Yurick motioned to approve and M. McCarthy seconded the motion. The minutes were approved.

Request for approval of the PHYC Annual Meeting minutes, 2018 was made. M. Peters motioned to approve and B. Flannigan seconded the motion. The minutes were approved.

Treasurer report

Philip reviewed the history of the club, and explained how the two separate clubs, PHC and PHYC, work together. The PHYC, founded in 1960, owns all assets and is the landlord of the club. The Non-profit (501C7) PHC was established in 2009, so that people without shares could be part of decision making regarding social activities. At the time the PHC was established, the membership consisted primarily of PHYC shareholders. Now the vast majority of members are not share holders.

The for-profit PHYC makes decisions regarding property and other fiduciary responsibilities. The non-profit PHC rents the facility from the for-profit PHYC. Some costs are shared (e.g. General Manager, stewards, accountant).

Revenue comes in three chunks:

1. Fees for membership
2. Income from miscellaneous tennis, water craft rentals, social events
3. Rentals of facility

Memberships:

1. Summer*
2. Winter*
3. Annual* 40 % now hold now annual memberships, which is a big increase.

*Each category includes the option of an individual, dual or family membership

Significant improvements in the financial health of the club since 2006 are noted:

- Liability 2006 \$50,000 and \$0 cash on hand
- Currently \$71,000 in bank and no liability
- Since 2015 \$120,000 invested in updating and improvements
- Financial records since 2013 are all electronically available now.

The membership has expressed a desire to increase revenue from social activities, rather than rentals, and have minimized the number of rentals during the high season.

The club continues to face capital expenses. \$6,000 has already been spent for the new septic system. The Board is aware of the need to be prudent, to ensure the financial health of the organization.

Philip reviewed the current status and rationale for establishing a Trust, in which shareholders can choose to donate shares. Concerted and ongoing efforts have been made to locate many shareholders, in order to reach the quorum required to make legally binding decisions. In 2015, the club achieved a quorum with 788 shares and lowered the quorum

threshold to 1/3 to meet the quorum in future years. However, achieving a quorum has remained a struggle, shareholders were not responding to pleas to participate via meeting or proxy.

At the Annual General Meeting (AGM) in 2018, the concept to create a trust was introduced. After legal counsel was sought, a Trust was created in 2/25/19. Fred Ruymann, Carl Hagberg and Mike Peters are the trustees of the Trust. To date, 92 shares have been donated. The donations will be memorialized in a plaque, to be hung prominently in the clubhouse.

Revocable proxies are another option that shareholders can exercise. With this method, the shareholder does not need to participate in the AGM, unless they want to intervene. At any time, they can revoke the proxy and exercise their right to vote. 170 shares have opted for revocable proxies.

It was noted that the search to identify all shareholders has been extensive and the above solutions were made due to the inability to locate all shareholders. Brad Carlson keeps track of the shareholder records and searches have included social media, obituary searches, among other things.

Andy Cadorette questioned why a trust was created in lieu of a stock buy-back. Carl Hagberg explained the complication and liability of establishing market value as well as the questionable merit of the Board spending money to buy back shares. Harriet Hobbs expressed concern that the club has misinterpreted the statute of Ma. Carl Hagberg reconfirmed that extensive legal review was done to ensure the best for the club and members.

Brian Flannigan questioned the rationale for donating stock, to which Mark Wisotzky assured him and all members, that the donation of shares was completely voluntary. He further noted that the Board's only intent is to ensure that the club follow legal protocol and make sure that the club remains viable and vibrant.

Josie Yurek pointed out that the social club is a vibrant place that serves an important purpose of providing a sense of community for those who did not grow up in Truro.

General Manager Report

Charlie Costa thanked Board members, especially Mark and Philip, for the work and support they've given the club. He expressed gratitude to the great membership, especially those who have volunteered. He reported that the 2019 stewards, Graham Whitelaw, Andy Richards, and Susan Winslow have been outstanding. The tennis pro, Andy Lisle, has been an excellent addition to the tennis program. A special shout out was given to Sue Canavari, who has been an integral part of keeping the social activities going. She has gone well beyond the call of duty and has done it on a volunteer basis.

Charlie reviewed **membership**:

- 129 summer memberships in both 2018 and 2019. Annual membership might be at 140 by end of year. There are 19 new memberships with a trend towards annual memberships. 24% are family, and 47% dual.

- \$84,000 increased this year's revenue to \$91,000
- Non-renewals related to busy schedules, health issues or not being in Truro. One had joined for a pro-rated membership and decided not to join again.

Tennis participation is up. The club has generated \$500 income from tennis lessons. Andy Lisle, the tennis pro will return next year

A large increase in revenue has been generated in **watercraft rentals**: \$725 in 2018 \$2,616 in 2019 to date. The majority of the rentals are from non-members.

Third party rentals: In 2018, 16 rental events generated \$44,000.

In 2019 17 rentals \$47,600

In 2020 3 events have already been booked generating \$14,650

The Truro Treasures kick-off cocktail party will be held at the club. 10 wedding have been held at the club in both 2018 and 2019.

Brian Flannigan asked if club requires private insurance. The club requires caterers to have insurance if alcohol is being served. With smaller events, the club requests that the parties pull their own insurance.

Boating and Grounds Report

Mark Wisotzky reported that **dock** repair had been done, but a longer-term solution, requiring capital expenditures, will be necessary in the future.

Coastal erosion continues to be an ongoing challenge. The beach has been replenished three times.

Window replacement is also required in the coming year.

Septic System Update: The club has received permits from the Truro Board of Health and the Truro Conservation Commission to replace the existing septic system. An abutter has appealed the Notice of Intent issued by the Truro Conservation Commission. The Mass. DEP has requested that the club complete an Environmental Notification Form (ENF) and the club is in the process of doing so. The DEP will issue a Superseding Order of Conditions. The current estimate for the septic project to begin is late autumn or winter.

The current septic design wraps around the tennis court perimeter and will allow for the top to be converted to kayak racks, thereby increasing our kayak storage capacity.

Tennis report

Gary Sharpless thanked the tennis players for robust participation this year. He also thanked the pro, Andy, for his time. Courts have been in excellent condition. Charlie and stewards have been doing a great job in spite of inclement weather. Everyone is invited to play Wednesdays, Fridays and Sundays 9-11 AM.

Pickle ball has begun at the club. Thank were extended to John Winder, Jeff Buckley and Jay Vivian for the pickleball clinic.

Social Report

Sue Canavari thanked the many people who have participated and helped out. She highlighted music events, pot luck dinners, wine and food fest, lobster fest, margarita night. A wide variety of events and activities have been created to meet everyone's interests.

Amy Helling has headed the monthly book club, which has been very popular.

Nominating committee

The PHC nominating committee, Gary Sharpless, Mark Wisotsky and Philip Wolf, put forth the following slate of nominees to serve on the PHC Board of Trustees (2019-2021): Jill Mays, Shari Stahl, Mark Wisotzky, Philip Wolf, Gary Sharpless. Continued Director (2018-2020): John Dorfmann made a motion to accept slate, Carol Hutzelman seconded the motion. The slate was approved.

The PHYC nominating committee, Gary Sharpless, Deb Besemer, and Fran Grimason, put forth the following slate of nominees to serve on the PHYC Board of Directors (2019-2021): Beth Francis, Lynne Rucci, Gary Sharpless, Philip Wolf, and Jill Mays. Continued Directors (2018-2020): Mark Wisotsky and Amy Helling. Gary Sharpless made a motion to accept the slate, Carol Hutzelman seconded the motion. The slate was approved.

The Board welcomed Lynne to the Board and thanked Guillermo Chang and Lisa Colley for their time on the Board.

Additional thanks were made to Sue Canavari, for the countless hours she's given the club. Thanks were given to the stewards, for an exceptional job over the summer.

Thanks were extended to the trustees for the Trust, Fred Ruymann, Carl Hagberg and Mike Peters.

Henry Yurek motioned to adjourn the meeting, Carol Hutzelman 2nd the motion. The meeting ended at 12:45.

Respectfully submitted:

Jill Mays
Secretary

Beth Francis
Secretary