

Museum of Lake Minnetonka

Minutes of 2021 Annual Membership Meeting - **APPROVED**

Date: Thursday, 28 October, 2021 (Business Meeting to start at 6:00pm)

Location: Pique Event Center, 306 Water Street, Excelsior

Attendees:

- Board Members Present: Tom McCarthy, Scott McGinnis, Aaron Person, Bruce Warner
- 38 Regular Members were also present.

Pre-Meeting Remarks

Board member Bruce Warner opened the evening at 6:00pm by welcoming the membership to the 2021 Annual Meeting. Bruce then proceeded to share a series of reminiscences about why Minnehaha is special to him...and why it should be the entire community should rally to ensure its return to active service.

Call To Order

Following Warner's remarks, President Tom McCarthy called the meeting to order. McCarthy confirmed the Bylaws' notification requirements for the Annual Meeting had been duly fulfilled and that the 38 members in attendance at the start of the meeting met the requirements for a quorum.

Approval of Minutes from the 2020 Annual Meeting

McCarthy then called for any changes to the draft minutes from the 2020 Annual Meeting which had been conducted virtually on June 24, 2020 due to the pandemic. Brad Blasing noted he was incorrectly listed as being in attendance. Bill Rissmann then moved the draft minutes be approved with the correction noted; motion seconded by Blasing. Motion approved unanimously by verbal vote.

Evolution of Board Leadership

McCarthy then proceeded to present an exhaustive, prepared presentation explaining why he was addressing the membership as its new President. McCarthy read a message submitted by the former Board who had since resigned and which they had requested be incorporated into the minutes:

"The MLM Board members (Jeff Schott, Jeff Lambert, Jim Zimmerman and Steve Tyacke) were presented with a proposal from a group led by present Board Member Tom McCarthy, which included Scott McGinnis and Aaron Person. This group is working to unify the Lake Minnetonka historical societies and they stated they had a plausible plan for their group to get Minnehaha back in operation, if the current Board members would pass control to them. Given the potential for that, we agreed to resign and pass responsibly to a new Board, to include Tom McCarthy, Scott McGinnis, Aaron Person and others chosen by the Board and the Members. Control was passed to the new Board with the understanding that they had a feasible plan to secure a launch site and home for the boat and keep it in operation for the benefit of the Lake Minnetonka Community and the MLM members. Current funds will be transferred to the new board with the express understanding that all funds currently in possession of the MLM will be used exclusively for the purposes of supporting and maintaining the boat, and of funding the expenses of securing a new home for the boat."

McCarthy noted that the transitioning of financial authority had been completed the week prior. He then shared a deeper explanation of the circumstances that led to the resignation of the former Board. The end result of these events is the clear determination that MLM has no prospect for acquiring the former launch site and any return to active service would entail a new launch site.

Overview of New Bylaw Changes

McCarthy then summarized efforts by the new Board to enhance accountability of the Board to the MLM membership. Copies of a new Member Handbook were provided to members as they signed the attendance log. Among the changes noted:

- Elimination of classes of directors;
- All directors now elected by the members (as are the officers);
- New requirement that directors rotate off the Board after two consecutive terms for a hiatus of at least one year;
- Directors must be a member of MLM;
- Nominating Committee replaced by a new Governance Committee – charged with nominating a slate of director candidates and proposed bylaw changes to be voted upon by the membership;
- Requirement that the meeting notice must now include the slate of director candidates;
- Stipulation that the Annual Meeting must be held within 180 days of the fiscal year end;
- Board meetings must now be open to attendance by the membership and notice posted on the MLM website.

Bill Rissmann proposed adding the President-Elect as an officer position in the Bylaws.

Financial & Membership Update

Next McCarthy quickly commented on the comparative financial statement provided to members as they entered. Balance Sheets & Profit/Loss Statements were provided for Fiscal 2019/2020 (the last year of normal boat operations), Fiscal 2020/2021 (the first year without boat operations), and initial six months of the Fiscal 2021/2022 year. McCarthy commented that the severely reduced revenue stream now required new steps to grow revenue from membership and donations, in order to stretch MLM's cash reserves to buy additional time for a new launch site to be identified and realized. MLM membership totals 90 active members – only 57 of which are dues paying members.

Search for a New Launch Site

McCarthy then moved to the evening's primary focus...an overview of the Board's search efforts. The discussion included a review of what MLM controls (or doesn't), basic fundamental requirements needed in a new site, and an exhaustive review for each site the Board has investigated. Though the overview focused on the efforts since 2019, it also included a summary of historical efforts in Wayzata and Excelsior dating back to 2008. For each site, an update was included on the site's status and it's viability as a potential solution.

After discussing each site individually, McCarthy then categorized sites into four groupings:

- Those feasible & actionable now
- Those feasible perhaps in the future
- Those that are challenging but perhaps possible in the future
- Those not feasible in the future

McCarthy then shared a brief update on a parallel path initiative exploring the potential for a strategic collaboration of the lake's independent historical organizations.

Strategic Path Forward

Finally, McCarthy shared a strategic vision for MLM's path forward – detailing the specific steps that need action:

- Communicate Broadly
- Preserve Resources
- Pursue New Income Sources
- Focus the Search
- Redefine MLM's Mission
- Evolve How MLM Fulfills Its Mission
- Be Open to What the Future Might Bring

At that point, McCarthy opened the floor to questions from the membership.

- Darel Leipold asked about how the boat would be launched if the new launch site was not accessible from the current barn. He also asked about the potential for a new trailer. McCarthy assured that both subjects were actively part of the search process.
- Bob Bolles spoke about his involvement in Minnehaha's restoration and indicated he intended to nominate himself as a candidate for the Board.
- Juli Englander asked about the potential of Big Island as a potential launch site – McCarthy responded that safe access for the winter maintenance team made Big Island a last resort. She also inquired why the Barn was not accessible by the public.
- John Palmer asked about the prospects of a summer docking site and mentioned the Port of Excelsior as a potential option.
- Bill Rissmann suggested considering pull-tabs as a potential revenue source. Ross McGlasson concurred.
- McGlasson commented that a six-person Board was too small, suggesting seven was ideal. McCarthy assured that the current Board fully intended to expand the Board's size as a new launch site comes into focus.
- John Anderson raised fundraising strategies used during the 1990's restoration efforts (auctions at Lafayette Club, etc.).

McCarthy then closed the Question & Answer segment and called up Scott McGinnis, as Chair of the Governance Committee, to lead the election.

Election of Directors & Officers

McGinnis reviewed the balloting procedures as well as the slate of director candidates recommended by the Governance Committee. The nominees included:

- Scott McGinnis, nominated for a three-year term.
- Aaron Person, nominated for a three-year term
- Susan Paulson, nominated for a two-year term
- Liz Vandam, nominated for a one-year term

McGinnis then entertained nominations from the floor. Bob Bolles nominated himself; seconded by Diane Bolles. Hearing no other nominations, nominations were closed.

Ballots for two separate elections (Directors & Officers) had been previously handed to each eligible Regular Member as they signed the attendance log. Upon call for ballots to be collected, McGinnis and Paul Maravelas collected and tabulated the count. The vote totals as officially recorded were:

- 29 for Scott McGinnis
- 29 for Aaron Person
- 29 for Sue Paulson
- 28 for Liz Vandam
- 2 for Bob Bolles

Five ballots were disqualified for having more votes cast (five) than positions open (four).

The election then moved to selection of Officers to serve until the next Annual Meeting. McGinnis shared the Governance Committee's recommendation that Tom McCarthy be elected President & Secretary and Scott McGinnis be elected Vice President & Treasurer. McGinnis pointed out the Bylaws allow for an officer to hold two positions. Person and Paulson were both asked if they would serve as an officer – both declined due to existing commitments. Ronald Scott Heiderich – recognizing that the Bylaws require Officers to be a member of the Board and only two Board members were willing to serve as Officers – moved that the recommended slate be approved as submitted; motion seconded by Dave Peterson. Unanimously approved by voice vote.

Adjournment

Bob Woodburn then moved to adjourn the Annual Meeting; motion seconded by McGlasson. Motion approved without objection by verbal vote.

The meeting adjourned at 8:00 pm.

Respectfully submitted,

Tom McCarthy, Secretary

Attachments:

- Attendance Sign-In Log
- Copy of PowerPoint Presentation