

# Gardiner Chamber of Commerce

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*The Gardiner Chamber of Commerce serves our community through developing local tourism while endorsing stewardship of the Yellowstone Ecosystem.*

Meeting date: **Thursday, February 20th, 2020 from 12:00pm – 1:00pm**

Location: Gardiner Chamber of Commerce

Purpose: Regularly Scheduled Meeting

## Agenda:

### 1. Chamber Business

#### 1.1 Roll Call & Introductions

*Jeff Guengerich, Kelly Burns, Leslie Everett, Edwin Johnson, Mike Keller, Sarah Ondrus, Mike Skelton, Trina Smith*

*Absent: Alex Roberts*

#### 1.2 Approval of Prior Month's Meeting Minutes

*Mike Skelton recommends the following edit to the January Meeting Minutes.*

#### 1.2 Resolutions

~~No new changes to the executive committee.~~

Terese will make these changes and update the Board and Chamber of Commerce website.

### 2. Park County Health Department – Juanita Bueter

**15 min.**

*Park County Health Department Director unavailable. Hopeful to present at meeting in April.*

### 3. Committee Updates

**15 min.**

#### 3.1 US Forest Service – Mike Thom – USFS

The Forest Service is currently in their summer project planning and establishing their summer hours. He also encouraged members to attend or participate in the Jardine Ski run on February 23. In regards to the event, Bear Creek Council is going to put up signage for snowmobilers regarding the skiers that will be using the trail.

Additionally Mike updated the board on a few properties that the Forest Service acquired in May of 2020. One being a portion of Shooting Star Ranch that includes a pond which they have since found has an aquatic invasive species, Curly Leaf Pond Weed. Before the buy they did an internal study and after the purchase FWP was brought in and the discovery of the weed was found. In collaboration with FWP the Forest Service will begin steps to eradicate this invasive species this summer 2020. Another purchases made by the Forest Service in 2019 was of three dams, one of which has been found to be a high hazard dam. They have since had a contractor analyze the dam and hope to have a design to hold this dam. They hope to being implementing the construction in FY21.

Lastly, bison hunting season has begun. The state hunt ended on February 15<sup>th</sup> but native tribes are still able to hunt.

### **3.2 Yellowstone NPS – Mary Wilson – National Park Service**

Mary informed us that NPS will be capturing bison soon but they have not yet started. She reminded everyone that beginning March 1<sup>st</sup> the interior YNP roads will start to close to all travel, by March 15<sup>th</sup> all roads will be closed. Mary stressed that this summer more than ever we will need to remind guests to “pack their patience” more than ever. This is because Dunraven will be close, North Entrance construction, and that there is a new register/POS system being used at the gate that will also cause delays.

The board asked Mary if she knew of the current snowpack numbers in the park and when the official start date of North Entrance construction project will start. She will report back her findings.

### **3.3 Director/CVB Report – Terese Petcoff**

Terese informed the board that the Chamber has had 5 new members since the last meeting and one member who increase their membership level to Platinum. Additionally, the interest rate has been reset to 6% (formerly 4.5%), higher monthly payment will reflect beginning March 1, 2020. For the month of March Zondra will be traveling so Terese will be the only person in the office. She will begin interviews for a new Office Manager in the beginning of March.

In terms of the Corona Virus she will keep members updated on any information regarding this constantly developing issue. She informed the board that at the February TAC meeting West Yellowstone is down 80% in their spring bookings and Big Sky is also down. While the Park County Health Department Director unable to attend this meeting they will hopefully be at the next meeting. The Park County Health Department would like the Chamber to be a point of contact to Gardiner businesses which all BOD members also agreed is appropriate.

#### **CVB Update**

Terese told the board that the budget increases from the state to the FY 20 Marketing plan have been accepted. The CVB committee decided on the allocations on January 15<sup>th</sup>. Additionally, the CVB Committee is always looking for more input and please feel free to join.

The 2020-2021 Travel Guide is in the final round of proofing – at least 3 members join because of the guide.

Lastly, there will be a secured a winter press trip with Traveling Mel, (mother, father, two boys 11 & 13) coming next week.

## **4. Outstanding Business**

**25 min.**

### **4.1 Articles of Incorporation and Constitution and Bylaw Review**

Mike Skelton recognized multiple areas of the Articles of Incorporation & Constitution and Bylaws that need to be reviewed and eventually amended. The following are the items under review.

#### **ISSUE #1: Registered Agent**

##### **Articles of Incorporation**

##### **ARTICLE 3**

##### **REGISTERED OFFICE AND AGENT**

The physical address of the Corporation is 216 Park Street, Gardiner, Montana 59030. The mailing address of the Corporation is PO Box 81, Gardiner, Montana 59030. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation shall require from time to time. **The name and address of the registered agent of the Corporation at that office shall be Barbara Shesky.**

*BOD Discussion:* Being that Barbara Shesky is no longer the Executive Director of the Gardiner Chamber of Commerce the Board recommends that the Chamber changes their registered agent to a

third-party company, in case of any turnover in the future of the Executive Director. Terese will investigate registered agents and report back to the Board.

**ISSUE #2: Conflicting statements between Articles of Incorporation – Article 8 – BYLAWS & Constitution and Bylaws – Article 10 – AMENDMENTS**

**Articles of Incorporation**

**ARTICLE 8**

**BYLAWS**

The Board of Directors of this Corporation may adopt Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by a majority vote of the directors present at any regular or special meeting called for that purpose, except that the Board of Directors may not make or alter any Bylaws fixing their number, qualifications, selection or term of office without the approval of a majority of members present at any regular or special meeting called for that purpose. Any Bylaw changes are subject to any limitations set forth in the Montana Nonprofit Corporation Act (MCA 35-2-113 et seq.).

**Constitution and Bylaws**

**-ARTICLE 10-**

**AMENDMENTS**

These bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the members present at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

*BOD Discussion:* The Board recommends amending the Constitution and Bylaws – Article 10 – AMENDMENTS, to reflect the Articles of Incorporation. This is because the ruling document is the Articles of Incorporation and the Constitution and Bylaws cannot conflict with this.

**ISSUE #3: Annual Meeting date**

**Constitution and Bylaws**

**-ARTICLE 4-**

**MEETINGS**

**Section 1.**

The annual meeting of the members shall be held during the month of December of each year, at such a date, place and hour that the Board of Directors shall designate. The fiscal year begins on the first day of January.

*BOD Discussion:* The Board recommends amending the Constitution and Bylaws – Article 4 – MEETINGS Section 1., to state: The annual meeting of the members shall be held during the month of ~~January~~ December of each year, at such a date, place and hour that the Board of Directors shall designate. The fiscal year begins on the first day of January.

**ISSUE #4: Executive Director salary**

**Constitution and Bylaws**

**-ARTICLE 5-**

**DIRECTORS**

**Section 6.**

The Directors shall have the power to hire an Executive Director and fix his/her salary. Directors shall have the power to fill all vacancies on the Board of Directors.

*BOD Discussion:* The Board agrees to be more vigilant in the future of any turnover in Executive Directors. And in the future at the time of voting on a new Executive Director they will also vote on his/her salary.

**ISSUE #5: Mortgage expenditure to reduce principle amount**

**Constitution and Bylaws**

**-ARTICLE 5-**

## DIRECTORS

### Section 7.

Except as specified elsewhere in these by-laws, the constitution or articles of incorporation; the affirmative vote of a majority of the directors is required to establish a budget, expend money in excess of \$1,000.00 or to acquire or to sell real property of the Chamber.

*BOD Discussion:* The Board recommends that moving forward there will be a line item in the budget to reflect the \$25,000 expenditure to reduce the buildings principle in the coming years.

### Issue #6

#### Constitution and ByLaws

#### -ARTICLE 6-

#### OFFICERS

### Section 2.

The officers shall be elected annually by the Board of Directors, at the first regular meeting of the Board held following the annual meeting of the members. Each officer shall hold office until the first meeting of the Board following the next succeeding annual meeting of the members or until his successor shall have been elected.

*BOD Discussion:* The Board agrees that this was not done at the 2020 Annual Meeting. There is then a slate to approve the Executive Committee as follows:

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*Mike Skelton motions to slate the executive committee as follows:*

President – Jeff Guengerich

Vice President – Trina Smith

Treasure – Mike Keller

*2<sup>nd</sup>: Sarah Ondrus*

*Majority is all in favor*

#### 4.2. First Security Bank Account

Terese noticed that the Chamber holds an account with First Security Bank that they began losing money (\$10 per month) in August of 2018. The account is currently at \$2,154.28.

*Leslie Everett motions to Inquire about closing the First Security Bank account. Mike Skelton Seconds.*

Terese will investigate how to close the account and move the funds to an existing savings account the Chamber has through First Interstate Bank.

#### 4.3 2020-2021 Gardiner Visitor Guide Cover Photo

The board members and attending public was able to cast their vote for one of three photos for the front cover of the 2020-2021 Visitor Guide. The official choice will be revealed at the April board meeting.

## 5. Public Comment

5 min.

## 6. Date of Next Meeting: ~~March 19, 2020 12pm – 1pm~~ April 16, 2020 12pm – 1pm.

The Board of Directors discuss cancelling the March meeting in lieu of Spring Break, making the next meeting April 16, 2020 12pm – 1pm.

*Trina Motions to cancel the March 19, 2020 meeting. Leslie Everett seconds.*