

MINUTES OF BOARD MEETING — THE ANTARCTICAN SOCIETY

September 19, 2020
Meeting Held via Zoom

Present (Via Zoom)

Note: Listing below is for directors/officers/ex-officio officers as of the beginning of the meeting, before the election of officers and directors

Officers/Directors — Tony Gow (president; present via phone); Liesl Scherthanner (vice president); Joan Boothe (secretary)

Directors — Dale Anderson; J. Stephen Dibbern; Valmar Kurol; Mark Leinmiller; Jerry Marty; Ron Thoreson; Lesley Urasky

Ex-Officio Officers — Tom Henderson (webmaster); Guy Guthridge (newsletter editor); Lesley Urasky (social media director)

Guests — Matt Jordan; Michele Raney; Stephen Wilson

Ex-Officio Officers Not Present

Charles Lagerbom (Archivist)

Directors Not Present

John Behrendt; Lou Lanzerotti

President Tony Gow called the meeting to order at 4:47 pm EDT.

Following this, Secretary Joan Boothe called the roll. This determined that the number of directors participating constituted a quorum as defined in the then applicable, 1965, Society Bylaws.

Since the minutes of the most recent Board meeting (June 10, 2020) had been previously approved by email vote of the board, there was no action required for this.

We then turned to the agenda, which had been sent to all participants in advance of the meeting.

1. REPORT OF VOTE TO APPROVE REVISED BYLAWS

Joan Boothe then reported on the results of the membership vote to approve the revised Bylaws. She had earlier sent a preliminary report —with vote count and all comments received—to all Board members. Joan reported that only two more ballots had been received since that preliminary report. Of the final tally of 156 returned ballots, which represents just over 50% of Society members, 146 voted to approve. Joan's summary of results is included at the end of these minutes as Appendix 1.

Based on this vote, Joan Boothe as Secretary has officially recorded that the Revised Bylaws have been approved by the membership, Effective September 19, 2020.

2. BOARD OF DIRECTORS AND OFFICERS ELECTION

Under the newly approved Revised Bylaws, the Board elects directors and officers.

Liesl moved to elect the slates of nominated Directors and officers that had been sent to the Board in advance of this meeting. This slate had listed only one candidate for each position. Steve Dibbern seconded the motion. Approved unanimously.

Liesl moved that the Board appoint the submitted slate of ex-officio officers, all of whom will then become directors. Dale Anderson seconded. Approved unanimously.

Following these votes, Society Officers and Directors effective as of September 19, 2020, are as follows:

Officers/Directors

President — Liesl Schernthanner
Secretary — Joan Boothe

Vice President — Mark Leinmiller
Treasurer — Tom Henderson

Ex-Officio Officers/Directors

Newsletter Editor — Guy Guthridge
Webmaster — Tom Henderson

Social Media Director — Lesley Urasky
Archivist — Charles Lagerbom

Non-Officer Directors

Dale Andersen
Jerry Marty

Steve Dibbern
Michele Raney

Matthew Jordan
Ron Thoreson

Valmar Kurol
Stephen Wilson

Bold type above indicates those present and participating in votes at meeting following this election.

3. BOARD TRANSITION AND THANKS TO TONY GOW FOR HIS SERVICE AS PRESIDENT

Liesl, henceforth conducting the meeting in her role as President, expressed her thanks to all Officers and Directors for taking their positions. She then thanked Tony, on behalf of herself and the entire Society for his work as Society president since 2014.

Liesl nominated Tony Gow to the position of “Honorary Member of the Antarctic Society.” Ron Thoreson seconded. Approved unanimously.

4. TREASURER’S REPORT

Update on Financial Accounts

Tom Henderson reported on the Society’s financial situation. He repeated his statement made at the June Board meeting that we are currently in excellent shape financially. Society assets as of 9/17/2020 are \$75,302.44, including \$49,067.52 in the Calvert Fund, to which the Society now has full access.

Tom reviewed our revenue and expenses for 2020 to date. He called particular attention to the \$1538 expense item titled “miscellaneous.” This includes \$200 for reimbursement of shipping costs to the family of Gordon Cartwright to send his papers and other Antarctic items to the Society Archives. Tom made this reimbursement using his discretionary authority as Treasurer. All agreed that it was money well spent, to secure this very important collection from the first US exchange scientist to work with the USSR at Mirnyy. The other two items included in miscellaneous were deposits that Paul had made to prepare for a gathering at Port Clyde in 2020 — approximately \$500 for food pre-ordered, which has been refunded, and approximately \$800 deposit for tents. Tom is taking steps to get the \$802.01 tent deposit back. [NOTE: several days after the meeting, Tom did get this deposit back. The refund was deposited into the Camden Bank account. After transactions clear, these funds will be transferred to the Vermont account and the Camden account closed in October.)

The other unusual expense item was \$1271.99 for payment to the printer in connection with printing and mailing the Bylaws ballot and membership survey.

Dues received since January 1 came to \$4289.64, by far the largest income item. We also received monies as deposits for the planned 2021 Gathering at Mystic. These monies will be returned, as per vote below, later in this meeting.

Guy Guthridge asked Tom to describe the ongoing, typical expenses in a year. Tom responded that the biggest regular expense is printing and mailing the newsletter to those who get the hard copy. Currently that is 110 members, all of whom pay an additional \$7/year in dues to get it. Total costs for this come to about \$300 per newsletter, or around \$1,200/year. That this means that the additional dues paid by those getting hardcopy newsletters do not cover costs led to a discussion about raising dues for members who wish to have a hardcopy of the newsletter.

Non-Profit Status Situation

Tom then reported on where we stand with regard to re-gaining the Society's non-profit [501 (c) (3)] status. He has continued his discussions with a local attorney in Vermont, who is charging us a very reasonable fee — membership in the Antarctic Society.

It is possible for us to incorporate in Vermont. The Society was originally incorporated in Washington DC. When Paul ceased to send in required reports, our incorporation lapsed, and with it, our non-profit status. So long as we have not done business in DC since then, we can easily go ahead and incorporate in Vermont. Tom has looked at the requirements for other states and has learned that Vermont is about average for non-profits in terms of its requirements. The Model Nonprofit Corporation Act is an ABA model for state legislatures to base their regulations on. Vermont has used this model and adapted it. This will work for us. We will need to file current Articles of Incorporation. This will then require biennial reports, easily done on-line to report that we are still in existence and meeting requirements. For the IRS, we will need annual reporting, but given our small size, the reporting is not onerous. With the new Bylaws, we meet all the requirements for a non-profit, both federally and in Vermont.

As a result of comments received by members in connection with the Bylaws approval vote, it is evident that we will need to make additional adjustments. [SEE DISCUSSION OF THIS BELOW] Tom proposed that we submit our current Bylaws, once they have been further revised and approved at the next Board meeting, as part of the required paperwork to Vermont, then to the IRS, for reinstatement as a non-profit.

There was a brief discussion of the advantages of being a non-profit, including some venue discounts, cheaper insurance, other. Stephen Wilson said that there may be opportunities for substantially cheaper mailing costs as a non-profit. We will look into this.

Ron asked if we would need audits if we become a non-profit. Tom said that we would not.

Joan Boothe moved that Tom be authorized to take steps to pursue non-profit status for the Society, beginning with the necessary steps in Vermont. Jerry Marty seconded. Unanimously approved.

Establishing the Society Fiscal Year

Tom recommended that the Society adopt the calendar year as our fiscal year, noting that this would work well for both Vermont and the IRS.

Michele Raney moved that we use the calendar year as our fiscal year. Ron Thoreson seconded. Approved unanimously

5. BYLAWS/ARTICLES OF INCORPORATION ISSUES

Although the membership has overwhelmingly approved the revised Bylaws, comments that 14 people made when returning their ballots — including from 12 people who voted to approve — make it clear that there is still need for some clean-up and clarification.

Joan Boothe moved that the Board establish a committee to review the Revised Bylaws, taking into account the comments received in connection with the vote for approval. Ron Thorson seconded. Passed unanimously.

Michele Raney volunteered to be on this committee. It was agreed that she and Tom will lead the effort, selecting the members, both who in particular and how many.

6. MEMBER SURVEY RESULTS

Joan Boothe reported on the results and information received from the member surveys. As was the case with the Bylaws vote, she reminded all that she had earlier sent a preliminary report with all survey data and all comments from respondents. That report included the responses from the 154 surveys received so far. Since that report was sent, 2 more surveys were received. Their input has been added to the responses recorded and will be reflected in the final report. That final report, which will include analysis of the comments, will be sent to officers and board members shortly.

For this meeting, Joan provided a summary report on the survey, beginning with the fact that the 156 surveys returned is an outstanding result. Many respondents answered all or nearly all the questions with multiple choice options. We also received many comment expansions on those multiple choice answers. Questions calling for comment or explanation drew rich responses, providing us with a lot of very useful input for moving forward.

Joan summarized the overall sense of the survey, in particular the fact that it appears that many of our members are intensely connected to the Society, and pretty happy with what we're doing. But many also want more, and have provided suggestions for what we can do in the future. Joan then went on to comment on specific sections of the survey.

See Appendix 2 at the end of these minutes for detail of Joan's summary report.

In addition to the expansive final report to be provided to the board, Joan will write a summary report for the membership, to be included in the October newsletter.

7. FUTURE MEETINGS PLAN

Liesl opened a discussion of how to have meetings in the future. We have already discussed the fact that we want to have open meetings, with non-Director members welcome to attend. There was generally agreement that it would be good to ask people to participate, that it would be good to err on the side of inclusiveness. One benefit of this will be to increase level of involvement in the Society on the part of members.

The question is how to go about this. Michele suggested taking the approach of having the open meeting first, followed by separate executive session limited to Directors only. So long as we're conducting meetings virtually, this might be done by having separate call in links. Tom noted that we might be able to take advantage of the Zoom break-out room feature to achieve this.

We also talked about how to notify members of upcoming board meetings. Joan suggested that we could publish a notice of the upcoming meeting in the newsletter, inviting people to participate, and advising those who wish to do so to get in touch with someone on the board. A link to a meeting could then be sent.

After discussion, sense of group was that it was not a good idea to post the link to board meetings on the website or Facebook. Instead, we should refer members to an Officer to obtain the link.

Liesl recommended that we aim for quarterly meetings, with a report on each that would be included in the newsletter after each meeting, along with an invitation to join the next meeting. Brief discussion re this. Agreement that we'll do a newsletter report, a brief summary, which will be prepared by the Secretary. Members wishing to know more can be referred to the Board meeting minutes, which are posted on the website in the members only section.

8. 2021 GATHERING REPORT

Guy Guthridge reported that he has confirmation from principals at Mystic Seaport that the Antarctic exhibition originally planned for 2020-21 will now take place at the earliest in 2022. Due to this, he recommended that we cancel our planned 2021 Gathering at Mystic and return the deposits that people have sent for that Gathering.

Liesl moved that we cancel the 2021 Mystic Gathering and refund all deposits. Steve Dibbern seconded. Passed unanimously.

Tom will advise those who have sent deposits and refund their monies. There was a brief discussion about asking people who have made deposits if they would like to convert the deposit to a donation. General agreement, no.

Discussion followed re what we might do instead in 2021. Joan commented that she thought it important to do something in 2021, even if not a full Gathering. Guy suggested that we might have a virtual lecture. Joan noted that several organizations are putting together virtual meetings that might be worth looking at as a model — noting in particular the Antarctic Circle's Southpolsium and The Shackleton School in Athy, Ireland. She is involved on the planning committee for the former and can provide information, will be "attending" the latter and will be able to report.

Tom noted that the New Zealand Antarctic Society has been having webinars. Could we look at that? Matt will be able to provide information. Michele suggested the possibility of a quarterly Antarctic Society virtual lecture.

Liesl, Guy, and Matt will jointly follow-up on these ideas, report back to board.

9. NEWSLETTER

Per Survey results, the newsletter is central to our current activity. With Guy's expressed desire to pass the baton, there is much to be done.

Tom Henderson moved that we establish a committee to search for a new editor, explore new ideas, and exploit all the rich survey input re the newsletter. Liesl Scherthanner seconded. Passed unanimously.

Guy, Joan, Steve D, and Michele all volunteered to be on the committee.

As an expansion on the newsletter discussion, Guy noted that we need to think about how the Society uses its communication tools generally — not only the newsletter, but also the website and Facebook (which is currently the only social media that we are using).

The committee will report back to the next board meeting.

10. MEMBER OUTREACH AND DUES

Following up on the discussion of dues amounts raised during the Treasurer's report, we talked about increasing dues amounts for members who wish to have hard copy newsletters.

Michele Raney moved that regular membership dues be kept at \$13/year but those members who wish to receive hard copies of the newsletter be required to pay a \$12/year surcharge, bringing their annual dues to \$25. Guy Guthridge seconded. Passed unanimously.

Discussed timing for implementation of this change, followed by agreement that it would take effect January 1, 2021. Tom recommended giving the members requesting hard copies time to think about this, be aware. He suggested that we offer them the option of converting to an electronic only membership and giving them credit for the \$7/year they are currently paying, to be applied to their regular \$13/year dues. Tom will put together an approach for implementing the change to dues amounts.

Liesl and Joan will pursue the questions re outreach. Others who wish to be involved in this topic should let Liesl or Joan know.

11. PAUL DALRYMPLE MEMORIAL

Guy reported that he's been making progress on developing ideas for a memorial for Paul. He'll report back to the board on this more fully at the next board meeting.

12. NEXT MEETING DATE

The next Board meeting will be via Zoom, to take place on December 12 — 4:30 pm EDT.

ADJOURNMENT

The meeting was adjourned at 6:40 pm EDT.

Respectfully submitted,

Joan Boothe, Secretary
September 23, 2020

APPENDIX 1 — BYLAWS ELECTION RESULTS

- 156 returned the ballot [157 envelopes came back, one with no ballot in it]
 - 146 approved
 - 5 did not approve
 - 5 of returned had no vote for/against

- Of the yes votes — 12 made comments, typically citing specific reservations — tho some of these are simply correcting bits and pieces, inconsistencies; a variety of issues
 - Some are simply correcting bits and pieces
 - Several raise issues having to do with non-profit status
 - Several major suggestions for tightening up, fixing inconsistencies

- Of the no votes — 2 made comments
 - 1 of these — concern with giving so much power to the board, nearly eliminating input from the membership
 - 2 — article IX – that bylaws can be adopted, amended by board, without reference to membership

- SOME EXCELLENT COMMENTS, GOOD SPOTTING OF ISSUES — SUGGESTS THAT WE NEED TO DO A CLEANING UP REVISIT, TAKING COMMENTS INTO ACCOUNT

APPENDIX 2 — MEMBERSHIP SURVEY REPORT

- 156 surveys report in whole or in part (latter, comment received via email)
 - Just over 50% of Society membership
- Many responded to all or nearly all the questions with multiple choice answers – a few picked and chose.
 - Many with comments, qualifications, explanations
- Through section briefly, picking up highlights
 - Have already sent you the detailed data — were 2 more that came in after sent out report, but don't change anything [NUMBERS IN BRACKETS, SURVEY IDENTIFICATION]
 - Still working on analysis of qualitative data, will provide to all as part of final report to officers/board
- SUMMATION OF SURVEYS — PEOPLE RESPONDING ARE PRETTY HAPPY WITH THE AA SOCIETY, ESPECIALLY WITH THE NEWSLETTER
 - BUT COMMON CONCERN, AN AGING SOCIETY, NEED FOR NEW BLOOD, MEMBERSHIP, TO BE ABLE TO KEEP GOING
 - THAT ARE OLDER GROUP, IMPACTS THE RESPONSES, WHAT WE LIKE AND DISLIKE
 - BUT EVEN THO AGING, GET A STRONG SENSE THAT PEOPLE WANT TO KEEP UP WITH WHAT'S GOING ON IN AA TODAY — THIS IS A GROUP OF PEOPLE WHO WANT TO KNOW WHAT'S GOING ON, ARE INTERESTED AND INVOLVED
- RE RESPONSES TO MULTIPLE CHOICE OPTIONS, IN MANY CASES, PEOPLE CHECKED MORE THAN ONE ANSWER (AS WERE INVITED TO DO) — THUS % ANSWERS OFTEN ADD UP TO MORE THAN 100%
 - In some cases, where was check 1 only, may not add to 100% precisely because didn't check, wrote comment, or rounding
- As with any survey, we see variety of interpretations to meaning of questions

COMMENTS ON SPECIFIC QUESTION / SUBJECTS

General Questions

- Why are people in the society — very strong, keep up with AA today
 - BUT ALSO BECAUSE OF PERSONAL CONNECTIONS FROM PAST
- What's important to you?

- Newsletter — tops by far, but nearly 70% also cite website (despite only 7% saying they visit frequently)
 - People like the members only area
- Gatherings — 41% — might well be more if had more gatherings today, easier to get to; have a number of suggestions later on re more, or different.
- Lifetime membership? — many answers seemed to assume was an either or – annual OR lifetime. Many who said no, an issue of their own age

Gathering and Meetings

- Answers here may be distorted because it's the engaged members who are most likely to return the survey
 - About half or returns, have attending at some point, ~40% one in last 10 years at Port Clyde
 - People who have attended say they come for the talks (89%), nearly as many say to see friends
 - Presentations, 3rd most important consideration, so doesn't seem to be crucial — but might depend on the particular meeting, eg. Mystic, lots of enthusiasm about that
 - For those not coming, too far away/location seems to be the main issue
 - And we see this supported by fact that location is by far the most important criterion cited by all respondents to question of what matters
- Time of year — summer definitely gets the nod — in part, older among us, like that time of year, but also because it's AA winter, not interfere with AA season for most; little interest in winter
- Re meetings — have suggestions for more meetings, different locations. . .
 - AND USING NEW TECHNOLOGY — WHICH PERHAPS FEW OF US WERE AWARE OF BEFORE MARCH, ZOOM GATHERINGS MAKE LOCATION NOT AN ISSUE
 - IMPLICIT IN SOME RESPONSES — PRESENTATIONS RE WORK THAT PRESENTERS ARE DOING RIGHT NOW IN AA

Newsletter

- Abundantly clear from survey — a newsletter of high quality, such as we have now, is crucial for people's continued participation in the society

- “The newsletter is the eyes, ears and heart of the Society. A Point of reference, a promoter of a true sense of community, and a sustainer and renewer of common bonds of experience and interest.”
- 99% of us say we read it — 86% ALWAYS; only 2% seldom or never, and of these, a couple were brand new members who hadn’t seen it yet
- We like everything in it, though the AA news is at the top — first in with why people are in the society. But we also like the society news and people things, like obits and bios . . .
- But we also received a number of suggestions for improvements/additions — focused mostly on reports on what’s going on on the ice by other countries; specific scientific issues, in particular, climate change; links; swap shop; day to day stuff re people on the ice today . . .
 - Survey provides Really good fodder to consider for the newsletter in future

Website

- Important, with only 17% saying they never go there — it matters; and of those who say never, said it was because they didn’t know it existed
 - Suggests to me — an article in the newsletter about the website, highlighting it, letting people know what it’s about . . .
 - People really like the variety

Archives etc

- Lack of awareness, need to let people know

Social Media

- Hear’s one place where age is clear – 60% don’t know we have a facebook page, and many of these commented that they don’t do facebook, or ANY social media
 - And of those who do know we have it, 62% says they haven’t looked at it or commented on it — or know we have it, but not on facebook
 - Similar response to other social media
 - Including people who say they don’t want us using it at all
 - Lot of potential here for increasing awareness — something in the newsletter; links on the website???

The Future — these a very important set of questions, encouraging level of response

- Other to be associated with/cooprte with — some saw this as a question about joining with, others re working with, others re simply being in communication with
 - 84% responded to questions
 - NZ AA soc and NSP right at top, just over 50% of those responding
 - Interesting, APS was in 3rd place, with 47%
 - Several other additions should be of interest

- Work to increase society membership?
 - 88% response
 - Top two — cooperation with other polar orgs ; encourage members
 - Interesting — increased use of social media — related to getting younger members
 - Some really interesting ideas here — including reaching out to people now on the ice, free membership for people coming back from the ice; reaching out to tourists; . . .
 - More meetings, via virtual, webinars, looking to model of other orgs

- What matters? 59% response, pretty good since it required writing something
 - Wide variety of ideas, much to consider here