

# **Houston Area Blacksmith's Association, Inc.**

## **Board Meeting Minutes**

**June 23, 2007**

### **Quorum:**

A question was raised whether we could conduct a meeting with 3 of 6 members present. Tee read the Bylaws which says, we "may" conduct business. All agreed that we can conduct our Annual Meeting.

### **Call to Order:**

The Annual Board of Directors meeting of the Houston Area Blacksmith's Association was called to order at 3:47 PM on June 23, 2007 by HABA President, Tee Hines.

### **Location:**

Heights Library, Heights Blvd., Houston, Texas

### **In Attendance:**

Tee Hines-President, Richard Boswell-Secretary and Dave Koenig - Board member were present. At large board members Les Cook, Ed Malmgren and Tim Bailey were excused. One Board position remains vacant. Advisory members in attendance were Russell Parrish, Andrey Lebed and Steve Arial.

### **Order of Business:**

#### **1. Class II Director Elections**

Tee Hines, Ed Malmgren, Les Cook and Richard Boswell agreed to remain on the Board of Directors another term. Dave Koenig moved to accept continuation of their service. Richard seconded the motion. Motion passed unanimously.

#### **2. Approval of Minutes**

Richard Boswell read the January 29, 2006 Board Minutes. Richard Boswell moved to accept the minutes as written. The motion was 2<sup>nd</sup> by Dave Koenig and the motion passed unanimously.

#### **3. Class I Director Vacancy Election**

Tee reported that Mark Finstad had resigned June 6<sup>th</sup>. Tee read his letter of resignation and recognized Mark's contribution of HABA's success.

Tee nominated Russell Parrish to fill the remainder of Mark's term. Russell accepted the nomination. The Board unanimously approved the nomination. By affirmative vote Russell Parrish was approved to fill the remainder of Mark's term.

#### **4. Financial Report**

In Ed Malmgren absence, Tee presented HABA's financial report. As of June 6, 2007 our cash/savings balance was \$22366.20. The Board discussed taxable income. It was determined the Board needs to specify which two auctions will be nontaxable.

The Directors agreed we need more detailed information on our next report.

Dave Koenig moved to accept the financial report as read. The motion was 2<sup>nd</sup> by Russell Parrish and the motion passed unanimously.

#### **5. Advisory Committee**

Tee reported that Gary Evensen was moving to Virginia. The Board agreed to keep Gary on the committee. Tee nominated Lawrence Childress as a new A/C member. The Board accepted the nomination. Lawrence was added to the A/C.

#### **6. Correct Physical Year, Annual Meeting & Membership Renewal Date**

March 2000 minutes reflect HABA's physical year runs June 1<sup>st</sup> to May 31<sup>st</sup>. It was noted HABA's physical year runs from January 1<sup>st</sup> to December 31<sup>st</sup>. ***It was agreed to note in the minutes that HABA's physical year is the calendar year.***

March 2000 minutes say annual & regular board meeting are to be held the 1<sup>st</sup> Thursday of March, June, September, and December. A resolution was offered stating "***The Annual meeting be held in June of each year or as soon as possible thereafter in Texas. Addition Board meetings held as allowed in HABA's Bylaws***". Dave Koenig motioned to accept the resolution as written. Russell 2<sup>nd</sup> the motion. Motion passed unanimously. ***It was agreed to strike the requirement to meet on the 1<sup>st</sup> Thursday of any month.***

June 2000 minutes state membership run from June – June. Motion was made to change membership to January to December, calendar year. Dave Koenig moved to accept membership change as noted. Russell Parrish 2<sup>nd</sup> and motion passed.

#### **7. Action Item Report**

Tee reported the status of the action items generated at our January 29th Board meeting.

Richard Boswell has updated the HABA website calendar. It now has 3 columns and identifies HABA meetings and other events.

Public demonstration guidelines – no progress.

Forge Fest - A featured demonstrator has not been selected. Several have been contacted and either were not available in that time frame or have not responded.

HABA purchased 20 bags of coal for use at meetings and demonstrations. To date there are 16 bags left.

HABA purchased 3 anvils and 6 (2lb) hammers for our members to use at meetings.

*Action Item Report cont.*

Scholarship – a few comments were sent to Dave. A meeting needs to be scheduled if we want to implement a scholarship fund. The IRS must approve whatever guidelines or process we adopt. We will leave this on the agenda to be resolved.

**Old Business**

News Editor - No one has volunteered to be our News Editor. This item will continue to be on our agenda.

Director & Officer liability insurance – Article 7, Section 3 of our Bylaws provides HABA with the power to purchase and maintain insurance on behalf of its Board members. Tee presented the Board with 5 quotes for D&O insurance providers ranging from \$800 - \$2054 annual premiums. The Board discussed the differences between the various quotes. Russell Parrish informed us that his current profession was associated with insurance and he would read the policies and advise the Board concerning which policy best suite our needs. Richard Boswell asked that we determine what is the 10% exposure HABA has in relation to being sued. Dave Koenig motion that we purchase D&O insurance and selection is pursued. Russell Parrish 2<sup>nd</sup> the motion. Motion passed unanimously.

Training Progression – The Board discussed implementation of our training progression program. Steve Arial will chair implementation of the plan. Dave K. suggested we meet at Tudor Forge in the near future and work out the details of how we would go forward. It was suggested we use this years Fall Forge Fest to kick off implementation. The Board agreed the Forge Fest would be used as our kick. Dave & Steve suggested that ABANA's 'Controlled Hand Forging' documents be used as the standard.

**Adjournment:**

Meeting was adjourned at 6 pm by Tee Hines.

Minutes respectfully submitted by:

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Richard Boswell

Secretary