



## **ECSFTHFC Meeting**

**Tuesday, July 15, 2014, at 8:00 p.m. EDT**

**In attendance were: AR Ginn, Peter Rizzo, Kate Romanski, Hobson Brown, Barbara Haupt, and Rob Cotiaux. Absent were Keith Meissner and Larry Hansen,**

### **AGENDA**

#### **\*\*\*Approval of June minutes**

The June minutes were approved with Barbara making a motion to accept and Robb with a second. All approved.

#### **\*\*\* Treasurer's Report**

There has been one bill paid since our last meeting - \$148.40 from Wendy Haney, who manages our website. In the future we will need to reimburse the cost for the monitor at the HOF. The trophy case should be completed this summer. We have enough money in the treasury to cover these costs.

### **\*\*\* Status of Incorporation**

At this point, we moved to an organizational meeting to formally establish the corporation. The minutes of that meeting are as follows:

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**MINUTES OF THE ORGANIZATIONAL MEETING OF  
ENGLISH COCKER SPANIEL FIELD TRIAL HALL OF FAME  
A NON-PROFIT CORPORATION**

The incorporator of the corporation met in an organizational meeting via telephone conference initiated from the residence of Hobson Brown, Jr., 16001 48<sup>th</sup> Ave.SE, Menoken, ND 58558, (701)-673-3272, on the 15<sup>th</sup> day of July, 2014, beginning at 7:00 o'clock p.m. [Central Daylight time] of said day. Present were the incorporator, Hobson Brown, Jr., and the following individuals: Robb Cotiaux; Barbara Haupt, A.R. Ginn; & Peter Rizzo.

Hobson Brown, Jr. acted as temporary chairman and as temporary secretary of the meeting.

The chairman announced that the meeting had been called to organize the corporation.

The chairman reported that the Articles of Incorporation of the Corporation had been filed with the North Dakota Secretary of State effective June 24, 2014.

The Certificate of Incorporation and a copy of the Articles of Incorporation were ordered to be filed as part of the permanent records of the corporation.

The following individuals were nominated to serve as directors of the corporation: Robb Cotiaux; Barbara Haupt; Larry Hansen; A.R Ginn; Hobson Brown, Jr.; Keith Meissner; & Peter Rizzo.

No further nominations being made, the nominations were closed. The incorporator present having voted and the vote having been counted it was announced that the following had been duly elected as directors of the corporation and shall serve until their successors are elected and qualified: Robb Cotiaux; Barbara Haupt, Larry Hansen; A.R. Ginn, Hobson Brown, Jr.; Keith Meissner; & Peter Rizzo.

A proposed form of By-Laws for the regulation and management of the affairs of the corporation was then presented to the directors. The By-Laws were read and considered and upon motion by Barbara Haupt, seconded by Robb Cotiaux and carried, it was:

RESOLVED that the form of By-Laws of the non-profit corporation, as presented to this meeting, a copy of which is directed to be inserted into the minute book of the corporation, be the same and are hereby approved and adopted to be the By-Laws of the corporation.

The following were nominated as officers in the corporation to serve until their successors are chosen and qualified:

President: Hobson Brown, Jr.

Secretary: Barbara Haupt

Treasurer: Hobson Brown, Jr.

Assistant Treasurer: Peter Rizzo

No further nominations being made, A.R. Ginn moved nominations were closed, seconded by Robb Cotiaux, and the directors proceeded to vote on the nominees. The Chairman announced that the afore-named persons have been elected to the offices set opposite their names.

The President thereupon took over the organizational meeting and the Secretary immediately assumed the discharge of the duties of that office.

The President then stated that there were a number of organizational matters to be considered at the meeting and a number of resolutions to be adopted by the Board of Directors.

The Board of Directors considered the opening of the corporate bank account to serve as depository for the funds of the corporation. Following discussion, on motion duly made, seconded and carried it was:

**RESOLVED** that the Treasurer be authorized, empowered and directed to open an account with a federally insured banking institution in Bismarck, North Dakota, at the discretion of the President and Treasurer and to deposit therein all funds of the corporation, all drafts and checks of the

corporation, payable on said account to be made in the corporate name signed by the Treasurer or designee of the Board.

A.R. Ginn moved and Barbara Haupt seconded that it be:

FURTHER RESOLVED, that the Treasurer or designee of the board are hereby authorized to execute such resolutions (including formal Bank resolutions), documents and other instruments as may be necessary or advisable in opening or continuing said bank account.

Payments of organizational fees and expenses were discussed by the Board of Directors. After discussion, and on motion duly made by A.R Ginn, seconded by Barbara Haupt and carried it was:

RESOLVED, that the President and Treasurer are hereby authorized to pay or reimburse the payment for all fees and expenses incident to and necessary for the organization of this corporation.

Salaries of the officers and directors were discussed, and upon motion duly made, seconded and carried, it was:

RESOLVED, that the officers and Board of Directors of this Corporation shall serve without salary until further action of the Board of Directors.

The Board of Directors next considered the most practical time for the fiscal year of the corporation. Following discussion, on motion duly made, seconded and carried, it was:

RESOLVED, that the fiscal year of this corporation shall be the calendar year.

A general discussion was then held concerning commencement of business operations. Details of capital expenditures and operating expenses, as projected by the officers, were discussed.

There being no further business to come before the meeting, motion to adjourn was made by A.R. Ginn and seconded by Barbara Haupt, the same was adjourned.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Barbara Haupt, Secretary

ATTEST:

\_\_\_\_\_  
Hobson Brown, Jr., President

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At the conclusion of this organizational meeting it was discussed that Hob will talk to ECSCA treasurer, Karen Spurlin, regarding these latest changes. We will also need to let Wendy know of any changes to the material on the website.

**\*\*\* Hall of Fame Cocker Trial** This is still being worked on by Keith Meissner and hopefully will occur in the fall of this year.

### **\*\*\* Other Business**

**By-Laws:** Another item regarding future By-Laws changes was discussed. Just as we demonstrated we could accept exceptions with the dogs that are nominated for the Hall of Fame, we also realize there can be exceptions for individuals. The Advisory Panel should not feel restricted on any nominations they feel are worthy.

**Wall of Champions:** Since American Cocker Spaniels and English Cocker Spaniels can appear on the Wall of Champions, Peter Rizzo will make sure the breed is designated on the plaque. (ACS or ECS) We will remove the number of characters allowed per line for the Wall of Champions since it is confusing and probably not necessary. We also agreed to do a last push for our Wall of Champions. Regional reps could send out a reminder to spaniel owners and handlers.

**Visit to Museum** – AR will be visiting the HOF facility in early August. He said Tonya is the new curator of the museum and she is doing an excellent job. He will check to see if some of our materials are there (Founder's Plaque and reframed picture of Cairo). Terry Reckart also plans to visit the museum in August when he sets up our display.

### **\*\*\* Adjournment**

The meeting concluded at 8:50 p.m. EDT.

Next meeting will be August 19<sup>th</sup> at 8 p.m. EDT.

**Respectfully,  
Barbara Haupt**