

Quantico Orienteering Club

Annual Meeting Minutes

May 21, 2023

Maryland VP for Events, Craig Shelden, acting in President Don Fish's absence, called to order the annual membership meeting of the Quantico Orienteering Club at 11:30 am on May 21, 2023 at Jug Bay Wetlands Sanctuary, River Farm, 1361 Wrighton Road, Bristol, MD.

I. Roll call

Craig Shelden, by observation of the assembled members declared a quorum was present.

II. Nominating Committee Report

- a) Craig noted that elected officers Karla Hulett and Bill Wright will be stepping down as Treasurer and Virginia Vice-President of Permits, respectively. Appointed member Dasa Merkova will be stepping down as Publicity Director. He then called on Immediate Past President Jody Landers, Chair of the Nominating Committee to give the report of the Nominating Committee.
- b) Jody reported on the slate of nominees for elected officers and recommendations for appointed officers as outlined in the Report of the QOC Nominating Committee 2023.

III. Election of Officers

Craig Shelden, asked for nominations from the floor (assembly grounds). None were offered, so he asked for a Motion to Close the Nominations. Motion was made, seconded, and carried unanimously by voice vote.

Next, it was moved and seconded that the slate of elected officers presented by the Nominating Committee be elected. Motion carried unanimously by voice vote.

IV. Proposed Bylaw Amendment

The second order of business pertained to the Amendments to the QOC ByLaws, which Craig asked Jody Landers to present. Following Jody's presentation and explanation of Proposed Amendments to the QOC Bylaws' (attached), Craig asked for a motion to approve the amendments.

The motion was made, seconded, and carried unanimously by voice vote.

V. Adjournment

There being no further business to present to the membership for action, Craig Shelden, asked for a motion to adjourn the Annual Membership Meeting, the motion was made and seconded and the meeting was adjourned at 11:40 am.

Minutes submitted by: Beàtri Bennett, Secretary

Note:

Later in the afternoon following the completion of the courses: Heidi Onkst presented appreciation certificates for awesome Board service to Karla Hulett (2017 – 2023), Bill Wright (2018 – 2023), and Dasa Merkova (2019 – 2023). Harry Jones received a special recognition award as Volunteer of the Year. In addition all of the Course Setters and Event Directors for the previous season were recognized and presented with a gift of appreciation (deck of cards with QOC imprint)

Announcement of the QOC Annual General Membership Meeting and the Report of the QOC Nominating Committee –

The Annual General Membership Meeting of the Quantico Orienteering Club will take place on Sunday, May 21, 2023, at 11:25 am prior to the Jug Bay Chase Event on the grounds of the Caretakers House at Jug Bay. In addition to the election of the Club Officers for the coming year the Membership will vote on a bylaw amendment and three bylaw revisions, which are detailed in the Notice of Bylaw Amendments below.

The election of the officers will be subject to a vote of the club members in good standing in attendance at the General Membership Meeting. Members do not have to participate in the Chase in order to attend the meeting and vote.

Proposed Slate of QOC Officers & Board Members 2022- 2023	
Elected Officers	
President	Don Fish
Vice President Permits MD	Mike Newman
Vice President Events MD	Craig Shelden
Vice President Permits VA	Matt Smith
Vice President Events VA	Charles Carrick
Secretary	Beatri Bennett
Treasurer	David Levine

At the first meeting of the officers, immediately following the election, the Officers will formally vote on the appointment of the following persons to serve as voting Board members pursuant to the QOC Bylaws

Appointed Voting Board Members 2022 - 2023	
Mapping Coordinator	Ted Good
Membership/Web Site Director	Greg Lennon
Outreach/Publicity Director	Sharmagh Yepremian
At-Large Member	Michael Dickey
At-Large Member	Aaron Linville
Ex-officio Voting Board Members	
Immediate Past President	Jody Landers

Our thanks and appreciation go out to those officers and board members who will be leaving the Board after a number of years of service. Thanks to Karla Hulett, who has done an outstanding job as Treasurer and helped to completely revamp the club's finances and fees. We greatly appreciate the service that Bill Wright has performed for the club in the role of Vice President for Virginia. Thankfully, Bill has agreed to continue serving as the Club's primary liaison with the Marine Base at Quantico. We are most grateful for Dasa Merkova's involvement on the Board, first as an At-Large Board member and most recently as the Outreach/Publicity Director. Thanks to all for your service.

Lastly, we welcome - **Matt Smith** as a new VP for Virginia, **David Levine**, who is stepping into the Treasurer's position after serving as Assistant Treasurer this past year and **Sharmagh Yepremian** who will be taking over the Publicity and Social Activity Functions for the club.

Submitted by: Jody Landers, Chair of Nominating Committee

NOTICE of Proposed Amendments to the QOC Bylaws

Attention QOC Members

The QOC Board of Directors is hereby submitting the following bylaw amendments and revisions for consideration and approval at the Annual General Membership meeting being held in concert with the Jug Bay event on Sunday, May 21, 2023 at 11:25 am on the grounds of the Jug Bay Caretakers House, Bristol, Maryland. Pursuant to Article VI of the bylaws, any amendment or alteration of the bylaws must be approved by a majority of the members attending a duly called General Membership meeting.

The first amendment is necessary in order to comply with Federal regulations governing the use of the Marine Corps Base Quantico (MCBQ) by non-federal entities, such as QOC, that require that the organization's bylaws state explicitly that *"No person shall be discriminated against because of race, color, creed, sex, age, disability, or national origin, or otherwise subjected to unlawful discrimination."* As a matter of policy and compliance with Federal law, the organization has never discriminated against any of these classes and the proposed amendment is an affirmation of these facts.

Amendment 1. The following amendment is proposed for inclusion under Article I, Section 2. of the bylaws.

Sec. 2. No person shall be discriminated against because of race, color, creed, sex, age, disability, or national origin, or otherwise subjected to unlawful discrimination.

The adoption of this amendment further requires renumbering the subsequent sections under Article I to Sections 3. and 4.

Since the beginning of the pandemic the Board of Directors has been conducting virtual meetings that are publicized and open to any club member who wishes to attend. Virginia law does allow corporations to conduct virtual Board and Governance meetings, but the QOC bylaws have not been updated to reflect this fact. The following revisions are being proposed to bring the bylaws in alignment with applicable state laws.

Revision 1. Under Article II, Section 1. In the last sentence the word *"physically"* is being deleted. Thereby eliminating the requirement that members must be physically present to vote at any general membership meeting.

Revision 2. Under Article IV, Sec. 3, the words *"virtually or"* are being added to the first sentence, which brings the bylaws in line with State laws permitting meetings of the Board of Directors to be held virtually.

It has been the practice of the club, when such meetings are not restricted by public health regulations, to hold the Annual General Membership Meeting at which Officers and Directors are elected in person and in concert with a club orienteering event. The circumstances that arose during the pandemic restrictions, brought to light the need for the Club to have the option to hold such meetings virtually. All other provisions regarding notification requirements remain unchanged.

Revision 3. Under Article IV, Sec. 4, the clause *"in person or virtually"* are being added to permit General Membership Meetings to be held either in person or virtually.

Please see the attached marked up version of the bylaws to view the proposed amendment and revisions in context.