**Minutes LVSSA Board Meeting**

July 1, 2021 – 6:45 pm

10360 Sun City Blvd., Las Vegas, NV 89134

BOD meetings are recorded and used to prepare minutes. Recordings are deleted after minutes are approved.

The meeting was called to order by Vice President Laurie Buchman at 6:45 pm with the following Board members in attendance:

* Vice President Laurie Buchman\*
* Under 65 Representative Turk Allen\*
* Ladies Representative Renn Hjellum-Lim\*
* Secretary Tania Allen

The Board members not in attendance were:

* Treasurer Jim Whipple was absent and unexcused.
* 65 and over Representative Ed Wade was absent and unexcused.
* At Large Representative Gene Sullenger was out of town and, therefore, excused.

Voting members are marked with an \*. A quorum was present with four members in attendance.

 According to sign-in sheet, in attendance were the following: Dennis Hetherington, Paul Callaghan, Eleanor Hawley, Erin Burgess, Rod Adams, Kevin Heinrichs, Joseph Burgess, Joseph Upperman, G. Krauss, Lois Hand, Bob Bravetti, Richard Enright, Ray Belak, Wayne Callahan, Joe Pellegrino, Kathy Kluever, Fern Tracey, Erez Borowsky, Robert Rink, Gary Harwood, Louise Freiheit, Pat Zimmerman, Peggy Bailey, Wylie Geter, Michael Kaczer, Michael Warzocha, Trish Etheridge, David Akers, Roger Rasch, Chuck Godman, Marco Caldana, Clarence Wright, James Gravely, Alan Melnick, Joe Napolitano ,George Fernandes, Roger Ogden, Russ Curtis, Dave Barnes, James Hellerstedt, Nicole Neubeck, Charlotte Mitchell, Irma Pedroza, Bill Patton, Sue Silcott, Mike Falkowitz, Suzanne Dacanay, Michael Lippe, Michael Hula, Robert Napolitano, Connie Stewart, Julian Dorong, Greg Solomon, Dale Clem, Anne Terlitzly, Steve Iddings, Kimbo Tenorio and Hank Cluess.

VP Buchman announced that Erez Borowsky would act as Sergeant-at-Arms for this meeting. She then read the following statement into the record:

 “Per the request of more than 15 percent of the Association, we are now represented by attorney Matthew J. Johnson of Johnson & Gubler, PC. A demand letter was sent to Whipple, Patton, Sullenger, Beyer, and Sanchez who is their stated Business Manager. Thank you to all who have contributed to support this representation and anyone else may add to the retainer fund by a check made out to our attorney and given to a Board member.”

She added that no Association fees have been spent on this action.

**ADOPTION OF AGENDA (previously sent to board members and posted on website):**  Ms. Buchman explained that one item has been added upon advice of counsel, that being that, after election of a new President, all empty seats on the Board will be filled. She added that she was moving “Member Participation” until after a presentation by Kimbo Tenorio.

**PRESENTATION BY KIMBO TENORIO:** Mr. Kimbo Tenorio used a powerpoint presentation to show research he has recently done about the events within LVSSA. He began with providing his own background which includes real estate, running his own business, and umpiring. He then made the following statements from his research:

* Las Vegas Senior Softball started in 2000 with the same list of officers on the board that were presented today. This group is for recreation.
* In 2020 Las Vegas Senior Softball Association began for the purpose of tournaments under a 501c3 and the Board members were listed as Laurie Buchman, Jim Whipple, and Rod Adams.
* There were two sets of bylaws and boards and one tournament committee. Kimbo stated that, in his opinion, we should be governed by one set of bylaws and one board.
* In response to a question from a member, Mr. Tenorio responded that the dues paid by members go to the recreation side.
* In response to another question, Mr. Tenorio said that the Board of the tournament division has not functioned as a “Board,” specifically not holding meetings and recording minutes, and that the bylaws indicate that elections can be held by the membership or by the Board.
* Bylaws as written require six voting members: vice president, 65 and over representative, 65 and under representative, ladies representative, treasurer, and Tournament Director. Showing a slide with the January 2021 Board members, those members were: President Robert Beyer (who resigned in May), Vice President Laurie Buchman, 65 and Over Representative Ed Wade (appointed by President Beyer), 65 and Under Representative Turk Allen, Ladies Representative Renn Hjellum-Lim, Treasurer Jim Whipple, Membership Director Dennis Hetherington (non-voting), and Secretary Tania Allen, and At Large Representative Gene Sullenger.
* In February 2021 the bank statements showed a combined balance of $113,000. In April, the bank statements showed $95,000.
* The bank accounts were frozen by Jim Whipple on June 3 and, during a telephone conversation, Jim Whipple said that he had removed $80,000 from the accounts.
* At a Board meeting April 2021, disagreements arose among the Board members during which Vice President Buchman was quoted as saying “I’m done.” Conversations with those present at that meeting have agreed that she was referring to being done with the conversation.
* May 31 President Robert Beyer resigned.
* June 2 it was posted on the website that a Board meeting would be held on June 7 to replace the President due to field permits and other necessities needing a president to continue.
* June 3 Mr. Whipple changed the Secretary of State records to show the officers as Bill Patton, Gene Sullenger, and Jim Whipple. There was no board meeting held and no quorum for electing officers.
* June 7 a meeting was held with a proper quorum and new officers named. The LVSSA.com website went dark on June 7th and went back up on June 10th. When it was back up, the officers elected at the unofficial board meeting on June 10th were listed.
* On June 14, Jim Whipple and Mr. Tenorio met to attempt mediation. Jim Whipple wanted a new Board and a full release of liability.
* On June 17, the money disappeared from the bank accounts and Mr. Tenorio called Mr. Whipple to ask if he had withdrawn the money. Jim Whipple said “yes” and he stated that he had it put into two cashier’s checks, and was storing them in a safe deposit box under Mr. Whipple’s name. That same day, Mr. Whipple went to the Secretary of State and changed the board members of recreation portion of our Association to Gene Sullenger, Jim Whipple, and Bill Patton. Again no legal meeting was held.
* On June 23, Matthew Johnson was hired as legal counsel to represent the Board.
* On June 25, demand letters to cease were sent by counsel to Bill Patton, Jim Whipple, Gene Sullenger, Adrian Sanchez, and Robert Beyer.
* On June 26, the LVSSA.com website was redirected to LVSSA.org and included a statement from Adrian Sanchez stating that he was appointed Business Manager under NRS82-311 to represent Mr. Whipple’s board. However, NRS82-311 refers to provisional directors that have been appointed by the courts; and no court action of such has taken place.
* Mr. Patton, Mr. Whipple, Mr. Sullenger, Mr. Sanchez have notified Mr. Johnson that they will return the money and walk away if they can get a full release of liability. Legal Counsel Johnson has recommended that we accept the offer with the provision that they are not released from liability if embezzlement should be found.

Vice President Buchman reported that Mr. Tenorio’s research was based upon Nevada state law, Roberts Rules of Order, and our own Bylaws.

**MEMBER PARTICIPATION:**

Wayne Callahan said that he and his wife had also done research which corroborates the report by Mr. Tenorio.

Bob Bravetti described his experience within the Association. Mr. Bravetti asked Mr. Tenorio if he had knowledge of 501c3 corporations and if it could be that the website was changed to LVSSA.org to satisfy a requirement of 501c3. Mr. Tenorio responded that he had some knowledge but would ask for help from knowledgeable people.

Michael Kaczer pointed out that it seems to him that Jim Whipple, Gene Sullenger, and Bill Patton were all a part of the money disappearing and that the bottom line to him is where the money now is.

Gary Harwood stated that he believes the important thing for this evening is to elect a Board that is willing to go forward, investigate what’s happening, and get us back into the business of tournaments. He added that, although we are currently between election cycles, we have a quorum on the Board tonight that can take action.

Marco Caldana expressed his confusion about the need for a new Board when the officers in attendance tonight are duly elected and constitute a Board.

George Fernandes pointed out that no actual elections had been held recently to which Vice President Buchman pointed out that Renn Hjellum-Lim and Turk Allen both ran unopposed for representatives and the Board voted them in by acclimation. She also said that Robert Beyer was made President by the same situation, all according to the bylaws. Ms. Hjellum-Lim reminded the group that upcoming election season is advertised orally and on the website requesting people to run for election. Mr. Tenorio suggested that this is another reason to update our bylaws.

Mike Kaczer reported that he had wanted to run but was discouraged from doing so by a former president.

Bill Patton aired that he was glad to see a large turnout because there are many volunteer opportunities within the Association but that people rarely step up, leaving a few folks to do all the work. He further shared that he met Jim Whipple at the bank on June 17 where they saw names on the accounts that were foreign to them. He added that they then decided to move the money to protect it from people that shouldn’t be withdrawing funds. He said that this action was done at the advice of Adrian Sanchez and that he does not know where the money currently is.

Mr. Tenorio pointed out that the name changes were made on the Secretary of State website, not on the bank accounts. Vice President Buchman explained that the names on the SOS website were changed after a Board meeting with a quorum for the purpose of filling the vacancy of President in order to apply for field permits, pay insurance, and handle the frozen bank accounts. She further stated that Mr. Harwood was duly elected that night but has since stepped aside due to conflicts. Ms. Buchman also said that she met with the bank representative, a Metropolitan Police detective, and an officer of the courts who all advised that a civil suit needed to be filed and that the corporation was required to be represented by legal counsel. She reminded the group that Adrian Sanchez was not court appointed.

Mike Hula asked for clarification about there being two organizations and about who sits on the Board for each. He passed along that the Senior Softball USA had contacted him with an offer of help.

Vice President Buchman responded that, for the two parts of the Association to satisfy requirements for the 501c3 and 501c4 non-profit designations, there is only one Board over both. She added that the unofficial Board for the tournament function did not hold Board meetings as required.

Roger Ogden asked if documentation was available to explain where money has been spent, to which Mr. Tenorio responded that Jim Whipple has the records and the bank statements show that the money was spent but not paperwork to show what it was spent on.

Jim Hellerstedt explained the difference between 501c3 and 501c4 non-profit corporations is that a 501c4 can take donations. He added that a mistake was made when the Association non-profit was originally created so that the Association was named a 501c4 instead of a 501c3.

Eleanor Hawley requested that, when the books are opened, an independent audit be done.

Roger Rasch shared that he heard that, while Mr. Whipple was calling himself our savior and moving money into hiding, he had not paid insurance or taken care of other important items.

Ms. Hjellum-Lim answered that, not only was the insurance unpaid, but also the IRS filings had not been done since 2019. She stated that Bob Beyer resigned on May 31, Jim Whipple called the City of Las Vegas and requested that the permit process be stopped on June 1. She talked with the City representative on June 3, a new president was named June 7, and that was reported to the City on June 8. She also said that we must have liability insurance to receive permits and that she is working on that.

Vice President Buchman addressed Mr. Patton saying that, while the unofficial Board meeting held by him and Mr. Whipple was on June 10, they had gone to the Secretary of State to change names on June 3 and then again on June 17. Tania Allen held up copies of that documentation. Mr. Tenorio added that filing fraudulent paperwork is a felony.

Kathy Kluever stated that when the members of the unofficial Board stated that they would walk away if given release of liability, she believes this is them admitting guilt and that she wishes them to be removed completely from the Association.

Bob Bravetti questioned why the minutes from April 2021 have not been approved by the Board and asked that, if those minutes aren’t approved, can members have access to the recording.

Ms. Buchman responded that there has not been a legal, general meeting since then for approval and that the approval is on the agenda for today.

**APPROVAL OF MINUTES FOR APRIL 1, 2021, AND JUNE 7, 2021:**

* After making a change to the prepared minutes which reflected that Bill Patton was listed as in attendance but was not on the roll call, Renn Hjellum-Lim moved that the minutes of April 1, 2021, be approved with the change named. The motion was seconded by Turk Allen and approved unanimously with a roll call vote.
* Vice President Buchman pointed out that the minutes as presented for June 7, 2021, show that Gary Harwood and Erez Borowski were duly elected to Board positions but have since stepped away. However, that was a true recording on what occurred in that meeting. A motion was made by Turk Allen, seconded by Renn Hjellum-Lim, and approved unanimously by a roll call vote that the minutes of June 7, 2021, be approved.

**ELECTION FOR PRESIDENT TO FILL VACANCY:**

Vice President Buchman reminded the group that there is a vacancy for President due to the resignation of Robert Beyer. She invited volunteers to address the room and the following presentations were made:

* Gary Harwood reported that he has over 30 years of experience in banking and has been involved in leading a non-profit organization through difficulties and into success. He added that he foresees LVSSA as capable of growing in the community.
* Mike Kaczer explained that he has experience in public relations and marketing. He added that he has been taking care of the shed and that he offers fairness and integrity.
* Kimbo Tenorio stated that he has been in real estate, run successful businesses, and has been in sales. He added that he believes the most important item is leadership and that he did the research presented tonight so that we can move forward with growing the Association.

The Board members conversed privately after which Renn Hjellum-Lim moved that Kimbo Tenorio be named President of LVSSA to fill the remainder of Robert Beyer’s term. The motion was seconded by Turk Allen and approved unanimously by a roll call vote.

**ADDITIONAL VACANCIES:**

Renn Hjellum-Lim made a motion that Rod Adams be named 65 and Over Representative. The motion was seconded by Turk Allen and approved unanimously by a roll call vote.

Ms. Hjellum-Lim moved that Louise Freiheit be named Recording Secretary. Mr. Allen seconded the motion and it was approved unanimously by a roll call vote.

Renn made a motion that Tania Allen be named Tournament Director. The motion was seconded by Turk and approved unanimously by a roll call vote.

**TREASURER’S REPORT:**

Tania Allen addressed insurance. She had to write the company a letter stating she is authorized to represent LVSSA

**VICE PRESIDENT’S REPORT:**

Vice President Buchman reported that George Kuehnel is working on the Annual Meeting/Banquet and that reservations have been made for November 10 at the Elks Lodge. As soon as funds are available, deposits will be made.

She asked Louise Freiheit to chair the 2021 Hall of Fame Committee.

**REPORT BY 65 AND UNDER MEN’S REPRESENTATIVE:**

Mr. Allen expressed that there have been no issues with Monday/Thursday practices or Saturday scrimmages.

**REPORT BY 65 AND OVER MEN’S REPRESENTATIVE:**

Rod Adams reported that attendance is down at Tuesday/Friday practice and Wednesday batting practice, probably due to the heat. He added that the shed locks have been changed and that keys have been distributed to those responsible for preparing fields and equipment.

Vice President Buchman thanked Mike Kaczer for his hard work on the shed.

**REPORT BY LADIES’ REPRESENTATIVE:**

Ms. Renn Hjellum-Lim said there are no problems with the ladies’ Wednesday and Saturday practices.

**LORENZI PERMITS:**

Renn reminded the group that permits for the use of Lorenzi Park have been in limbo waiting for a new president to be named. Now that we have a President, she will finalize the process. However, she added that we need to access the money to pay the insurance or permits can’t be issued.

**WEBSITE:**

After LVSSA.com was redirected to LVSSA.org, Mr. Adams stated that he created a new website LVSSA.vegas which for now has information for members. He added that, because we don’t currently have a website that can do membership, any new members will need to email him directly for now.

**MEMBERSHIP:**

Mr. Adams passed along that we currently have 242 paid members and 29 honorary members for a total of 271.

**STORAGE UNIT:**

Ms. Buchman explained that we have contracted for a climate-controlled storage unit which is being paid for by personal funds until Association funds are available.

**GOODWILL/WELFARE:**

A moment of silence was held in memory of the passing of Bam Bam Winslow.

**RELEASE OF LIABILITY OF JIM WHIPPLE, BILL PATTON, ADRIAN SANCHEZ, GENE SULLENGER, AND ROBERT BEYER:**

Ms. Hjellum-Lim reminded the group that the legal counsel had sent a demand letter to Jim Whipple, Bill Patton, Adrian Sanchez, Gene Sullenger and Robert Beyer, after which all but Mr. Beyer responded that they would return everything and walk away if they were given a complete release of liability. She added that legal counsel recommended accepting this proposal with the exception that no release of liability be issued for any embezzlement found. She further added that the legal counsel recommended a motion for approval from the Board. After some discussion, Ms. Hjellum-Lim made a motion that we accept a release of liability from these men with the exception of embezzlement and that in return they return all money, documents, social media, passwords, and property that belongs to the Association. The motion was seconded by Mr. Allen and passed unanimously with a roll call vote.

**ADDITIONAL COMMENTS FROM MEMBERSHIP:**

Mike Hula stated that he agrees with the release of liability action being taken by the Board and would like the membership to be able to voice their comments regarding this.

A member whose name could not be heard asked about the lack of Treasurer being appointed. Mr. Tenorio responded that currently Jim Whipple is still the Treasurer and cannot be replaced until further action creates a vacancy.

In response to a question from an unnamed member, Mr. Tenorio answered that the Association uses QuickBooks for accounting.

In response to a question from Marco Caldana, Vice President Buchman and Mr. Tenorio responded that the Board plans to go ahead with an independent “forensic” audit and is prepared to file charges if appropriate.

George Fernandes expressed his opinion that the Association does not need a CEO.

Louise Freiheit stated that she would like to see a committee established to review the bylaws and organizational structure so we can avert issues like this in the future.

At this point there were additional comments made by the members. However, due to the noise level of the room, it was impossible to know the speakers or the content of their remarks.

**ADJOURNMENT:**

The meeting was adjourned at 8:34 p.m. upon a motion by Renn Hjellum-Lim that was seconded by Turk Allen and approved unanimously.