



**Minutes**  
**The Scottish Terrier Club of America, Inc.**  
**SPECIAL Meeting of the Officers and Directors**  
**August 10, 2022**  
**8:30 p.m. – 9:30 p.m. EDT**

**PRESENT:** President, Lori Kelly; Vice President, Kathleen Ferris; Corresponding Secretary Theresa Thomas; Recording Secretary, Richard Bumstead; Treasurer, Steve Russell; AKC Delegate, Helen Prince; Directors - Class of 2022; Ellen Avery, Lisa Hills, Ron McConnell, Pat Wooster: Class of 2023; Kelli Edell, Pam Williams.

**ABSENT:** Micheael Krolewski

**Guests:** Marcia Dawson, Chair STCA HTF, Lisa Kincheloe, Treasurer, STCA HTF

**Welcome:** Called to order at 8:35 pm EDT                      Pres. Lori Kelly

**Motion: To excuse the absence of Michael Krolewski from the August 10, 2022 meeting. R Bumstead /R McConnell. Passed unanimously.**

**The STCA HTF Governing Document Revisions**                      Lori Kelly

The A. Foster Cooper gift to the STCA HTF has presented the HTF with an operational challenge. The current document provides oversight by the STCA Board of all financial, staffing, and research decisions. The size of this gift will allow the HTF to provide extensive future research opportunities, but in order to do that, the funds need to be invested to generate ongoing income. As the documents currently read, financial institutions and investment firms need clarification as to whom would be responsible for decisions, control of the funds, and future of the trust. Therefore, the founding HTF document needs to be reviewed and updated. Recommendations for revisions are necessary at this time.

Marcia Dawson, HTF Chair, gave a presentation and included the following salient points in changes recommended to the HTF governing documents:

*Anne Leach, the attorney working with HTF, suggests that the amended document still define the HTF as a Trust but with a shift in authority from the STCA to the HTF.*

- 1. Anne recommends that the STCA continue to be apprised of and approve the changes that the Trustees make to the document in the future.*
- 2. Anne recommends that the STCA **either** 1. approve the HTF's election of directors, **or** 2. establish criteria for the HTF directorship ensuring that the members remain friendly to both organizations.*
- 3. The STCA's control over approving all expenditures, disbursements, and reimbursements as well as actually dissolving the Trust, would be removed. The HTF would be fully responsible for making decisions on all expenditures, and would provide full disclosure in our periodic reports to the Board as well as the Bagpiper for the membership.*
- 4. We also need to add new language in the allowable investments section to include brokerage accounts, publicly trade stocks, and funds.*

5. A key point: The Document needs to very clearly reflect the Federal Statute regarding irrevocable dedication of funds from a 501c3 that says these monies must be distributed **ONLY** to another 501c3 in the case of the termination of the HTF.

6. And finally, it would be good to add a Policy Section that would include wording about establishing advisory committees that the HTF would set up, such as Finance, Research, Legal, etc. that might include representatives from STCA Board as well as non-STCA members in a professional capacity.

The HTF mission will not change. It will continue to provide research funds to address issues impacting the Scottish Terrier breed. Quarterly reporting will continue through *The Bagpiper* to maintain transparency of the operations and the funded work.

April Green, a CPA assisting the STCA with tax issues, provided some insights in August 2021 that recommended that the three related non-profits of the STCA be kept separate and that they continue to be reported separately.

**Motion:** To approve a review for recommendations and revisions of the existing founding Health Trust Document by HTF appointed attorney Ann Leach for presentation to the board. **KFerris/LHills**

**Roll Call Vote:**

Kathy Ferris - YES

Theresa Thomas- YES

Richard Bumstead- YES

Steve Russell- YES

Helen Prince- YES

Ellen Avery- YES

Lisa Hills- YES

Ron McConnell- YES

Pat Wooster- YES

Kelli Edell- YES

Michael Krolowski- ABSENT

Pam Williams- YES

The HTF will ask that the revisions be ready for internal review by the end of September 2022, with a DRAFT delivered to the STCA Board for their October 5, 2022 meeting during Montgomery weekend.

**Motion: To adjourn at 9:07 PM EDT.**

Respectfully Submitted – Richard C Bumstead, Recording Secretary

August 11, 2022  
REV August 13, 2022