

## **Board of Director's Meeting**

**February 25, 2012**

1:05 p.m. – 5:10 p.m.

### **MINUTES**

#### **I. Roll Call**

Otis Birdsong

Harvey Catchings

James Donaldson

Steve Hayes

Bo Kimble

LaRue Martin

Marvin Roberts

Danny Schayes

Dr. George Tinsley

Bob Elliott

#### **Other Attendees**

Arnie Fielkow (CEO)

Archie Clark (Founder)

Jack Marin (Legal Counsel)

Tom Kaufmann (Legal Counsel)

Scott Rochelle (Legal Counsel)

#### **Absent**

Thurl Bailey

#### **II. Approval of January 5, 2012 Board of Director's Meeting Minutes.**

a. A Short discussion of the minutes ensued.

- b. Motion by Steve Hayes to approve the Minutes from January 5, 2012 meeting. Seconded by George Tinsley. The motion passed unanimously.**

### **III. Legal Update by Jack Marin**

- a. Jack Marin led a discussion regarding suggested bylaw and committee changes to reflect the specific need to clearly explain how nominating will be done as well as ensure that legal or other requirements are met. Jack suggested that the Nominating Committee be changed to the “Nominating and Corporate Governance Committee.” The Corporate Governance addition was necessary to avoid creating a new and completely separate committee.
- b. Motion by Danny Schayes to change the name of the Nominating Committee to the Nominating and Corporate Governance Committee. Seconded by James Donaldson. Motion passed unanimously.**
- c. **Board Member Termination Procedure:** A discussion ensued as to the best way to discipline a Board member who may be violating his fiduciary duties. It was agreed that this is a topic for the Corporate Governance committee to work through and subsequently come up with a recommendation. Legal counsel Jack Marin and Tom Kaufmann agreed.
- d. **Compliance with New York Corporate Laws:** The NBRPA is currently a not-for-profit New York corporation subject to New York law; however, the principal office is no longer in New York. A bylaw change is not necessary as the NBRPA will remain subject to New York law even without a substantial physical presence in the state. The NBRPA will need to register itself in the State of Illinois as well as retain the New York license.

### **IV. Report of the CEO**

- a. Financial information has been made available to the membership in order to provide the utmost in transparency. Furthermore, the Bylaws, approved minutes and approved financial report are to be placed on the website for members to view.
- b. Chapters: There were a total of 9 current and potential chapters represented at the chapter presidents meeting on February 25, 2012. The Los Angeles chapter has elected new officers and they are committed to make a strong chapter membership drive. The Houston chapter received \$3,400 from the National office to clean up all corporate and financial issues. The Phoenix chapter is moving in the right direction. The Atlanta chapter has a new president and is also moving in the right direction. The Orlando chapter is really strong right now. The All – Star Weekend has really helped the Orlando group; all of their events have been tremendous. Dallas and Chicago are within 60-90 days of signing charters. The immediate goal is to have 7 active chapters by summer. The National office is working with South Florida and Las Vegas. Philadelphia and NY have been discussed as well. It is aggressive but reasonable to have 30 chapters in 3 years. We have the blueprint set to make it happen. All

NBA cities should have a chapter; however, chapters can be established in non-NBA cities as well.

- i. A discussion ensued regarding the need to incentivize chapters to recruit members and possible discounts to build membership. The NBA has pledged its support in helping the NBRPA build its membership.
- c. Harlem Globetrotters: There is a universe of 700-800 potential members. A discussion ensued as to the merits of including former players from the NBA Development League, WNBA, Eastern Basketball League, and International Players. The Globetrotters are legally a part of the NBRPA but they are not participating at a high level. Arnie Fielkow would like to continue to pursue the Harlem Globetrotter members and encouraged further discussion on other groups.
- d. Database development: A priority following the All-Star Weekend will be to reach out to potential members. Sam Vincent, Director of Chapter Development is using the Orlando Chapter's success as a template for how members can collaborate with NBA teams to build membership. NBA teams are willing to work with us; it is a matter of connecting with the team presidents and forming relationships to show prospective members how the NBRPA adds value.
- e. New and Existing Programs: Franchising, Player Transition, Tulane, P.A.S.T. A discussion ensued as how to improve our partnership with P.A.S.T. Teamwork Online has offered a Sports Employment Partnership which is an excellent opportunity.
- f. Motion to approve relationship with Teamwork Online by Marvin Roberts, Seconded by Johnny Newman. The motion passed unanimously.**
- g. NCAA Opportunities: National is currently working to send one or more members to each of the 4 NCAA Regional Championship sites and to the Final Four. There is more flexibility for the Final Four so that possibly 2-3 members could attend. Selections will be made within the next 2-3 weeks.
- h. A discussion ensued about the new website and the possibilities that exist with internet marketing and partnerships
- i. Board Platinum Dues Requirement: A discussion ensued about the financial obligations of Board members and their role in raising funds. A discussion ensued regarding two issues (1) Platinum status granted to members who bring a sponsorship worth a certain amount, and (2) a possible waiver of the Platinum requirement in order to join the Board of Directors. Discussion ensued as to the legal and ethical options to provide a route to Platinum membership in lieu of the current \$3,500 payment required to become a member of the Board of Directors.

- j. James Donaldson brought a Motion that effective as of February 25, 2012, prospective and current board members must attain a Platinum membership within 12 months of their election; however, Board members may apply to the Board of Directors for a potential waiver of the Platinum membership fee should they bring business value to the board that is equal to or greater than \$3,500. Seconded by Steve Hayes. The motion passed unanimously.**
- k. Motion by James Donaldson to allow Harvey Catchings to be deemed a Platinum member with a waiver of the Platinum member fee given for his help in bringing in a substantial sponsorship to the NBRPA. Motion was seconded by Steve Hayes. The motion passed unanimously.**
- l. New Board Election proposal process: Arnie Fielkow proposed that the Board adopt open voting during Legends Annual Conference in August 2012 and allow it to continue for 30 days thereafter. Furthermore, the new Board of Directors would be named on October 1<sup>st</sup> of each year and take office at the next All-Star Weekend. The goal is to improve voter turnout since members will be present and attentive.
- m. Motion by George Tinsley to designate the summer meeting of the Professional Members (presently the Legends Conference held in August of each year) as the annual meeting of the Professional Members. For the purpose of voting for directors via online and mail-in ballots. The annual meeting shall be continued for a period of 30 days, commencing the day that ballots are cast in person at the annual meeting. Seconded by Harvey Catchings. The motion passed unanimously.**
- n. 2 Year Board Presidency/Chairman term: Arnie Fielkow proposed that the bylaws be amended regarding the term of the Board President and Chairman. Specifically, he proposed that the Board President and Chairman Position be a two year term in order to build stability for the organization.
- o. Motion in support of this proposal made by Harvey Catchings. Seconded by George Tinsley.**
- p. Harvey Catchings' motion to make the Chairman/President position a 2 year term failed.**
- q. Motion by Steve Hayes to remove the "President Elect" position. Seconded by Danny Schayes. The motion passed unanimously.**
- r. Magic/Bird Fundraiser: The NBRPA will be hosting a fundraiser in New York, NY on April 19, 2012 for the new Broadway play Magic /Bird. Members are invited to attend.
- s. Israel Trip: July 29-August 7 a trip is scheduled which is fully funded by AIPAC (thru its non-political arm) for 14-20 members to participate. Allen Houston led a similar trip in the past but not under the NBRPA umbrella. It is a \$100,000 trip that AIPAC is providing to members at no cost. The project is only in its early stage; no one has yet been chosen or approached.

- t. Motion by Marvin Roberts to approve that Arnie Fielkow and Danny Schayes move forward with planning the Israel trip. Seconded by George Tinsley. The motion passed unanimously.**
- u. Legends World Sports Conference: Proposed for August 17<sup>th</sup>-19<sup>th</sup> in New Orleans, LA. The proposed convention hotel is The Royal Sonesta, located in the French Quarter.
- v. George Tinsley made a motion to accept New Orleans as the convention location. Seconded by Danny Schayes. The motion passed unanimously. A hotel proposal is to be made at a later date.**
- w. Chicago staff update: The Chicago office has been up and running for 30 days. A Chief Revenue officer will be hired within several weeks.
- x. Employment of Scott Roskind: Arnie Fielkow wants to try to keep Scott Roskind on board due to his expertise and effectiveness in event management.
- y. Steve Hayes made a motion to permit Arnie Fielkow to look into a negotiated deal to keep Scott Roskind on staff for event management and supplemental sales. Seconded by Harvey Catchings. The motion passed unanimously.**
- z. Group Licensing Agreement Discussions: GLA discussions will begin within 60-90 days. Arnie Fielkow made a recommendation that a committee be formed to negotiate the new GLA. Recommended committee members are Bob Elliott, Danny Schayes, Jack Marin, Harvey Catchings, Otis Birdsong, and Arnie Fielkow.
- aa. Motion by Danny Schayes to approve committee request. Seconded by George Tinsley. The motion passed unanimously.**
- bb. Appointment of Officers: Steve Hayes expressed that there is no need for the "Elect" positions such as "Secretary Elect, Treasurer Elect, and President Elect".
- cc. Motion by George Tinsley to remove the titles of "President Elect", "Treasurer Elect", "Secretary Elect". Seconded by Danny Schayes. The motion passed unanimously.**
- dd. Accounting/Treasurer: A discussion was held regarding the new accounting firm's role in financial oversight and the collaboration with the treasurer for financial review. The discussion further explored the need to trust the organization's leadership and not micromanage the daily activities and expenses.
- ee. Addition of Non-Board Members as committee members: Arnie Fielkow suggested that Bob Elliott submit the full slate of committees for approval. Any committee heads are to submit the names of their prospective committee members.

**ff. Motion by George Tinsley to give President Bob Elliott authority to make a recommendation of committee members including both members and non-members. Seconded by Steve Hayes. The motion passed unanimously.**

gg. 2012 Calendar: Arnie Fielkow suggested that the committees meet every 60 days.

**hh. Update on NBPA Partnership: The NBPA will be providing financial support to the NBRPA for 2012 fiscal year. NBPA Executive Director Billy Hunter has expressed his support and joined the Orlando Chapter Golf Outing on Thursday.**

**V. Report of the President by Bob Elliott**

a. Election of Officers:

**b. President: Motion to nominate Bob Elliott as President and Chairman of the Board made by Marvin Roberts. Seconded by Harvey Catchings. No other nominations were made, and the motion passed unanimously.**

i. Bob Elliott accepted the nomination and selection as President / Chairman of the Board Directors for the 2012 year.

**e. Vice President: Motion to nominate Johnny Newman as Vice President made by James Donaldson. Seconded by Harvey Catchings.**

**f. Vice President: George Tinsley nominated Otis Birdsong. Seconded by Steve Hayes.**

i. James Donaldson moved that the nominations for vice president be closed. Seconded by Harvey Catchings. The motion passed unanimously.

ii. A vote was taken, Otis Birdsong prevailed.

**g. Treasurer: Motion to nominate Marvin Roberts as Treasurer made by George Tinsley. Seconded by Danny Schayes. No other nominations were made and Marvin Roberts was voted Treasurer unanimously.**

**h. Secretary: A Motion to nominate Steve Hayes as Secretary made by George Tinsley. Seconded by Marvin Roberts. The motion passed unanimously.**

i. Arnie Fielkow suggested that legal counsel review the entire set of bylaws and present a whole new set of bylaws for Board consideration instead of changing bylaws on the fly.

**VII. Finance Committee Report by Marvin Roberts**

a. Net income of \$-222,000.00 due to not receiving the \$250,000 from the NBPA in 2011, moving expenses and severance payouts. The Chicago relocation and the Manhattan lease buyout will ultimately save more than \$600,000 over six years for the NBRPA. The NBRPA also absorbed one time expenses, such as the CEO search and consultant fees.

- b. Arnie Fielkow would like the attorneys to look at (1) the need for the marketing corporation in lieu of the not-for-profit corporation that also exists, and (2) whether the NBRPA should be an Illinois or New York Corporation. He has asked the accountants to opine as to what checks should be written out of the marketing corporation vs. not-for-profit corporation.
- c. Danny Schayes Health Insurance issue: A discussion ensued as to whether additional money is owed to Danny Schayes as it relates to his previous term as interim Executive Director.
- d. **Motion by Steve Hayes to reimburse Danny Schayes to make up any insurance discrepancy. Seconded by Harvey Catchings.**
- e. It was suggested that the Board wait for clarification from the prior accountant on the actual amount to be potentially reimbursed. Once the accurate numbers are attained, the finance committee will present them to the board. It was proposed that this Item is sent back to the finance committee to bring a recommendation to the board. **The motion was withdrawn and the item was tabled until the next meeting.**

**VIII. Business Development Committee presented by Danny Schayes**

- a. The committee will be assigned new committee members at the next meeting.

**IX. Member Services and Benefits Committee presented by Steve Hayes**

- a. Member services will be focusing on education, career skills, retirement planning, health benefits, and affinity benefits. Affinity benefits will be a main focus because they provide tangible benefits to members i.e. hotel, air, and rental car discounts.

**X. Nominating and Corporate Governance Committee presented by George Tinsley**

No report.

**XI. Old business**

None.

**XII. New Business**

- a. Steve Hayes presented information regarding the Autism and Sports Foundation. He will work with Arnie Fielkow to explore opportunities and in the meantime, would like to have NBRPA support on their website.
- b. **Motion to adjourn made by Harvey Catchings. Seconded by Marvin Roberts.**

**Meeting Adjourned at 5:10 p.m.**