

*His Majesty's 10th Regiment of Foot in
America, Inc.*



Headquarters: 40 Spring St. • Wrentham, MA 02093-1823 • 508 530-1339 • falfam @ msn.com

BOARD OF DIRECTORS

A Board of Directors meeting was held on Thursday 9 July 2015 at The Munroe Tavern in Lexington, Massachusetts.

There were present the following:

- Robert Falotico, officer commanding
- Richard E. Amsterdam, adjutant
- Shaun Timberlake, Paymaster
- Paul O'Shaughnessy, at large
- Jim O'Brien, Old Sturbridge Village
- Susan Bennett, Lexington Historical Society
- Don Hagist, author and historian

being all of the Directors of the Corporation. The meeting was called to order at 1905 hrs by Robert Falotico. It was moved, seconded and unanimously carried that:

Robert Falotico act as President of the Corporation Richard E. Amsterdam act as Clerk

Robert Falotico opened the meeting and welcomed the directors to the meeting. He discussed the role of the Board of Directors in helping the Tenth Foot to fulfill its mission and goals:

- a. Oversight responsibilities of the Board*
- b. Promote visibility and growth of the Regiment*
- c. Fiscal and budgetary review*
- d. Advise the Regiment on how to enhance the reenacting experience*

He passed out a section of the Bylaws titled: Board of Directors, and explained that the Board was to consist of 4 permanent members: the President of the Corporation, the Officer Commanding being the Lieut-Col; the Clerk, being the Adjutant; the Treasurer being the Paymaster of the Regiment; and an at-large director from the membership of the Regiment in addition there are to be 3 outside directors to be elected by the 4 permanent members to serve for one year. Previously elected were:

Susan Bennett, Jim O'Brien and Don Hagist.

It was moved, seconded and unanimously carried that The Board of Directors will meet on a quarterly basis. It was explained that a committee was formed within the Regiment to review uniforms and accoutrements and to advise the Command Staff about any suggested modifications, changes and/or additions. Susan Bennett asked the non profit status of the Regiment. Robert Falotico explained that the Regiment filed for non-profit status in September 2014 and was approved under section 501(c)(3) of the IRS code. She asked about auditing of the books and Shaun Timberlake explained that there was an internal audit several months ago.

It was also explained that the checking account has two people with account authorization, Shaun Timberlake and Robert Falotico. Robert Falotico explained that each outside director should attend at least one military exercise (drill) at the armory in Lexington and one Command Staff meeting (which is held during one of the drill sessions). Also it was directed that each outside director attend at least one event where the Regiment is in action. A short discussion of an upcoming event at Old Sturbridge Village was held.

Robert Falotico explained that the full Standing Orders are available on the Regimental web site and should be reviewed by all the directors. He reviewed a copy of the Standing Orders and there was short discussion. Concerns were mentioned by Paul O'Shaughnessy and Richard Amsterdam that certain portions of the Orders were more important for new members to become familiar with and should be highlighted or emphasized in some manner.

Shaun Timberlake discussed the finances of the Regiment starting with the bank balances of about \$9,000. He explained that there are four accounts: an operating account and three dedicated (escrow) accounts; (camp, lease and event). Reports are published monthly (to the Regiment); Accounts Payable and Receivable and also P&L. He related how the 501(c)(3) was established starting in September (2014) and concluded on 15 May of this year. It was agreed that the Financial Reports will also be sent to the Directors each month.

Reports are being filed with the federal IRS and the Commonwealth of Massachusetts and next year will be filed with the State of New Hampshire. There was a discussion on Mass Sales Tax; the Regiment is exempt from this tax on items purchased for resale by the Regiment but items purchased by members require them to pay the tax.

The major portion of income to the regiment comes from fees paid to the Regiment mainly for parades although some event organizers also pay fees. There was a discussion on the various insurance policies paid for by the Regiment such as a General Liability Policy. Shaun Timberlake was asked how the funds raised by the regiment trend during the year and also year to year. Essentially the funds are flat from year to year with no major changes. They are seasonal in that they come in during the "campaign season."

There was a general discussion on attendance at drills and events by members of the Regiment and what to do to enhance attendance. Robert Falotico discussed his ideas for a 50th Anniversary (of the founding of the Regiment) event to not only commemorate the founding but to establish a goal for the members similar to that for the Bicentennial back in the early 1970s.

Susan Bennett discussed grant writing and fund-raising to help grow the income to the Regiment above the current income flows. Don Hagist was nominated to be the Chairman of the Board of Directors for this year. The motion was moved seconded and unanimously carried. The Board members were encouraged to read the Standing Orders and come back with recommendations for additions and/or changes. Don Hagist said that the Board should come up with suggestions to enhance and build on the "Brand value" of the Regiment.

There being no further business to come before the meeting, upon motion duly made and seconded and unanimously carried, it was adjourned at 2047 hrs.

Dated 15 July 2015

Secretary

Attest: Board of Directors