

**First Meeting of the Interim Board of Directors
Professional Outdoor Media Association [POMA]
June 6, 2005, 1 p.m.
Teleconference
Submitted by Secretary/Treasurer Laurie Lee Dovey**

Call to Order: POMA Chairman/President Betty Lou Fegely called the meeting to order.

Roll Call: Secretary Laurie Lee Dovey took the roll call. In attendance were, Jim Casada, Laurie Lee Dovey, Betty Lou Fegely, Tony Mandile, Patrick Mc Hugh, John E. Phillips and Bryce Towsley. Those absent were J. Wayne Fears, Tom Gresham and Jim Zumbo.

Motion/Second [Mandile/Towsley] Move to approve the absences of Fears and Zumbo. Discussion: Fegely explained that both Fears and Zumbo had requested to be excused from the meeting due to travel that made accessibility to the teleconference impossible. PASSED. One no vote, Phillips.

Motion/Second [Mandile/Phillips] Move to approve the absence of Tom Gresham. Discussion: Dovey explained that Gresham had confirmed he would attend the meeting. When contacted at the beginning of the meeting, Gresham said he had the meeting time wrong and stated he could not attend. FAILED. One yes vote, Phillips.

Chariman Statement: Fegely welcomed those in attendance and updated the group regarding actions taken at the Steering Committee meeting on May 4, 2005. During that session, the Steering Committee decided it should become the interim Board of Directors of POMA so the organization could begin the legal process of incorporating, obtaining insurance, and announcing the formation of the organization. Officers were also elected at the May meeting. The decision was affirmed by official action at this meeting.

MOTION/Second [Casada/Towsley] Move that the Steering Committee become the interim Board of Directors of POMA for 1 year, from June 6, 2005 to July 1, 2006. Discussion: None. PASSED. Unanimous.

MOTION/Second [Mandile/Phillips] Move to nominate Betty Lou Fegely for interim President/Chairman of POMA for 1 year, from June 6, 2005 to July 1, 2006. Discussion: None. PASSED. One abstention, Fegely.

MOTION/Second [Mandile/Phillips] Move to nominate Laurie Lee Dovey for interim Secretary/Treasurer of POMA for 1 year, from June 6, 2005 to July 1, 2006. Discussion: None. PASSED. One abstention, Dovey.

MOTION/Second [Dovey/Casada] Move to nominate Patrick E. Mc Hugh for interim Corporate Partner Director of POMA for 1 year, from June 6, 2005 to July 1, 2006. Discussion: None. PASSED. One abstention, Mc Hugh.

Agenda: Fegely discussed the meeting agenda and confirmed that all directors had copies of the documents relating to issues to be discussed by the Board. Fegely

asked two directors, Mandile and Towsley, to tape the meeting and Dovey to keep the minutes.

Fegely further explained that Zumbo had given Fegely his proxy on all matters before the Board, and that J. Wayne Fears had given Fegely his proxy regarding the Mission Statement and Irrevocable Charter.

Fegely outlined the procedure for conducting business and making motions then moved to the first agenda item.

New Business

1] **Mission Statement:** Fegely read the proposed POMA Mission Statement to the directors:

Mission Statement

The Professional Outdoor Media Association, Inc. is a group of individual communicators and Corporate Partners who believe in, defend, support and promote the heritage of hunting, fishing, shooting and traditional outdoor sports through writing, photography and other means. By doing so, members hope to educate the general public about these sports and encourage more participation in them. The organization serves the membership by helping members grow professionally, improve their skills, better their working environments and enhance their businesses.

Motion/Second [Phillips/Dovey]: Moved that the Mission Statement be approved as written and supplied to the Board of Directors. Discussion: None. PASSED. Unanimous

2] **Membership Criteria:** Fegely asked all directors to review the POMA Membership Criteria Document.

Motion/Second [Phillips/Mandile]: Moved that the POMA Membership Criteria be approved as written and supplied to the Board. Discussion: An explanation of the Cornerstone membership was offered and two typographical corrections were made. PASSED. Unanimous.

3] **Bylaws:** Fegely presented the proposed POMA Bylaws to the directors.

Motion/Second: [Phillips/Casada]: Moved that the Board approve the Bylaws as written, amended and supplied to the Board of Directors. Discussion: A brief discussion took place regarding two minor changes that needed to be made. Those changes were made. PASSED. Unanimous

4] **Policy Papers:** Fegely explained that work was continuing on the policy statements that are referred to in the POMA Bylaws and reported that she expected them to be ready for Board approval within 10 days.

5] **Expense and Income Overview:** Dovey presented a brief summary of expected expenses and income for consideration by the Board of Directors. Discussion centered on the potential for POMA to generate income substantial

enough to hire a management firm or executive director, launch a membership drive, and provide membership services. The document was made a part of the permanent POMA records. Dovey also thanked the Safari Club International and The Outdoor Channel for the seed money they put forth for POMA.

6] **POMA Management:** Dovey made a presentation regarding the background of Michael Finé, Chip Leer, and Wildside Management, which collectively were being proposed as the management company/executive director for POMA.

MOTION: [Phillips/Casada] Moved to approve Michael Finé and Wildside Management as the Management Company/Executive Director for POMA contingent on background and reference checks and successful contract negotiations. Discussion: A brief discussion centered on what types of reference and background checks should occur, how a contract would be negotiated and some possible basic terms of an agreement. PASSED. Unanimous.

Motion/Second [Phillips/Casada]: Move that Betty Lou Fegely and Laurie Lee Dovey negotiate an independent contractor agreement with Wildside Management, Michael Finé and Chip Leer, for final approval by the Board by June 14, 2005. Discussion: The need for legal counsel in Pennsylvania to review and approve the agreement was discussed and agreed upon. PASSED. Unanimous.

A redacted version of an article from the American Society of Association Executives (ASAE) was presented to the directors for review. During discussion, the Board expressed a desire to see Michael Finé join ASAE on behalf of POMA and consider certification through the organization.

8] **Heritage Members:** A list of potential Heritage Members was presented to the Board of Directors.

Motion/Second [Dovey/Towsley]: Moved that the Heritage Membership list be approved as written and supplied to the Board and invited as members pursuant to the bylaws. Discussion: Timing of the announcement of Heritage Memberships was discussed at length. Phillips voiced his concern that POMA focus on recruiting Voting, Associate and Corporate Partner members before approving any Heritage Members.

Motion/Second [Dovey/Casada]: Move to go into executive session. Discussion: None. PASSED. Unanimous.

Motion/Second [Dovey/Casada]: To go out of executive session. Discussion: None. PASSED. Unanimous.

The question was called. The Secretary/Treasurer read the motion, regarding Heritage Members, again. Discussion: None. PASSED. Two abstentions Dovey and Phillips.

9] **Honorary Members:** Fegely presented a list of potential Honorary Members to the directors.

Motion/Second [Dovey/Casada]: Move that the Honorary Membership list be approved as written and supplied to the Board and be invited as members pursuant to the bylaws.

Motion/Second [McHugh/Casada] Move to table the motion. Discussion: None. PASSED. Unanimous.

10] **Potential Corporate Partners:** McHugh presented a list of potential Corporate Partner invitees to the directors. No motion was made to approve. The Board suggested that approval be postponed until Michael Finé had an opportunity to also comment on the list. McHugh and Dovey will oversee the final review of the list by all directors and Finé and will present to the Board within 10 days.

11] Old Business:

- a) **Web site:** Dovey updated the Board us on the initial progress of the Web site. Three names have been secured: professionaloutdoormedia.org, .com and .net. Initially, within a week, Dovey, Mandile and Web designer Tracy Watt, will have a basic Web site up and running with Bylaws, Mission Statement, Irrevocable Charter, Applications, Membership Criteria, FAQs page, Online membership signup capabilities, and payment capabilities via PayPal and electronic check.

The Board stated its desire to have Dovey negotiate with Watt for a set fee on design rather than an hourly rate.

The Safari Club International POWR database of people who expressed on interest in receiving information from POMA was also discussed. POMA has the list and SCI is working with POMA to integrate a searchable, online membership database into the POMA Web site. SCI has volunteered its efforts free of charge.

- b) **Trademark:** Fegely updated the directors on trademark registration, director and officer liability insurance and the 501 (c) (6) tax status. POMA has been incorporated. Insurance should be forthcoming within a week. POMA will hire a trademark specialist to protect the name and logo of POMA.
- c) **Priority List:** Fegely presented the directors with an assignment and project priority list. Discussion followed regarding the need for every director to get involved in the work of the organization and not let the workload fall on just a few members. Fegely said she would visit with every director to get commitments on assignments and deadlines.
- d) **Irrevocable Charter:** Fegely presented the directors with four possible versions of the POMA Irrevocable Charter. The merits of the different versions were discussed briefly.

Motion/Second [Casada/McHugh]: Move that the version of the Irrevocable Charter that includes the following paragraph be approved. "POMA recognizes the important role that industry and members of the conservation community play in the perpetuation of outdoor sports. The organization acknowledges the mutually beneficial relationship individual and Corporate Partners enjoy as members." Discussion: None. PASSED. Unanimous.

APPROVED IRREVOCABLE CHARTER

In January 2005, at a combined meeting during the Safari Club International (SCI) convention and the Shooting, Hunting, Outdoor Trade (SHOT) Show, outdoor communicators elected a steering committee of their peers for the purpose of creating a new national outdoor media organization. The committee met in May 2005 at White Oak Plantation near Tuskegee, Alabama and formed the Professional Outdoor Media Association (POMA).

The organization offers a congenial, collegial atmosphere to its members and provides them meaningful services including education in craft, improvement in business practices, tools to enhance efficiency and profits along with extensive networking opportunities. Members are committed to preserving the sanctity of freedom of speech and the right of individuals to keep and bear arms; fostering ethical standards in business dealings, communications and the codes by which they personally abide when afield; and maintaining the integrity, understanding and enjoyment of traditional hunting, fishing, trapping and shooting activities.

POMA recognizes the important role that industry and members of the conservation community play in the perpetuation of outdoor sports. The organization acknowledges the mutually beneficial relationship individual and Corporate Partners enjoy as members

Finally, we honor the memory of the great hunting, fishing, trapping and shooting communicators from the past and pledge to perpetuate the heritage of our profession.

- e) **Official Announcement of POMA Launch:** Fegely discussed when the official announcement of POMA would be made. The Board agreed that no announcement could be made or public presence offered until liability insurance was obtained. J. Wayne Fears is writing the announcement.
- f) **POMA Logo:** Fegely updated the directors on a possible logo by Cliff & Karen Shelby. A version should be ready for consideration by the Board soon. Directors prompted Fegely to remind the Shelbys of the importance of completing the project as soon as possible.
- g) **Call for Membership** – a brief discussion focused on the timing for a call for membership. No details were outlined.

Good of the Order

1] Casada thanked Fegely for putting her heart and soul into the development of the organization, identifying the fact that without her leadership, getting to this point may not have been possible.

2] Fegely reminded the directors about much of what the directors had experienced in the past and thanked everyone for their vision to move forward. She reminded the directors of their positions and shared her hope that the professional atmosphere and hard work in regard to POMA would continue.

In addition, Fegely reminded the directors that many POMA Board members were still being asked their opinions about the Outdoor Writers Association of America [OWAA] and reminded the directors to share with anyone who asks the Board's collective opinion that POMA and its directors wish OWAA well and acknowledge that OWAA has a place among communicators who focus on the outdoors in general. What makes POMA different is its vertical focus only on hunting, fishing, trapping and shooting communicators and Corporate Partners.

Motion/Second [Dovey/Casada]: Move that the meeting be adjourned.

Discussion: None. PASSED. Unanimous.

Fegely adjourned the first Board of Directors meeting of the Professional Outdoor Media Association.

Respectfully,

A handwritten signature in black ink, appearing to read "Laurie Lee Dovey". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Laurie Lee Dovey
Secretary