

**Meeting of Valley View Board of Directors
March 10, 2025**

MEETING MINUTES: March 10, 2025

David Storey, President, called the meeting to order at 7:02 PM.

ATTENDEES:

Board: Dave Storey, Ben Lampton, Steve Gutman, David Timmons, Jerry Koetter, Phil Koetter, Matt Juliot, Jim Copenhaver, Chris Gardner, Eric Jacobi, Greg Dueser, Will Dierking (phone)

Absent Excused:

Scribe: David Timmons

Attendees: Mike Werner, Brad Liedolf, Becky Cox, Matt Arnold, Scotty Lewis

Transcript:

Call the meeting to order 7:00 PM

Agenda - Go Fund Me initiative is the only initiative to be discussed, all other topics out of scope.

DS: Before we start the meeting I would like to make a statement.

“The reason for this special meeting is to discuss the GoFundMe initiative and as such will be the only topic of discussion. Any other topics will be ruled out of order. To ensure order, Robert’s Rules guidelines will be used for the outside board participants present. The outside participant must be a member of Valley View and agree to have his or her statement recorded. Outside parties will be limited to 3 minutes the first statement and a total of 20 minutes for the entire meeting. The outside parties will not be able to pose questions, and there will be no interaction between board members and the participants. Outside parties will not be allowed to participate in the board discussion. Are there any outside parties that would like to make a statement?”

Participant: Just here to listen.

DS: Ok, then no outside participants wish to make a statement. For the record and the minutes, the GoFundMe initiative will be read in including those members who signed the initiative

Reading of GoFundMe by David Timmons:

***Preserve Valley View’s Member Driven Spirit
Steve Fugit is organizing this fundraiser
Dear Members of Valley View Golf Club,***

I hope this message finds you in good spirits. I am writing to you today to address pressing concerns regarding changes in leadership and the increased involvement of the City of New Albany in the day-to-day operations of our club.

Concerns About Reorganization and Involvement

Recently, there have been significant shifts in the leadership structure, accompanied by the City's direct involvement in the management of club operations. While we value collaboration, these changes have led to decisions that have not fully reflected the values and priorities of our community. Additionally, there is growing concern over how membership funds are being allocated without adequate transparency or input from our members.

Need for Transparency and Autonomy

Our club has always thrived on being member-driven, with decisions reflecting the collective interests of our community. The current situation undermines this principle, potentially affecting the integrity and enjoyment of our club experience. It is essential for the leadership to maintain transparency, especially concerning financial matters and operation strategies.

Call to Action

To address these issues, we propose taking decisive action. We aim to fund legal counsel in order to determine the roles and responsibilities between Valley View and the City of New Albany. Once this is determined, we seek to restore autonomy, ensuring that the club's direction aligns with the interests and values of its members—not external entities.

Your Support and Involvement

We are calling upon all members to support this initiative. Your voice and engagement are crucial to reclaiming the independence and core values that make Valley View Golf Club unique. We encourage you to participate in discussions, attend upcoming meetings, and consider contributing to our legal fund to bring this matter to a resolution that benefits all members.

We are committed to preserving Valley View as a member-centric club and ensuring that our finances and management reflect our shared priorities. Thank you for your attention and continued dedication to our community. Together, we can navigate these challenges and shape a brighter future for our club.

We sincerely hope you will join us by donating whatever you can! If we do not raise enough or raise too much, we will gladly refund whatever percentage that was donated.

Sincerely,

**Jim Copenhaver
Steven Fugit
Steven Gutman
Ben Lampton**

Currently the GoFundMe has 24 donations and raised amount of \$2,360 with goal of \$2,800.

DS: Thank you, Discussion?

JC: I'll start it off. Here's what we signed up to do. It's the same topic that Dave Timmons talked with me about when I joined the board and that is there is ambiguity between what is the member responsibility and what is The City's responsibility. So we said, let's work on that. Let's have an outside counsel because no one here can do that. Eric is a lawyer, but he can't provide legal counsel. So let's go find legal counsel and say interpret these for us and bring it back to the board to say "Here's the ruling from outside counsel. What would we like to do because here's the thing I liked and disliked. I liked that the board made a decision on the Transportation League. I didn't like that decision that they canceled it but I liked that the board made the decision. I would like the board to maintain that decision level leadership and say "Here's how we want to run our course. The board has influence, the board has insights, we represent the members. I'm all good with that. I may not agree with that but we abide by those rules. I like that the board represents the members and we help allocate the funding for different things. One of the things that board made decision on lately was when we pay off the cart loan, we are going to continue to pay ourselves so that we can then have a financial well being"

DS: This is out of order

JC: No, No I'm telling you what I like.

DS: How does that pertain to the GoFundMe.

JC: We want to come back to the board and say here's what the ruling is, do we want to make any decisions? If the board wants to make decisions and changes, then great, we need to go to the membership and get a ruling. If the board decides not to, then that's what the board is. So that's what we signed up for. Let's understand the legal requirements that we have and the city has. We want to be partners with them. We do not want to be in financial ruin or detriment to them. So that's what we signed up for.

SG: This was not, as one of the emails was worded, an initiative to take legal action against this club.

DS: That's what it says right here. To address these issues we aim to fund a legal initiative to request a cease and desist of the City of New Albany's involvement in our club operations.

SG: That's poorly worded. I think for the 3 of us that are sitting here, our idea was to get legal counsel to look at our agreements and determine what authority the board has vs. the city when it comes to setting policy, capital expenditures. My thing is capital expenditures. If we are going to do a capital expenditure I believe the board should have the final say and it should be discussed and voted on before we make an improvement with VV inc. money. That it's fiscally responsible.

DT: Did we not implement a capital freeze at the last meeting?

JC: I asked DS if he told Jay and his response was 'I do not have to tell Jay' so we didn't.

DS: Well he's the general manager, he should know if he's got money or not.

JC: Well that's not what the board decided. We said we want a capital freeze because we owe \$8000 and have \$8400 of cash on hand. You as the President were asked to go and tell Jay. You said I'll not telling Jay.

DS: I did, I mentioned to him that we need a freeze and he agreed. We are low on funds right now and we will hold off on any extra expenditures right now.

JC: That's not the email you sent me. The email you sent me said 'I don't need to tell Jay.' I would have loved the better answer of 'Hey I talked to him.'

DS: We're off subject again. The subject is the GoFundMe initiative and we need to say on topic

GD: My main problem with this is because it's board members that are leading this initiative, it feels like a board request for funds. I'm uncomfortable that it appears to be an initiative on behalf of the board and the board voted for this initiative, which we did not.

DT: It's very different for a group of members to get together and lead this, than a group of board members. Our by-laws are clear that the board has to act as one. Co-signing 4 board members gives it authority, so that's not good.

DS: Who authored this?

JC: That email?

DS: No the (GoFundMe) initiative

JC: Steve Fugit did.

DS: Did you guys review it?

JC: I read the first 5 or 10 parts of it and said yeah I'm in agreement. I like a board that leads. Let's have members be represented by the board.

DT: Well we're all elected

DS: Did you review it, the entire language? (BL nodded)

SG: I am guilty of not reviewing the entire thing.

JC: Because we talked about it

DS: To Greg's point, you have 4 board members who signed off on this unilaterally outside of the board's knowledge or consent and initiated this GoFundMe.

JC: Correct, I get you on that point. How would you like us to resolve the ambiguity between the By-Laws

DS: That's not the issue today. The issue before us is that you 4, one resigned already, have initiated a GoFundMe that in my mind damages our relationship with the City. To go unilaterally with this initiative betrays your loyalty to the board. It jeopardizes the major improvements the city has planned for out here and damages the reputations of members on this board, and their integrity. It damages the reputation of the General Manager that the city has assigned here. His reputation and integrity.

DT: It's important to note that I printed this out today (holds up GoFundMe) the language in this has changed. The public GoFundMe has changed, the original had 'Cease and Desist' on there which is a threat of legal action.

SG: That I missed

GD: The first version of it I read definitely had 'cease and desist' in it

DT: There was 100% cease and desist in the original

GD: You yourself DS said maybe we need to hire outside counsel to review these documents and determine what the board has the authority to approve

DS: That would be a great idea. But not to do this unilaterally on your our path through this. That matter is that 4 board members, 3 now, unilaterally pursued this initiative to cure problems that betrayed the trust of the board. This damaged the integrity of the board, it damaged of the general manager

DT: And the timing was not great.

DS: They own this golf course, they own this parking lot. They have the upper hand on our agreement

GD: What is the knowledge status of this within the City of the New Albany? With the two representatives, how far has this moved through? Has this traveled beyond you guys? (MJ and CG)

CG: Oh yeah definitely and there's a lot of questions.

GD: I don't disagree with the general concept. I am uncomfortable with the way it has come across

SG: Fair enough

GD: In my mind there is a lot of ambiguity. We are clearly not in 100% compliance with our agreement with the City. But I believe the city does not want to necessarily declare us in default, which sounds to me like an opportunity to restart and say 'Where should we be today?' To me that would be a very reasonable initiative. Again, I don't disagree with the goal but I do disagree with the methods.

SG: Fair enough, but that's all I want out of this. That's what our goal is, is to clarify.

PK: So you're fine with that disagreement then.

SG: Fair enough, I'll give you that.

DT: So we've got 3 separate organizations here Transportatin League, City of New Albany, and the Valley View. They are 3 separate organizations and when someone mentions the words 'GoFundMe for legal counsel.' That puts the leadership of these organizations in a legally defensive position, and they can't say anything without a lawyer present.

SG: What's the Transportation Club have to do with this?

DT: Well the timing of the GoFundMe also happen to come through when we were also getting all those emails from the Transportation Club. So I don't think they are unrelated.

SG: One has nothing to do with the other.

JC: We have some passionate people in the Transportation League

CG: So it's just a total coincidence with the timing? Between the GoFundMe initiative and Transportation League (vote)?

SG: One had nothing to do with the other Chris. I can assure you of that. It just so happened I was informed about the Transportation Club and our President sent out a letter to all of our members which includes Valley View members as well. That we will no longer be welcomed at Valley View. Obviously there's a lot of emotion there with me as well. I've been part of the club for 25 years and a part of this club for 30 years. So yeah there's a lot of emotion there. A lot of the Transportation members joined Valley View because of that club. The timing was awkward but one has nothing to do with the other.

DS: I'll share an email that Alicia Meredith, Director of Parks for the City of New Albany, sent me today. It outlines how board members should conduct themselves.

Board Member (and Membership) Conduct:

Conduct oneself in a professional, diplomatic, respectful, and honest manner.

Serve as a leader.

A good leader embodies many qualities, including empathy, integrity, and authenticity. They inspire confidence, cultivate trust, and encourage others, providing a positive example for others to follow.

Serve with integrity and objectivity.

Serve in a selfless manner, acting in the best interest of the public in which we serve, improving the facilities, opportunities, and overall experience.

Foster an environment and culture that is safe and free from harassment, discrimination, turmoil.

Handle all matters with the utmost appropriateness, confidentiality, and discretion.

Examples of Poor Conduct:

Conducting oneself in an unprofessional, tactless, disrespectful, and deceitful manner.

Engaging in disruptive behaviors which prevent good decision-making and have negative effects on the organization and its future. (This poor behavior takes countless hours away from the betterment of the organization and requires a numerous amount of hours to recover from the damages caused.)

Participating in disruptive behavior that places a negative, dysfunctional perception on organization. (This poor behavior takes away countless hours from the betterment of the organization and requires a numerous amount of hours to recover from the damages caused.)

Behaving disrespectfully toward the board president, other members, and staff.

Pursuing a personal agenda.

Harassing, threatening, hostile behavior toward board president, other member, and staff.

Failing to handle confidential information securely.

DS: That's where her stand point is on this deal, and from my own personal opinion they are not pleased.

GD: I don't think we're in the position where you can legally force down the GoFundMe page. To me we need to make sure it is clear that this is members acting on behalf of themselves, not on behalf of the board. I think that has to happen.

DS: For the members, I would like to know who the beneficiary of the GoFundMe is?

SG: What do you mean the beneficiary?

DS: Who would handle the money?

SG: Nobody has the money yet, it's in a GoFundMe account until the money is raised to be able to hire someone to look at the documents.

DS: Who has access to that money?

SG: I would have to imagine that would be Steve Fugit.

DS: What accountability have you guys put into place to make sure the money is used appropriately.

JC: I think once he was going to look at legal counsel, then we would agree to send the documents to and determine what is the right ruling so that we could present that to the board.

DS: So is there a process where he sends you copies of billings, or copies of accounts?

JC: We haven't got that far yet.

DS: Devil's advocate, what's to ensure he just doesn't keep the money?

JC: I don't think we have to worry about that. I think what we have to do is "What's the amount we have to have for a retainer for him to review this? If that's \$5,000 and we don't have that then we wouldn't go forward. We don't even know what that is yet.

GD: There was an amount listed.

DT: Yeah \$2,800

GD: That seems low to me for this.

JK: That amount has moved since it started.

JC: He(SF) was going to figure out, "What would be the amount that we would need for a retainer?" And if we don't match that then we don't go forward.

DS: So in the event that this initiative becomes fruitless is there a process to return the money?

SG: I did hear him (DT) read that it states that.

DT: It's written in there.

JC: And then we would say what's our next step? There's a lot of us that are trying to say, "We don't want to be bad partners and what do we want to take to the membership to a vote."

SG: My goal was to have the documents looked at and to find out 'what kind of teeth' does the board actually have on capital expenditures? Money is a big one. Money is a big thing, I sound like a broken record. I've been around long enough, I've been here when we had problems and there wasn't money there. It has always been that capital expenditures and improvements or any size were always discussed and voted on by the board before they moved forward. Instead of an individual talking to the GM and say 'Yeah that sounds like a good idea, go do it and spend X number of dollars. \$5,000, \$10,000 and then we get into a situation like last month where the funds are low. Then you run the risk then if now something

breaks, where is the money going to come from? I'm the first one that does not want to go back to the city and ask for money. We should be able to get this place operating where we are invisible to the City. We're on our own, we're operating, we're taking care of business, we can take care of our expenses and we have enough money in the bank for emergencies and payroll.

DS: Our history does not affirm that. Our history says when the board was taking care of the money, from 2011 - 2022 we didn't make enough money to pay bills. It was only until 2023, 2024, 2025, when Jay took over, that we had enough money to pay our bills. The other issue I'd like to address is statements in here "additionally there are concerns about how membership funds are being allocated without transparency to our members. What proof do you guys have to insinuate that?"

JC: I don't know where that came from?

DT: Because that does imply some kind of wrongdoing.

JC: That could be an interpretation, but I don't see that.

DT: I would think that the City of New Albany attorneys would assume that implies wrongdoing.

SG: I personally to that along to point that I was trying to make earlier.

DS: Is it not true that each and every month that we review the financials, P&L statements and balance sheets are reviewed by each board member every month?

Group: True

DS: So as transparency goes, I've got a letter here from Jay right before the board meeting. We have the membership meeting and state of the club in October, and I have no idea what instigated that insinuation.

SILENCE

DS: I don't have anything else.

DT: I would say that because this didn't go through the board, and it was not board approved and now because it's out there and is soliciting Valley View members for money for legal counsel. Valley View organization has to have an official statement that says 'We did not approve this, this is not the us the board' Your elected governing body did not approve this. Whatever happens with your money 'we don't know' because it is outside of our governance. That's kind of a big deal right? It's one thing if independent members, not on the board, do that. It is entirely another (thing) if board members do that. We have a different set of By-Laws and a different set of rules.

SG: What if we were to add something to GoFundMe is not supported by the Board of Directors?

GD: Independent of

SG: I like that better, independent of the Board of Directors and is strictly for the members benefits.

DS: Any more discussion?

JK: The issue is there are 3 current board members on that.

JC: It's not signed 'Valley View Board' or anything like that.

JK: It's public record that you're on this board.

EJ: I have a couple questions. Have you all met with an attorney?

JC/SG: No

EJ: I'm the one that asked for this special meeting.

DS: Eric, do you want me to read your disclaimer?

EJ: No, I don't have any legal advice. But with that said, you can't do this. Not even that I don't support it. You just can't do this. I think there needs to be clarity and spoken with everyone on the board and we need a total reset and go over who has rights, who has responsibilities, who has what power. This can't be the way it is done, because we can't go to New Albany complain about our constitution, or By-Laws, or Operating Agreement, or our By-Laws not being followed, when we aren't following them ourselves. We are not a functioning board when we do not act like a board. New Albany has nothing to answer to. I'm not saying New Albany is in the wrong, or Jay is in the wrong, I'm not saying anyone is in the wrong. I think one thing we all understand is that the rights and powers are not clear in this document. You can go back to 2014, 2017, 2022, I've got them all right here. As an attorney I can tell you there is no answer. If you go sit with an attorney, he's not going to give you a ruling. He's not going to give you an opinion. But as a sitting board member you can't go take that action. Any of you guys can (Attendees). But you cannot sit on a board and act against board governance. The board governs as a whole. You just can't do that. I know you didn't say 'We are the board' but it doesn't matter. It's 4 board members asking members for money. That's the main thing and it's a major problem. What needs to be done, and what we need to be doing as a board is deciding how to get answers to everyone's questions. It can't go forward this way. An email, an addendum, that does not fix the issue. The real issue to me, isn't the individual actions or the city, it is the board governance. If the board wants to take on any fight against New Albany or whoever, it has to be handled as a group. It can't be 4, it can't be 6, it's got to be a majority. This is one thing that is clear in our constitution and By-Laws, when you sign up to be on here, you give up some of your individual rights acting on behalf of the board and certainly not help yourself out to the membership to ask for to take on a fight that is really only in the interest of this board to do. Members, attorney's will tell you, your recourse is to make the board act. You(Members) do not have an agreement with New Albany. The board has an agreement with New Albany. So you as individuals have one person to complain to, and that is the board, the 12 of us that are on it now. That is what they should be telling you. They'll say, Steve, you need to look in the mirror and complain to yourself because you are on the board. There is no legal recourse for us, it is to make the board act. This should have been brought through the board. We aren't close to getting answers, even though I have the answers in my head, but I can't be the attorney on it. I've told everyone that. It (agreement) is unclear on some things and it is far more involved. I reread everything today. Do we have a signed deal from 2022, between New Albany and Jay and Valley View. Is there a signed one of there?

SG: No

EJ: Who would have been president?

SG: That would have been Bill Corrie

DT: No 2022 I believe was you Steve

SG: I was never giving an agreement from the City of New Albany

EJ: Well this is the type of discussion that we need to be having at this table. Because this is a problem folks, it's really important to document the board's relationship with the City and rights and responsibilities to run this course. And who has what powers to make which decisions. This answers a lot in here (contract) but it was never signed by Valley View from what I can see. I've never seen a signed one and I've been given it by 2 or 3 different people.

SG: I know it was never presented to me to sign when I was President. The last agreement that I know of that was signed was when Bill Corrie was present.

BL: The last one I saw signed was from John Kraft, that's the only one I've seen signed.

DT: We are getting out of scope. So given what Eric has said, you can't do this as a board member. Can you guys get your names off of it?

SG: I think we can

JC: Yeah we can and we could refund it. We could shut it down, there's a lot of things, we could bring it back to the board.

DS: I would like to make a motion. Given the discuss and revelations of tonight's meeting. There is reasonable justification to demand the immediate voluntary resignations from JC, SG, and BL

BL: I'd like to make a point of order, Robert's Rules, you can't make that decision. That's all I'm going to say.

DS: Do I have a second?

BL: You cannot remove us, or ask us to resign, or anything of that nature by Robert's Rules. The members voted us in. The members have to vote us out.

DS: Well the Board can vote you out.

BL: No, you cannot.

DS: We can make that decision

BL: You said by Robert's Rules you said that was all this meeting was going to be about. You know this

DS: I don't know this.

BL: I do. The board members are voted in by the members. You (board) cannot vote them out. We have done nothing wrong.

DS: If you go back to our constitution, you violated it and our By-Laws.

BL: We have not done anything wrong. We have not broken the law. We have not caused any theft from this club.

DS: This GoFundMe thing has caused so much damage that our relationship with the City. That our relationship with the members, and relationship with non-members, and the integrity of the board.

BL: It has? I haven't seen anything or any proof of that. But that's beside the point, it is still not illegal. We haven't stolen anything or done anything.

DS: I didn't say you did

BL: Well that's the only way we can be removed from the board.

DS: 1 vote taken, do we have a second? A second on my motion

JK: As far as elimination of positions?

DS: I move that given the discussion and revelations of this meeting that there is reasonable justification to demand the immediate voluntary resignation from JC, SG, and BL.

JK: I'll second for the voluntary resignations.

DS: All in favor? Motion is defeated

DT: We have to make this go away.

SG: We will have our names removed.

BL: We'll get our names off.

DT: That's where I'm at and what I think, we need to be more focused on solutions and getting names off of it. Even if you could get Steve F to take it down and refund the money. We'll revisit this. From my perspective as Secretary, what Muskatello used to always say is that we have to edit our constitution first and operate under that before we go toe to toe with 3 full time staff attorneys with the City of New Albany.

SG: If we can get Steve to take it down, will we as a board, get an attorney help us to decipher where we're at? Again like I said from my perspective what authority does the board have?

PK: It's definitely something we need to look into.

JC: We'll have him take it down and refund the money

BL: It was not our intend to cause this.

PK: You've got to admit that first letter was not good.:

BL: I think if I remember when we sent it out, I read like the first two paragraphs and was like "It sounds ok to me." I was down in Florida when it happened. Like I said, it was not our initiative to cause any problems whatsoever

SG: I was in FL as well

PK: I think everyone is on the same page. More clarity is needed.

MJ: You put your name on something, you've got to understand what it is.

DS: Who is going to be responsible for having this taken down? Do you really think he'll take it down?

SG: I believe so, yes.

DS: As a board member, who's going to lead that and get him to take it down?

JC: The three of us will talk to him.

BL: We will definitely get our names off of it for sure. We'll talk to him about taking it down, but I can't promise he's going to take it down. We will do the best that we can. I can't promise you that he is going to.

DS: I fully understand that.

GD: Once that happens we have to clearly differentiate and communicate to the membership what has happened versus what the intent was.

PK: Something needs to put out to the membership that this was outside and I think it needs to come from you guys.

DS: I think it would be appropriate to have a letter, I can be pretty biased, or at least have access to minutes. We should have outstanding minutes because it has all been recorded.

JC: I think the idea is that once we approve it and put it in a pdf, we have this available to all the members. This board does not communicate to the members.

DT: The minutes are posted online now

JC: That's different, posting is one thing. I would like us to actively communicate. I want to represent them

DS: Any other discussion?

Becky Cox - Yes

DS: Sorry you can't

Becky Cox - I'll ask later then

SG: Motion to adjourn.

JC: Second, motion passed

MEETING ADJOURNED AT 7:43 PM