



## BARS Board Meeting Agenda 06 April 2023

**BOARD MEMBERS PRESENT** (*quorum achieved*): Michael Stephan , Aaron Esman , Brian Ramirez , Anthony Fowler , Chance Hamlin , Jeff Gottlieb , Kevin Yeh , Kush Shankar , Matt McCrea , Stephen Torres , Tony Heck , Carlos Clemenz , Julian De La Paz, Zach Krohn, Michael Wellbrock, Joe Randazzo

**COMMITTEE MEMBERS:** David Martinez, Katie Foreman, Kevin Cottino, Caysie Salamone, Andrew Vurlumis, Dillon Galvis, Eduardo Osorio, John Casella, Mike Johnston, Mike Conway, Josh Thai, Peter Smith, Ryan Maher, Sal Scrimenti, Lonnie Poupard, Tim Borbet

### 1. OPEN DISCUSSION FROM THE COMMITTEES

a. N/A

### 2. EXEC BOARD UPDATES

a. Update: Special Election

- i. Joel resignation, Brian “Acting Director” until special elections happen
- ii. Board members: We’d love to know who does \*not\* want to extend their term through December. It will be best to solicit nominations from the league for all open positions at once (and have one, big election)

b. Update: Corporate Governance Counsel

- i. We will have big recommendations incoming, still in progress

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### 1. PROPOSALS

#### a. **Proposal 1: Andrew Vurlumis Gold Card**

- i. **Discussion:** Andrew has been so instrumental in not only keeping up, but growing the league. Proposal that we should vote to \*permanently\* extend his board member benefits rather than voting it in each year. Biggest considerations are to make sure we’re breakeven (or as close as possible), and making sure we have point people to run - lots of committee support on this call. Important to push for W/T/N inclusivity
- ii. **Motion / Second:** Joe / Stephen
- iii. **Yes:** 15/ **No:** 0 / **Abstain:** 1
- iv. **Outcome:** Motion passes

#### b. **Proposal 2: No-Sting Dodgeball Weeknight League - Tuesday/Thursday at John Jay**



- i. **Discussion:** Relationship with John Jay is going well, we are hoping to extend our contract. Tuesday league night and Thursday open play night. fall is uncertain (pending their volleyball schedule), but they have a smaller gym we could use.
- ii. **Motion / Second:** Chance / Wellbrock
- iii. **Yes:** 12 / **No:** 0 / **Abstain:** 3
- iv. **Outcome:** Motion passes

**c. Proposal 3: Dodgeball Weeknight League (w/ New Venue) - Monday in Midtown East**

- i. **Discussion:** Open to either 8.5 or no sting, contract could be just for summer, or for entire year. Midtown East might be tough for participants' travel. There is a tight profit margin. Would this be in place of 8.5 Saturdays or in addition to Saturdays? The timing seems to be tight (the games would have to be voted on right away). Wellbrock thinks that we should exec vote and then bring it to a larger vote in May. Someone from exec might want to visit the space, too (which might help in real space). Joe would like to know people's input
- ii. **Motion / Second:** /
- iii. **Yes:** / **No:** / **Abstain:**
- iv. **Outcome:** Tabling, as we lost quorum

**d. Proposal 4: Conflict of Interest Policy**

- i. **Discussion:** We need a conflict of interest for maintaining "best practices" in the org. Paying board members to ref is the biggest red flag - after talking to counsel, we are feeling good. Though this is still important to have on file each year. Brian wants to know if this impacts charitable giving/donations
- ii. **Motion / Second:** /
- iii. **Yes:** / **No:** / **Abstain:**
- iv. **Outcome:** Tabling (voting on this online via Slack)

**2. SPORTS UPDATES / DISCUSSION**

**a. BOWLING**

- i. Joel Penvose has resigned 😞 A special election will take place soon! Brian is the "Acting Director" until the special election happens
- ii. Spring registration update: we are sold out as of this meeting!
- iii. We want to find more space to grow our bowling league.

**b. KICKBALL**

- i. **General Update**
  1. Sunday/Monday Opening Party went well! Thanks to all who helped out!
- ii. **Monday League**



Big Apple  
Recreational  
Sports

1. Newbie Night & Open Play are this upcoming Monday
2. Games start the Monday after (April 17)

**iii. Wednesday League**

1. Games start next Wednesday/week
2. Newbie orientation
3. Shirts Delivered Tomorrow

**iv. Saturday League**

1. Shirts have been delivered

**v. Sunday League**

1. Newbie Night went well this last weekend!
2. Games start this weekend.

**c. DODGEBALL**

**i. No-Sting Sunday**

1. Shirts are being delivered tomorrow
2. Newbie night well!
3. Opening Party next week!

**ii. 8.5 Dodgeball**

1. Shirt orders have been set
2. Opening party will be Apr 13, 2023

**3. PHILANTHROPY**

**4. DEI & RECRUITMENT**

- a. Kush sent out a league survey re: inclusion and general feelings re: BARS (across the last 4 seasons of play for all sports)
  - i. Some people expressed safety concerns (exact situations to be discussed)
  - ii. Respect for pronouns were a high point (people feel respected)
  - iii. Many people don't feel comfortable speaking up if there are issues
- b. Kush has some proposals coming down the pike. Stay tuned!

**5. TREASURY**

**6. PRESS & MARKETING**

- a. Note from Keith: with so much happening at the moment league-wise, "anyone who needs comms/emails from me should email me directly"

**7. SOCIAL & EVENT**



- a. All post plays are booked for the spring season.
  - b. Carlos, Curtis, and Keith are finalizing comms for the upcoming SoulCycle class.
  - c. New York, New York - free Broadway ticket giveaway was a success!
  - d. Carlos wants updates from the Directors/Ops Managers about post-play and the vibes.
  - e. Discounts at Post Plays have been hard to negotiate. This might want to be a point of discussion when talking through sponsorships (at the beginning of the relationship).
- 8. WEB**
- a. Hal's Update: Website/App
- 9. MISC**
- a. Shirts/Pronouns tabled until next month (for a longer, more intense conversation)
  - b. Next Board Meetings = May 4 & June 1
    - i. Please include future board dates in regular league communication

**CLOSED SESSION TO FOLLOW**



## **PROPOSAL 1**

### **BARS GOLD CARD FOR ANDREW VURLUMIS**

Andrew Vurlumis has gone above and beyond every year to get our organization new permit spaces, allowing for BARS's unprecedented growth. He has helped secure new fields and permit times by working tirelessly with NYC Parks and Rec. As a thank you for all of the hard work – going above and beyond without a current Board title – this proposal would give Andrew a BARS Gold Card, which would grant him “Friend of BARS” benefits (including comp'd and early registration) in perpetuity, rather than requiring the current board to approve it each year.

The BARS Gold Card has been given out once or twice in BARS history. It's essentially a goodwill gesture and thank you to someone who goes above and beyond to such an extraordinary degree that they fundamentally change and improve how the organization operates.



## **PROPOSAL 2**

### **WEEKDAY NO-STING DODGEBALL LEAGUE**

**(INCLUDING OPEN PLAY & SUB-LEAGUE FOR WOMEN/TRANS/NB PLAYERS)**

#### **Objective:**

Start a weekday of dodgeball that not only encompasses our usual Open BARS league, but also our Women, Trans, Non-Binary (W/T/N) community at the same time, on the same night.

#### **Goals:**

- Create an extra night of No-Sting Dodgeball to help meet the overwhelming demand (see Winter 2023 Newbie numbers + Spring 2023 waitlist)
- The W/T/N leadership has an amazing relationship with John Jay, by getting this league in and potentially securing two nights, the next step is getting a year round contact with them so we have a weekday home for dodgeball for as long as possible.
- Create a safe, inclusive environment catering to the needs of the women/gender minority players in BARS.
  - Provide Trans and Non-binary players the opportunity to play on a team that they feel best represents their gender identity and the experience they'd like to have on the league
  - From feedback, and new registration experience (see Spring 2022, Fall 2022, and Spring 2023 women/gender minority registration numbers), we see that specifically women-identifying players are far more likely to sign up for a women/gender minority team than a standard BARS kickball team

#### **Current Progress/Interest:**

- There is extreme demand for more dodgeball, from our no-sting waitlist, to the amount of newbies in our Winter draft league. Creating a mid-week dodgeball opportunity will only bolster our community.
- This extra night will not only add an opportunity for those who missed out on Sunday, but also for those who look for an extra day to raise their own level of play and gain experience.
- We can have a total of 20 teams in the main gym and that can easily be allocated in a sliding scale between W/T/N and the Open League

#### **How will teams be selected?**

- Traditional Bars ranking and randomizing.
- Captains will be pulled from a selected list of volunteers
- W/T/N individuals will be able to select the "W/T/N" only league or the "Open" BARS league. If we do not fill 6 full teams of W/T/N athletes, we can do 4 larger teams and add 2 teams to the "Open" league from the waitlist.

## LOGISTICS:

**Start of Season:** Week of July 11th (Tuesday)

**End of Season:** Week of Sept. 4th (Tuesday)

**Example Schedule:** <https://scheduler.leaguelobster.com/schedule/edit/1303464/>

**Registration:** Week of June 1st

**Run time:** 8 Weeks + 1 newbie night

### **Game Style:**

- 2 x 20min Games per night
- Play as many games as possible
- Any game started under 2min is no blocking
- Hard stop at 20, even if a tie
- Two divisions - Open and W/T/N

### **Teams:**

W/T/N: 6 teams of 12 = 72 players (with a contingency plan of just 4 team)

Open: 14 teams of 12 = 168

**Registration Budget: \$24,000**

### Cost Breakdown:

$[(8\text{ refs} \times \$30/\text{hr}) \times 2] \times 8\text{ weeks} = \$3840$

Shirts -  $\$15 \times 240\text{ shirts} = \$3600$

Medals - \$200

Certificates - \$60

Pizza -  $\$500 \times 2\text{ parties} = \$1000$

**Drink Tickets =  $\$8 \times 240\text{ tixs} = \$1920$**

Gym =  $(\$210/\text{hr} + \$22.83/\text{hr}) \times 3\text{ hrs} \times 9\text{ weeks} = \$6,286.41$

Misc. Gear (Nets) =  $\$109.79 \times 4\text{ nets} = \$439.16$  (Pending John Jay not having dividers)

**Total = \$17,345.57**

## Proposal #2.2

Clinic + Open Gym for Dodgeball

### Objective:

- Before No-sting dodgeball, we used to have a thriving weekday League + Open Gym combination that helped grow not only the numbers of our league, but also the skill level of our newbies.

### Goals:

- Secure an extra night at John Jay for Open Play that will work in connection with the weekday league.
- Give prospective members an opportunity to see what our community is about without having to commit to a full season / gauge their interest.

### Current Progress/Interest:

- Since dodgeball became a 1 day a week league, it is noticeable how the newbies are not improving as quickly as in the past. This we think is in direct connection to not having a connected open play date the same week as the league.

- This open play will give the league more exposure and also help newbies break into and lower the skill gap between them and the super vets. This will give them more confidence and more likely to keep returning.
- When a prospect wants to join, it's usually weeks to months before signups are available with no guarantee. This can give someone an immediate opportunity to get involved and start building relationships within the community.

### LOGISTICS:

**Season:** Thursdays (in small gym, 2 weeks the small gym is not available as the big gym)

**Registration:** None

- If they are registered for any dodgeball that season it's free, if they are not a \$10 donation can be suggested

**Run time:** 9 Weeks

**Game Style:** Open play!

- With 2 courts we could have 1 running open play and the other running drills/clinics for athletes that miss that practice mentality or newbies who want to focus on any specific skill!

### Cost Breakdown:

Gym =  $((\$140/\text{hr} + \$22.83/\text{hr}) \times 2\text{hrs}) \times 8\text{weeks} = \$2,605.28$

Misc. Gear (Nets) =  $\$109.79 \times 2\text{nets} = \$219.58$

Total = **\$2,824.86**

### Proposal 2.1 + 2.2 Summary

Part 1.1 = **\$17,345.57**

Part 1.2 = **\$2,824.86**

Misc. Equipment (balls, whistles, tape, ect) = **\$1,000**

Total Cost = **\$21,170.43**

Profit w/registration at \$100 = **\$2,829.57**

Profit w/registration at \$110 = **\$5,229.57**

\*if we lose dates and price decreases because of the Board time frame, voting for this proposal also says that if we are under budget we do not need to re-propose and revote





### **PROPOSAL 3**

#### **MONDAY NIGHT DODGEBALL LEAGUE (w/ NEW VENUE LOCATION)**

**Location:** St. Bartholomew's Church - 325 Park Ave (Between E 50th Street and E 51 Street)

**Date & Time:** Mondays 8pm-10pm

**Cost:** \$280 Per Hour (\$560 per night)

#### **Gym Amenities:**

- HVAC system- A/C and purifies the air for those who are disease conscious.
- Two small locker rooms where the players can store their stuff in a separate area from the gym.
- A net that we can use to divide up the courts.
- Storage closet in the gym itself to store the equipment
- A beautiful terrace to take photos on (Requires another department's approval)

**\*The Gym Manager already has a contract in place if we want to take the reservation\***

#### **8.5 Dodgeball**

12 teams x 10 players= 120 players

120 players x \$125 fee= \$15000

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Gym: \$560 per night x 8 weeks= \$4480 per season

Refs: 6x \$60 (2hrs x\$30 per hour)= \$360 x 8= \$2880

Shirts: \$300

Medals: \$297

Certificates: \$74

Photography: \$350

Drink Tickets: 100 drink tickets x \$9 per ticket= \$900 (opening and closing party)

Pizza: (\$682 = \$23 pies) x 2 times (open play and closing party)= \$1364

Insurance: \$1000

Total: **\$11645**

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#### **No-Sting Dodgeball**

12 teams x 12 players= 144 players

144 players x \$110 fee= \$15840

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Gym: \$560 per night x 8 weeks= \$4480 per season

Refs: 6x \$60 (2hrs x\$30 per hour)= \$360 x 8= \$2880

Medals: \$297

Certificates: \$74

Shirts: \$300

Photography:\$350

Drink Tickets: 100 drink tickets x \$9 per ticket= \$900 (opening and closing party)

Pizza: (\$682 = \$23 pies) x 2 times (open play and closing party)= \$1364

Insurance: \$1000

Total: **\$11645**

Schedule for the remaining of the year

Conflict

None GYM Mon May 08 2023 @ 8:00 PM

None GYM Mon May 15 2023 @ 8:00 PM

None GYM Mon May 22 2023 @ 8:00 PM

**CLOSED GYM Mon May 29 2023**

None GYM Mon Jun 05 2023 @ 8:00 PM

None GYM Mon Jun 12 2023 @ 8:00 PM

**CLOSED GYM Mon Jun 19 2023**

None GYM Mon Jun 26 2023 @ 8:00 PM

None GYM Mon Jul 03 2023 @ 8:00 PM

None GYM Mon Jul 10 2023 @ 8:00 PM

None GYM Mon Jul 17 2023 @ 8:00 PM

None GYM Mon Jul 24 2023 @ 8:00 PM

None GYM Mon Jul 31 2023 @ 8:00 PM

None GYM Mon Aug 07 2023 @ 8:00 PM

None GYM Mon Aug 14 2023 @ 8:00 PM

None GYM Mon Aug 21 2023 @ 8:00 PM

None GYM Mon Aug 28 2023 @ 8:00 PM

**CLOSED GYM Mon Sep 04 2023**

None GYM Mon Sep 11 2023 @ 8:00 PM

None GYM Mon Sep 18 2023 @ 8:00 PM

None GYM Mon Sep 25 2023 @ 8:00 PM

None GYM Mon Oct 02 2023 @ 8:00 PM

**CLOSED GYM Mon Oct 09 2023**

None GYM Mon Oct 16 2023 @ 8:00 PM

None GYM Mon Oct 23 2023 @ 8:00 PM

None GYM Mon Oct 30 2023 @ 8:00 PM

None GYM Mon Nov 06 2023 @ 8:00 PM

None GYM Mon Nov 13 2023 @ 8:00 PM

None GYM Mon Nov 20 2023 @ 8:00 PM

None GYM Mon Nov 27 2023 @ 8:00 PM

None GYM Mon Dec 04 2023 @ 8:00 PM

None GYM Mon Dec 11 2023 @ 8:00 PM

None GYM Mon Dec 18 2023 @ 8:00 PM



















## **PROPOSAL 4**

### **CONFLICT OF INTEREST POLICY**

#### **I. Why Have a Conflict of Interest Policy?**

The purpose of this Conflict of Interest Policy (“Policy”) is to give Big Apple Recreational Sports (“BARS”) a framework to address actual, potential, and perceived conflicts of interest in a manner that protects BARS’s integrity and assets. Conflicts are not always obvious, clear, or easy to define. They may arise in a variety of situations, and you are expected to be alert to potential conflicts. This Policy is intended to supplement, but not replace, any applicable laws governing conflicts of interest. This policy does not automatically prohibit transactions that involve a conflict. Instead, it provides a structure for conflict disclosure, evaluation, and management.

#### **II. Who Is Covered by This Policy?**

This Policy applies to BARS’s directors, officers, and “key persons.” Key persons are people, whether or not they are BARS employees, who have director-like or officer-like responsibilities or have significant control over BARS’s activities, operations, and/or finances.

People in these groups are expected to be aware of this policy, abide by its terms, and make annual disclosures as described below. Although only directors, officers, and key persons are required to follow this Policy, we encourage everyone to consider this Policy when acting on behalf of BARS.

#### **III. What Is a Conflict That Would Be Covered by This Policy?**

The basic idea of this Policy is that a conflict of interest exists whenever the interests or concerns of any director, officer, or key person may be seen as competing or being inconsistent with the best interests of BARS. Additionally, directors, officers and key persons are expected to disclose potential “related party transactions.”

Conflicts can be actual, potential, or perceived.

- **Actual** – Your interest or concern currently competes with the interests of BARS.
- **Potential** – Your interest could become an actual conflict in the future because of foreseeable events or the passage of time.
- **Perceived** – Others could reasonably view your interests as competing with BARS’s interests.

Conflicts can arise with respect to both financial and non-financial interests. *Any* interest or concern that could be viewed as affecting your objectivity, running counter to the purposes of BARS, or otherwise reflecting poorly on BARS, can be considered a conflict. The following examples highlight some—but by no means all—of the ways a conflict can arise.

- **Financial Conflicts of Interest.** You have a financial interest, either directly or indirectly through a business or personal relationship, in an action or activity of BARS. For example, a financial conflict of interest may arise where you or a member of your family owns or invests in a business which BARS is considering hiring as a vendor.

- **Non-Financial Conflicts of Interest.** You have a close nonfinancial relationship, directly or indirectly through personal or family relationships, with another organization that does or may do business with BARS. A non- financial conflict of interest may arise, for example, if you or your partner sits on the board of an organization with which BARS is considering a partnership to expand programming.

“Related party transactions” are also considered conflicts for the purpose of this policy. A related party transaction is a transaction between BARS and (1) a director, officer, or other key person; (2) any relative of a director, officer, or other key person; or (3) any entity in which a director, officer, other key person, or relative of a director, officer, or other key person owns at least a 35 percent interest. In the case of a partnership or professional corporation, the relevant ownership percentage is 5 percent.

Related party transactions are not a) transactions in which the related party’s financial interest is de minimis, b) transactions that are not customarily reviewed by the board or boards of similar organizations in the ordinary course of business and are available to others on similar terms, and c) provision of benefits provided to a related party solely as a member of a class that the corporation intends to benefit as part of the accomplishment of its mission.

Related party transactions must be disclosed before BARS enters into the transaction.

#### **IV. What Do I Do If I Think I Might Have a Conflict of Interest?**

Disclose it! If you think that you might have a conflict or a potential related party transaction, you should assume that you do and you should inform the BARS Executive Board as soon as possible. When making your disclosure, make sure that you share all material facts concerning the conflict. If there is any doubt about whether a conflict exists or appears to exist, the BARS Executive Board will make the final determination on whether there is a conflict.

#### **V. How Does BARS Evaluate Conflicts?**

**Recusal.** If BARS is considering a transaction or activity involving an identified conflict, conflicted parties may not attempt to influence decision makers regarding the matter. Further, conflicted parties may not be present or otherwise participate in any discussion of the matter except to respond to information requests for factual information needed to make an informed decision. If a conflicted party is a director, they may not vote on the matter giving rise to the conflict.

**Evaluation.** The Executive Board shall not approve any transaction to which BARS would be a party and in which a conflicted party has an interest unless and until the Executive Board has specifically and in good faith determined after reasonable investigation (including a review of the terms upon which other comparable organizations enter transactions or arrangements similar to the one under consideration) that:

- BARS knows all material facts about both the transaction and the conflict;
- BARS is entering into the transaction for its own benefit;
- The transaction is fair and reasonable to BARS; and
- BARS could not have gotten a better deal with reasonable effort under the same circumstances.

In the case of related party transactions, the Executive Board may only approve the transaction if it has considered all alternatives and approved the transaction by at least a majority vote of the directors present.

**Recordkeeping.** With respect to any discussion or decision involving matters covered by this Policy, the minutes of the meeting at which such discussion or decision take place must reflect in detail the deliberations and the voting process, specifically indicating that the conflicted individual whose situation was considered was not present in the room either during the discussion or for the vote. In addition, any information considered in approving or disapproving a proposed transaction covered by this Policy must be included in or attached to the minutes of the meeting at which such consideration took place.

#### **VI. Annual Distribution and Disclosure**

This Policy must be provided to all officers, directors, and key persons before they assume office. In addition, this Policy must be provided to all officers, directors, and key persons each year. Each year, each director, officer, and key person must complete and submit to the BARS Secretary an Annual Disclosure Statement listing:

- Any outside employment or consulting work that could constitute a conflict;
- Any board membership or affiliation with other organizations that could constitute a conflict;
- Any investments in any entity in which they, together with members of their family, has directly or indirectly a greater than 35 percent ownership interest—except that the threshold is 5 percent if the entity is a partnership or professional corporation—if such investments could constitute a conflict.

The BARS Secretary must provide copies of the Annual Disclosure Statements to the Commissioner and Treasurer.

#### **VII. What If I Have Questions?**

If you have any questions about this Policy, contact [Secretary@bigapplerecsports.com](mailto:Secretary@bigapplerecsports.com).

**\*\* A DRAFT OF THE DISCLOSURE STATEMENT IS ON THE FOLLOWING PAGE \*\***

## ANNUAL DISCLOSURE STATEMENT

I have carefully read the Conflict of Interest Policy for Big Apple Recreational Sports, Inc. ("BARS") and, in signing this Disclosure Statement, I have considered not only the literal expression of the policy, but its intent. Except as stated below, I do not, to the best of my knowledge, have a conflict of interest that may be seen as competing with the interests or concerns of BARS, nor does any member of my family, or any organization to which my family or I have an allegiance, have such a competing concern.

If any situation should arise in the future that may create a conflict of interest, I will promptly and fully disclose the circumstances to a director or officer of BARS.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please list all organizations in which you or a family member hold a position as trustee, director, general manager, or principal officer, or in which you or a family member have a greater than 35% financial interest, as well as any partnerships or professional corporations in which you or a family member hold a 5% or greater interest, and identify if those organizations engage in business transactions with BARS, if those organizations engage in business transactions with a contractor on behalf of BARS, or if you anticipate that they will do such business in the coming year. Enter "N/A" if you have no organizations to report. Attach additional pages if necessary.

Name of Organization

Nature of Your Interest

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I certify that the above information is correct to the best of my knowledge.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_