

# Mount Washington Valley Climbers Co-op Annual Member Meeting

Date: 12/11/24

Time: 6PM

Location: Barrel Room at Ledge Brewing

Meeting Type: Annual Member Meeting

**Attendees:**

- **Board:** Dave Reynolds, Carter Owens, Tim Doyle, Matt Yosca, Jess Kowalski, Rowan Carroll, Nick Dehaas, Ryan Jean, Emily Mitchell
- **Attendees (on sign-in sheet):** Alex Farley, Monte Melndoe, Scott Eugley, Addie Casali, Mickey Hardt, Eriz Wallhagen, Al Hospers, George Watson, Aidan Burns, Chris Pagoda, Austin Black, Geoff Keating, Jen Fentress, Dawn McDougal, Ronald Beal, Owen McAndrew, TJ Bartlett, Noah Robert, Mike Morin, Silas Miller, Parker Haynes, James, Baxendell-Young, Sam Juliano, Thomas Callaghan, Brenna, and Melanie

**LAST MEETING MINUTES APPROVED**

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**AGENDA:**

- Powerpoint
- Q/A

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**MEETING CALLED TO ORDER AT 6:30PM**

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**MINUTES:**

- **Introductions (Matt):**
  - Current BOD:

Board Member Name	Board Start Date	Officer Position	Title Start Date
Tim Doyle	12/1/2020		
Ryan Jean	1/1/2022		
Carter Owens	11/1/2022	Vice President	2/20/2024
Matt Yosca	1/1/2023	President	2/20/2024
Nick DeHaas	1/1/2023		
David Reynolds	1/1/2023	Treasurer	9/2023
Rowan Carroll	10/1/2023		

Jessica Kowalski	8/1/2024	Secretary	8/15/2024
Emily Mitchell	8/1/2024		

- **Agenda (Matt):**

- Welcome, Agenda and Introduction to BoD
- Brief History, Current State, and Future
- Financial Report
- Q&A, Member Input
- Bylaw Amendment Voting
- Board Member Elections
- Thank You & Invitations to Join Board Meetings

- **Welcome (Matt):**

- This is the first meeting in several years and the Board of Directors apologizes for that. We the board sincerely thank you for your patience and for attending this evening tonight. We realize that the coop hasn't been putting out a lot of signals in the past few years and while it may seem to the general membership that nothing's been happening, we've actually been fairly busy trying, and failing, to find a place to open a gym, and trying, but perhaps not hard enough, to stay engaged with the members and the community. This meeting is one of many steps we're taking to try and re-engage with you in order to define and achieve our goals. Tonight we'll discuss all the actions the BoD has taken over the last few years, and lay out some possible ways forward. We will hear from several of the current board members and at the end, we look forward to having a discussion with you all.
- Covid put the kibosh on the 2020 meeting, but it also changed the valley in many ways. While tourists have been increasing in number for years, the summer 2020 wave of visitors that year was fuel on the fire. Upside, the local economy is booming. Downside: all the ways that booms leave certain demographics disadvantaged. Most relevantly, the real estate market has exploded. Prices shot up but that hasn't stopped developers and mega retailers from snatching up properties. What might have been viable options for the coop were suddenly out of reach. Our options became more scarce, and our ability to build became more limited.
- During the covid era, the BoD shrewdly turned to fundraising and community building while things shook out. Then as things settled and we adjusted to the new reality, the older BoD transitioned out and new members took their places.

- If we go back a slide, you'll see that the current board is entirely made up of members who joined in the last 4 years. When Mickey and Brady stepped down this Fall, we lost the last links to the original board. While those former members didn't disappear completely, their at-hand knowledge and experience is dearly missed at our regular meetings. But where there's a crisis, there's opportunity. The BoD felt the need to reassess and frankly, figure out what the heck we're doing all over again. We looked at the org, saw what assets we have, identified strengths/weaknesses, and realized that if we found a space to call home, we'd be ill prepared to move in and build a working facility. So, for the last couple of years, we have been working in two parallel lines: one to find a physical space, the other to better prepare the coop to succeed.
- So, our current goal is the same as it ever was— with a grounding in the fundamental mission of the coop, and the benefit of lessons learned, we hope to finally make a place to call our own where we can climb, train, and hang out with members of the MWV climbing community. With that, I'd like to ask Tim to summarize the many opportunities the board has come across since the inception of the coop.
- *We're going to use the term "we" a lot tonight. At times it's going to be referring to the board, at others to the coop at large, and that is a quirk of grammar, but also a symptom of how the board has gotten a little too far out of touch in recent years. While we continue to search for a home, we the board also hope to close that gap so "we and "us" once again refer to the entire coop each time we use it. This is at heart a community in search of a home and, it's important to think as a collective in order to function as one.*
- **History (Tim):**
  - A lot of you probably know that we have been around for a while. Ironically, you probably last heard from us when we were targeting the Ledge Barrel room. A lot of energy went into that. We heavily fundraised and poured physical labor into it. We built the bathrooms, dug a trench in the concrete for plumbing, and the door was installed for us. This was all done by volunteers. But, when we got to negotiating the lease, it fell through with the land owner. We felt like we got the cart before the horse, so we have been a bit quiet, but busy behind the scenes.
  - **Here's what's happened in the last few years:**
    - We took a serious look at at least 5 potential locations in Intervale, Glen, Center Conway, Fryeburg, and North Conway. Each had unique challenges that we did our best to navigate:
    - A couple fell through in lease negotiations,
    - One landlord backed out due to the economy and having too many other projects going on, and
    - One space was unable to get a change of use permit,
    - One was a fitness gym looking to expand but we weren't on the same

page about what that partnership would look like.

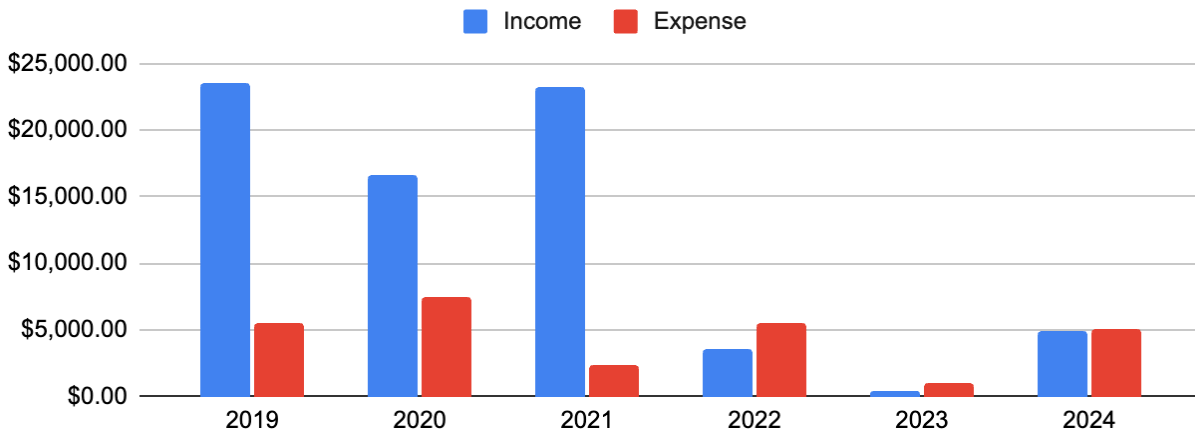
- We've explored the idea of partnering with a for profit climbing gym if one comes to the Valley. We're open to the idea but would need to sort out the details of what that would look like and what it would mean for us.
  - We are bummed that we don't have a space yet but we have learned a lot along the way and feel that we made the best decisions we could in each of those situations. Something I like to talk about in relation to this is the idea of 'near misses.' We are a bunch of volunteers trying to make good decisions with all of your money, so when the near misses have happened, we have done our best to make decisions to make the mission move forward.
  - While we continue the search for a space, what else can we be doing for the community? We hosted a bouldering meetup, facilitated fundraising campaigns for MWV Ice Fest, and hosted climber coffee at Cathedral every Saturday. We are hopeful and we're continuing to look for a space and ways that we can serve the community and increase access to climbing.
  - Here's Carter Owens to give an update on some material assets that we have acquired in that time.
- **Current Work (Carter):**
    - All of this brings us to today, and what we are actively working on. In the last 6 months, the Board has looked at several gym opportunities and has a couple "irons in the fire", but nothing of maturity worth speaking about yet. During this time under new leadership, we have also engaged in organizational "clean-up" – there have been many board members before us that have done important, meaningful work while managing finances, social media, website design, merch inventory and sales, etc – resulting in some disorganization and discontinuity that is totally natural for a volunteer-led organization. So we have been formalizing more Board Member responsibilities, amending governance documents and working with legal counsel to ensure we are sound operationally and in compliance with our own bylaws and federal/state requirements. This work helps us to build organizational capacity, improves our ability to communicate with members, and ensures we can move quickly when opportunities present themselves.
    - Some specifics about this work include:
      - Cleaning up our website – earlier this year we removed most of the functionality from our website while we got ourselves in order to ensure information was accurate, and so that we could get a handle on managing fundraising and member sales. We have begun adding functionality back this month, and have even added new features, like a "news and events"

page where we post updates and meeting minutes.

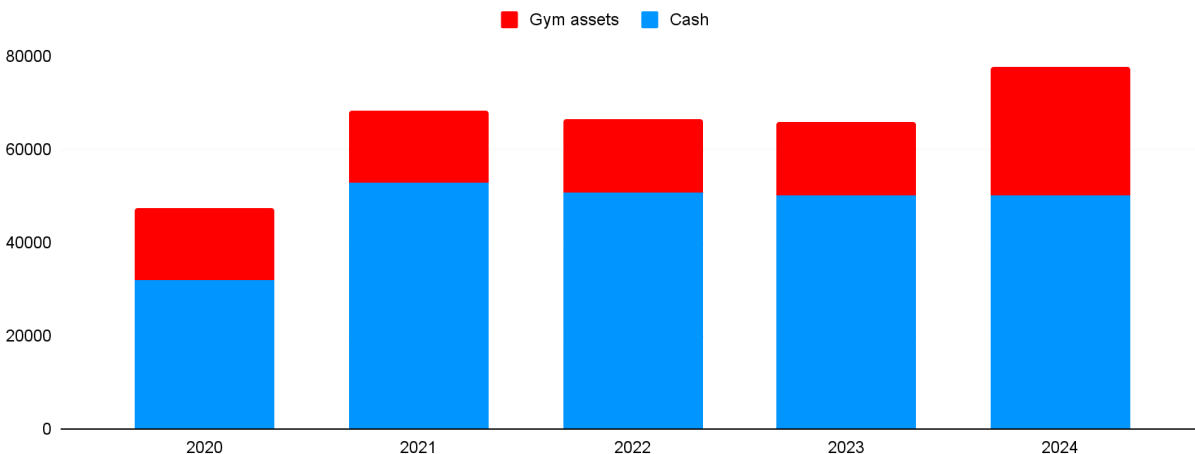
- Working with legal counsel to ensure we are compliant with state requirements for nonprofits. We are a 501c3 nonprofit cooperative, which is somewhat unique from an organizational-filing standpoint. Earlier this year it became apparent that we were not in compliance with some state requirements for nonprofits due to this uniqueness. We have worked with legal counsel to clean up some governance documents to ensure compliance and are pending nonprofit registration with the appropriate state department.
  - Ensuring we comply with our bylaws by holding an Annual Member Meeting each year, where we vote on board member and bylaw amendments. We will review these voting points later in the meeting.
  - And finally, creating a communication plan to share when meetings are happening and minutes from those meetings regularly, to ensure there is no question about if the co-op is still active.
- This organizational “clean up” is ongoing work, but we expect much of what I’ve noted here to be formally completed by spring of 2025. Again, I want to stress that these issues are totally natural for a volunteer-run organization, and we are moving in a great direction. While we continue to undergo this work, we will continue to prioritize scoping out gym opportunities and moving swiftly when the right opportunity presents itself. And let me be clear- there is still ample opportunity for a climbing gym. New spaces become available every month, and individuals with gym ideas approach us every few months. It is not a matter of if but a matter of when.
- And with that, I will turn it over to Treasurer Dave Reynolds for a report of Co-Op finances.

- **Financial Overview (Dave):**

## Income and Expense



- The first graph tells the story of the two coop eras, 2019-2021 big focus on fundraising. We raised about \$60,000, whereas the more recent era has been more focused on deploying access to execute the mission of building a climbing gym. More recently, the red bars are higher than blue bars which is a direct result of reorganization. The good news is we have retained all of the assets we have...



- All of the cash assets over the same time period stayed pretty constant over the last few years while gym assets have continued to expand.
- **Acquisitions (Matt):**
  - For the past few months we have been raiding a gym in the region that has closed. We have been using our time and the coops funds to secure a lot of that gym's physical infrastructure.
  - We scored:
    - Panels—10 4x8' sheets, pre-drilled, t-nutted
    - Plywood for a campus board with room for 3 columns of rungs
    - 2 rows of Cubbies

- Rubber flooring for 120 square feet of fitness space
  - Foam for 250+ square feet of padding
  - Roughly \$12,000 worth of materials for only \$2200 with volunteer time!
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- If you think of the barrel room, it would be enough for roughly for a spray wall, a moon board, and a general bouldering terrain.
  
  - We got a full set of tension board holds, they're also willing to give us a discount on future purchases. We have some scattered general fitness equipment and we have a very wide range of climbing holds going back to the 80s? Gym managers in the region have been passing on holds to us. Some of them we might not want to use, but we could use them for decoration or auction them off. Some have also come from private donors. Volumes as well- (wooden structure that is 3D.) We also have a large bin of climbing shoes. (SCROLL- SEE BELOW)





- **Where We're At & Where We Are Going (Matt):**
  - We've learned from the last few years that our resources, as they are, no longer allow us to jump into the ready to go, fully equipped facility that we dreamed of.
  - We also learned that partnerships show great potential, but we have to be careful to ensure that the coop's goals and ethos are not diluted. For example, the local gym option would have put us in a small corner, while removing our ownership of the materials and oversight of the space, preventing growth through time. The commercial gym partnership is still a possibility in our minds, but we'd like to see more about what that facility will look like and how the coop would be incorporated into that biz model while staying true to our vision and the community's wants/needs.
  - We have learned that we are strongest when we act as a whole and we need to put the members back into that equation. Put the cooperative back in the coop. Thank you all for being here to be a part of this.
  - In terms of resources, while we've been frustrated by the near misses, we've come to learn some hard lessons. If a space was found tomorrow, almost all available capital would be spent very quickly if we moved in and started to build out, initiating the need to raise more funds. That changes how we look at options, and how we consider the biz plan. We still need to fully address this issue and decide, with your input, how to overcome the gap. IT's a fundamental challenge, and should be the focus of the next year's worth of planning.
  - We also acknowledge that we have not engaged with the member base enough to fully understand what you all want. Again, we hope this meeting is the first step in repairing that disconnect.
  - With what we have, both tangible and potential, we hope to be fairly nimble when a space is secured. We expect that a buildout would be quick. We have the raw materials to build a basic training gym that can be improved upon as capital allows. We have a legacy biz model that can be adapted for future use, and indeed we've already been working in that direction.
  - Our base concept at this point is to get a modestly sized space, build it out using our existing assets as the core in terms of equipment, and look to grow asap. With an operation up and running, we hope to raise money and see what's working, and what's lacking. From there we can adapt and grow. If, over time, the model proves itself and demand exceeds supply, we'll be on the hunt again for a new space to grow into.
- **Where We Are Headed (Matt):**
  - I want to say thank you to Emily for leading the charge on revising the website to not only offer more transparency, but to further legitimize the Coop in the eyes of members, the community, and the state.
  - Some of the other organization restructuring we have done has included:
    - Public meeting minutes online for reference (with some redactions)
    - Posting founding documents

- Posting financial information
  - Making it easier to join, and take part in the Coop
  - Facelift (phase two)
- We pledge to communicate with members more frequently and with more information through newsletters, social posts, and events.
- We want to engage with the community at events related to our mission, or of our own making. Things like:
  - Climber coffee
  - Tabling
  - Sponsoring cheaply: ex. donate memberships at raffle
  - Sharing efforts with like minded organizations
- Give us your ideas! If you have an event going on you think the coop would be a good idea, let us know. If you have an idea for an event or want to run one, let us know. Community is the foundation of this organization.
- **Asks (Matt):**
  - Our efforts in the last year have taught us a lot about our strengths and even more about our weaknesses. One thing we need to do most urgently, is to increase our skills and capabilities as an organization. This is a big way for you to come into play.
  - We currently have 9 members on the board out of 15 possible. We recently lost 2 members, so we'd like to replace their seats plus one. 12 would give us greater depth than we currently have, but still allow us to take in new members who may come along with valuable experience and skills.
  - In addition, we'd like to tap the resources of our member base in a less formal way. There is a lot of talent and experience on that roster, and we'd be foolish to ignore it. In a board meeting this past year, we had an aha moment when we realized that someone doesn't need to be on the board to contribute to the effort. We hope that increased engagement with the membership will allow ideas to flow freely to inform, and assist the coop as a whole.
  - Subject matter experts are welcome! We welcome you to be a consultant in various topics, particularly finance, legal, marketing, and real estate. If you have skills that could be potentially useful, please make yourself known to the board as a resource to us. Having the option to ask small favors from our members could save thousands of dollars that otherwise would go to hired professionals. We're talking little things that can otherwise impair our efforts while we wait for outside help. For example, we have lawyers on retainer. If we have a small question it'd be much easier to work with a member who is a lawyer.
  - We'd like to add a list of experts to our member list for this purpose. You won't be on the hook for anything, but if something comes up, our members could be a huge resource to save time and money. If you're interested in either of these options, please email us!
  - I'd now like to turn things over to Nick and Carter to discuss the two ballots that

the members at large are able to vote on.

- **Voting: Bylaws (Carter)**

- A Google form for voting will go out via email tomorrow to all members. You have 30 days to vote. If you did not receive the email about this meeting, or are concerned we don't have your correct email address on file, please contact us now by reaching out to [climb@mwvclimberscoop.com](mailto:climb@mwvclimberscoop.com). Results will be shared at next Board meeting in January

- **Proposed Amendments:**

- Amend the Co-op's purpose statement to be broader in scope for the purpose of making partnerships with other organizations with aligned goals easier.
  - *This would allow us to look less like competition and more like a potential collaborator.*
- Update principal office mailing address.
- Update language around Annual Member Meeting dates to be more flexible for the purpose of smoother compliance.
  - *October is the current rule, we'd like to be able to set dates in the early part of the year to comply.*
- Add section addressing formal policy for Board Member meeting attendance for the purpose of ensuring Board Member engagement.

- **Voting for Board of Directors (Nick):**

- Things are going to be weird this year for BOD voting. In the future  $\frac{1}{3}$  will be voted on, but since we have never all voted, and each board member started at different times, we need to suspend current rules to vote tonight to start the  $\frac{1}{3}$  voting timeline.

**Motion to suspend rules to vote on a full slate of board members.**

**No one opposed the current board members.**

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**Q/A (Open to Members):**

- Q: Is the cash just sitting in an account?
  - A: We have considered HYSA, it's on our radar.
- Q: Why can't we just ask the community for money again? A school is not being used, are we on the radar with town council?
  - A: We have gotten grants from a number of organizations. We are engaged with town building and planning dept. We have spoken with Jeremy and Brian to understand change of use terms in various projects. We have been engaged in that sense but not in the fundraising sense. Once we have a concrete location, fundraising will ramp up in scope and reach.

- Matt: As Carter spoke to earlier, we had to recertify with the state and we didn't feel comfortable fundraising until we were good with the state non-profit wise.
- Q: Going back to the finance slide, do you have an idea of how much it'd cost or how much you need to build a gym.
  - A: We did a business plan and we need 30-50k, depending on the space, and membership. We would like to keep membership low to keep it accessible.
- Q: Can we see a plan for keeping the gym going, once it is built?
  - A: We have business plans that we can send out to show you what we are thinking.
- Q: When you're talking about partnering with a commercial gym and wanting to make sure goals are aligned, if they said "we have 1 million dollars to open a gym, what is different goal wise?
  - A: We still need to hash that out. We haven't gotten far enough in convos with people to know. Can we open a small gym? Or is there a different way we can partner with a gym that has deeper pockets to build a better gym. What could that partnership look like? We don't have those answers yet. Eventually we would come back to you all to share a potential scenario to see how you all feel about it. We don't want to partner with a gym that goes against our core coop pillars as an organization: CLIMB: Community, Learning, Inclusion, Movement, and Breaking down barriers.
    - ex. one possible scenario, a for profit gym opens and we collaborate to use/manage the space, instead of building a gym.
    - ex. To avoid- building a family weekend fun spot over a place we would actually use.
- Q: NEClimbs has a link on the website for coop. I still haven't got an email, what is going on.
  - A: Emily: we are working on a communication plan to re-engage. Every month after the board meeting we are going to post on a website and on social media with a PR release. Every month as well. We are working on this. If we have a specific event, we can push it to you.
- Q: I have a totally new Bowflex you can have some day: AI Hospers
- Q: Total membership #s?
  - A: Low 300s: \$20 memberships
- Q: Are we tapped into other similar orgs?
  - A: Minnesota climbers coop has a very similar goal. It took them 7 years to get a facility.
    - Jimmy: talked to a group in squamish, started as a double bay garage

- Mike: smaller vision is where we all started and it's the right place to start
  - Q: what is the liability for volunteers building a gym?
    - A: Free labor wouldn't be used for build out. With the amount of people engaged in trades we're hoping to find discounts or time here and there. TBD. Very good question
  - Q: Might want to look into quorum rules to make sure you're voting correctly.
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- **Shout out to Ledge for hosting! Thank you all! We couldn't do this without you. If you're interested in joining the board, please reach out to us at [climb@mwvclimberscoop.com](mailto:climb@mwvclimberscoop.com).**
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#### **ACTION ITEMS**

- Q: Might want to look into quorum rules to make sure you're voting correctly.
  - Total membership #s?
    - A: Low 300s: \$20 memberships
      - **Put on website**
  - AI Boflex
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**MEETING ADJOURNED AT 8PM**