

CALIFORNIA GOLDEN STATE TRAPSHOOTERS ASSOCIATION
SPECIAL CALLED BOARD OF DIRECTORS
KERN COUNTY GUN CLUB
BAKERSFIELD, CA
APRIL 29, 2006

President Yamaguchi called the meeting to order at 10:00 a.m.

Those answering roll call:

<u>Northern</u>	<u>Central</u>	<u>Southern</u>
David Fleming	Don Bunch	Tony Benigno
Patrick Jenks	Richie Clodt	Virginia Crawford
Jim McCullough	Steve Cloyd	Tim Donahue
Jessie Miyasaki	Vickie Craine	Jim Edwards
Carl Reynolds	Kevin Erwin	John Hawker
David Ver Halen	Tom Goss	Dan Kirby
Ken Yamaguchi	Ed Hammond	Bob May
	Dan Hoffman	Kurt Sachau
	Kym Hughes	Bob Slough
	Myles Johnson	Dicksie Spolar
	Jonas Mayhue	
	Fred Piazza	
	John Silva	

Director Reynolds requested that the list of directors that called the special meeting be read for the record and the purpose of the meeting since the notice of the meeting did not contain that information. Secretary read the following:

Two letters received April 5, 2006 and read as follows:

1st letter stated that "The attached letter shows there are 11 directors that want a Special Meeting at Kern County Gun Club on April 29, 2006 at 10:00 a.m. Will you please notify all directors of this meeting." Signed by Dan Kirby.

2nd letter was addressed to Ken Yamaguchi, President, CGSTA and stated "As per CGSTA By-law, Article 12, Section 6,e,1, the following directors call for a special meeting to be held at Kern County Gun Club on April 29, 2006 at 10:00 a.m." Signed by Dan Kirby.

Dan Kirby, Jr.	Dan Hoffman
Kurt Sachau	Tom Goss
Tony Benigno	Kym Hughes
Bob Slough	Vickie Craine
Ray Brasser	Kevin Erwin
Tom Field	

Floor was turned over to Dan Kirby, Jr. He began by stating that the purpose of the meeting is to discuss the lack of response taken by the President on the vote taken by the Board on February 4, 2006 on the acquisition of the Pat Traps. A legal motion was taken and accepted and passed with a vote of 13 to 9. Since that time we have been stone walled period.

He stated that he had not anticipated everyone attending as they had, so the information packs he had prepared would have to be shared by some.

As chairman of the Pat Trap Committee, Kirby stated he had made at least two phone calls to the President asking about the situation and what he was going to do based on our vote. He was informed that the President was going to have Director Reynolds write a letter to an Attorney to get an opinion.

Kirby stated that we have a corporate Attorney who was not consulted in this issue - when he asked who the Attorney was he was told it was Mr. Toombs and he'd been our corporate Attorney for five years. Kirby stated that he did not find in any of

the minutes where we had changed corporate attorneys. Conversation went on regarding Article 22 and the Article does not prohibit the Association from making capital acquisition.

Reported that he had requested from the President a copy of the Attorney's letter and a copy of Reynolds' letter to the attorney and he had never received anything from the President. Stated he had sent two emails and a FedEx letter that he still has not received a response from.

Stated his questions were:

- 1] we had a legal motion that was voted on and passed by the Board - we do not have a line item veto in our By-laws by the President why did not we go forward with the purchase of the machines?
- 2] when the attorney's opinion that was requested by Carl stated that there should be a special meeting called if there was a questions not once but two times - why wasn't a special meeting called by the President to discuss this to get it taken care of?
- 3] in Ken's letter it states that there was no time mentioned in the motion to have the Pat Traps purchased which means [to Kirby] that it's no big deal, you guys can get them down the road which is essentially what it says in his letter - which any other motion that has been passed by this Board has been acted upon immediately.
- 4] we have a situation that Ken took it upon himself to have an attorney's opinion done without even accessing the Executive Committee.

So based on this, is the reason he called this meeting. We have a motion that is approved already and he wants to know, and he wants the Board to understand why it wasn't enacted upon. We do not have a line item veto - once the Board approves it, it should be acted on in a timely fashion not you have to have a date and time that it is completed by.

Director Edwards asked if at the time the issue of the Pat Traps were brought to the Board for a vote on the purchase - was there a contract written in place that told us how much we were going to pay for these machines and who was going to supply them? **Kirby** responded that there was a bid given by Chuck Elton which was reconfirmed before the meeting - then when Kurt called Chuck to tell him to hold off that there may be a delay- Chuck said not to worry he had already been called by your President saying I'm not to order any machines until he has a written purchase order signed by Ken Yamaguchi as President of the CGSTA. **Kirby** informed Edwards that the reason for this meeting is not to discuss what happened at that meeting - the reason for this meeting is to try to find out why we had a motion and approval why it's not enacted on.

Director Sachau reported that the quote was good for 90 days effective September 14 and reconfirmed the Friday before the February meeting because the 90 days had run out - the price had not changed and it was kinda miss quoted in Ken's letter; it was \$6800 per machine, shipping couldn't be nailed down but the total cost including use tax was \$7200 per machine and that is in your packet. **Kirby** reported that the total cost of the machines is \$149,050 according to the first shipping bill of laden that we were given.

Director Reynolds commented that it would have been great if we had had the something like this [the packet] at the time we voted on it. **Kirby** responded by saying what difference did it make - you had an approved motion. **Reynolds** responded by saying that when we voted on this, this was all he had asked for -

something he could look at. **Sachau** responded that those letters with the bids were presented at the September meeting when other problems were brought up by Ken - which were legitimate - that we research the electrical - we came back in February with the answers. **Reynolds** responded that we didn't need to reargue that - we are here for different reasons. **Director Erwin** wondered why it was brought up if we weren't discussing it and **Reynolds** stated he made a comment that it would have been nice to have had them and **Kirby** responded that it was his fault and as head of the Pat Trap committee he took full responsibility for it.

Director Sachau stated he had a question for Ken. When Ken and Carl informed them of a possible problem - I want to know how we come about hiring Mr. Toombs? Where did he come from? Who referred him to us? **Yamaguchi** responded by saying that it was his understanding that he had been our corporate attorney for at least five years. **Sachau** stated he was asking who introduced us to Mr. Toombs, did we go through the yellow pages or what? **Reynolds** responded by saying Mr. Toombs was a corporate attorney with McInerney & Dillon in Oakland. Mr. Toombs was employed by CGSTA to research our by-laws when you guys wanted to take disciplinary action against Dicksie Spolar, Ray Brassler, Eileen Williamson, and Donna Foster. **Sachau** inserted "Who introduced him to the Board?" **Reynolds** responded that he did. **Sachau** asked if Reynolds had a personal relationship with him to which **Reynolds** responded that he did not. **Sachau** asked if he had a business relationship to which **Reynolds** responded that the firm he works for is also one of the legal firms that does work for his company. **Sachau** requested how much money had we paid him for his opinion to which **Yamaguchi** respond "around \$3,800". **Yamaguchi** reported that he had asked him to research Amendment 22 of the corporation and he said that Amendment 22 anything that we spend on that year that goes over has to go into the budget of the next year. Both **Sachau and Kirby** responded by saying "that was his opinion only". **Sachau** said that he also wanted to ask - when you wrote the letter, Carl, it looked like your letter went a little bit beyond just Amendment 22 but also did you have any personal phone calls with Mr. Toombs? **Reynolds** responded that he did - actually he was given two charges - call Mr. Toombs and tell him that he was waiting for by-law amendment text to come from the Newman Gun Club because he would have to review it before the State Shoot. I had that issue to talk to him about and this one and he said "I going to get some information from the President of the CGSTA and I'm going to write you a letter on his behalf and I'm going to send it over to you and I want you to respond to him not to me". **Sachau** stated that it seemed like he took on other issues that weren't in your letter like there had been another phone call about other issues that he addressed to which Reynolds responded "no". **Yamaguchi** responded that he had brought up some questions with him and responded to Sachau that he had also talked to the attorney. **Yamaguchi** stated that he had brought up everything - I wanted him to have everything - a full understanding of the meeting so he wouldn't give just one narrow thing. He was given all the information - he came back and said the meeting was done fine, the only thing he had a problem with was the Article 22. **Sachau** stated that when he and Ken had a personal conversation and he said that he had talked with a sitting Superior Court Judge who reviewed Article 22 and two other lawyers who felt/said there was no problem with us making a capital expenditure and counting it against a regular line item/budget item/fiscal item - and you said to me "Kurt, if you will get that in writing I will have something to hang my hat on and I can go forward with this project". I reference Attorney Hartlett's letter, which is well thought out - you sent it to your attorney, that we paid \$3800 to, I highly doubt that he's going to say hey, you know what this guy is right and I'm wrong. **Yamaguchi** responded that he's our corporate attorney and **Sachau** responded that he's never seen it in writing that he's our attorney. Yamaguchi, Sachau, Reynolds, and Kirby all started talking at once with **Kirby** overriding stating that there was nothing that he had in any minutes going back to 1999. **Sachau** stated you have this contrary opinion which is an opinion just like his is - then I never heard - I went to a lot of trouble to find the lawyer to get this well thought out and I think everybody can see it in there. **Yamaguchi** reported that he had checked into

Hartlett and he has only been practicing law for two years - because it had only been for two years he wanted to pass this by Toombs - who has been practicing law for almost twenty years - he's a corporate attorney. Kirby attempted to stop the conversation and was stopped while Yamaguchi continued - stating that he had checked with the corporate attorney and Mr. Toombs stated that Article 22 has a cap - this other attorney that came in [Ken] has no background of what kind of attorney that the his, he may not even be a corporate attorney, he could be a divorce attorney. Ken didn't know - he checked with the State Bar Association and they don't list what type of attorney or who he works for - I have no idea. **Sachau** asked Yamaguchi "Did you read his letter?" to which **Yamaguchi** responded "I read his letter - **Sachau** "Did it make sense? Was it well thought out?" **Yamaguchi** "I read his letter" **Sachau** "Did it seem like it was slip shod?" **Yamaguchi** "It was in contrary - that why he passed it on to our attorney." **Sachau** "That brings up another point - the attorney says then I see no reason to change my opinion about Hartlett's letter, then he also adds "and further discussing with directors about the original intent of Article 22 just adds to my opinion". **Sachau** stated he would just like to know which directors he talked to. **Yamaguchi** stated he didn't talk to any directors - **Kirby and Sachau** both disagreed by stating it was in his letter - **Yamaguchi** stated that he had no idea who he talked to, he gave him no directors - **Kirby** stated that maybe length of time on the job doesn't qualify a person for an opinion. **Yamaguchi** - whatever it is, he's our corporate attorney and he says Article 22 in order to do we will have to amend Article 22. **Sachau** stated that Toombs says in his original letter that he wasn't privy to the meetings or the minutes he didn't understand the intent and the intent - we bought phono calls without using Article 22 - we have talked to Kingsburg about becoming partners... **Yamaguchi** stated he was not President at that time - he did not know about the phono calls, I did not check into it... **Kirby**, well you should have as President... **Sachau**, the original intent of 22 and why it was mentioned, and anybody that been on this board knows that it wasn't to prevent us to not make capital expenditures, if a farmer in the Central Valley came to us and said you know what I don't like my kids and I'm going to give you a thousand acres and all I want you to do is pay the taxes on it - you think we can't do that? - we didn't look at it as far as the phono calls go - I know Carl informally talked to Kingsburg at one time about becoming a partner with Kingsburg and maybe expanding the facilities which would of course been a capital expenditure. Article 22 was for line item budget - so we didn't go hog wild on yearly budget items or trophies or give directors cars or whatever and anybody whose been here, and I'm glad to talk to Jonas, it wasn't to prevent us from making investments that would improve the association. **Yamaguchi** - as far as the phono pulls, I wasn't the President then, I'm looking at the amendment, my charter right now and our charter is to look the Articles of Incorporation, the amendments, the laws of the State of California, Federal laws, and any court rulings. This is our charter, so bringing up that old stuff doesn't mean anything to me. **Kirby** -it should since it set precedence for what the association has done. **Yamaguchi** - if it was wrong, I don't know if it's right or wrong, but if it's wrong it's not my call on that. **Kirby** - he didn't say it was right or wrong cause he said he wasn't there and didn't know the intent. **Yamaguchi** - now back to amendment 22, Jonas Mayhue is on the by-laws committee, if you have some questions, you might want to address them to him, because he was back there in '88 and also 2000 when they passed amendment 22. **Kirby** - who wrote Article 22- Amendment 22? Did you write it Carl? **Reynolds** responded that he didn't remember, I do remember this about Article 22 - Article 22 had to come about because we were in a declining revenue cycle. Every year we were having to take the losses from the previous year and add them to the budget in the following year and we had to do something. We weren't going to be able give hardly any trophies for the State Shoot, I mean we were really in a downward spiral. The way Article 20 was written we had no relief - we were screwing ourselves into the ground monetarily. The way Article 22 is written all it does is allow us to expend 110% of the amount of revenue that we took in, the previous year, plus the prize money the \$7500 we pay out - that allowed us to go ahead and make some expenditures in those continuing downward spiral years. I don't know what the original framers of Article 20 had in mind when they talked about capital improvement. I would have assumed that capital

improvements at that time didn't include trap machines - I would have assumed capital improvements would have been copy machines, typewriters... **Sachau and Kirby** - it was about a home grounds too. **Reynolds** - there was a home grounds element in our budget that has a fund of \$19,000.

Yamaguchi asked Jonas Mayhue to fill us in on Amendment 22. **Jonas** - this is not a very good place for a meeting. From the time we passed the amendment, we had a budget, and as Carl said we were losing money every year - from the trophy committee, attendance was not as good as it should have been - and to keep directors from coming in and saying "wait a minute, we got all this money in the accounts, I want to spend X number of dollars of that on whatever for the association." We could not spend ???? accept in this case based on the by-laws on any improvements for the year.

Note from Secretary: *Close proximity of shooting began to over-ride what the recorder could pick-up unless the individuals were sitting close to the recorder.*

Sachau - I'll agree with about 90% of that because I was there with you when we did that but it wasn't about a capital improvement or capital expenditure we were talking about we weren't going to take the trophies from 40,000 to 80,000 in one year and have a give away, have \$10 targets and just deplete the reserve on a big give away - that's what we were talking about. **Jonas** - capital was in that always Kurt, someone mentioned that this happened about the time we were trying to get the Merced Trap Range started/moved and I think there was some concern in trying to move Merced - we had some drawings made, maps showing at the State Shoot and the whole bit - thought we were trying to take part of the money to put toward the grounds at Merced, which was not the case but this amendment was partly to stop that type movement where we would not have the capital expense of moving to another range/investing in another range. **Kirby** - I specifically remember sitting in the meeting and having it brought up because we didn't have the revenue from the shooters at the State Shoot that the trophy committee, etc. went over budget and that's why we passed the 110%, and that happened in '99/'2000. That was the specific wording in the minutes, which I have if anybody would like to read them. And it mentioned nothing about buying an asset, exchanging cash or another ?????? thing for something that is another asset. **Sachau** - why didn't we - you paid \$3800 to this corporate attorney, which I still dispute because it's never been officially been put in the minutes or passed by the Board - and he says let's have a couple/you need to have a special meeting called to clarify this and you never did it. **Yamaguchi** - I was going to call a special meeting to discuss this but then I get this FedEx thing in the mail that you guys already called a meeting so what... **Sachau** - well we've waited since February **Yamaguchi** - no, because we were going back to communications between executive committee and you and we were waiting for these things to happen and you were promising some things - you promised to send some insurance stuff to me, I never received any insurance quotes **Kirby** - hey, that has nothing to do with any of this **Yamaguchi** - wait, wait, wait, this is all part of the stuff. Nothing has been worked out. Then Kingsburg Gun Club come to me tells me - at the meeting during discussion Gil said that there was going to be some savings because of the labor on the trap machines - then he comes back and said there's going to be no savings, we're going to pay the same rate if we have the trap machines or not. Then, he comes up and says that modifications of the houses we agreed to pay \$125 a roof, but that doesn't count the cutting down the pedestals, making the brackets and Kingsburg Gun Club is going to contract that out to someone and they want us to pay for it. **Kirby** - Ken! **Yamaguchi** - that all came up and then I get this letter of you guys calling this meeting, so fine. **Sachau** - you knew that there was a deadline put on by Kingsburg to get this action taken **Yamaguchi** - there was a lot of things **Sachau** - and the point is and it goes back to the thing - dually discussed by your own attorneys admission, that we paid \$3800 for, said the meeting was properly held, the vote was properly taken, and then it has nothing to do whether we have insurance; who's going to put the

machines in the house; it's - you don't have a line item veto. **Yamaguchi** - I don't but **Sachau**- you could either resign or .. **Yamaguchi** - I do have to stand up to amendment 22 which says we do have to go - that is a problem - I was going to call a special meeting to ask everyone if they want to go ahead with the resolution to buy the machines - just because they want to do it **Sachau** - when were you going to do this, Ken? **Yamaguchi** - I was about to do it when I got a UPS/FedEx overnight letter calling for a meeting. So what's the point of me calling for a meeting when **Kirby** - because you're the President and the letter dated to you February 28, 2006 - my letter didn't go out until the end of March **Yamaguchi** - yea, but the communication **Kirby** - doesn't make any difference your communica.. I got no communication from you what-so-ever **Yamaguchi** - was speaking at the same time about communications stating it takes time.. **Kirby** - it doesn't - it took me one minute to write the letter and to FedEx it - you don't have one minute? I make a motion:

Motion: Kirby Second: Benigno
Because of lack of response by the
sitting President that he be removed from
office.

Kirby - called for the vote and was reminded to go to discussion at which time he stated "Discussion - come on run your meeting".

Reynolds - I think this needs to be tabled to the disciplinary committee and find out if we in fact can do this. **Sachau** - point of order, the by-laws states **Kirby** - the by-laws state that the President sits at the pleasure of the Board. No reason to table it. **Jonas** - question, are we doing the same thing we did on the motion to buy the traps, we didn't have a complete plan, we're making a motion to buy the traps as I've seen, and I don't think there's enough information here to react to the motion that was just made. **Reynolds** - I agree **Jonas** - in an area where we are in an area where we can not have a conducive meeting because of the noise and whatever that we're sitting at - I think that we need to think about what we are asking you to do. **Sachau** - we've got a motion, we've got discussion right now - point of order **Spolar** - we've also got a motion to table Several voices rose stating motion was not made..

Motion: Reynolds Second: Mayhue
Motion to table to disciplinary committee and find
out if we're not just shooting ourself in the foot
here

Kirby - the problem you have that you say or that I was told that the President can authorize spending \$1000 without Executive Committee approval or any Board approval, now it's up to \$3800 so that's \$2800 more and if the other facts are brought up it's, it's - the President is doing as the President wants. **Yamaguchi, Sachau and a couple of other voices started talking and words could not be distinguished.**
Erwin - could I say something while your looking for that **Kirby** - I'm not looking for anything **Erwin** - you know we are all getting upset and everything here and I'm one of the ones' that - we voted on [can not distinguish what is being said..] I'm not here to whip you or anything because you've been whipped enough, but the last conversation I had with you my last words to you were if we're going to get to the bottom of this - you need to call a meeting now - that's the last words I said to you. And it should have been done - we would not be here if you had done that. **Yamaguchi** - I was about ready to call a meeting **Erwin** - when you got that FedEx letter from Dan you should have got a hold of Dan right then and there **Yamaguchi** - he called me **Kirby** - I had never received any communication whatsoever from the President **Yamaguchi** - I sent you an email and it came back **Kirby** - that's not

my fault, you sent it wrong then **Yamaguchi** - I sent it to Kurt and he got it, I sent it to Brassler and he got it.. **Sachau** - you know Ken to be honest with you, the communication has been lacking, phone calls were never returned many times **Yamaguchi** - I returned every single phone call, I even returned your phone call and you never.. *several voices jumped up and individuals were totally determined by voice patterns or tones - also shooting was over riding some of the tones.* **Kirby** - what about mine? What about mine, Ken? What about mine **Yamaguchi** - what about yours **Kirby** - did you return anything? **Yamaguchi** - yes I did **Kirby** - no you didn't - you didn't send me the letter **Yamaguchi** - it came back **Kirby** - if it came back why didn't you pick up the phone and get clarification why it came back? That's a Presidents duty **Yamaguchi** - look it I also have another job **Kirby** - oh, then maybe you should step down if this is interfering your other job **Yamaguchi** - I think I've been doing **Kirby** - that's your opinion - I've communicated with more people than you have regarding this and I have a job too **Yamaguchi** - there's still a lot of unanswered questions, during the meeting **Kirby** - it doesn't matter what your questions are - there was a motion and an approval and you have denied the Boards will **Yamaguchi** - no I haven't **Kirby** - yes you have **Yamaguchi** - I have not - we're working on the details **Cloyd** - we are still on discussion of the motion and my feelings on this is that the issue is still the purchase of these machines not the removal of somebody from office at this point in time. The State Shoot **Kirby** - that's not what the motion is **Clodt** - it's my turn to discuss the motion and I'm going to give my feeling **Kirby** - but that's not the motion **Clodt** - the motion is to remove the President and I'm discussing that and my opinion is that's not going to solve the problem with the purchase of these traps. That is the issue here, primarily, whether we are going to go forward with the purchase of the traps or not and then to bring in the removal of the President at this date and time does not seem to me to make a major difference in what's going to happen with the purchase of these traps. I think we ought to stick to the issue which is what we are going to do as far as going forward with this motion that was made months ago to purchase these traps. **Yamaguchi** - as far as the Board is concerned, they've voted - they want to buy the machines. I want to remove all the obstacles in order to do it. There's obstacles, there's a lot of obstacles. **Kirby** - the obstacle is the President **Reynolds** - I think the association would be better served rather than to do this to go through and modify Article 22 to allow us to do it **Kirby** - that takes three readings **Reynolds** - just to eliminate whatever concerns anybody may have with respect to compliance with by-law issues. Eliminate the requirement of the 110% and if it is the will of the Board - and it is the will of the Board - then that obstacle is out of the way and do what you want - go for it. That's the better path than hostile-vindictive-whatever this is. **Jenks** - Carl, I have to wonder how many more obstacles are going to be thrown up in front of this - the purchase of the Pat Traps - as soon as we got out of that vote at the last meeting I over heard you talk to Dave about this organizations in trouble we've got to something about it. I didn't think anything of that until I got the letter from Ken in the mail last month then it all kinda went whoa there's a group of people that are trying to derail the purchasing of the Pat Traps **Reynolds** - I take exception **Yamaguchi** - I'm not trying to derail **Reynolds** - there are business people that understand that we have a responsibility to the membership - a legal responsibility required of us by law and by our by-laws and if we jump out there and we do something and the friends of Kurt Sachau who love him decide to sue us and we have breached our corporate veil, pierced it, our D&O insurance will not cover us - that's a given. You will wind up paying for your own legal

defense. **Jenks** - well Carl with all due respect there's other people that are in favor of this that also run their own businesses **Reynolds** - absolutely **Sachau** - and how did you get personal with me - why did my name come up with that **Reynolds** - well, I don't **Sachau** - why did my name come up? **Reynolds** - well, because you got personal with the corporate attorney - he was the corporate attorney when it suited your benefit **Sachau** - no, I just asked where he come from **At the same time Kirby** - there was nothing in writing **and then both were talking at the same time at Carl - and then Reynolds joined in also...** **Sachau** - wait, I want this clear for the record - I did not cast dispersions on Mr. Toombs I did not **Reynolds** - oh you went that attorney, that corporate attorney **Sachau** - corporate because I don't think he's our corporate - I did not cast dispersions on his capabilities as Mr. Yamaguchi did because this guys only been practicing for two years **Yamaguchi** - who is.. then who is our corporate attorney **Sachau** - that's a good question I think that needs to be taken care of **Kirby** - the last thing that we have in writing is from the same gentleman that wrote our by-laws. It's the one that defended us with the State Attorney General when we were being sued or being investigated by them - that is the last one **can not distinguish who - but someone mentioned a name to which Yamaguchi said we got rid of him and Kirby said no it is not- no it is not-you absolutely incorrect** **Jonas** - do we have more than one bid for the traps - do we know that's the best price for the traps **Sachau** - yes **Kirby** - we can not **Sachau** - you were not at the meeting but **Jonas** - wait-wait-wait please Kurt - I asked Tom or someone asked Tom awhile ago what type of traps he was using here there are not pat traps. He said-Tom said because the traps he's using here are superior to pat traps and their cheaper. **Sachau** - that's not true now - what did you pay for your machines **Goss' response could not be heard both Kirby and Sachau responded** - this is \$6800 and this is the official trap of the ATA and they will match the other twelve traps at Kingsburg so we don't have people saying I want to shoot the Super Stars or I want to shoot the Biamats or I want to shoot the Pats. We have 32 pat traps **Jonas** - ok, my comment was, part of it is-have we got a bid since the one you got-have we gone out to the companies that make the trap machines and gotten a bid back whether they are the best or not - do we have a bid back from them **Sachau** - well you know, and I'm not being smart, but that was all talked at the September meeting. I personally called Pat Trap International, they have a west coast distributor, who is Chuck Elton, they said we had to work through him for the pat trap. I said, well there might be a conflict of interest cause he rents this machines and he makes profit off other machines, I'm not sure we'd get the best price - the President or the CEO of [Amy of Pat Trap] said I'll guarantee you'll get a great price. And the \$6800, I've talked to the ATA Past President, everybody that's within - it's very close to what they paid for 100 machines. We are obligated to buy Pat's through Chuck at this time unless he decides he doesn't want to do it - I've only dealt with Chuck because that's who I was referred to - it was in writing in September, and we were given two examples of what freight would cost at the time, it can vary of course, the fuel costs, and what use tax would be and it was all in writing and it was all presented in September and then it was verified the Friday before the meeting in February that the price was still good and that it was still a good deal **Jonas** - it was a good price, a good deal **Sachau** - yea! **Jonas** - but do we know that from a competitive bid - has somebody else given us a bid on their machine **Sachau** - that's the best price we can get on a Pat **Kirby** - no, and the reason for that was because of the twelve traps that are already at Kingsburg, that's why we didn't go any place else - they already have twelve Pat Traps - period-to keep it uniform **several voices joined in with Erwin saying**

we've already voted on this Goss - they have the franchise deal with Pat Trap and as far as the costs go, it is a good cost, I believe our gun club bought the first Pats that came to the West Coast and it was \$7200 then. Miyasaki - does that cost -total cost of purchase- does that include storage, maintenance, and everything else that's involved. Sachau - storage is generously provided by Tony Benigno with two storage... we're dragging this out Kirby - this has nothing to do with the motion Miyasaki asked a question **but could not be heard due to Sachau and Kirby voices** Sachau - yea, ok, the storage had been taken care of, the electrical had been taken care of, there always going to be some minor articles - like when we bought the phono calls, it wasn't who was going to put them in and out, where are they going to be stored because we had directors, everybody knew Carl's record at following things through so when he said he buy the phono calls we said fine, yea, Carl that sounds like a good price. We didn't ask him what's the insurance, where are they going to be stored, how are they going to be stored, where are they going to be put, whose going to maintain them - see all of this stuff happened after the fact - we had two meetings when this could have been brought up but we think we get it settled, then all of a sudden we're getting phone calls, well what's the insurance, I called Pat Eilert, Pat Eilert said well if you're going to store 'em in combined locked up things and they are not going to be sitting out [he said] I wouldn't insure them for theft. He said your corporation already has liability [which he holds] he said if their stored and locked up [he said] you are wasting your money; but it was \$3200 and I wouldn't make that decision myself, that would be presented to the Board. Do you want to pay \$3200 to insure them or do you want to keep them locked up and do it that way - the Board could go either way - but the insurance was done, the storage was done, the electrical was done, the whole works was done - and so I take umbrage to the fact that this wasn't done.. The major portion of this deal was brought out in September, and talked about in February - with the price of the machines \$144,000, ok - that the major - the other stuff is 3 or 4% - the big thing was buying the machines, did we want to do it... And then all this stuff was like somebody throwing a chalk under the wheel - well you didn't do this, well you didn't do that... Yamaguchi - Kurt that's not - I just wanted to pass - I said what the Board voted to get the Pat Traps I'll along with it, but we have to do everything legally and correct. Jonas, what is your opinion on Amendment 22? Jonas - I think Amendment 22 kept us to 110% spending [**balance lost to shots going off in the background**] Yamaguchi - and it applies to the Pat Traps? Jonas - that applied to our spending Kirby - then how did we buy the phono calls Reynolds - they were under the Kirby - no they weren't, Bull Shit they were not Reynolds - ask the treasurer Jonas - but two wrongs don't make it right Kirby - but you set precedence when you buy the first one Jonas Yamaguchi - I don't care what happened back then Kirby - you should, you should Yamaguchi - what happened back then is not my - I can't do anything about it Kirby - you voted for it, you voted for it Sachau - a sitting Judge who looked at this, he looked at it, now wait, Jonas didn't practice law for two years, so he has an opinion, the Judge who looked at it said 1] I see no problem with this 2] the fastest way for you to resolve this if you had a month and \$5000 you get what's called a Writ of Convenience or something that you can get where the judge looks at it and for \$5000 no lawyers involved you go ahead with it - he said there would be no problem with your corporation spending money on this, you have no corporate officers making money off of this thing, it's for the benefit of the shooters and he in fact is a 27 yard shooter, you have no problem with this. So for every opinion you get, we got an opinion too. So for Carl to say that, that Kurt and his friends would

get sued is boloney - this is being done in good faith **Reynolds** - I didn't say that **Yamaguchi** - I went to our corporate attorney **Sachau** - he's not our corporate attorney **Reynolds** - Mr. President, we have an appellate court system because judges are only expected to be right 50% of the time **Sachau** - well, we've got Jonas, we don't need a judge *there were a few remarks between Sachau and Reynolds that could not be completely heard* **Fleming** - Kurt you just mentioned that the Judge that you talked to was a 27 yard shooter **Sachau and Kirby** - he's a 26 yard, he just took a reduction **Fleming** - as a member of the organization, didn't he recluse himself from making a decision based on a shooting sport he's involved with **Sachau** - [laugh] he doesn't have any financial gain or anything in it **Fleming** - yes but he gains from being a shooter **Sachau** - yes, and that's why he just gave an opinion and he wasn't asked **Kirby** - he wasn't asked to put it in writing **Sachau** - he wasn't asked to be put in that position *there was an accumulation of voices stating ?? then* **Yamaguchi** - how do I know - I'm just hearing it through someone else, it's hearsay evidence. You know, I've got a corporate attorney, Jonas of our by-law committee says that we have a problem and we should amend the by-laws in order to proceed and it's such a short time; and now you guys want to punish me for standing up to try to do things correctly **Kirby** - that's a matter of opinion also. Call for the vote please **Johnson** - I'd like to ask a question. Do we have time, if we decided right now that everything was good, do we have time to put the machines in **Kirby** - hell no! **Johnson** - and have them ready for the State Shoot **Sachau** - Kingsburg gave us a March 15th **Kirby** - Ken Yamaguchi knew that we were given a March 1st drop dead date after the meeting. I called and specifically asked because of the letter that Carl wrote to the attorney to have it extended as far as they could - Bret Belnap got his butt chewed out and said yea I'll give you until the 15th of March. To answer your question, yes, we were given an extension at the courtesy of Kingsburg but now they won't do anything **Yamaguchi** - I still have no idea **Reynolds** - word has it that Kingsburg need a year to get the electric power straightened out per Vince McNamara **Kirby** - you don't know that, that's hearsay evidence **Reynolds** - Vince McNamara put that on trapshooters.com **Kirby** - oh, and that's believable **Sachau** - well, that's not what Vince told me in a personal conversation **Kirby** - Kingsburg guaranteed us that the power would be acceptable. You got the letter that says the power would be acceptable. **Yamaguchi** - yea, they said they would pay for it **Kirby** - that's right, so that's no lo contendre... has no bearing **Reynolds** - they also said we could take 15,000 off the target fee this year because of labor savings, and they reneged on that... they said they were going to get rid of Chuck Elton and we'd only have to pay \$500 a day **Erwin** - why do we keep hashing this over? we've already voted on it **Reynolds** - I know that **Erwin** - why do we keep talking about it. We could sit here until 5:00 tonight talking about this **Benigno** - we have a motion on the floor, I call for the vote **Edwards** - Mr. President, if we have to vote on this motion that's on the floor, I want a roll call vote and I want it put out in public who's voting for and against this **Sachau** - that's what a roll call vote does, Jim **Edwards** - I want everybody to know... I think this sucks. This purchase should not be done unless it was in front of every shooter of this organization, we're spending more than half the money this organization on a purchase for the organization every shooter should have a vote in it **Secretary** - you're not voting on the purchase **Yamaguchi** - you're voting on whether I should be removed from office **Kirby** - if you had been at the meeting you could have voted for the purchase **Sachau** - or against it **Johnson** - so if we can't get the machines put in by the State Shoot what are we gaining **Sachau** - I think there's a precedence here **Yamaguchi** - they want to

punish me **Sachau** - no, we've got a Board and we travel - a lot of people spend a lot of time, give up days and travel to vote. We got a Board, we don't have a dictatorship, we don't have a kingship. This Board according to his own attorneys' recollection it was dually called it was dually discussed and it was dually voted. And he doesn't have... *balance of sentence was lost due to changing of the tape in the recorder* organization like that. I think Ken should have emailed everybody right away, he should have kept us informed-the whole Board-he should have at least talked to the Executive Committee **Yamaguchi** - I did **Sachau** - this thing should not have been dragged out **Yamaguchi** - I communicated everything - every document the Executive Committee received - Virginia passed it on to everyone on the Executive Committee **Sachau** - after deadlines came and passed **Yamaguchi** - there's things that have to be done I waited on the attorney - they don't give you give it to you the next day, you have to wait for that **Sachau** - exactly **Kirby** - why didn't you send it to me, Ken, after I asked you **Jonas** - I make a motion that we table this last motion **Secretary** - we already have motion - no second **Jonas** - I second. **Yamaguchi** - motion tabled **Secretary** - you have to vote on this *and then there were several voices that some said you didn't and some said you did - book on Robert's Rules of Order was reviewed by Kirby while discussions continued.* **Miyasaki** - I think we tend to vote on a motion a little to quickly **Reynolds** - while Kirby is looking that up I'd like to say that Ken Yamaguchi has really busted his ass for this organization over the last six years and I think that - it really shows the personalities that are, this action that we're taking, it shows the personalities of the individuals that are members of this Board **Kirby** - just like the letter you sent to the attorney showed the personality of the person that wrote it **Reynolds** - well, **Kirby** - well, no well, yes, agreed **Yamaguchi** - would you let him speak **Reynolds** - I stated nothing but the facts, Mr. Kirby. And I've always been truthful and I've always done a good job for this Board. I've had my ass put in positions most smart people wouldn't go into **Kirby** - and you were supported by me, also, when you're ass was in that position **Reynolds** - yea, but when I don't support **Kirby** - no, but when you sent a letter to a corporate attorney, when you ask for an opinion, you do not go down the list and state all the stuff you disagree with **Reynolds** - wait-wait-wait **Kirby** - you just ask if we can make an acquisition or not **Reynolds** - bang that frigin gavel - I'm on the floor here **Kirby** - well, we can't see you - stand-up - we can't see you, stand-up **Reynolds** - I was told to put all the circumstances that lead up to the decision of the Board in the letter and that's what I did **Kirby** - but that is not what I was told **Reynolds** - wait a minute - I've written a lot of letters for this Board - I went out when Kurt Sachau with the delegate election was all screwed up **Kirby** - that has nothing to do with this, that has nothing to do with this **Reynolds** - I had to go out and do the investigation; I had to do the right thing; my character was assassinated **Kirby** - that's because you were the alternate delegate **Reynolds** - you can assassinate my character again - it's happened here before but I think to take and punish Ken Yamaguchi with this kind of action after all the work that he's done for this association really says a lot about the people that are on this Board **Sachau** - now I take umbrage to that **Kirby** - you bet your ass **Sachau** - because I feel Ken has been duplicitous - I believe he hasn't been forthright - I believe when he told me things on the phone that he would do if I jumped through these hoops and he didn't do it - I felt that he didn't keep his promises - and that's why I've got an opinion about it **Reynolds** - you do **Sachau** - ok, but I'm not saying - and I think there's a principle involved here about is this a Board that's going to act as a Board or are we going to get - let one or two people

change the direction of the Board just at a whim **Yamaguchi** - you have to do things legally **Sachau** - well, you got two things that said we were doing things legally **Edwards** - when we ??? involve these previous motions are taken care of, can I put a motion on the floor? I'd like to put a motion on the floor **Secretary** - no yet **Sachau** - out of order **Edwards** - after everything's taken care of I'd like to put a motion on the floor, please don't forget me **Johnson** - you know, I don't know what we are going to gain by doing this at this time. Like some of this information here - I didn't even know what the meeting was about when I came here - I just came to it **Kirby** - that's not my job as a director to supply you with information **Yamaguchi** - you're the one who called the meeting **Kirby** - you got the information when you was at the meeting, the same way we get our minutes, just before a meeting *several voices over lapping* **Yamaguchi** - I had no idea, maybe it was to ask for an amendment of **Sachau** - that takes three readings **Yamaguchi** - that's right, I know that **Sachau** - but we don't feel that it needs to be done **Yamaguchi** - well that's what the laws says **Sachau** - no, the law doesn't say it, that's what your attorney says **Yamaguchi** - ok, that's **Reynolds** - our attorney, Mr. Sachau, our *both Sachau and Reynolds began talking at the same time and with the shots in the background sentences could not be totally distinguished - jest of it pertains to the attorney* **Sachau** - besides that, nobody authorized - who authorized you to spend \$3800 without talking to the executive committee or the board to go out and get a legal opinion - who authorized it - that **Yamaguchi** - that's mine, I don't have to come to the Board to say **Sachau and Kirby** - yes, you do **Yamaguchi** - we were going to the board about the Esther Puckett realigning the zone too and we were going to the same attorney; that was ok then **Sachau** - you were authorized to do that, we talked about it *several voices once again were talking at the same time and with the shots in the background complete sentences could not be distinguished* **Yamaguchi** - ????? come to the next meeting and say I didn't do anything because I was waiting for legal council **Sachau** - no, but you could have sent us an email to the executive committee and said do you... **everything was interrupted by a couple of directors asking if we could get on with the vote - Goss stated we got to get this shoot on, this is all bull shit - nobody is gaining nothing again several voices began over riding each other - when it settled slightly..... Miyasaki, Kirby, and Sachau were disagreeing on how long it takes to get anything through the Board..... additional comments, statements were a rehash of the same as already written previously.....**

Discussion turned to vote of tabled motion - Sachau - if someone makes a motion to table and receives a second, you vote on that - if it doesn't get a majority, you go back a vote on the original motion Secretary - agreed with Sachau's statement. Sachau - I think that's the way it goes. Carl, is that the way you understand it? Reynolds - well, I don't have... here, let me look Jonas - you don't vote on a table - by Robert's Rules you don't vote on a table. Discussion continued with again a rehash of the same statements as mentioned before while the Robert's Rules of Order were researched by Reynolds and Kirby. It could be partially heard a few questions being raised but again shots in the back ground and several voices made a difference in being able to determine complete sentences

Reynolds read direct from the Robert's Rules for several minutes. Determination at the end of the reading was to take a vote on the motion to table.

	Not in			
	Attend	Yes	No	Abstain
Northern Zone				
David Fleming		X		
Patrick Jenks			X	
Jim McCullough		X		
Jessie Miyasaki		X		
Carl Reynolds		X		
David Ver Halen		X		
Ken Yamaguchi, President				X
Central Zone				
Don Bunch		X		
Richie Clodt		X		
Steve Cloyd		X		
Vickie Craine				X
Kevin Erwin			X	
Tom Goss			X	
Ed Hammond			X	
Dan Hoffman		X		
Kym Hughes		X		
Myles Johnson		X		
Gil Martinusen	X			
Jonas Mayhue		X		
Ray Phillips	X			
Fred Piazza		X		
John Silva			X	
Southern Zone				
Tony Benigno			X	
Ray Brasser	X			
Virginia Crawford		X		
Tim Donahue		X		
Jim Edwards		X		
Tom Field	X			
John Hawker		X		
Dan Kirby			X	
Helen Lemich	X			
Bill Martin	X			
Bob May			X	
Kurt Sachau			X	
Bob Slough			X	
Dicksie Spolar		X		
Total		18	10	2

Motion to table the motion to remove the President from office passed.

Sachau moved that the meeting be closed. Kirby stated that he had some other business to bring up. Sachau - I withdraw my motion.

Edwards - I'd like to make a motion on the floor:

Motion: Edwards Second: Hawker

To readdress the purchase of the trap machines

Kirby - can't do that, motions already approved per our by-laws **Edwards** - if we have more than 2/3rd vote for yes - we can over turn it...

Kirby - I don't think you can do that **Sachau** -
yes you can with a 2/3rd vote

Motion: Sachau Second: Kirby
To table the motion

Sachau - I don't care if it's a roll call vote, just
raise your hands, let's get this thing over with
Jonas - roll call vote

Undertone comments were going on while Secretary
prepared for the roll call vote. Secretary announced
that the motion was to table the motion to readdress
the purchase of the Pat Traps **Kirby** - yes is to table
no is to not table

Questions began to arise as to whether there was going
to be any discussion with Erwin wanting to know every-
body wants to revisit it. How long are we going to
revisit it. At this point, Sachau stated that it would
take a 2/3rd majority to over turn the buying of the
Pat Traps, right - **I withdraw my motion to table** - you
can vote on Mr. Edwards' motion. Discussion ensued
on what it would mean if the motion to readdress the
purchase of the Pat Traps would mean. Discussion
continued with specific questions from Spolar and
responses from Sachau and several voices responding at
the same time to which Sachau called for the vote.
Ver Halen voiced additional concerns that he felt was
in place. Kirby read an excerpt from the letter from
Kingsburg regarding the power and Yamaguchi relayed a
conversation with Martinusen regarding the additional
work that would be required on the trap houses.
Discussion continued at which time **Edwards** - Madame
Secretary - **please withdraw my motion.**

Again, a motion was voiced to adjourn the meeting to which **Kirby** announced he had
other information that he would like to get answered.

Requested of the President - did you order two President's buckles
last year - when you were on the trophy committee? **Yamaguchi**
responded that Carl did. **Kirby** - did Carl have authorization to
order two Presidents' buckles last year? **Yamaguchi** - yes, he did.
Kirby - by whom? **Yamaguchi** - the trophy committee and there were
two different - if you guys want to know what happened is, I think you're
a little upset because the buckle you bought and I would have been too
Kirby - I didn't buy any buckle - just answer my question **Yamaguchi** -
you asked a question and I want to answer it. I thought that the buckle
was an inferior buckle that you received **Kirby** - that has nothing to
do with it **both Kirby and Yamaguchi bandied words between them about**
answering the question **Yamaguchi** - we bought those buckles - when I was
trophy committee chairman, we bought them from Silver State, so when it
was may turn to buy Gil's buckle I called Silver State to order the
buckle and he said he didn't think he could do it because he was in ill
health and he was trying to sell his business. And I wanted to buy a
good buckle for Gil. So I talked him and he said well I'll [shots over
ride words] so I talked to Carl and he said what if you offer to buy two.
So, with that and he said well, if I don't have to make them all at once
I could do the preliminary work and do the other one later. So, finally
he said I think I can do it - so I ordered Gil's buckle and he started the
other one. Carl was on the trophy committee, I was on the trophy committee,

we had it in the budget, we purchased the one for Gil. My buckle wasn't finished until after July - still the trophy chairman [shots over ride] it was purchased and it came into the next year's budget. I talked to Dave, I said ok it's a little bit early, I will pay for the buckle - then when it's time to do it I will submit for reimbursement. Dave said what's the point, so he's said ok so we did it. In hind site, since gold's gone up from \$400 an ounce to \$600 an ounce we saved over \$100 by doing it and second we are going to have trouble with next year's trophies if we decide to give gold coins and that because gold is now \$600 an ounce and if it doesn't come down we're going to have to increase the trophy budget next year or cut the gold coin buckles out next year. **Kirby** - what I don't understand is that there is a President's buckle. That's singular - how can either the trophy - now let me finish, you had your say - how can the trophy committee chairman automatically authorize because there's money left in the budget to buy something for the next year? That kind of stuff needs to come back to the Board **Yamaguchi** - it went back - as trophy chairman, I went and bought Gil's; the next one went into the next years budget; I was willing to pay for it and then **Kirby** - but you didn't - that's not the point, Ken, and I appreciate the fact that you were willing to pay for it, but you don't have authorization to order **Yamaguchi** - I had authorization **Kirby** - no, you don't, it has to come back - it wasn't in the budget **Yamaguchi** - you don't go to the Board to ask - only the dollar value **Carl** - I think we're trying to pick fly crap out of the pepper here **Kirby** - no, I just wanted to know **Carl** - I know, well, did you get your answer you wanted **Kirby** - no, I didn't, because your in the budget - Presidents, it's not a plural item it's a singular **Carl** - you're trying to pick fly crap out of the pepper here - let's move on, we've all got other things to do. **Yamaguchi** - you're just jealous because your **Kirby** - it has nothing to do with my buckle - you're so full of shit - you know what **at this point several voices jumped up to stop whatever was going to be said from happening.....**

At this time, more than one voice called for adjournment with the following being the most distinctive:

Motion: Reynolds Second: Fleming
 To adjourn meeting at 11:25 a.m.
 Passed: by voice

Approved as presented: _____

Approved as corrected: _____

CALIFORNIA GOLDEN STATE TRAPSHOOTERS ASSOCIATION

ADDEMUM TO MINUTES OF APRIL 29, 2006

On June 24, 2006 then Vice President Bob Slough received via FedEx a letter from Attorney Gregory A. Hartlett in which he stated that he felt that his professional reputation was slandered during the special meeting held April 29, 2006 and he is offering the following as written proof of his corporate knowledge.

Gregory A. Hartlett, has prosecuted a wide variety of complex Cases, including securities and consumer fraud class actions, for eight years. Now in private practice and formerly an associate of Gergosian & Grawleski LLP, Mr. Hartlett has recently helped achieve successful outcomes in a number of cases including *Cox et al. v. Microsoft Corporation*, No. 105193/00 (Supreme Ct. of N.Y., N.Y.), maximum settlement claims estimated at \$350,000,000.00; *Schaffer v Hewlett-Packard Co.*, No. 04-71391 (E. Dist. Mich.), settlement entitles damaged class members to cash refund for out of pocket expenses for repairs, \$75.00 each in cash, plus \$50.00 coupons; *Ticho v Budget Rent a Car System, Inc.*, No. GIC836220 (San Diego Superior Ct.), settlement entitles damaged class members to a 100% cash refund for overcharged amounts and requires Budget to henceforth make full disclosure of their billing practices.

While an associate at the San Diego firm of Finkelstein & Krinsk, Mr. Hartlett also helped successfully litigate the following cases: *Stanley v Safeskin*, No. 99cv454-BTM (LSP)(So. Dist. Cal.), settled for \$55 Million in cash; *In re Revlon, Inc. Securities Litigation*, No. 99-CV-10192 (SHS)(So. Dist. New York), settled for \$9.9 Million in cash; *Campbell v Verizon Wireless*, No. GIC751725 (San Diego Superior Ct.), settlement worth potentially hundreds of millions of dollars, pending final approval; a case against a major national investment bank and credit card company, the settlement (confidential) of which required the defendants' telemarketers to be properly licensed to sell insurance products; and a confidential settlement requiring a national consumer electronics chain to fully and properly disclose the terms of extended warranties offered to its customers. Before joining Finkelstein & Krinsk, Mr. Hartlett was an attorney in the San Diego District Attorney's Office, Bureau of Child Support Enforcement, and clerked for Milberg Weiss Bershad Hynes & Lerach's San Diego office.

A life-long resident of San Diego, Mr. Hartlett graduated from Revelle College at the University of California, San Diego, in 1992, and the University of San Diego School of Law in 1997 where he was a member of USD's acclaimed National Mock Trial Team, a finalist in the National Trial Competition regional competition, one of only ten students of a class of over three hundred to be awarded membership into the national Order of Barristers for excellence in courtroom advocacy, honour court prosecutor, member of the international legal fraternity of Phi Delta Phi which was founded to promote the highest standards of legal ethics, and president of the USD chapter of the Federalist Society.

Let it be known that the above history was provided in writing by Mr. Hartlett, and is an exact reproduction of the information provided in the letter received from Mr. Hartlett.

This addendum shall become part and parcel of the original minutes as requested by Mr. Hartlett.

As presented for review and approval by the CGSTA Board of Directors:

Virginia Crawford

Virginia Crawford
CGSTA Secretary

Approved as presented: _____

Approved as corrected: _____