

**MINUTES OF THE THE BOARD OF DIRECTORS OF
JEFFERSON COUNTY MASTER GARDENERS, INC.**

MEETING HELD December 29th, 2022

A meeting of the Board of Directors of Jefferson County Master Gardeners, Inc. was held by Zoom on Thursday, December 28, 2022.

PRESENT: **Amy Weis, President**
 Debra Clisby, Treasurer
 Richard Smith, Secretary
 Darwin Bell, Director (Past President)
 Linda Massey, Director
 Katherine Harper, Director

ABSENT: **Hana Berres, Vice President**

constituting a quorum of the members of the Board of Directors of this corporation; all of whom waived advance notice of the time, place and purpose of the meeting.

Upon a motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED that Amy Weis be elected to serve as Chairman of the Board for a term of one (1) year from the date hereof or, until her successor has been duly elected and qualified. Whereupon, Amy Weis commenced to conduct the meeting.

Upon a motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, that Hana Berres be elected as Vice President of this corporation to serve for a term of one (1) year from the date hereof, or until her successor has been duly elected and qualified.

Upon a motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, that Debra Clisby be elected as Treasurer of this corporation to serve for a term of one (1) year from the date hereof, or until her successor has been duly elected and qualified.

Upon a motion duly made and seconded, the following resolution was unanimously adopted:

BE IT RESOLVED, that Richard Smith be elected as Secretary of this corporation to serve for a term of one (1) year from the date hereof, or until his successor has been duly elected and qualified.

The Chairman alerted the Directors of the need to update the Articles of Incorporation filed by Darwin Bell and the former 2022 Board of Directors last September, with the names of the new 2023 Board of Directors, and a new address. It was decided to wait to update the Articles until the 1023 application had been processed by the IRS for tax exempt 501(c)3 status so as not to create a conflict or potential denial during that review period. In the meantime, it was decided that the Chairman would identify a proxy agency to hire and maintain the address for the incorporation for the purposes of state and federal tax filing each year.

A discussion ensued regarding the 2023 Program in which the Chairman reported that as former Vice President she had been responsible for the January Program, and noted that Steve Bender would be the speaker. That Program was set for January 10th at 10am in the Auditorium. She noted that a podium with a microphone would need to be requested and she would handle that with Annette Drummond.

Given the Vice President was absent for this meeting, the Chairman stated we would [carry-over] discussion regarding programs until next meeting. However, the Chairman did initiate a brief discussion regarding the October, November & December Programs. The Chairman reported that Bethany O'Rear, Jefferson County Regional Extension Agent, had informed her that ACES, in Auburn, is considering planning a state-wide graduation banquet in November. If that is the case, we will not need to host a banquet at the county level, which has always been the greatest expense to our association over the years. The Chairman suggested that if that occurs, the Board should instead hold a regular second Tuesday Members Meeting at 10AM in either November or December to honor the graduates with a Brunch

similar to the February Awards Ceremony, but co-hosted with ACES Extension Office. We could also elect and install the 2024 Board of Directors at that same meeting.

Further Discussion ensued regarding the timing of Board nominations and elections. It was noted that prior to the Pandemic lock-down in 2020, the nominating committee would be formed in September, present its 2024 slate in October for election and the Board would be installed in November at the Banquet. However, this is not a rigid schedule that we need to follow if the banquet is no longer required. The Board can instead have an election in November or December which gives some flexibility and opens the prospect for a fall Field Trip. The only aim should be to have the new nominees elected and installed by the second Tuesday in December at the latest.

The President of the Board then reported on her Committee Appointments for 2023, as follows:

- Auditing - TBD
- Awards - Ken Hall. This committee was born out of the old Membership Committee of which he is the only one left, but all Ken wants to do is keep up with hours, and facilitate getting Stars from AMGA into the hands of MGs who have earned them. It will be a single person committee for now.
- Communications - Richard Smith agreed to help with website transition; Kathy Rothstand Roots & Shoots Editor; Need a Constant Contact Person to send out Email Blasts.
- Community Service - Bunny Fite, Laura Kezar, Cathy O' Sheal, and Bethany O'Rear advises
- Fundraising - Darwin Bell, Amy Weis and others - TBD
- Governance Documents - At least three needed - TBD
- Hospitality - Ruth Varnell, at least two others needed - TBD
- Membership - See notes below.
- Sunshine Committee - Jennye McCreary. One person committee.

The President reported that she plans to start a Membership Drive to accomplish a number of goals. 1) To reconnect with MGs that are no longer active; 2) to update the directory; 3) to make a push for getting dues by the end of January and 4) to remind MGs of the requirements to remain certified

MGs volunteers which includes paying dues yearly and reporting 25 volunteer hours plus 10 CEU hours. She set a goal to get a minimum of 200 members paying dues. This could be accomplished through a membership committee or just a subcommittee of board members, if no other members wished to join. Linda Massey had already committed to joining and asked Amy if she had found a way to get a spreadsheet of hours and dues together. Amy affirmed that Bethany had made her a “superadmin” of the ACES volunteer reporting system which gives her the ability to download a spreadsheet which includes all MGs in Jefferson county together with their hours summaries by year and cumulative total, so now she needs to add the dues from Terri Barker’s roster to this spreadsheet from the ACES system to have a complete roster. The plan is to divide up the roster and contact past members individually. This discussion was closed after all Directors of the Board agreed to help.

Follow up action points related to this discussion were as follows:

1. Amy will send an email drafting the main points to discuss with MGs but encouraging everyone to have a conversational approach, and only cover the dues and hours requirements in an informative way at an appropriate time in the conversation.
2. Amy will send share the roster as a Google Sheet and divide up the list of MGs to call.
3. Each caller will need to mark who they’ve called and make notes to the shared spreadsheet so we can avoid duplicating conversations.

Debra Clisby requested the Bylaws and Policies and Procedures be shared with the Board and Amy agreed she would. Following which Amy made a brief suggestion regarding the fact that policies and procedures would need to be developed by a Governance Documents Committee that she has yet to appoint. However, Baldwin county has a good one that we can use as an example. Committee roles and frameworks for committees need to be in here too as they are not in the bylaws.

A discussion ensued regarding the Proposed 2023 Budget provided by former Treasurer of the JCMGA Board, Terri Barker. However the budget was not completed and sent with enough time for everyone to review and so this was [carried over] until the next meeting. Amy is going to send it in the next day and then we will reconvene on January 9th, 2023 via Zoom to review the budget.

There being no further business the meeting was duly adjourned at 6:55pm.



Chairman of the Board

ATTEST:



dotloop verified
01/09/23 6:53 PM CST
BM2M-YA2I-FFYW-C3OY

Secretary

