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

MEETING HELD APRIL 11th, 2023

A meeting of the Board of Directors of Jefferson County Master Gardeners, Inc. was held at the Birmingham Botanical Gardens on Tuesday, April 11th, 2023 at 11:43am.

PRESENT:	**Amy Weis, President & Chairman**
	Hana Berres, Vice President
	Richard Smith, Secretary (had to leave early)
	Linda Massey, Director
	Katherine Harper, Director
	Cindy Funderburk, Treasurer (had to leave early)
ABSENT:	**Darwin Bell, Director (Past President)**

constituting a quorum of the members of the Board of Directors. Notice for this meeting was given on March 22nd.

Meeting was called to order by President & Chairman, Amy Weis at 11:43AM.

OLD BUSINESS:

Proxy Company & Registered Address Discussion
President, Amy Weis, confirmed that she had obtained permission from the Birmingham Mayor's office to use the BBG address, and acknowledged Sandy McCarthy for providing a referral to a helpful person in that office. Therefore there is no longer a need for a proxy company for JCMGA, Inc.'s registered address.

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

The registered address of JCMGA, Inc. will be changed on the Articles of Incorporation to

JCMGA, Inc.
C. Beaty Hanna Hort. Center
2612 Lane Park Road
Birmingham, AL 35223

Budget Discussion
Cindy, Treasurer, presented the following challenges:
There has been an ongoing problem with the old JCMGA laptop used for bookkeeping, and QuickBooks.

Cindy was able to take the laptop to have it cleaned up and it is working much faster now. She had to purchase a new drive for $44.27.

After evaluation of QuickBooks and discussion with several other accountant-minded people and former treasurers of JCMGA, she concluded that we must continue to use QuickBooks, which incurs a monthly cost of $40.

The board then discussed a request for $1000 from the Community Services Committee but several board members had further questions for CSC, so this will be carried over and Amy will go back to CSC with the questions.

The board then discussed the President's request to fund CSC projects that were not funded by AMGA to the amount of approximately $800 for two projects: Holy Rosary Church Food Pantry Garden Improvements ($276) and Grantswood School Pollinator Garden Project ($500) - applications were filled out to IRS standards because AMGA is a 501(c)3 and the CSC vetted all projects they were aware of to decide on the three projects they submitted to AMGA but only one of the three got funded so Amy requested that we fund the other two. However Hana Berres and Kat Harper expressed some hesitation with this. Their main challenge was that there was no advertisement sent to the full membership for project funds and no internal application protocol of our own (JCMGAs), therefore no vote was taken. It was decided to wait to give out project funds until the Policy and Procedure Manual was completed and approved by the Board and Membership; and a new Grants/Project Funding committee could be formed to take applications.

Upon a motion duly made and seconded, the following budget amendments were unanimously approved:

- Hospitality/meeting budget will revert to $180.
- A new line item for the Intern Luncheon was added to the budget for an amount of $564.
- Added 2023 March Mingle Intern Luncheon expense of $564.02 to Expenditures and noted the increase to $675 based on $15 per person for 2024.

- An increase was agreed for the 2024 Intern Luncheon budget will be based on $15 per person for a total of $675.
- The term "Fundraiser" was modified to "Fundraising" and the word
    - "expenditures" was added in the budget spreadsheet
- The "Cash Box" line item was removed from the donations section.
- The "Farm to Table" expense was removed from the line items due to the Fundraising Committee's not meeting its benchmark for organizing the event this year. They will aim for September 2024 for this event.
- Provided additional comments for line items to enhance clarity.

Bylaw Updates
Discussion was had regarding a few requests for updates to be made to the JCMGA Bylaws.

- One request was submitted by Hana Berres, Vice President, to make the Program Committee a Standing Committee instead of Ad-Hoc.
- A second request was made by Amy Weis, President, in coordination with Bethany O'Rear Extension agent to further define an 'Active Member' of JCMGA to include the required annual service hours and other clarifications as shown below.
- The Policy and Procedures Committee recommended edits to the description of the schedule of meetings and programs in the bylaws stating that the bylaws should not contain language that is subject to become redundant and that this language should be included in the procedures manual.

Upon review and approval of these amendments, the Policy & Procedures Committee submitted these amendments for approval to the Board.

The Board members present at this vote which constituted a quorum were Amy Weis, Hana Berres, Linda Massey and Katherine Harper.

Upon a motion duly made and seconded, the following changes to the bylaws were unanimously approved:

Section 3.02: Active Members. Active Members shall be those individuals who (i) have successfully completed and graduated from an approved Alabama Cooperative Extension System Master Gardener Instructional Program ("Program") including having fulfilled the Program's initial volunteer service requirements; (ii) ~~fulfilled the Program's volunteer service requirements~~ have

reported the required annual service hours as set by ACES, (i.e., 25 volunteer and 10 continuing education hours) for at least the previous year; and, (iii) are current with their JCMGA annual membership dues. Only Active Members have the right to vote, and may only vote to elect Directors of the Board (Section 6.04) and to ratify amendments to these bylaws made by the Board (Section 12.01).

Section 7.02: Types of Committees. The President, subject to the approval of the board, shall appoint all committees, unless otherwise noted. The following is a list of both standing and discretionary committees. Standing committees are required to assist the board in carrying out the business of the corporation. Discretionary committees serve at the pleasure of the board and may not be active from one year to the next. This list may not be representative of all committees appointed at any given time.

Standing Committees:

a. Auditing
b. Awards
c. Communications
    1. Special Composition. This committee has a specific composition of the newsletter editor/s, electronic media editor/s, and any additional members as desirable.
d. Community Service
e. Fundraising
f. Hospitality
g. Membership
h. Policy and Procedures
i. Program
    1. Special Formation. Shall be appointed by the Vice President at their discretion or in the event of a temporary or permanent vacancy of the Vice President, the President may appoint the committee.

Discretionary Committees:

a. Grants
b. ~~Program~~
    2. ~~Special Formation. Shall be appointed by the Vice President at their discretion or in the event of a temporary or permanent vacancy of the Vice President, the President may appoint the committee.~~
c. Sunshine

Section 3.09: Schedule of Membership Meetings and Programs.

It should be the aim of the Board of Directors to host a scheduled program component of the regular membership meetings at minimum eight (8) months out of the year~~, usually January, March, April, May, June, July, August and October; and to host an Annual AMGA-sponsored Award Ceremony, usually held in February; and to host a Member's Reunion usually held in September; and to host an Annual Graduation Banquet for Master Gardener Interns, usually held in November~~. Field trips are encouraged as additional or alternative programs to further enhance membership experience. It is up to the current Vice President with support of the Board to determine the order, scheduling and content of programs.

Unscheduled Reunion Planning Discussion
The board discussed the reunion and the following suggestions were made:

- Amy and Linda recommended Hana to request the Ireland Room for the reunion while dropping the East Room.
- Additionally, they suggested adding the Loft area over the Cafe which does come with a fee.

Attested by Secretary Richard Smith

Chairman of the Board Amy Weis