

**Benton County Master Gardener Association
Board Meeting – April 1, 2019
OSU Extension Office**

In Attendance: Diana Allen, Deb Wray, Paula Lupcho, Debbie Lauer, David Lowery, Bob Smythe, Nancy Tovar, Rich Taylor, David Dowrie, Linda Steppan, Dale Collins, Brooke Edmunds

Location: Benton County Extension Office

President-Debbie Wray called the meeting to order at 9:00 am

Welcome and Gardening Moment All

- This weekend was awesome! While Debbie Lauer was renovating her strawberry patch, she saw a bumblebee and realized she had covered up the bumblebee's home!
- Rich Taylor's wife was cleaning out a birdhouse and a mouse jumped out!

Adoption of March 2019 Minutes

- ➔ It was moved and seconded to approve the minutes from the March 2019 board meeting.

Officer Reports

Parliamentarian – Financial Oversight Policies and Procedures Paula Lupcho

- Reviewed proposed change to the Tax Exemption Policy 2.6 timeline: from 75 to 31 calendar days.
- Reviewed changes to Policy on Reimbursement Claim 2.7.1.1 regarding receipts. Proposed change in language to require receipts for all requests for reimbursement.
- Reviewed changes to policy 2.7.1.2 Reimbursement/Payment of Claims. Proposed language changes in red:
Receipts or invoices are ~~necessary~~ [required unless an exception is provided below]. A disbursement is a claim [from a third party and made] through an invoice. A reimbursement is a claim made by a BCMGA member for expenditures incurred on behalf of the association.
➔ It was moved, seconded and approved to accept all of the proposed language changes to the BCMGA Financial oversight Board Policies.
- Reviewed proposed change to Board policy and procedures for disciplinary action (8.3.2). Proposed changes in red:
All disciplinary actions will be dealt with in executive session. (Refer to *Robert's Rules of Order*, ~~10th-ed.~~, ~~Chapter 4~~ "Meeting and Session", ~~Section 9~~ 'Executive Session'.) for procedures on conducting an Executive Session.)
➔ It was moved, seconded and approved to accept the proposed change to Board Policy 8.3.2 regarding executive session for reviewing member disciplinary action.

Vice President – BCMGA Programs

Debbie Lauer

- Winners from March membership meeting:
 - Nancy Tovar came in first place on her story on fennel and butterflies.
 - Jesse Garcia came in second with videos on his process for growing potatoes.
 - Debbie Wray came in third regarding her horror story on planning mint.
- Casey Buhl will speak at the April membership meeting on the use of pesticides and what makes an organic chemical.
- The May membership meeting will address Plant ID .
- Debbie is still looking for ideas for the July tour

Treasurers

Marge Alig and Paula Lupcho

- Budget Review:
 - January and February financials are up-to-date, thanks to the hard work of Paula Lupcho and Marge Alig.
 - Due to all of the changes made to the adopted 2019 budget, Paula and Marge carefully reviewed all budget updates and developed a summary of changes.
- CD: The Board voted in December to take \$20,000 out of the First Tech account and open a second CD. However, problems with setting up a new checking account delayed that process. Paula and Marge still plan on opening a new CD.
- Discussion on a previous decision to fund the Corvallis Sustainability Coalition for their Garden Resource Pamphlet.
 - ➔ **Moved, seconded and approved to allocate \$300 allocation to the Corvallis Sustainability Coalition for the Garden Resource Pamphlet**
- Financials and funding request for square readers
 - Expectation that we use Square Readers for the Plant Sale. We have six readers and twelve cashiers. It would be really helpful to have an additional six readers to improve the checkout process.
 - \$49 for new readers. Plant sale committee has agreed to split cost for new readers with Board discretionary line item.
 - ➔ **Moved, seconded and approved to use Board discretionary funds to purchase three new Square Readers for \$147**

Outreach – Associate Members

Bob Smythe

- Proposed adding people that inquire about the Master Gardening program as Associate members on the spot. Collect \$10 for their Associate Membership.
- Process clarified: Give public copy of Associate membership form; don't sign up on the spot. Process needs to go through Meleah.

Membership – Awards

Meleah Ashford

- Recommendations for awards go to Meleah and are due April 15, 2019.
- The Board will vote on award nominations at 6:030 pm, before the April 15th membership meeting.

OMGA

Rich Taylor

- Brief discussion on whether people are receiving email communications from OMGA.

President

Debbie Wray

- Mt View School report – Pat and Debbie Wray helped one day with the garden work party. The school garden will not move until next year.
- LBCC Horticulture Program Closure: Lynn Trimpe is requesting that BCMGA Board sign her draft letter of support for the LBCC Horticulture Program. The letter was read and discussed by Board members. It was suggested that the draft letter also be sent to Linn County. Debbie Wray will work with Lynn on revising the letter.

➔ Moved, seconded and approved for the BCMGA Board sign letter in support of the LBCC Horticulture Program.

Extension Report

Brooke Edmunds

- New trainees finished up last week – approximately 23 people completed the program.
- The Directory was sent out as a proof this year and Brooke has received lots of edits from people. There will be a password protected online version of the Directory.
- Brooke met with the Outreach Committee – looking at OSU logo and branding changes.
 - Brooke reviewed the new Linn-Benton County Master Gardener webpage.
 - The Linn and Benton MG programs were merged into one webpage due to a lot duplicate information.
 - A suggestion was made to change the header to Linn & Benton instead of hyphenated Linn-Benton. Brooke will submit a ticket to make the change.
 - Facebook review and possible addition of an Instagram account
 - Nancy Tovar clarified that BCMGA must follow required OSU guidelines before any publications are sent out to the public. To assist with this process, Brooke is working on a “tool kit” for the Outreach Committee that includes commonly used BCMGA logos.
- Brooke reviewed a new public e-newsletter: “The Valley Gardener,” produced by OSU.

Good of the Association and internal meeting All

Change to May meeting due to the Plant Sale!!

The next BCMGA Board meeting is on May 13, at 10:00 in the Sunset Room.

Meeting adjourned 11:07 am



Diana Allen, Board Secretary

**Benton County Master Gardener Association
Extraordinary Board Meeting – April 15, 2019
OSU Extension Office**

In Attendance: Diana Allen, Debbie Lauer, Paula Lupcho, Marge Alig, Meleah Ashford, Linda Steppan, Carol Walsh, Rich Taylor, Steve Jacobs. Guests: KJ Lee, Jackie Calvert, Cyndie Shaner

Location: Benton County Extension Office

Vice-President Debbie Lauer called a quorum of BCMGA Board to order at 6:35 pm

Purpose for extraordinary meeting of the BCMGA Board: To authorize the opening of a 12-month CD using the \$20,000 from the Greenhouse Capital Fund.

- The BCMGA Board initially authorized opening a three-month CD with First Internet Bank of Indiana at the December 2018 board meeting.
- The three-month CD was not opened in December 2018. This meeting was called to update the Board on the original CD authorization with a request to open a 12-month CD instead of the three-month CD.

Motion 1

The BCMGA board authorizes the treasurers to open a 12-month CD using the \$20,000 in the Greenhouse Capital Fund.

Rationale for Motion 1

In December 2018, the board authorized a 3-month CD. It was felt that interest rates would go up. Rates have gone up, but the current conventional wisdom is that rate rises will slow this year. We can secure a 12-month CD at First Internet Bank of Indiana where we have the other CD at 2.81% APY. This is very competitive with other institutions. We could get a slightly higher rate (2.86%) if we chose another bank, but we feel that there is some wisdom in keeping both CDs with the same institution and may streamline the process in opening the new CD.

➔ **It was moved, seconded and approved to authorize the BCMGA co-treasurers to open a 12-month CD using the \$20,000 from the Greenhouse Capital Fund.**

Motion 2

The signers on all CD accounts at First Internet Bank of Indiana shall be Marjorie V. Alig--Treasurer, Paula R. Lupcho--Co-Treasurer, and Deborah K. Wray--President.

➔ **It was moved, seconded and approved to authorize Marjorie V. Alig—Treasurer, Paula R. Lupcho—Co-Treasurer, and Deborah K. Wray—President as signers on all CD accounts with First Internet Bank of Indiana.**

Motion 3

Steve Jacobs and Kathi Tucker shall be removed as signers from all accounts at First Internet Bank of Indiana.

➔ **It was moved, seconded and approved to remove Steve Jacobs and Kathi Tucker as signers from all accounts at First Internet Bank of Indiana.**

Updated Resolution

Motion 4

The BCMGA Board approves the Resolution that outlines the approval of conditions to open a CD with First Internet Bank of Indiana.

➔ **It was moved and seconded to approve the Resolution that outlines the approval of the conditions to open a CD with First Internet Bank of Indiana.**

Meeting adjourned 6:50 pm



Diana Allen, Board Secretary

Benton County Master Gardener Association

Resolution

Approval of Conditions to open a CD with First Internet Bank of Indiana

WHEREAS. On April 15, 2019, the BCMGA Board approved a motion to move \$20,000 into a 12-month CD at the current highest available interest rate from First Internet Bank of Indiana.

WHEREAS. In order to process an application for CD, First Internet Bank of Indiana requires a resolution specifying the conditions listed below.

Now therefore be it RESOLVED that the following conditions are approved.

1. The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
2. This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporations account(s), are in full force and effect until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
3. The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as agents of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
4. All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
5. The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
6. The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
7. The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this

resolution. The term “alternative signature and verification codes” includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature on file. The Corporation authorizes each Agent to have custody of the Corporation’s private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Vote: For: _____ Against _____ Abstained _____

Passed/Failed:

President _____

Date: _____

Secretary _____

Date: _____