

Michigan Botanical Club - State Board Meeting
Eddy Discovery Center – Waterloo Recreation Area
Minutes - Approved
Saturday, September 29, 2018

1. Call to order by President Garrett Crow, 10:00 a.m.
 - Board members present: Garrett Crow, Jim Hewitt, Bob Kelly, Sheila Bourgoin, Judy Kelly, Renée Zimmerman, John Zimmerman, Alice Ward, Larry Noodén, Lynn Kirkpatrick, Dan Skean, Irene Eiseman, Carolyn Miller, Michael Huft, Neal Billetdeaux (15)
2. Approvals
 - Neal Billetdeaux made copies available of the agenda which had been distributed earlier via email.
 - Minutes from the May 26 board meeting were approved by the Executive Committee on 6/19/2018 via email.
 - Garrett Crow said Robert’s Rules of Order would guide the proceedings.
3. Announcements
 - Carolyn Miller was welcomed as a new director-at-large from the Great Lakes Chapter.
4. Old Business
 - Financial analysis – Treasurer Bob Kelly reviewed documents he distributed to the Board via email. Bob projected a 1/1/2019 checking account balance of \$2,453, a reduction of \$5,191 from 1/1/2015. His cash flow analysis categorized inflows and outflows for the years 2016-2018. Setting aside a one-time book sale donation in 2016 the average annual deficit for these three years is 39%. To address this “structural deficit” Bob proposed a state dues increase of \$2 or \$3. Dues were last raised in 2010 (from \$6 to \$7). His motion was for a \$3 increase to be effective in fiscal year 2020. In the discussion Garrett cited dues paid by three other botanical organizations which were considerably higher than MBC. Michael Huft noted that the chapters have their own dues structure, generally in increments of \$5, and that this increase could either be absorbed by the chapters or passed along to directly impact members. Renée Zimmerman thought we should “think bigger” and longer term. Irene Eiseman pointed to another year of deficits before the additional income would arrive in 2020. Others felt that a \$5 increase would result in little, if any, loss of members. Bob Kelly withdrew his motion for a \$3 increase and made a new motion:
Motion: Increase the dues from Chapters to the State MBC by \$5.00 per member (from \$7 to \$12 – 71%) beginning in calendar year 2020. Motion passed, 14 in favor, 1 opposed. (The \$12/member (per-volume) fee for *The Great Lakes Botanist* remains unchanged.)
5. New Business
 - Update authorized signers to the MBC account at Honor Credit Union – Bob Kelly reported that there are two owner/signers on this account, himself and David Steen, who is no longer on the board. Dan Skean volunteered to function as his replacement. To update the account authorization Bob Kelly made a two-part motion.
Motion: 1) David Steen be removed as an authorized owner/signer on the Michigan Botanical Club, INC. Honor Credit Union Bank Account #4023504. 2) Dan Skean be added as an authorized owner/signer on the Michigan Botanical Club, INC. Honor Credit Union Bank Account #4023504. Motion approved.

- Business cards for the Big Tree Program – The Coordinator of the Big Tree Program, Ted Reuschel, sent a note to Garrett Crow requesting the printing of business cards for the 14 volunteer certifiers to better legitimize their interactions with the public. Garrett made this motion:

Motion: allocate an amount up to \$300 (sufficient to cover the estimated cost) to print and distribute business cards for the MBC Big Tree Program. Motion approved.

6. Committee Reports

- Constitution and Bylaws Committee – The committee is writing new bylaws for the Club. Chair Michael Huft presented six issues on which the committee desired Board input.
 - 1) Should MBC change the number of at-large directors on the Board from 3 to 2? Board consensus: leave at 3.
 - 2) Change quorum for Board meeting from 50% to 40%. Board consensus: reduce quorum to 40%.
 - 3) Executive Committee – needs to be established in new bylaws. Board consensus: the Executive Committee should be comprised of the 5 elected officers: President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary. But, for approval of the board meeting minutes the chapter presidents should be included. (per Board action in February, 2012 the Executive Committee is empowered to approve the minutes of Board meetings).
 - 4) Indemnification of Directors, Officers, etc. Michael noted indemnification provisions are normal features of bylaws but not required by state law. If worded as “shall indemnify” the Club would be open to potential liability. If “may” is substituted for “shall” Board discretion would be preserved. Board consensus: include an indemnification provision in the bylaws using the word “may”.
 - 5) Membership – how members are reported and how the roster is maintained needs to be stated in the bylaws. Under current practice chapter membership managers are responsible for updating a spreadsheet containing all MBC members located on Google Drive. Chapter presidents can access this spreadsheet. Access and update permission is granted by an administrator, currently Irene Eiseman. Board consensus: no change needed; state in bylaws the current practice.
 - 6) Dual memberships; needs clarification in bylaws – A few members, after joining one chapter, have joined another chapter (secondary membership) resulting in potential double-billing for dues and for *The Great Lakes Botanist*. Board consensus: MBC dues should be assessed only to the primary chapter and *TGLB* should be sent only to members listed by the primary chapter. State this in the bylaws.
- Corresponding Secretary – Sheila Bourgoin was thanked for her work in publishing the *Arisaema*. Sheila said she slimmed down the Fall 2018 Edition to reduce printing and mailing costs. Sheila also noted that the Southwestern Chapter missed the deadline for inclusion in the chapter activity reports.
- Spring Foray 2019 – The Foray will be held in summer at Northern Michigan University in Marquette. The State Board is hosting. Jim Hewitt reported that we have housing and catering reservations for July 12-15. Judy Kelly volunteered to work on field trips and speakers. Carolyn Miller will contact NMU student Nathan Martineau who may be able to assist.

7. Next State Board Meeting: January 12, 2019 at Albion College. (snow date: January 26)

8. Upon motion by Judy Kelly the meeting was adjourned at 12:07 p.m.

Minutes prepared by Jim Hewitt, Recording Secretary