

**Benton County Master Gardener Association
Board Meeting
June 12, 2017**

In Attendance: Meleah Ashford, Steve Jacobs, Judith Kenner, Deborah Kern, Jennifer Klammer, Paula Lupcho, David Mandel, Richard Taylor, Kathi Tucker, Pat Wray, Pami Monnette

Location: Benton County Extension Office

President Judith Kenner called the meeting to order at 1:02 pm

Mission Moment: none

Gardening Moment: Rich showed before and after pictures of his yard. It was primarily lawn in 2009 and now is beautifully landscaped with plants, shrubs and trees.

Adoption of Minutes: It was moved by Paula, seconded and unanimously passed to approved the May 8, 2017, minutes as presented.

Officer Reports:

President: Judith Kenner:

Results of vote on change to bylaws. Judith reported on the May 15, 2017, association meeting. At the meeting, changes to the bylaws were presented to membership. (Section 5: Removal of a Board Member and Section 6: Conflict of Interest) Some concerns were raised over how few board members (2/3 of board members present at a meeting) would be needed to remove a board member. Discussions covered ways to increase the number of people required to approve the removal while protecting the privacy of the individual being removed.

- **Alan Taylor moved that proposed changes to the by-laws, Section 5: Removal of a Board Member, be changed from 2/3 of Board of Directors present at a meeting to 2/3 of all members of the Board of Directors. The motion was seconded and passed with 2 opposed.**
- **Sophie Grow moved that the proposed changes to the by-laws be approved as amended. It was seconded and passed unanimously. (Attached)**

Tool lending library update: Judith updated the board on her research into creating a tool lending library. She met with the owner of Corvallis Furniture, which lends small tools to their customers, to learn how they managed their operation. They discussed roadblocks such as space, staffing, liability, cost of buying tools and maintenance. It was suggested that we look at how lending libraries are set up in Eugene and Portland. Some ideas included asking churches and food banks if they would be interested in housing a library. There was consensus that we need more information before proceeding further.

Treasurer: Kathi Tucker:

May Financials: Kathi presented the May financial reports: (Financial reports attached.) The greenhouse capital fund has \$21K. We would need around \$45K before requesting state funding. Paula suggested putting the capital fund into a CD. Kathi will do research. Further greenhouse discussions were deferred until the special allocation agenda item.

President Elect: Steve Jacobs:

Special Allocations: Steve reviewed the special allocation (SA) policy and showed how the board distributed SA funds in 2015. The board did not distribute SA funds in 2016. He then questioned if the board wanted to offer SA this year or transfer funds to the greenhouse capital fund. It was noted that even if special allocations were not offered to internal committees, there would still be discretionary funds available.

A discussion ensued with several opinions voiced on how best to divide funds. Issues, timeline and fundraising to get a greenhouse were discussed. David Mandel, chair of the greenhouse committee, said his team will start working issues in mid-July. They will use a previous cost analysis as a starting point and put together a timeline.

Paula Lupcho moved that we allocate \$1K to the fairgrounds, \$1K to OSU master gardener program endowment, and \$750 to the Corvallis library. It was seconded and unanimously approved.

Paula moved that \$13,250 be allocated to the greenhouse capital fund. It was seconded and unanimously approved.

OMGA Representative: David Mandel (Alternate OMGA rep)

OMGA 2nd Qtr. meeting: David reported on the OMGA 2nd quarterly meeting held at the Milwaukie center in Milwaukie OR on June 3, 2017.

- The special grant money due date was extended.
- Soliciting newsletter articles about gardening with your pet.
- 2018 mini college discussion: The mini college will be held at Linfield college in McMinnville July 12-14 2018. Future mini colleges may be offered at other locations more accessible to eastern and southern Oregon.
- OMGA website security was discussed.
- Might be losing OMGA officers mid-year.

Committee/Liaison Reports:

Get Outdoors Day June 3, 2017: Kathi Tucker reported that they had an estimated 400 contacts at their table. They enticed parents to the booth by asking if they could identify poison oak. The table had a native plant display and information on banana slugs and forest snails. Brochures in Spanish and English were distributed to approximately 232 children.

Extension Report: Pami Monnette:

- Derek Godwin is no longer regional administrator (RA) The RA position will be advertised.
- Brooke is working on citizen scientist and webinar for CE.
- Sign up genius working well.
- Upcoming events:
 - June 24: irrigation and water workshop at Linn County demo garden.
 - June 28: tour clematis farm.
 - Aug 8 & 15: edible garden tours.
 - Aug 29: tour Lincoln County demonstration gardens.
 - July: International Master Gardener Conference: Pami will be leading a bus of 40 people on a farm to table tour.
 - Benton County water conservations district is holding a one day workshop on sustainable landscape design

Proposed changes to bylaws. Pat Wray presented a proposed change to the bylaws which would stipulate that the person holding the position of outreach committee chairperson would also be the communication liaison board member. After discussion, the issue was tabled pending a rewrite of the proposal.

Good of the Association: None
Meeting Adjourned at: 3:05 pm

Deborah Kern, Secretary

Approved Change to Bylaws: (Adding Section 5 and 6)

ARTICLE IV -- THE BOARD

- SECTION 1. Members of the Board
- a. The Board shall consist of the elected officers, the past president, appointed position(s), and *ex officio* position(s).
 - b. Appointed positions shall be the newsletter editor and any other that the board deems necessary to carry out the purposes of the Association.
 - c. *Ex officio* position(s) shall be the Community Horticulture Agent or his/her designee, and he/she or the designee shall serve as an advisor to the Board of Directors.
- SECTION 2. Duties of Board Members
- a. The duties of the Board shall be to establish standing and special committees, to appoint temporary officers to fill unexpired terms of office for all positions except president, and to act on all affairs of the Association as a whole.
- SECTION 3. The Board shall hold monthly meetings, or as frequently as deemed necessary, to conduct the Association business.
- SECTION 4. Voting Rights
- a. Elected officers and the past president have the right of one vote for each board position. If two people share a position, that position has one vote.
 - b. Appointed members and *ex officio* members are non-voting.
- SECTION 5. Removal of a Board Member
- a. A board member may be removed, with or without cause, by a vote of 2/3 of all members of the Board of Directors. The board member shall be given at least 15 days written notice by first class or certified mail of the termination and the reason for the termination, and an opportunity for the member to be heard by the Board. The board member shall be heard and all deliberations of the board regarding the termination shall be conducted in executive session. The decision of the Board of Directors is final.
- SECTION 6. Conflict of Interest
- a. In conducting the business of the association, the purposes and interests of the association shall supersede any personal or financial benefits that may accrue to an individual board member by action taken by the board.
 - b. Whenever a board member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of unaffected directors determine that it is in the best interest of the association to do so. The minutes of meetings at which such

votes are taken shall record such disclosure, abstention and rationale for approval.