

MINUTES – ST. LOUIS HOSTA SOCIETY BOARD MEETING, 2PM, FEB 5, 2023

The Board Meeting was held at Phyllis Weidman's home. Present were Phyllis Weidman, David Birenbaum, Melinda Ligon, Dave & Joan Poos, Mike & Sharon Schmitt, Lynn Teller, and Jolly Ann Whitener

Dave Poos handed out copies of changes he proposes to the By Laws and Standing Rules. We also had copies from Phyllis of the Committee version.

We started with the By Laws. Going thru each Article one by one. After discussing all the proposed changes the Committee will review and make the necessary changes.

Article I – Name It was agreed that this article is ok as is.

Article II - Purpose. It was agreed that this article is ok as is.

Article III – Membership: 1. Membership is open to any person who wishes to support the purposes of the Society, and pays annual dues on January 1.

Article IV Meetings

1. The annual Board meeting shall be held in November.
2. Society business meetings shall be held as scheduled by the Board of Directors
3. *OK as written*
4. Each member shall have 1 vote. Each household shall have no more than 2 voting members. *(There was a lot of discussion on this item, as written it is very confusing, some household have more then one voting member. Dave B. committee will work on the wording.)*

Article V Board of Directors

1. The Board of Directors is comprised of elected officers, the immediate past president, Newsletter Editor, Hospitality Chair, Membership Chair, and Media Chair.
2. The Board of Directors shall appoint a member for any Board vacancy for the remainder of the term.

Article VI (VII) Elected Officers and Duties

1. The elected officers shall be President, Vice-President, Secretary and Treasurer.
 - a. President – OK as written
 - b. Vice President – OK as written
 - c. The Secretary shall record the activities of the meetings of the Society and of the Board and send a copy of Minutes to the Webmaster to post and send copies to the Board. They shall be responsible for the general correspondence of the Society as directed by the President.
 - d. The Treasurer shall receive the membership dues, have charge of all Society funds, pay all accounts, maintain a record of receipts and expenditures, maintain a current membership list and prepares the budget. They shall file the 990-N with the federal government and the annual registration report with the state of Missouri Secretary of State.
2. Each officer shall be elected for two years and may be reelected.

3. Elected officers shall begin their terms on January 1.

Article VII (VIII) Committees

1. Committees are Newsletter, Hospitality, Membership, Media and Nominating.
2. No Change

Article VIII (IX) Parliamentary Authority

No Change

Article IX (X) Dissolution of the Corporation

Made change to last paragraph:

“To another nonprofit organization”. Changed as follows: “to one or more nonprofit horticultural organization.”

Article X (XI) Amendments

These ByLaws may be amended by a two-thirds vote of the membership present at a regular meeting, notice of the proposed amendment having been given at the previous regular meeting and copies of the proposed amendment provided to all members

STANDING RULES.

A. Duties of Committees

1. Newsletter; Editor of Shady Notes, which is distributed electronically to all Society members, *at least 2 weeks prior to Society meeting.*
2. Hospitality: Arrange refreshments at functions, which should be reimbursed by the Society. Society will not provide alcoholic beverages.
3. Membership: Will welcome new members via email, phone or in person; direct them to the Website, inform them of the roster password, and create and distribute name tags at meetings.
4. Media: Maintains the website which includes a roster in a password protected area., administer Facebook, Instagram and other media the Board of Directors chooses to pursue. The roster is for Society business only,
5. *Nominating:* Shall present a slate of officers at the regular September meeting. Nominations will also be taken from the floor before voting.
6. Ad hoc committees may include Vendors Day, Plant Sle, Auction, Holiday Party, History and Audit.

B. DUES

1. Annual Dues will be payable January 1. The dues shall be \$7 annually or \$18 for 3 years for any household. If dues remain unpaid for 60 day, members will be removed from the roster. (*I think there was still debate about how many in household could vote.*) *Dave B. mentioned that he notifies the members who owe dues in December. In the past the*

Newsletter Editor has sent out a list o members and included when their dues are paid up thru. Should this be totally a responsibility of the Treasurer? I do not recall If we decided how this should be handled in the future. Correct

C. Reimbursement of Presidential Expenses

1. The Society's President is encouraged to attend the annual National and Regional Conventions.
2. The Society should reimburse the President for registration and lodging for 3 nights at the convention rate for National or Regional Conventions.

D. Conventions:

Hosting of a national and regional convention must be approved by a majority vote of the membership during a scheduled business meeting.

E. Payment of Society Obligations

This was proposed by Dave P. and there was a lot of discussion with regard to the statement that all financial obligations should be paid by check drawn on our bank account. No use of credit cards, debit cards, petty cash will not be used by the Society. All paments and reimbursements will be supported with a corresponding invoice or receipt. *Many disagreed with this saying we should be able to use a credit card given to us by our bank. Will this item be eliminated totally or rewritten by the committee???*

F. Website Roster

1. The Treasurer shall forward all changes to the membership master file to the Media Chairperson for inclusion into the online roster.
2. The Treasurer will maintain the roster preferences of each member including opt out of entie membership, mailing address, phone number and email address.
3. The roster will be for online viewing only and should not have provisions for print out. *Another proposed addition to the Standing Rules by Dave P. Not sure if we decided to include this in the Standing Rules or not.?? The committee will work on this section*

G. Amendments

These Rules may be modified from time to time as determined by the Board of Directors.

Meeting adjourned.

Respectfully submitted.

Jolly Ann Whitener, Secretary