

Meeting: NKUCFC (the Council) Board of Directors

Date: February 11, 2017 @ 10 am – 1 pm

Location: SD1 Conference Room

Chairperson: Crystal Courtney

Secretary: Tara Sturgill

In Attendance: Crystal Courtney, Tara Sturgill, Jessica Spencer, Chris Kaeff, Mathew Frantz, Kris Stone, Rosie Santos

1. Review, discuss, and vote on the by-law changes

Crystal thanked everyone for coming on a Saturday and expressed her appreciation. Crystal explained that Chris, Rosie, Tara and herself have met multiple times to complete bylaw changes. Crystal clarified that the version sent out was a clean version without a mark-up - today will review the bylaw changes, strategic plan, standing committees, and meeting structure for the year. Mathew asked about the size of the document (4 pages to 10 pages). Rosie said that a lot was added to the bylaws and not a lot was struck from the document. Rosie explained that the bylaws will reference documents that do not exist yet (i.e., Constitution, Policies and Procedures, etc.) Rosie enlightened the Board of Directors (Board) regarding the Council documents and framework – when the Council files with the State of KY we have to have our Articles of Incorporation (some people call this a Constitution), the Articles of Incorporation establishes your organization, the bylaws are essentially how the Board governs (can be changed more frequently than Constitution), a lot of the information in the Constitution are also in the bylaws, bylaws expound on the information. Rosie went on to clarify that other organizations have other guiding documents in terms of how they operate – after the Constitution and bylaws are done the next step would be developing procedural documents (contains more specific information). Mathew asked what a procedural document outlines. Rosie answered that a procedural document could be developed for every aspect of the Council. Crystal described that the point is if we all disappeared someone could pick up the organizational documents and understand how it functions and be able to run it appropriately. Rosie also pointed out that the procedural documents don't become as important until there are staff serving the organization. Rosie made clear that no information was completely deleted from the bylaws simply earmarked for inclusion in a procedural document. Crystal explained that a month was spent rewriting the bylaws with the collaboration of the Executive Committee. Crystal expounded that organizational document revising and drafting is an arduous task and after the bylaws are accepted then a committee can be formed to develop these organizational documents in the future.

2. Review of bylaws

Crystal explained that Rosie is part of KY Association of Environmental Education (KAEE) and their bylaws were largely used to create the changes of our bylaws. Crystal added a Table of Contents. Org name – no change. Crystal read the Vision Statement aloud. Vision statement was edited to include the statement that was in the Council's Strategic Plan. Chris suggested that “man-made” be changed to “built” as suggested by him at a prior meeting – Crystal made change in document. Crystal goes over the old Mission Statement is from the Articles of Incorporation (statement from when the organization was

first founded; filed with the State of KY). Crystal stated that the State of KY does not care about our bylaws and changes made to them. Crystal stated that the new Mission Statement is from the current Strategic Plan – Crystal read aloud. Jessica suggested changing “need” to “strive” – change made in the bylaws. Tara asked if this group of people at this meeting should be referred to as a Board. Crystal said that the Articles of Incorporation (from the 1990s) already said that we needed a Board and we adopted the Steering Committee to the Board. Crystal further expounded that when filing with the State of KY they ask for the members of the Board to be listed, in the past the Executive Council members have been listed there, so we are doing what we need to be doing and what is outlined in the original Articles of Incorporation document – in essence we are formalizing what we have already been doing or should have been doing.

Crystal reviewed Fiscal Year and Revenue. Mathew suggested changing “Executive Committee” to “Board of Directors”. Board discusses the meaning of the Affiliation Clause – it is basically a legal statement (partnership statement) to be able to affiliate with other organizations, municipalities, etc. Rosie stated that has to do with the Board having the ultimate decision making for whom the Council is an affiliate of for projects – the statement specifies who the decision making body is for those affiliations, rather than just allowing any member to make that decision. Jessica clarified that if a members wanted to plant trees with a church that should be ran by the Board for approval, Rosie agreed that would be the case.

Crystal clarified changes to Membership which has been drastically changes to include membership categories and changes made due to the adoption of the Membership Model by the Steering Committee. Rosie suggested that “Executive Committee” be changed to “Board of Directors” in the Membership Categories section. Crystal explained the Individual member or Group member and the categories under each of those. Mathew asks for clarification of these rights and privileges. Crystal cleared up that it has to do with what they have to pay more so than anything. Mathew said that giving a Student Member all the rights and privileges doesn’t seem right. Discussion amongst the Board about what “all the rights and privileges” means. Crystal submitted that anyone that is willing to work for the Council in any capacity should be willing to do so. Rosie advocated that checks and balances are already in place that would weed out people that weren’t competent to lead. Rosie stated that this section is cut and pasted from KAEE’s bylaws. Board discusses Life Member description. Chris suggested adding a clause that if someone donates a large sum of money they would be a Life Member. Rosie submitted that we ask Lori about appropriate language for individuals buying into a Life Membership. Rosie put forward that we look at the Arboretum’s bylaws to get language about fee structure and Life Members. Crystal reviewed Group Membership descriptions aloud with the Board. Mathew submitted kudos to Crystal and Rosie in terms of working through the bylaws to make them come together well. Mathew proposed adding a “Small Business” to the group and offering an incentive to join (maybe cheaper than a corporate member). Rosie suggested that putting corporate members of our Council on the website for those people looking for tree work. Chris suggested being careful to promote a business as a non-profit. Rosie pointed out that Green Umbrella does this – there are incentives in that but it is a fine line. Chris suggested that it is not a good idea to advocate for a business due to the ability to have an instance where we cannot take a stance as to not offend a sponsor. Mathew interjected that we need to discuss how we promote our sponsors. Kris showed Crystal and Rosie the changes to the Arboretum’s bylaws. Rosie submitted that Kris was suggesting to take out the membership descriptions and put it in a procedural

document in order to not have to vote on changing bylaws in order to amend the membership descriptions. Crystal committed to refer to Arboretum's bylaws for language to input into the Council's bylaws. Rosie suggested creating a committee in order to define membership descriptions which will come later – a Membership Committee to work fee structure, membership descriptions, etc.

Discussion amongst the Board regarding membership meetings (4 membership) in terms of fun. Jessica suggested that if the membership is the gateway to get people involved on the Board or Executive Council then we need to have business of the Council in the meeting rather than just networking. Rosie suggested that we have a “mullet” type meeting – business in the front, party in the back – have both. Mathew doesn't want to exclude members from the professional side of urban forestry by only offering fun meetings. Rosie explained that we could meeting ourselves out with too many – Rosie suggested that Trees In Our Community Forum (TIOC; Annual Membership Meeting), dinner and then business taken care of after, be the annual executive membership meeting (business related) and the rest of the meetings would be professional development, networking, etc. Rosie explained that it goes back to the Pyramid (membership model) she said that it gets people in the door and then they funnel into committees, the Board, etc. Rosie submitted that this allows for us to be a bit more discerning in terms of those that will be on the decision making body of the Council. Rosie suggested that general members should not be making decisions for the Council – that is changing and that will be hard to explain to those that are coming to hear about the changes on Wednesday. Kris advocated that the Annual Membership Meeting could be a great opportunity to survey, vote, talk about annual report, etc after the dinner. Rosie suggested that the program for the dinner be changed to do a review during the dinner while people are eating – get in front of the people we are serving and explain what we have been doing and express needs for joining committees.

Kris suggested Professional Networking Meetings sounded good and would appeal to lots of people. Crystal asked if these meetings would be exclusive to members only. Kris said he thinks that it would be for anyone that wants to attend as a gateway to get new members. Tara asked if it is necessary to send out the agenda prior to the meeting. Mathew said absolutely, and Kris suggested that it might be a requirement for our non-profit status. Kris read the law regarding (KY) for non-profit in terms of agendas. Discussion of just eliminating the time frame to send out the agenda to the members. Jessica interjected that she still does not understand the meeting structure and we need to discuss it further. Rosie explained that there are 4 membership meeting (3 Professional Networking Meetings (2 daytime, 1 evening) and the Annual Dinner which will be promoted internally as the Annual Membership meeting. Tara clarified the meeting structure and we all agreed to the above. Tara reread the minutes from December in order to clarify the number of Board members discussed. The Board agreed that 9 would be a good number based on prior discussion and keeping it odd in order to break a tie, if needed. Board discussed the basics of the agenda of the Membership Meeting to review the bylaw changes and how to handle any disruptions or comments going too long. Time limits will be given and placed on the agenda – 1 minute per person. Establish the purpose of the meeting and say that there will no discussion during this meeting, that will occur at the March 15th meeting. Kris asked Chris to order pizza for the Meeting on February 15th. Chris agreed to order the pizza for 11:45. Kris will get a projector for the Rouse room for the February 15th meeting.

Crystal read Eligibility, Terms of Office, Election to the Board and for input. Jessica suggested hitting the topics in the bylaws that people had questions about rather than going through it line-by-line, Mathew added that he thinks we need to go through it line-by-line at this meeting. Crystal continued to read the bylaws. Board Meetings section is reviewed with the Board. Crystal explained that the Board will be the TIOC subcommittee and in charge of planning. Review Section 3, Section 4.

Rosie said that reimbursement could be an issue if someone chooses to take advantage. Rosie suggested that we quantify our volunteer times and \$ spent by us for in-kind matches. Tara suggested that we use Rosie's suggestion of keeping track of what we spend for the Council in terms of donations for in-kind matches.

Rosie suggested that we schedule of follow-up to discuss just membership – would be a membership committee. Rosie said she will head that up and Kris said he would be willing to help, as well at Tara. Crystal suggested that minutes of committees be posted on the website. Crystal pointed out that this will be outlined in the Policy and Procedures.

CC outlines Duties and Responsibilities. Discussion forming about Committees. Rosie asked that all discussions about committees be postponed until the discussion about Committees.

Rosie explained the Standing Committees section and that these are the Committees that need to be in place in order for the Council to work. Chris pointed out a typo in terms of the Finance and Audit Committee. Kris explained what the Finance Committee is at the Arboretum and Kris said he could let us know about it.

Crystal pointed out that Elections really needs to be ironed out before presenting the bylaws. Crystal explained that voting will likely be online. Jessica asked if we would be voting at the annual meeting. Rosie said no, it would be in line. Discussion of the timeline – Kris suggested the Arboretum starts in September. Chris suggested that we remove the timeframe from the bylaws and make it a more procedural issue. CC said that she likes it being outlined in the bylaws and revised it to 3 months. Rosie suggested that we need to have a conversation about Elections e.g., nominations and how they are made, voting, etc. Tara reread the minutes from December regarding voting. CC changed the bylaws to reflect the present means (recorded in the minutes)

Crystal asked if the Board was comfortable with the changes to the bylaws. Rosie suggested that we need to be consistent with Annual Meeting or Annual Forum. CC changed the Annual meeting to Annual forum. CC realized that the forum is discussed in Article XIII – Section 2 discusses the elections.

CC suggested that committee chairs should develop their committee's policies and procedures. Rosie explained that we need to form working groups.

CC asks to get a motion to (check the recording for exact words). Kris motioned. Jessica and Mathew seconded. CC asked Tara to send the code of conduct and confidentiality clause to the Board in February. CC suggested that it should be with the bylaws, and other docs on website.

Rosie explained that Committees should be chaired by a Board member. Board Committees. Board edits the Board Committee documents to add board members to lead or member. Tara to compile a master list of emails. Tara to send out a meeting reminder for the Board (doodle poll of this week of March; evening meeting) – include proposed changes to the bylaws, conflict, and volunteer agreement.