



Vegetable Project

Minutes prepared by Bill Stoneman

Draft

October 21, 2015

Meeting at Hudson River Coffee House, at 7 p.m. Present: Susan Fowler, Maria Harple, David Hopkins, Carolyn Keefe, Jenny McErlean, Bill Stoneman.

We approved by consensus minutes of our Sept. 3, 2015, organizational meeting. We adopted, again by consensus, bylaws that we agreed on at our Sept. 3 meeting, before we constituted a board and incorporated. We discussed briefly and agreed that agreements by consensus meet our needs right now, though we would follow Robert's Rules of Order, as specified in bylaws, if differences among board members indicates appropriateness.

We agreed that Maria will be treasurer, as she has been since well before incorporating. And we agreed that Bill will be secretary.

Susan noted a concern raised about her handling of grant funding provided to Delaware Community School for the Friendship Garden there. She has been questioned about how she is spending funds. Bill said such questioning illustrates the appropriateness of incorporating the Vegetable Project and seeking tax-exempt status, so that we school gardeners can apply for granting funding as the Vegetable Project, rather than as a school.

We considered a proposal that Bill drafted to authorize Bill to lead the Vegetable Project on a day-to-day basis, acting to an extent without board approval. We agreed by consensus on the following:

Bill is authorized to lead the Vegetable Project on a day-to-day basis, much as he has been until incorporation, including making purchases as needed or authorizing others to make purchases, filing an application with the Internal Revenue Service for tax-exempt status, organizing fund-raising initiatives and communicating externally about the Vegetable Project. As part of this authorization, he will be responsible for presenting quarterly financial reports (prepared by the treasurer) to the board of directors and reporting to the board regularly about Vegetable Project activities, efforts and initiatives. Authorization to lead the Vegetable Project on a day-to-day basis does not include, without board approval, entering into

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agreements that make future financial commitments, such as buying insurance or borrowing money for any purpose.

Bill made a presentation about financial matters, saying that we have already received or would receive approximately \$600 by year-end that are not reflected in the third-quarter financial report. This includes \$227 from our just-completed bulb sale, about \$275 from a Boxtops for Education submission, \$58 from produce sales and a \$30 contribution.

We authorized Maria to open a new bank account with a new IRS-issued employer identification number, unless our bank can associate our existing account with a new EIN.

We considered and adopted a proposal that Bill drafted that would allow conduct of board business by e-mail. With some discussion about adding language to the proposal about when we would work by e-mail and how to address non-participation questions, Bill said that he envisioned using e-mail for minor issues, to ease the need of planning and conducting physical meetings. We agreed by consensus to the following:

The Vegetable Project board of directors may communicate by e-mail for the purpose of making decisions outside of formal meetings as a matter of convenience, unless one board member indicates in response an e-mail decision-making communication that he or she would prefer to convene a physical meeting. In the event that passage of a resolution could depend on the vote of someone who hasn't responded to e-mail, a vote will not be considered complete until a second attempt is made to reach the board member by e-mail and a third attempt is made by text.

We discussed in connection with e-mail meeting but came to no firm conclusion using either a Yahoo or Google tool for such interactions and possibly saving documents within the same tool. Carolyn said she could help us with this.

We ended at about 8 p.m.

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September 3, 2015

Meeting at Pine Hills branch of Albany Public Library, 7 p.m. Present: Carolyn Boldiston, Maria Harple, David Hopkins, Carolyn Keefe, Ellen Mall-John, Jenny McErlean, Bill Stoneman.

Bill made a brief presentation to explain his motivation for initiating a garden project and leading it thus far, stating that the garden is a vehicle for reaching Albany kids whose needs are not well met by the traditional school program.

We reviewed a draft certificate of incorporation that Bill prepared and a draft bylaws that Bill prepared. We agreed on some language modifications, especially in the mission statement, and decided by consensus to use the same mission state language in both documents. We agreed to use Bill's home address for the corporation, rather than Myers Middle School.

We reviewed financial records that Maria prepared for the first two quarters of 2015. Bill stated that we can easily afford \$500 in filing fees to incorporate and seek tax-exempt status from the IRS.

Bill asked for interest in and willingness to serve as board members. Maria Harple, Carolyn Keefe, Jenny McErlean and Bill said they would serve. Bill said that Susan Fowler had also expressed definite interest, but was unable to attend the meeting, and that George Benson had long expressed interest, but was currently uncertain, due to family needs.

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