

# Minutes prepared by Secretary Karen Hibdo

## Special IDGS Board meeting Jan. 24, 2024

President Alan Sweeney called a special board meeting for Jan. 24, 2024, to address a variety of items, specifically updates to the IDGS Constitution and By-Laws, the audit, budget for 2024, insurance, retreat, picnic, and IAW show. This meeting replaces the Feb. 7 BOD meeting and was called to order at 8:05 a.m. in Liz Meyer's studio.

Constitution & Bylaws (Chris Peters presented changes and upgrades to the document)  
For purposes herewith, only changes will be included or clarifications will be noted.

### CONSTITUTION

#### Membership

- a. Family memberships shall include those members of a traditional or non-traditional family living at one address.
- b. Officers and directors of the IDGS must be members of the American Gourd Society.

#### Officers, directors, and executive board

- a. Four additional directors will be appointed by the executive board – membership secretary, newsletter editor, webmaster, and social media curator. Bill Tarlton questioned the role of the three main directors, suggesting the president appoint them to head up committees. Director Christy Pletcher said directors are already involved in a variety of tasks so they do not need assigned duties. Alan agreed.
- b. Patch leaders, whenever feasible and as frequently as possible, should attend board meetings and relay information back to patch members.
- c. Twenty members shall constitute a quorum at a general membership meeting and five executive board members shall constitute a quorum at a board meeting.

#### Amendments

- a. The Constitution may be amended at any time by a vote of 60 percent or more of those present at an IDGS membership meeting, providing the entire membership has been notified of the proposed amendment at least 30 days prior to the meeting.

### BY-LAWS

#### Objectives

- a. IDGS to provide a festival (not an annual festival) for the promotion of gourds and gourd crafting.

### **Membership fees**

- a. Membership fees for the IDGS shall be assessed for individuals and for families (deleting where more than one person is living at the same address)

### **Officers' terms**

- a. Membership secretary, newsletter editor, Webmaster and social media curator shall be appointed by the officers and directors.

### **Officers' duties**

- a. The vice president shall organize demonstrations, discussions, lectures, or short classes at the general membership meetings.
- b. The treasurer shall file Form 990 with the IRS and file required Idaho annual reports as well as pay any required Idaho Sales tax. All bills or expenses must be presented to the treasurer for payment with proper documentation. The treasurer will prepare and present an annual budget to the BOD for approval.
- c. The webmaster shall be responsible for the maintenance and updating of the IDGS website and maintain the IDGS Google account and cloud storage of the files not maintained on the public website.
- d. The newsletter editor shall be responsible for the writing, publishing, and distribution of the periodic IDGS newsletter (no longer quarterly).
- e. Removal from office – any officer or director of IDGS may be asked to resign or be removed for good reason by a two-thirds vote of the executive board. Examples are divisiveness, antagonism, behaviors unbecoming of an officer, inability to fulfill their duties because of infirmities, conviction for crimes, failure to perform the duties of the office or performing their duties contrary or counterproductive to the objectives of the IDGS. Steps to take this action were deemed unnecessary for inclusion. Christy moved to accept the first part of this point and Radenne English seconded. All were in favor. Janet moved to strike the second part of this section which listed action the board may have to make to remove said person. Madlen Tarlton seconded. Radenne moved and Christy seconded to not prohibit the individual from maintaining membership.

### **Committees**

- a. Standing committees include but are not limited to nominating, audit, and festival.
- b. The nominating committee shall consist of two members if available.
- c. The audit committee shall consist of a minimum of two members.
- d. The ways and means, publicity and education committee chairpersons were deleted.

- e. The overall festival coordinator will be the IDGS president and he/she shall appoint all the necessary committee sub-chairpersons to conduct the festival. The sub-chairpersons shall be composed of officers, directors, and members of the IDGS.

### **STANDING RULES**

- a. All official membership meetings and executive board meetings shall be conducted according to Robert's Rules of Order. Executive board meetings may be conducted less formally at their discretion.
- b. The Standing Rule (details of the administration of IDGS) will continue in force until rescinded.

### **APPENDIX II**

The general meetings review was approved including the following:

1. Limit set at \$1000 per transaction for non-budgeted expenditures and anything over \$1000 will require membership approval. Carol Joyce noted that if it is not in the budget, we need to put a cap on how many times that can happen.
2. Venue rental by the Executive Board does not require membership approval.

Christy moved and Robi seconded that the BOD approve the amendments to the Constitution and By-Laws. All approved.

Alan noted that a vote will be taken on the updates to the Constitution and By-Laws at the April 13 meeting. Members should come prepared to vote as there will be no sending back to committees for discussion.

### **INSURANCE**

Treasurer Janet Melligh said IDGS is underinsured and needs to upgrade to provide adequate insurance to protect the board members and the general membership. We currently have \$2 million in liability for the year, but the policy has a cap of \$5,000 per incident.

Adding insurance that would cover the board in case of an accident or other issue was suggested. This would prohibit anyone from coming after individuals financially.

Janet suggests upgrading the society's liability insurance and she and others will be checking with gourd groups in other states to see what type of coverage they have and exactly what it covers. The American Gourd Society is currently looking at the possibility of a policy to cover all its state groups.

Increased revenue from new members could provide funds for upgrading the insurance. However, membership chair Madlen Tarlton said the anticipated increase in members has not occurred and that we presently have 123 paid members.

### **AUDIT**

Carol Joyce, Chris Peters, and Ron Swank performed an internal audit for IDGS 2022 and 2023 financial records. New treasurer Janet Melligh was also involved in the project.

For a complete accounting it is best to refer to the written report provided.

The board approved the audit as submitted.

### **RETREAT**

Christy said the retreat is planned for the first weekend in August, again at the Sawtooth camp. Due to late planning and the fact Christy and her husband Michael were unable to attend due to her father's declining health, attendance was down in 2023.

The board discussed whether the retreat should be an IDGS sponsored or sanctioned event. Newsletter editor Caro Frazier moved that IDGS support the Idaho Gourd Retreat through advertising, but not sponsoring it. Chris seconded and all approved.

Christy will be looking to find insurance to cover the event and will be working to coordinate planning. Corlis no longer wishes to be involved in registering or keeping records for the retreat.

### **IAW SHOW**

There will not be a fee to enter gourds in the competition, however, participants must pay for admission to the April 6-7 IAW show at JUMP.

Madlen moved and Vice President Robi Hathorn seconded, that IDGS will purchase wristbands for the volunteers, but they must pay for their own parking. All were in favor.

Steve Kiser will again coordinate the judging for the IDGS competition. He will have six judges and two clerks.

### **IDGS PICNIC**

After discussing various park sites for the June 8 picnic as researched by Director Radenne English, Caro made the motion that we try to reserve the new Midway-Park Plaza in Nampa for the fee of \$90. Madlen seconded and all were in favor. Since the meeting, Janet has reserved the park and paid the fee. We will have the park from 11 a.m. to 4 p.m.

### **CHRISTMAS PARTY 2024**

While everyone agreed the Eagles Lodge in Boise was a great venue for the 2023 Christmas Party, we have not been able to reserve it for 2024 because we have been unable to reach the person we coordinated with. Also, IDGS has yet to receive the \$50 cleaning deposit back for the December event.

### **BUDGET**

As with the audit, it is best to refer to the budget update provided by Treasurer Janet. Included in the changes are:

- a. Dropped the fee for printing festival flyers to dole out at IAW – too early for advertising.
- b. Increased festival meals for judges to \$200, to include meals for AGS visitors at the Jade Garden.
- c. Increasing insurance fees to \$800 in anticipation of upgrading policies
- d. Supplies for the festival added to estimated costs: \$700 for risers for competition tables; \$650 for a new sound system that can be used throughout the year; proposed \$100 for new tablecloths (was increased to \$200); \$600 new banners.
- e. \$144 plus 10 percent to cover increases in the annual fee for Weebly Website hosting.

Janet said the gold standard is to have two years of operating costs in a reserve account. She suggested \$1,500 initially and adding to that each year. Currently IDGS has \$10,900 for expenses should we need them. Chris moved that IDGS begin a reserve account starting at \$1,500 and that the amount be revisited annually. Christy seconded and all approved.

After visiting the budget line item by line item, Radenne made the motion to accept the budget as presented. Caro seconded and all were in favor.

Alan adjourned the meeting at 11 a.m.