

AOS BOARD OF TRUSTEES MEETING
Thursday, July 24, 2014 8:30 pm EDT
Frank Smith, President – Presiding

I. Call To Order:

The meeting was called to order at 8:31 EDT.

II. Proof of Due Notice of the Meeting

Notice was given electronically on July 2, 2014

III. Roll Call:

Officers Present: Frank Smith, Mario Ferrusi, Harry Gallis(for part), Jean Hollebhone, Susan Wedegaertner, Nancy Mountford, Sandra Tillisch Svoboda

Trustees Present: Jeanne Buchanan, Ron Giles, John Ingram, David Toyoshima, Carol Zoltowski, Fred Clarke, Tom Etheridge, Fred Missbach, Juan Felipe Posada, Linda Thorne, Bill Zimmerman

Administrative Staff and Honorary Guests: Ron McHatton, Gladys Garcia Greenberg, Tom Sheehan, Taylor Slaughter. Laura Newton and Greg Filter were present for item VI. b.

Absent: Peter Furniss

IV. Declaration of Quorum:

A quorum was declared.

V. Minutes

Jean Hollebhone

The minutes of the May 29, 2014 Board of Trustees meeting were presented for approval (Attachment1).

**Upon a motion made and seconded,
the Trustees VOTED to APPROVE the minutes of the
Board of Trustees meeting, May 29, 2014**

Peter Furniss requested a correction to the spelling of the World Orchid *Conference* Trust in the Reorganization Meeting minutes of May 3, 2014. This correction has been made and the revision sent to the AOS office (for audit record) and Ron McHatton (for web site update).

VI. Reports

a. President

Frank Smith

i. Robbins and Landino Proposal

In response to the recommendation in the forensic auditor's report that the AOS implement professional accounting procedures, the President presented the recommendation of the Executive Committee to accept the contract proposal from Robbins and Landino (Attachment 2) to prepare monthly financial reports from the data received from the AOS book keeper, Alain Gonzales. This would start in the new fiscal beginning July 1, 2014.

After discussion,

**upon a motion made and seconded,
the Trustees VOTED to ACCEPT
the contract proposal from Robbins and Landino
to provide accounting services to the AOS.**

ii. World Orchid Conference Trustee Appointment:

Peter Furniss will step down as AOS Trustee to the WOC after the WOC meeting in August. The President nominated, and the Executive Committee supports, Robert Fuchs as his replacement. Mr. Fuchs is highly qualified, experienced in WOC matters and well known and respected internationally.

**Upon a motion made and seconded,
the Trustees VOTED unanimously to APPOINT
Robert Fuchs to represent the AOS
as Trustee to the World Orchid Conference.**

iii. Nominating Committee Approval

Three Trustees are reaching the end of their terms in 2015, which if the Board decides to keep the Board at the current level, will leave three Trustee positions open. (Note: Under the Bylaws, *the Board shall consist of not more than 25 persons elected from the membership*. The Board may decide to keep the current number of Board members the same or increase/decrease it, and so inform the Nominating Committee.). The President presented the proposed Nominating Committee slate, supported by the Executive Committee, and asked for Board of Trustee approval:

Chair: Bev Tall

Members: Sandra Tillisch Svoboda, Graham Wood, Nancy Mountford, Susan Wedegaertner, Carol Zoltowski and Mario Ferrusi

**Upon a motion made and seconded,
the Trustees VOTED unanimously to APPROVE
the appointments of the Nominating Committee chair and members.**

iv. Fairchild Library Update

The contract with Fairchild Tropical Botanical Garden (FTBG) has been signed by the president and Secretary with one modification to the contract requested by FTBG to provide more flexibility in the use of library funds for such things as computers and security. The original wording read:

" The AOS contribution shall be used by FTBG in its sole discretion to maintain the facilities in which the American Orchid Society library is contained *which supports a library that supports research, education , conservation, horticulture and orchidology.*"

The new text, agreed upon by FTBG trustees and initialed by AOS President and Secretary and FTBG President Bruce Greer reads:

" The AOS contribution shall be used by FTBG in its sole discretion to maintain the facilities in which the American Orchid Society library is contained *and to support orchidology.*".

In response to his request for a schedule of actions, Nanette Zapata indicated renovations would start in approximately three months (after current commitments are fulfilled). She is obtaining information from the designer, space planners and contractors, and agreed to provide a detailed time line, as details are firmed up, Frank will be invited to participate in the design. She expressed confidence that the space will be built within 12 months. Members of the Library Committee will monitor the project under construction (Ken Roberts, Chair, John Ingram and Bob Fuchs).

After discussion, Frank asked the Board to vote on immediately transferring the library funds of \$2.818 million to FTBG:.

**Upon a motion made and seconded,
the Trustees VOTED unanimously to APPROVE
the immediate transfer of the Library Funds (\$2,818,000) to Fairchild
Tropical Botanical Garden for construction of the library.**

The Assistant Treasurer, Nancy Mountford, confirmed that the fund could feasibly be transferred as early as Friday, July 25.

b. Membership/Affiliated Societies Committee **Laura Newton**

**i. Greater Evansville Area Orchid Society Application for Affiliation
(Attachment 3)**

Laura Newton presented the application for affiliation of the Greater Evansville Area Orchid Society. The application is sponsored by Ron Giles and supported by the Membership and Affiliated Societies Committee.

**Upon a motion made and seconded,
the Trustees VOTED unanimously to APPROVE the request
for affiliation from the Greater Evansville Area Orchid Society**

ii. Annual Meeting of the Members (Fall 2015)

Laura Newton presented a letter of invitation from the Orchid Society of Northern Nevada to host the Fall 2015 Annual Meeting of the Members in Reno, Nevada

(Attachment 4). The Society is enthusiastic, has chosen a hotel, determined transportation and established a preliminary budget. After discussion,

**upon a motion made and seconded,
the Trustees VOTED unanimously to ACCEPT the invitation
of the Orchid Society of Northern Nevada to host
the Annual Meeting of the Members in November, 2015.**

Laura Newton will inform the Society of the decision and will indicate to the Society that the AOS prefers the second week of November, in order to not conflict with the Paphiopedilum Symposium. She will copy Ron McHatton (for notification on website and in *Orchids*), Gladys Garcia Greenberg and Frank Smith. Tom Etheridge indicated the notice re the Spring 2015 meeting in Portland, Ore. will also be sent to Ron McHatton for posting shortly.

iii. Membership drive proposals (Attachment 5)

Laura presented two proposals for a membership drive, the first proposes a one month extension of society membership for each new membership signed up from that society, the second proposes an automated system of tracking , management of cash transactions and a monetary (percentage) rebate to a society for each new member obtained. After much discussion, Laura Newton, Greg Filter and Anthony Tanner were asked to develop a single proposal for decision at the next Board meeting. Greg estimated there is about one month's work required to implement an automated system for the membership drive. Laura, Greg and Anthony were thanked for their excellent work on this very important project.

VII. Old Business

a. Forensic Audit Report and Action

Tom Etheridge

Tom Etheridge, as co- chair of the Forensic Audit Task Force, reported that the forensic audit report had been received and reviewed by lawyer Laura Butzel. The conclusions/recommendations address only the questions raised by Jeff Bradley/Karen McBride.

Laura Butzel was also asked by Past President Sandra Tillisch Svoboda to examine AOS Bylaws for compliance with New York Not- For- Profit Corporation Law and this has been done. Recommendations have been given to the Governance Committee for review and implementation as required. The President indicated he wants the Board to put these in place as soon as possible to show the AOS is fully compliant.

Webinar Update

Sandra Svoboda

Sandra Svoboda reported that the webinars held to date have been extremely successful with over 3000 individuals from all over the world accessing the web site, 2500 registering and over 1000 attending the webinars. Three were open to the public and

over 230 non members attended. This information is sent to the Membership Committee for follow-up about potential new membership with these non-members. Societies are also showing the webinars at their meetings, providing even greater outreach. Overall, this has been a very successful and well received project.

VIII. New Business

a. Governance Committee Mario Ferrusi

i. Bylaw changes to changes to conform with NY Non-profit law

Mario reported that the Governance Committee has received the sections proposed by Laura Butzel as requiring update to make AOS bylaws congruent with NY Not-for-profit law, and is working on developing appropriate language. Estimated time frame is two months.

b. Staffing changes Frank Smith

Frank gave a heads-up that with changes taking place, it is reasonable to anticipate responsibilities will also change, for example financial duties assumed by Robbins and Ladino will free up staff time for other priorities.

c. Other business

i. Magazine Ron McHatton

Ron reported that the August edition of *Orchids* was mailed on July 23 and the electronic version would go live July 25.

ii. Filing with New York Charities Bureau Ron McHatton

Ron has filed the Charity 500 form for 2013-4 and for the two previous years with the New York Charities Bureau, an annual filing requirement to maintain registered status as a charitable not-for-profit corporation in New York State.

IX. Adjournment

The President indicated the next BOT meeting will likely to be in September. He challenged each Trustee to think very seriously about how costs could be reduced or cut and ways to bring new revenues to the AOS. He stressed that Trustees are the agents of change. The budget must be balanced. It is the responsibility of Trustees to make this happen.

The President asked for adjournment.

**Upon a motion made an seconded,
the Trustees VOTED to ADJOURN the meeting.**

The meeting adjourned at 9:35 EDT.

Respectfully submitted,

Jean Hollebhone,
Secretary
July 29, 2014
minor revisions August 25, 2014.

Attachment1 Approved BOT Minutes of May 29, 2014



Minutes of the BOT
meeting 29-05-2014.d

Attachment 2 Robbins and Landino proposal



Robbins and Landino
proposal (American_O

Attachment 3 Application for Affiliation



AFFILIATED
SOCIETIES EVANSVIL

Attachment 4 Fall 2015 Annual Meeting of the Members proposal



fall 2015 meeeeting
proposal.docx

Attachment 5 Membership drive proposals



masc membership
drive.pdf



Automated Referral
Program.docx

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