

**Goshen Farm Preservation Society Annual Membership Meeting Minutes
January 19, 2022**

Called by:	Louis Biondi	Type of Meeting:	Board of Directors Annual Membership Meeting
Facilitator:	Louis Biondi	Recorder:	Sharon Biondi
Date:	January 19, 2022	Time:	7:37 PM
Location:	Zoom Teleconference		
BOD Attending:	Louis Biondi, Rebecca Benner, Roy Benner, Sharon Biondi, Erik Wallace, Rose Mary Stocker, Barbara Morgan, Christy Folderauer, Terry Brandon, Linda Páez and Bob Nestruck		
Chairman, Members and Guests Attending:	Michael Buchet, Linda Beck, Cindy Wallace, Ginny Klocko, Bill Klocko, John Campbell, Katherine Woods, Craig Madden, Stephen Stocker, Laura Murray, Larry Jennings, Margarette Jennings, Michael Long, Susan Brandon, and Eloise Ullman, and Guest Heather Bagnall		

1. The meeting was called to order on Wednesday, January 19, 2022 at 7:37 PM by President, Louis Biondi.
 - a) President Louis Biondi welcomed all members and thanked them for making the effort to join us virtually on Zoom as we appreciate membership participation at the Goshen Farm Preservation Society, Inc. (GFPS) Annual Membership Meeting. He explained that this was not a Board of Directors Meeting but the Annual Membership Meeting to review the business conducted by GFPS, over the last year, to approve the GFPS budget, to approve a By-Law change and to hold the GFPS annual elections.
 - b) Lou welcomed Delegate Heather Bagnall and thanked her for her support that allowed GFPS to receive the 2020 Maryland Capital Grant for Stabilizing the Farm House Foundation and her continued support as the Board works through this foundation repair process. Lou also thanked Delegate Bagnall for voting to eliminate the requirement for GFPS to match the \$60,000.00 awarded by the State. Finally, Lou emphasized to Members and guests present that we still need to raise the additional \$60,000.00 for this project as the project was budgeted for \$120,000.00. Eliminating the match requirement enables GFPS to use the grant monies first and then GFPS funds after the grant monies are exhausted. The bottom line is that we are continuing to raise the additional \$60,000.00.
2. Certification of a Quorum
 - a) President Biondi certified that we have a list of all the Members attending and have reached a quorum at this meeting. As of this meeting date according to the Membership Chair, we have 240 Members. We need 10% attendance which is 24 Member attendees. We have 25 members present and thus meet our quorum requirement.
3. Review of Minutes – January 27, 2021, Annual Membership Meeting

- a) President Biondi asked for any changes, additions, or corrections to the Minutes. Roy Benner pointed out that he was not listed in the section regarding committee chairs that were willing to serve on the Board in 2021. Secretary Sharon Biondi will make that most important addition to the 2021 Annual Meeting Minutes. **Michael Buchet made a motion to approve the January 27, 2021 Annual Meeting Minutes with “Roy Benner, Grounds Chair”, included on page 4, Closed Session for Election of Officers and Committee Chair assignments. Christy Folderauer seconded the motion.** Lou stated there were 17 votes to approve the Minutes and 0 against. **The motion carried.**
- b) President Biondi told the Members attending that later in the Meeting, we will go into Closed Session to elect the Officers and the President will make Committee Chair assignments. While we are in Closed Session, the Members can remain on the Zoom link or rejoin us at a time announced before Closed Session. After the Closed Session, we will reconvene and announce the new Officers and Chairs. He also stated that the Board Members appreciate participation of Members in this Annual Membership Meeting, and we will entertain comments and answer general questions when the meeting is opened to the floor.
- 4. President’s Remarks and Annual Report of the Board of Directors
 - a) President Biondi asked if there were any questions or corrections on the Annual Report of the Board of Directors.
 - i) Becky Benner stated that there were some corrections. Becky stated the corrections and Lou made the corrections to the Annual Report.
 - ii) There were no other comments on the Annual Report.
 - b) Annual Report of the Board of Directors
 - i) President Biondi stated that he first wanted to thank all Board of Directors for their hard work throughout 2021. Much of this year’s activity continued to be hampered by the COVID-19 Pandemic and its numerous variants and yet much was still accomplished by this hardworking and determined Board! They kept the organization running, kept the funds flowing and maintained and improved the property.
 - ii) President Biondi recommended that Members read the Annual Report of the Board of Directors to see specifics of what the Officers and Chairs accomplished during 2021.
- 5. Treasurer’s Report – Christy Folderauer (Provided under separate cover)
 - a) Christy reported that the total in the GFPS checking account, savings account and PayPal receipts is \$92,222.27. This includes the “matching” grant monies raised in 2020 and 2021. Lou stated that we are well on our way to raising the additional \$60,000.00 needed to fund the repairs to the Farm House Foundation. The GFPS Board thanked all the donors for their generosity.
 - b) Michael Buchet made a motion to approve the December 31, 2021 Treasurer’s Report and Erik Wallace seconded. The Motion carried.**
- 6. Presentation of the GFPS, Inc. 2022 proposed budget
 - a) President Biondi thanked all the committee chairs and the Secretary for submitting their budgets for 2022. Having this information allowed Christy, Lou, and Sharon to complete the GFPS, Inc. draft budget for 2022 and receive feedback for the final budget. Lou stated that we have an activity-based budget

not a committee-based budget, so we moved enough money that was requested by the committees and the Secretary into the appropriate line items in our accounting system. When this budget is approved, it will be a *de facto* approval of what was requested by the various committees, the Secretary, and the Apiary. Discussion ensued. Lou explained that we have a net income of \$8,368.00. There are many projects that are in their initial planning stage such as the stage for the Summer Acoustic Concert Series. There may be emergency expenses, such as those we have had to cover in the recent past. The GFPS does not want to be “scrambling” for the money to meet these expenses and so the budget committee agreed to the \$8,368.00 net income.

- b) **Michael Buchet moved that we accept the proposed GFPS, Inc. 2022 proposed budget and Erik Wallace seconded.** Lou reported that there were 19 ballots for the proposed budget and 0 against. **The motion carried.**
7. Naming of vote tabulators.
 - a) President Biondi stated that we will not need vote tabulators as it is not an in-person Meeting.
8. Vote on By-Laws changes
 - a) Discussion of By-Law changes. President Biondi gave background of the process. The By-Laws were written 13 years ago for a newly formed GFPS, Inc and need to be updated. In 2020 and 2021, Becky Benner did an in-depth review of the GFPS, Inc. By-Laws. The By-Law change on the 2022 ballot was changed to meet an issue that occurred in 2021. Board Members who agree to work on By-Law changes in 2022 will make changes to the By-Laws line by line. We need changes that will efficiently, legally, and common sensibly run an organization. We plan to get this done by September 2022 so the Board can extensively review it and send out to our Members to review before the 2023 Annual Membership Meeting. Michael Buchet asked if the Board plans on having our Legal Advisor, Dirk Schwenk review the upcoming By-Law changes. Lou stated that we will. **Erik Wallace made a motion that we accept the changes to the By-Laws. Becky Benner seconded the motion.** Ballot votes on the By-Law change were 17 for and 2 abstentions. **The motion carried.**
9. Vote on Board of Directors
 - a) President Biondi read the names of candidates running for the four (4) Board vacancies: Barbara Morgan nominated Bob Nestruck, Roy Benner, Becky Benner and Sharon Biondi through an email and Linda Páez seconded the nominations through an email (both emails dated 12/29/21). There were no “write-in” candidates from the ballots. **Erik made a motion to accept the four (4) candidates by acclamation. Michael Buchet seconded the motion. The ballots showed 18 for, 0 against and no abstentions. The motion carried.**
10. President Biondi stated that the Board would move into Closed Session at 8:05 PM to elect Officers and then assign Chairs and At-Large positions. Erik Wallace let the Members and guests know that the ZOOM Meeting might close and if it did close, they could sign back in using the same link in 15 minutes for the Q&A and comments from the floor. Member Laura Murray wished Heather Bagnall a “Happy Birthday” and the Board wished Heather a “Happy Birthday” as well. Lou thanked everyone for attending the Meeting.

11. Annual Membership Meeting reconvened at 8:21 PM.
12. Open Q&A Session and comments from the floor
 - a) The Board learned from Michael Buchet that everyone who was not in the Closed Session was thrown off the original Zoom Meeting. Those wishing to rejoin the Meeting had to log in again to the original link.
 - b) There were no other questions or comments from the floor,
13. Announcement of Election of Officers
 - a) Lou Biondi – President
 - b) Erik Wallace – Vice President
 - c) Christy Folderauer – Treasurer
 - d) Sharon Biondi – Secretary
14. President Biondi also announced that all Committee Chairs agreed to serve another year.
 - a) Barbara Morgan - Communications Chair
 - b) Terry Brandon - Educational Outreach Chair
 - c) Erik Wallace - Events Chair
 - d) Louis Biondi - Financial Development Chair
 - e) Bob Nestruck - Garden Chair
 - f) Roy Benner - Grounds Chair
 - g) Scott Powers - History and Research Chair
 - h) Becky Benner - Membership Chair
 - i) Rose May Stocker - Board Member At-Large
 - j) Linda Páez - Board Member At-Large
15. Adjournment
 - a) **Michael Buchet moved to adjourn, and Christy Folderauer seconded. The motion carried. The meeting adjourned at 8:32 PM.**