

**Goshen Farm Preservation Society Annual Membership Meeting Minutes
January 18, 2023**

Called by:	Louis Biondi	Type of Meeting:	Board of Directors Annual Membership Meeting
Facilitator:	Louis Biondi	Recorder:	Sharon Biondi
Date:	January 18, 2023	Time:	7:30 PM
Location:	Zoom Teleconference and In person CSC Clubhouse		
BOD Attending:	Louis Biondi, Rebecca Benner, Roy Benner, Sharon Biondi, Erik Wallace, Barbara Morgan, Christy Folderauer, Scott Powers and Bob Nestruck Attended via Zoom: Terry Brandon and Rose Mary Stocker		
Members and Guests Attending:	Ginny Klocko, Laura Murray, Fran Bents, Tracy Smith, Joseph Meeks, Catherine Salam, Virginia Klocko, Jenni Biondi, Patty Feldt, Pam Schuller and John Schuller Attended via Zoom: Sandy and Kevin Avery, Dirk Schwenk, and Susan Brandon		

1. The meeting was called to order on Wednesday, January 18, 2023 at 7:30 PM by President, Louis Biondi.
2. President Louis Biondi welcomed all Members and thanked them for making the effort to join us virtually on Zoom and in-person at the CSC Clubhouse 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, and to elect the Board of Directors for 2023.
 - a) President Biondi introduced himself and the other Board Members to those attending. President Biondi introduced Member At-large Chair, Linda Páez who was unable to attend tonight's Meeting. He summarized her efforts to get the Tenant House repaired after a portion of the roof collapsed. Linda enlisted Bayview Builders to make critical initial repairs at no cost to GFPS. Bayview Builders is continuing their work on repairing the Tenant House into 2023.
3. Certification of a Quorum
 - a) President Biondi certified that we have a list of all the Members attending virtually on Zoom and in-person and have reached a quorum at this meeting. As of this meeting date according to the Membership Chair, we have 136 Members. We need 10% attendance which is 14 Member attendees. We have 26 members present and thus meet our quorum requirement.
4. Certificate of Appreciation
 - a) The presentation to Sharon Smith, QuickBooks Specialist, in recognition of her assistance over the last two years to our Treasurer, streamlining our Chart of Accounts and reconciling the GFPS financials.

- b) Unfortunately, Sharon Smith was not able to attend this Meeting and will be presented with her Certificate of Appreciation and thank you gift at a later date.
- 5. Review of Minutes – January 19, 2022, Annual Membership Meeting
 - a) President Biondi asked for any changes, additions, or corrections to the Minutes. Becky Benner suggested a change for clarity. Becky Benner **made a motion to approve the January 19, 2022 Annual Meeting Minutes with “Roy Benner, Grounds Chair”, included on page 4, Closed Session for Election of Officers, and Committee Chair assignments. Bob Nestruck seconded the motion.** Lou stated there were 26 votes to approve the Minutes and 0 against. **The motion carried.**
 - b) President Biondi explained to 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 and those attending in person can stay and enjoy refreshments. 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.
- 6. President’s Remarks and Annual Report of the Board of Directors (sent via MailChimp and copies provided at the in-person Meeting)
 - a) President Biondi asked if there were any questions or corrections on the President’s Annual Report to the Membership. Hearing none, President Biondi mentioned some of the highlights of the year.
 - b) President Biondi asked if there were any questions regarding the Committee Chairs’ Annual Report to the Membership.
 - i) Hearing none, President Biondi encouraged those attending who have not read these reports to do so and have a better insight of what was accomplished in 2022 and the work involved for these chairs and volunteers who assisted them in 2022.
- 7. Treasurer’s Report for December 31, 2022– Christy Folderauer (copies provided under separate cover)
 - a) Christy reported that the total in the GFPS checking account was \$52,592.32 and \$61,055.31, in the savings account.
 - b) **Erik Wallace made a motion to approve the December 31, 2022 Treasurer’s Report and Bob Nestruck seconded. The Motion carried.**
- 8. Presentation of the GFPS, Inc. 2022 proposed budget (sent via Mail Chimp and provided copies to in-person Members)
 - a) President Biondi directed Members to the printed budget.
 - b) President Biondi stated that working with Sharon Smith and our Treasurer, we have an activity-based budget process. At one point we had a very lengthy, detailed Chart of Accounts that was cumbersome, and difficult to decide where income was placed and where expenses were placed. We went to a higher level in our Chart of Accounts based on budgets submitted by the Secretary, other officers and the individual committee chairs. In February the Board will review these committee chair budgets. The advantage in doing the budget this way is

our overall budget is easier to understand yet the Board has control over all of the individual items by the various committees. Once the budget is approved, chairs can operate without waiting until the next month's Board Meeting for approval; those expenditures have already been approved. If something large comes up that is not in the budget, we have an Emergency Expenditure Policy and if the expense is over the Emergency Expenditure limit, the chair must ask the Board for approval for something that is outside their committee's budget at the next Board Meeting.

9. Explanation of how the on-line vote was conducted

- a) President Biondi stated that GFPS is fortunate to have Barbara Morgan as our Communications Chair. Barbara researched on-line voting and chose a software package, Survey Legend, for voting on-line. With this package she could have the candidates for the election, the Budget question, and include non-ballot questions related to Members who would be willing to chair committees and Members who would be willing to serve on committees. This is invaluable information to advancing growth for GFPS. The link to the voting website was emailed to the most current list of Members on January 10, 2023.
- b) The data for the ballots cast on-line were downloaded on January 16, 2023 and checked against those Members of record as of January 15, 2023 by the Secretary and the President.
- c) President Biondi stated that in reviewing the ballots, seven (7) ballots were not counted as they were part of the test data and were completed before the January 10th ballots link was sent out. Six (6) ballots were unsigned and Membership status could not be checked without a name and were discarded. Three (3) ballots were discarded as these were from people who were not current on their GFPS Membership dues. The Society's PayPal account was checked on January 16th and 17th to see if anyone who had submitted a ballot was a paid Member and their ballot should be counted. There were three new Members, but these were not the three mentioned above. We had a total of twenty-five (25) valid ballots that came from SurveyLegend and four (4) paper ballots from tonight's meeting. For a total of twenty-nine (29) ballots cast.

10. Naming of vote tabulators

- a) Members Laura Murray and Patty Feldt agreed to count votes from the Ballot spreadsheet compiled from SurveyLegend and tonight's paper ballots.
- b) Mention of Corporate Sponsors while votes were tabulated.
 - i) Color Fire Media Digital Marketing, (Emerald Level) took on the huge task of analyzing and upgrading our website, MailChimp messages, and thousands of dollars' worth of work all of which has been donated.
 - ii) Cape Ace Hardware (Sapphire Level) did a "Round-up" fundraiser for GFPS last year that was amazing. The fundraiser raised more than \$4,000.00 and Melissa Wade wrote a check to match what the community had donated.
 - iii) Richard's Tree Care (Gold Level) has donated thousands of dollars worth of free tree services, provided a dumpster to Bayview Builders for its work on the Tenant Cottage, and donated \$250.00 towards the purchase of two Kayaks for the Kayak Raffle for three (3) years.

- iv) Bella’s Liquors (Gold Level) has continued to donate wine and catering for our Annual Wine Tasting/Raffle fundraiser. They also donated the space for this fundraiser until the County plans for the extension of the Broadneck Peninsula Trail made this location impossible.
 - v) Mona LaCovey and Associates P C (Silver Level)
 - vi) Galway Bay Irish Restaurant, Irish Restaurant Company (Silver Level) has donated every Harvest Pasta Dinner event since 2015 salad, bread, pasta and heated catering servers.
 - vii) The Jazz Perpetrators (Gold Level) donated or charged half of their fee for playing at the Java & Jazz/Tea & Tunes and the Wine Tasting events.
11. Vote on Board of Directors and Budget
- a) President Biondi reported that we had four (4) Members and two (2) write ins for four (4) vacancies on the Board.
 - i) The Members running for reelection were Barbara Morgan, Christine Folderauer, Terry Brandon and Erik Wallace. All were reelected with a total of twenty-nine (29) votes. The budget was approved with twenty-nine (29) votes and there were no votes against the candidates or the budget. The two write-in candidates were Dirk Schwenk, one (1) vote, Louis Biondi (1) vote, and another person who was not a Member.
 - b) **Sharon Biondi moved that we accept the proposed GFPS, Inc. 2023 proposed budget and Erik Wallace seconded. The motion carried.**
12. Closed Session
- a) President Biondi stated that he would turn the Meeting over to Erik Wallace, Vice President, as the Board would move into Closed Session at 8:03 PM to elect Officers and then assign Chairs and At-Large positions.
 - b) **Erik Wallace moved that we move into Closed Session. Louis Biondi seconded and the motion carried.** Erik let the Members who were on Zoom know that we were moving into Closed Session and those Board Members who were in the Closed Session remotely, go to the second link that they were sent. He stated that we would be in Closed Session about 15 minutes and then return for a Question and Answer (Q&A) Session and comments from the floor. Members and guests could stay and have refreshments or were free to leave.
13. Annual Membership Meeting reconvened at 8:22 PM.
14. Announcement of Election of Officers by President Erik Wallace
- a) Erik Wallace – President
 - b) Barbara Morgan – Vice President
 - c) Christy Folderauer – Treasurer
 - d) Sharon Biondi – Secretary
15. President Wallace also announced that all Committee Chairs present agreed to serve another year. He also stated that we are looking for a new Events Chair person or persons willing to serve. He will be continuing to “cover” this chair responsibility but as President that will be very difficult.
- a) Barbara Morgan - Communications Chair
 - b) Terry Brandon - Educational Outreach Chair
 - c) Erik Wallace - Events Chair
 - d) Louis Biondi - Building & Maintenance Chair

- e) Bob Nestruck - Garden Chair
 - f) Roy Benner - Grounds Chair
 - g) Scott Powers - History & Research Chair
 - h) Becky Benner - Membership Chair
16. Open Q&A Session and comments from the floor
- a) Roy Benner wanted to mention a few items.
 - i) Roy showed the Members the four (4) new aluminum signs that will be posted at the various path entrances to the Farm to encourage people who walk around the Farm but are not Members to join using the QR Code on the sign.
 - ii) Roy also discussed that we have had nineteen (19) Eagle Scouts and Girl Scouts who became Eagle Scouts who have completed projects at the Farm.
 - (1) One project was building a bridge over a culvert on the trail from Walnut Ridge to Cape St. Claire Elementary School.
 - (2) A recent Eagle Scout Project was mapping out and naming trails on the property. This scout will be completing a map of these trails and features of the Farm. He also noted all the deer trails and mapped these as well.
 - (3) All the Eagle Scouts who have done projects raised the money for their projects. This past year (2022), Eagle Scouts have raised about \$9,000.00 for their projects. Roy currently has five (5) Eagle Scout Projects working and one (1) new request for an Eagle Scout Project.
 - b) Sharon Biondi stated that she wanted to bring Members attending up to date regarding the \$60,000.00 GFPS was endeavoring to raise through donations for stabilizing the Farm House foundation. In 2020, the project was estimated at \$120,000.00. The State of Maryland Capital Projects Grant granted \$60,000.00 to this project in 2020 (and forgave the “match” in 2021). GFPS still needed to raise the remaining \$60,000.00 for this project. In speaking with the Treasurer tonight, GFPS has raised \$45,000.00 in donations towards this project!
17. Adjournment
- a) **Bob Nestruck moved to adjourn, and Barbara Morgan seconded. The motion carried. The meeting adjourned at 8:30 PM.**