

**Goshen Farm Preservation Society Annual Membership Meeting Minutes
January 17, 2024**

Called by:	Erik Wallace	Type of Meeting:	Board of Directors Annual Membership Meeting
Facilitator:	Erik Wallace	Recorder:	Sharon Biondi
Date:	January 17, 2024	Time:	7:30 PM
Location:	Zoom Teleconference and In person at the CSC Clubhouse		
BOD Attending:	Erik Wallace, Rebecca Benner, Roy Benner, Sharon Biondi, Shannon Beauchamp and Bob Nestruck Attended via Zoom: Barbara Morgan, Terry Brandon, Christy Folderauer, Dirk Schwenk, Rose Mary Stocker and Linda Paez		
Members and Guests Attending:	Lou Biondi, Larry Jennings, Margarete Jennings, Dave Smith, Leigh Ann Smith, Linda Anastasia, Steve Anatasia, Marcia Dudley, Kim Forry, Kevin Avery, Virginia Wimberley, Christina Joss, and Jocelyn Weinbaum Attended via Zoom: Jenni Biondi, Virginia Klocko, Jan Scopel, Ari Isaacman, David Drew, Doug Bragdon, Jim McCrea, and Laura Murray		

1. The Annual Membership meeting was called to order on Wednesday, January 17, 2024 at 7:30 PM by President, Erik Wallace.
2. President Erik Wallace 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, approve By-Law changes, and to elect the Board of Directors for 2024.
 - a) President Wallace introduced himself and the Board Members present in person to those attending.
3. Certification of a Quorum
 - a) President Wallace 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 228 Members. We need 10% attendance which is 23 Member attendees. We have 33 members present and thus meet our quorum requirement.
4. Review of Minutes – January 18, 2023, Annual Membership Meeting
 - a) President Wallace asked for any changes, additions, or corrections to the Minutes. Lou Biondi **made a motion to approve the January 18, 2023 Annual Meeting Minutes. Bob Nestruck seconded the motion. The motion carried.**
 - b) President Wallace 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. The Board will entertain comments and answer general questions when the Meeting is opened to the floor.

5. President's Remarks and Annual Report of the Board of Directors (sent via MailChimp and copies provided at the in-person Meeting)
 - a) President Wallace asked if there were any questions or corrections on the President's Annual Report to the Membership. Hearing none, President Wallace mentioned some of the highlights of the year.
 - i) Erik highlighted the continued work on the Tenant House, plans for the Milk House, running electric to the lower field, plans for holding ponds to alleviate storm water run-off that is damaging the driveway (Radoff Road), and the possibility to move the concert venue to the field below the Flag Pole. Last, Erik shared the sad news that GFPS was mourning the loss of Member E. Joseph "Joe" Lamp who was a longtime supporter of Goshen Farm.
 - b) President Wallace read the summarized Committee Chairs' Annual reports to the Membership.
 - c) Erik Wallace asked if there were any questions regarding the Committee Chairs' Annual Report to the Membership.
 - i) Hearing none, President Wallace encouraged those attending who have not read these reports to do so and have a better insight of what was accomplished in 2023 and the work involved for these chairs and volunteers who assisted them in 2023.
6. Treasurer's Report for December 31, 2023– Christy Folderauer (copies provided under separate cover)
 - a) Christy reported that the total in the GFPS checking account was \$65,911.92 and \$67,615.96, in the savings account. The Pay Pal account has \$1,864.52. Last, donations to the 2020 Capital Grant Fund for first floor stabilization of the Farm House have reached between \$55,000.00 and \$56,000.00 in donations to date. Christy is reconciling donations that came in late in December 2023.
 - b) Lou Biondi made a motion to approve the December 31, 2023 Treasurer's Report and Bob Nestruck seconded. The Motion carried.**
7. Presentation of the GFPS, Inc. 2024 proposed budget (sent via Mail Chimp and copies provided to in-person Member attendees)
 - a) President Wallace directed Members to the printed budget.
 - b) President Wallace stated that working with Sharon Smith, certified QuickBooks advisor and our Treasurer, the Society has adopted an activity-based budgeting process which is presented here.. Each Committee will have its budget reviewed and approved at the February Board of Directors Meeting and funds approved in those budgets can be spent without further consultation with the Board of Directors. 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. President Wallace asked if there were any questions regarding the budget. There was one question from the floor regarding what was meant by the term "general" under Expenses,

Property Maintenance. The Treasurer responded that the term “General” referred to electricity billing payments.

8. Explanation of how the on-line vote was conducted
 - a) President Wallace stated that GFPS is fortunate to have Barbara Morgan as our Vice President and Shannon Beauchamp as our Communications Chair. Barbara chose a software package, Survey Legend, for voting on-line. Coordinating with Shannon they were able to include on the Ballot the candidates for the election, the Budget question, the By-Laws change 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 12, 2024.
 - b) The data for the ballots cast on-line were downloaded on January 16, 2024 and checked against those Members of record as of January 16, 2024 by the President, the Membership Chair and the Vice President..
 - c) President Wallace stated that in reviewing the on-line ballots, three (3) ballots were unsigned, Membership status could not be checked without a name and these three (3) ballots were discarded.. We had a total of thirty-three (33) valid ballots that came from SurveyLegend and two (2) paper ballots from tonight’s meeting. For a total of thirty-five (35) ballots cast.
9. Naming of vote tabulators
 - a) Members Becky Benner and Barbara Morgan agreed to count votes from the Ballot spreadsheet compiled from SurveyLegend and tonight’s paper ballots.
10. Vote on Board of Directors and Budget
 - a) President Biondi reported that we had four (4) Members and one (1) write in for four (4) vacancies on the Board.
 - i) The Members running for reelection were Shannon Beauchamp, Linda Páez, Dirk Schwenk and Scott Powers. Shannon received thirty-four (34) votes, Linda received thirty-one (31) votes, Dirk received thirty-three (33), Scott received thirty-five (35) votes and the write-in for Kevin Avery received one (1) vote. President Wallace asked Kevin Avery if he wished to serve on the Board of Directors and Kevin responded “no”. All four candidates on the ballot were reelected. The budget was approved with thirty-five (35) votes. The By-Laws change was approved with thirty-five (35) votes.
 - b) **Sharon Biondi moved that we accept the proposed GFPS, Inc. 2024 proposed budget and Bob Nestruck seconded. The motion carried.**
11. Closed Session
 - a) President Wallace stated that the Board would move into Closed Session at 8:00 PM to elect Officers and then assign Chairs and At-Large positions.
 - b) **Erik Wallace made a motion to move into Closed Session. Sharon 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, would go to the second link that they were sent. He stated that we would be in Closed Session about 15 minutes and then return to announce the Officers and the committee chairs for 2024. We will hold

- a Question and Answer (Q&A) Session and have comments from the floor.
Members and guests could stay, have refreshments or were free to leave.
12. Annual Membership Meeting reconvened at 8:20 PM.
 13. 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
 14. President Wallace also announced that all Committee Chairs present agreed to serve another year. Rose Mary Stocker has resigned from At-Large Member. Linda Páez agreed to continue as At-Large Member. He also stated that we are looking for a Financial Development Chair and a Volunteer Coordination Chair. The chairs for 2024 are as follows:
 - a) Louis Biondi – Building and Maintenance Chair
 - b) Shannon Beauchamp - Communications Chair
 - c) Terry Brandon - Educational Outreach Chair
 - d) Barbara Morgan - Events Chair
 - e) Bob Nestruck - Garden Chair
 - f) Roy Benner - Grounds Chair
 - g) Scott Powers - History & Research Chair
 - h) Becky Benner - Membership Chair
 - i) Dirk Schwenk – Security Chair
 15. Open Q&A Session and comments from the floor
 - a) There were no questions or comments from the Floor.
 16. Adjournment
 - a) **Bob Nestruck moved to adjourn, and Roy Benner seconded. The motion carried. The meeting adjourned at 8:25 PM.**