

Michigan Botanical Club—State Board Meeting April 30, 2016

Michigan Botanical Club - State Board Meeting Hidden Lake Gardens, Tipton, Michigan

April 30, 2016

In Attendance: Alice Ward, Arlene Obetts, Bob Kelly, Emily Nietering, Garrett Crow, Irene Eiseman, Jim Hewitt, Judy Kelly, Mary Danforth, Michael Huft, Phyllis Higman, Richard Fowler, Ruth Hart, Sarah Nooden, Sheila Bourgoin, Tony Reznicek, Wayne Roussel. (17)

1. Called to Order by President Judy Kelly at 11:54 AM

2. Review of agenda and previous meeting minutes

a. The written agenda was modified to add “recordings” to the Web Master Report and to add “trout farming on the AuSable River” to New Business. It was then approved on motion by Sarah, second by Tony.

b. The minutes from the 1/23/16 meeting, as published in the Arisaema, were approved on motion from Bob, second by Phyllis.

3. Robert’s Rules of Order – per Judy these rules will govern the meeting and members should raise their hand when wishing to speak.

4. Announcements

a. President’s email list: Judy’s list is current with the update of the Riepma email address.

b. MBC brochure: Sarah passed around the latest edition for examination.

c. Field Botany Course: Scheduled to begin June 25 at the U of M Biological Station and has a few openings left. Chuck Davis will teach the first session and Tony Reznicek will instruct Session 2. Tony said non- traditional students are welcome and tuition assistance may still be available.

5. Committee Reports

a. Web Site – Sheila announced she has a forty-minute video recording of a PowerPoint presentation by Tony Reznicek on the topic of botanical name changes. It is too large a file for placement on the website but could be reproduced on DVD’s or by paying for web hosting. Judy suggested that a grant to do either or both could be requested from the Michigan Botanical Foundation. Sheila reminded members that she is a resource for helping chapters with posting their events onto the website.

b. Corresponding Secretary – The next Arisaema will contain information on the Fall Foray and Wayne told Mary that the Southwest Chapter requests a mail-date deadline of July 23. This pushes the preferred deadline for submissions to June 24. Chapter reports would also go in this issue and Irene wondered how this might impact space in the newsletter. Mary said it would be better to have a few extra pages than publish an additional issue and encouraged chapter presidents to be concise in their write-ups.

c. Treasurer – In Bob’s Treasury Report, which, along with the Statement, had been emailed to board members, he noted that in order to remove the name of the retired Dan Steen from the MBC bank account a new account owner would be needed. Wayne volunteered to be the new account owner. Accordingly, a motion was made by Richard as follows: The Michigan Botanical Club Board authorizes Wayne Roussel to be a signer/owner on the Michigan Botanical Club Account held at the Honor Credit Union in St. Joseph, Michigan effective May 1, 2016. Motion seconded by Mary and approved unanimously. Judy reminded the chapters to submit their 2016 dues of \$7 per member.

d. The Michigan Botanist (TMB) – Michael recognized the work of Dan Kashian in the publication of the latest double issue, a “Tribute to Burt Barnes.” Michael said that the last 2015 issue would be going to the typesetter in the next several days and that the first two 2016 issues were in good shape and might be sent to the printer simultaneously.

Michael reported that institutional subscribers are declining: from 85 when he took over to about 70 now and only 11 of these have paid for 2016. He talked about the electronic presence of TMB and of the existing 12-month “embargo” before a published issue is available for access at the U of M Library hosting site. Open access and the cost of printed copies are issues directly related to the viability and, in fact, survival of TMB which he next elaborated on. In addition to publishing costs, submissions are another major challenge. Thirty- two printed pages are needed every 3 months. In the prior 12 months he has received but one long paper, the rest being short papers, book reviews, and noteworthy (collections. He looked at other botanical journals e.g. Rhodora, Castanea, Madrono, all considerably larger than TMB, and noted their larger geographic area online availability on subscription sites such as BioOne and JStor, and sufficient submissions. Michael advocated for expanding the range of TMB beyond the Great Lakes which is more limited in botanical diversity, for dropping the 12-month embargo, and for forming a committee to discuss other issues such as promotion, name change, online access and other measures to attract authors. In the discussion, Phyllis felt the geographic range was broad enough and other factors were causing fewer submissions. Tony said other journals, like natural areas journals, were newer competitors. Garrett felt once TMB was back on schedule, which it will soon be, that submissions would pick up. At this point Judy suggested members give additional input to Michael via email and to consider volunteering to serve on the committee. Garrett and with authority to remove the 12-month embargo without Board action and encouraged him to do so.

e. Constitution and Bylaws Committee – no report.

f. Big Trees – no report.

g. Fall Foray Report – With the Foray still four months away, Wayne reported that everything was on schedule. \$171 was expended for new first aid kits and cookies are now to be included in the Friday evening snacks. A meeting room has been reserved for Saturday and Sunday afternoons from 5 to 6 PM for the MBC Board Meeting and another room on Sunday for the Great Lakes Chapter annual meeting.

h. Foundation Report – Emily reported that the grant guidelines for Michigan Botanical Foundation are now on the Website on the Botanical Foundation page. She said one grant has been approved and one is pending. MBF is back in business with a new board consisting of: Emily Nietering, President; Judy Kelly, Vice- president; Bob Kelly, Treasurer; Michael Huft, trustee; Bev Walters, trustee. Emily will check to see if Dave Warners is willing to serve. Garrett believed he is willing.

i. Nominating Committee – Sarah presented the slate of officers for the 2017-2018 term: President, Garrett Crow; Vice President, Dan Skean; Treasurer, Bob Kelly; Corresponding Secretary, Sheila Bourgojn; Recording Secretary, Jim Hewitt. It was noted that Bob Kelly will continue serving as treasurer until a new treasurer is found. Wayne moved, Alice second, to certify the slate for the term beginning January 1, 2017. Motion approved. Sarah thanked the other members of the nominating committee: Craig Elston, Tyler Bassett, Brad Slaughter, and Judy Kelly.

6. New Business

a. Trout farms on AuSable – Tony made available the contents of an email he received from ethnobotanist Dan Moerman (once a sponsored Foray student) about pending MDEQ approval of these fish farms and encouraged members to make comments. A variety of negative environmental impacts could occur with these operations including on aquatic and shoreline vegetation.

b. Michigan Environmental Council (MEC) Contribution – Since today’s program speaker, Brad Garmin of the MEC, does not accept an honorarium when speaking on behalf of that organization Emily felt it appropriate to make a contribution to the MEC in so moved a dollar amount of \$100. Tony second and motion approved. MBC is a contributing member of the MEC..

7. Old Business

a. Winter Wildflowers booklet – Tony said they have photos and the limitation on completing the project is his and Larry Nooden’s time.

b. Nonprofit status of MBC – At the prior meeting a motion was approved to request Michael Huft to identify the paperwork required for MBC to become incorporated as a 501(c)(3) organization. Today he presented the Board with a proposed written motion (attached) containing replacement language for Article 2 of the Articles of Incorporation which expanded and clarified the purposes of the organization. A new article was added which stated the restrictions on activities not permitted under Section 501(c)(3) such as political campaigning or attempting to influence legislation and which also included a paragraph on disposition of assets in the event of dissolution. During the discussion it was again noted that the benefit to MBC of 501(c)(3) organization is primarily the ability to accept tax-deductible contributions. Since MBC would not be making any grants the mission of the MBF should not be impaired, which was a concern raised by Emily. In response to a question from Irene Michael said the chapters would not immediately be included in a change to 501(c)(3) as they are organized separately. The Constitution and Bylaws Committee will address that situation. Two other parts of Michaels proposed motion were to submit the suggested amendments to a vote of the membership and when approved to submit the amendments to the Department of Licensing and Regulatory Affairs. Garrett moved to accept Michaels proposals with a slight wording change suggested by Tony during the discussion (and noted on the attachment). Second by Tony and motion approved.

Michael was asked to provide Mary with the proposed amendments for publication in the Arisaema in preparation for a vote by the members at the Fall Foray.

c. Special Recognition Award – following up on his 1/23/16 proposal for an award to recognize outstanding achievements by MBC members, as well as non-members, toward the mission and aims of MBC Larry Nooden submitted an expanded proposal for Board consideration. The Board reviewed and discussed the written proposal and agreed to accept it on a motion by Emily and second by Garrett. There was one abstention. The award will be known as “Michigan Botanical Club Special Recognition for Outstanding Contributions.” The State Vice President will administer the nomination and selection process as well as the award which will be something on the order of a certificate and/or engraved plaque.

8. Next State Board Meeting – Saturday, September 3, 5:00 PM at Holiday Inn West, Kalamazoo.

9. Adjournment – Judy declared the meeting adjourned at 1:37 pm.

—Submitted by Jim Hewitt, Recording Secretary

05/07/2016

Revised, 5/11/16

Submitted by Michael Huft for consideration at

4/30/16 Board Meeting

Motion:

First, to approve the following amendments to the Articles of Incorporation of the Michigan Botanical Club:

1. Replace the current Article 2, which reads

The purpose or purposes of this corporation are as follows: (1) the conservation and plan ting of native plants, (2) the

education of the public to appreciate and preserve plant life,

(3) the sponsoring of research leading to semi-popular

publications on the plant life of the state, and (4) the promotion of conservation of Michigan flora and establishment of sanctuaries where possible.

With the following:

The corporation is organized exclusively for scientific, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as from time to time amended (the “Code”), or the corresponding section of any future federal tax code, including, for such purposes, focusing on (i) conservation of

all native plants; (ii) education of the public to appreciate and preserve plant life, (iii) sponsorship of research and publication on the plant life of the State, (iv) sponsorship of legislation to promote preservation of Michigan native flora, (v) establishment of suitable sanctuaries and natural areas, and (vi) cooperation in programs concerned with the use and conservation of all natural resources and scenic features.

2. Add the following new Article:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursement for expenses and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Upon the dissolution of the corporation, assets of the corporation remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

Second, to submit these proposed amendments to a vote of the membership. Third, once approved by the membership, to submit these amendments to the Michigan Department of Licensing and Regulatory Affairs for filing in accordance with procedures established by that Department.

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