

Executive Committee Teleconference Minutes
April 19, 2016 Conference Call

The regular monthly conference call of the PAA Executive Committee (EC) was called to order by the president, Loretta Mikitel, at 2:06 p.m. AT on April 19, 2016. A quorum of officers was present. The following persons participated in the call: L. Mikitel, M. Thornton, S. Jansky, C. Wohleb, S. Essah, A. Thompson, M. Pavek, J. Bamberg, L. Wing, J. McMorran and V. Bisht.

President Mikitel called for additions or changes to the agenda. There were none and the agenda was approved by consensus.

MOTION moved by A. Thompson, seconded by S. Essah, and unanimously passed to approve the minutes of the PAA EC Teleconference of March 15, 2016.

1. Officer and Committee Updates:

- a. President – President Mikitel reported that she has distributed 25 of the PAA brochures at three conferences this year. She asked Lori Wing to send her 50 more for future meetings. Susie Thompson has also been handing out brochures. Vikram Bisht would like 35 brochures to hand out. Mikitel reports that she has been busy with the restructuring and transitioning activities and will discuss those later today.
- b. Administrator – Lori Wing reported that her desktop computer crashed and she is doing what she can with her laptop computer until the desktop computer can be restored. This is limiting some of the work she can do.
- c. Finance & Endowment – Bret Nedrow could not attend the call, but he asked President Mikitel to ask the group to think about investment strategies, especially as they relate to acceptable risk and potential growth.
- d. AJPR – John Bamberg had nothing new to report. Mike Thornton asked when we need to renew the Springer contract. President Mikitel noted that it expires in December of 2017, but any changes we wish to make to the contract must be made in writing a year in advance, i.e. before the end of this year. She suggested that the Springer Contract Committee meet before the annual meeting. The biggest question is whether to sign on to a 3-year or 5-year contract. She will put this on the list of things to do.

- e. Membership - Shelley Jansky suggested that we contact some of the organizations that are listed in the National Potato Council brochure as sustaining members to see if they are interested in joining The PAA. Lori Wing noted that some of them are already sustaining members of The PAA and we will need to check that. If she has some time, Jansky will send membership brochures and a letter to these groups. Wing will send Jansky another 25 brochures.

2. **Old Business:**

- a. Restructuring/transition update – President Mikitzel said the committee has had conference calls with Karen Bonaudi, the consultant, almost every week. They have been working on the Articles of Incorporation and a communications guideline. They will be working on the Bylaws next.
- b. Conference and accounting services – Shelley Jansky met with the firm that manages the Alliance of Crop, Soil and Environmental Sciences. She learned that they administrate several different professional scientific societies and have been doing this for at least 14 years. They are going to put together a proposal for us, after they have received a copy of our 990 report. Among other things, they do the accounting and work through the legal aspects of running these societies. This includes managing investments. They also organize or help to organize annual meetings, and they can update websites.
- c. Silent Auction Procedures – Lori Wing did not have any new comments.

3. **New Business:**

- a. \$3000 LAC loan for Idaho 2018 annual meeting – President Mikitzel noted that the LACs usually ask for the start-up loan a year before the meeting, but the Idaho LAC has requested it earlier. They have been given the loan.
- b. Articles of incorporation, communications guideline – A PAA communications timeline, a model for Structure of Governance Documents, and updated Articles of Incorporation were emailed to EC members before the meeting. The communications plan relates to how and when the Restructuring/Transition Committee will notify the EC and then the membership about updated governance documents. The goal is to have all of the documents prepared for review by June 21. Documents will be sent to the EC before the next EC meetings in May and June. The model for the Structure of Governance Documents explains what the Articles of Incorporation and Bylaws should and should not do. One of the primary goals is to separate the Bylaws from administrative procedures. Karen Bonaudi redrafted our Articles of Incorporation so they are compliant with new laws. The primary differences are in Articles 6 & 7 that

relate to prohibitions and dissolution of the corporation respectively. Article 3 refers to the registered agent. The registered agent is a person the State of Maine can contact. This person must be a resident of Maine. The current agent is Alfred Bushway, who is retired from the University of Maine, but he has agreed to serve in this role for now. The registered agent can refer to a position, such as “Administrator”, rather than a person. There was not a consensus about who the registering agent should be. There were no questions or comments about the communications plan or the Articles of Incorporation.

- c. Addition of a June conference call – The EC members on the conference call scheduled an EC meeting on June 14 at the usual time.

The next EC conference calls are planned for May 17.

MOTION moved by S. Thompson seconded by V. Bisht, and unanimously passed to adjourn the meeting at 2:59 p.m. AT.

Respectfully submitted,
Carrie Wohleb, PAA Secretary