

# 2024-02-28 Meeting of the Board of Directors

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## Time and Location:

7pm ET Virtual Meeting <https://meet.google.com/ica-fdvh-jje> (Members only, for the public session after the conclusion of the Executive Session)

## Call to Order:

Meeting called to order by Jonathan White at 7:03pm.

Board/Officer Name	Position	Term	Attendance (Y/N)
Jonathan White	Board Member, Chairperson	2023-2026	Y
Bev Murdock	Board Member, Secretary	2021-2024	Y
Mike DeWan	Board Member	2021-2024	Y
Brad Hess	Board Member	2022-2025	Y
Jessee Maloney	Board Member	2022-2025	N (excused)
Scott Silvers	Board Member	2023-2026	Y
Jennifer Chu	Board Member	2023-2024	Y
John Dubelko	Treasurer	2023-2024	Y
Adam "Squirrl" McClintock	President	2023-2024	N

## Executive Session

**Motion:** Move to approve correspondence to Member A via counsel.

**Vote:** Motion carries by voice vote.

Executive Session concluded at 7:17pm

Open Session resumed at 7:24pm

## Consent Agenda

Any Board Member may make a motion in the Consent Agenda. The purpose of the Consent Agenda is to propose motions that have been discussed by Board Members in advance and/or are expected to pass without objection. If the item does not fit this description, it should be proposed in New Business. Discussion of Consent Agenda items should be done via Slack prior to the meeting. Any Board Member present at the meeting may request that an item be moved from the Consent Agenda to New Business. The motions in the Consent Agenda (after any items are moved to New Business) may be passed as a group if there are no objections. Any motion that requests spending \$250 or more must include a section on "Relevance to our tax exempt purpose".

## CA1: Purchase a Square Terminal (Scott Silvers)

**Issue:** We have been using iPads to run Square for purchases. The iPads are old and no longer supported. Square sells a terminal that can replace the iPads as an all in one solution, as well as allowing us to use chip and tap transactions. <https://squareup.com/us/en/hardware/terminal>

**Solution:** Purchase a Square Terminal to pilot at Leesburg for \$299 + tax. 2.6% + 10 cents per transaction. If everything works as planned purchase an additional terminal for Purcellville

**Relevance to Tax Exempt Status:** None

**Motion:** Move to increase the "Merchant processing" budget line item by \$650 for the purchase of a Square Terminal by the IT Committee Chair.

## CA2: Post Legal Review Revisions to Bylaws and Standing Rules (Jonathan White)

**Issue:** We had the Bylaws reviewed by legal counsel and changes were suggested. Some should be changed for compliance with Virginia statute regarding not-for-profit corporations, and others still need to be discussed. There is one change needed to the Standing Rules.

**Solution:** Bring forward for a vote those sections which are either redundant to Virginia statute, or need to be changed so they are in line with Virginia statute regarding not-for-profit corporations and update the fees section of the Standing Rules. This will be a series of motions so that they can be discussed if needed.

**Relevance to Tax Exempt Status:** None

### Motions:

- CA2A: Move to delete sections 4.1.2, 4.1.2.1 and 4.1.2.2 of the Bylaws regarding language that is redundant with to VA statutes regarding the Board's duties.
- CA2B: Move to amend section 4.2.2.2 of the Bylaws to read, "Removal by majority vote in a Regular, Special or Annual Meeting of the Membership, in which two thirds of the voting Members are represented in person or by proxy;"
- CA2C: Move to amend 4.4.1 of the Bylaws to read, "Makersmiths will use the current edition of Robert's Rules of Order as the framework for running meetings of the Board of Directors. However, failure to adhere to the provisions of Robert's Rules of Order will not invalidate Board action."
- CA2D: Move to remove section 4.13 from the Bylaws.
- CA2E: Move to amend section 4.4.3 of the Bylaws to read, "Motions at meeting of the Board of Directors shall only be brought by a Director."
- CA2F: Move to remove sections 5.3 and 5.4 from the Bylaws.
- CA2G: Move to amend section 8.1 of the Bylaws by adding a period at the end of "...the best interest of the Corporation." and delete remaining text of 8.1
- CA2H: Move to remove section 10.3, 10.5, 11.4 from the Bylaws.

## CA3: Restore Marketing Budget (Jonathan White)

**Issue:** The marketing budget was inadvertently left out of the approved 2024 at \$100 a month.

**Solution:** Approve an amended budget of \$100 or \$1,200 of the marketing committee.

**Relevance to Tax Exempt Status:** None

**Motion:** Move to add budget item #65110 Associations/Marketing to the 2024 operating budget. The budget will be \$100 a month or \$1,200 a year.

**Consent Agenda Vote:** Consent agenda as drafted carries by voice vote

## Approval of Prior Minutes

[2024-01-31 Meeting of the Board of Directors](#)

**Motion:** Move to approve the minutes as posted

**Vote:** Motion carries by voice vote

## Officer Reports

## Chairperson:

Oral report

Appreciation to all for time and contributions as organization has grown

## Secretary:

Election Timeline

Waiver Forever

## Treasurer:



2024-01.pdf

## President:

None

## Committee Reports:

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### Membership Committee (Mark Millsap)



2024-02 Board Report.pdf

### Marketing Committee (Jason Gilligan)

- Marketing will be looking for event runners for both Leesburg Flower and Garden 2024 and Loudoun Pride 2024. The cut off for both will be April 1st, 2024.
- Marketing will also be promoting Town of Purcellville's Town Hall Art Gallery to members interested in submitting for it.
- Marketing will be nominating Makersmiths for a [Leesburg Business Award](#) under the "Non-profit/philanthropic" category.

## Website Committee (Maggie Toth)

## Leesburg Facility Committee (Jessee Maloney)

Scott Silvers updated on behalf of the Leesburg Facility Committee

## Purcellville Facility Committee (Dave Painter)

Jonathan White updated on behalf of Purcellville Facility Committee

## Scheduling Committee (Jennifer Chu)



2024-02 Board Re...t\_Scheduling.pdf

## Newsletter Committee (Melissa Kowalski)

## IT Committee (Scott Silvers)

## Standing Rules Committee (Jonathan White)

## New Business

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### NB1: Purchase an Additional Waiver Station (Scott Silvers)

**Issue:** Prospective members and visitors to our spaces frequently arrive in groups of two, three or more. We have only one station at each location with which to fill out and sign our waiver. This step then becomes a bottleneck in the process, and is therefore frequently by-passed or dismissed. Non-signatories in the space become a risk to the welfare of the organization and potential liability if they should become injured.

**Solution:** A second iPad or P.C. workstation that can function as a second fill out and sign station would virtually eliminate the bottleneck. This second station need not be dedicated, but should be able to switch to function as a WaiverForever kiosk during Open Houses, events and classes.

**Relevance to Tax Exempt Status:** None

**Motion:** Motion to approve IT Stewards acquisition of two Apple 8th Generation iPads and Mount-It counter-top frames which will then be mounted on counter-top(s), one each at each location to be used as fill-out and sign waiver stations. Allocation of funds from the Equipment Reserve not to exceed \$300.00

Motion seconded then withdrawn after discussion to be revisited as needed in the future.

### NB2: Wild Apricot Upgrade (Scott Silvers)

**Issue:** At least three times within the last year, we've had to archive or otherwise remove contact records from the Wild Apricot database due to reaching our plan limit of 2000 contacts. We are currently at 1750 of the 2000 limit. Spring and Summer are traditionally times of rapid growth due to

table events at shows, fairs and other events. Reaching the limit (and constant purging) inhibits mining of our database for marketing purposes. And could inhibit our membership maintenance or growth.

**Solution:** An upgrade from the 'Professional' plan to the 'Network' plan would vastly expand the contact limit to 5000 contacts, more than doubling individuals we can network with or market to. The cost of the upgrade would be a monthly increase of \$200/mo for a total of \$440/mo.

**Relevance to Tax Exempt Status:** None

**Motion:** Authorize the Treasurer to upgrade our WildApricot subscription plan to the Network plan, increasing the WildApricot monthly allowance from \$288 to \$440 per month, for a pro-rated increase to the approved annual Telecommunications budget of \$1,368.

**Vote:** Motion does not carry.

### NB3: Computer Refresh (Scott Silvers)

**Issue:** We are in need of a recap for some of our computers and need additional workstations in some rooms.

**Solution:** Purchase new computers that will allow upgrades as needed and reallocate any newer computers they replace to needed locations



Computer Refresh-2.pdf



Computer Refresh\_updated.pdf

**Relevance to Tax Exempt Status:** None

**Motion:** Move to allocate \$13,000 to the IT Budget for the purchase of new computers, monitors, and accessories

Motion to postpone until next meeting

**Vote:** Motion to postpone carries by voice vote

### NB4: Purcellville Plotter Steward (Jennifer Chu)

**Issue:** We don't currently have a steward for the Purcellville HP plotter. Randy Holland has expressed an interest in being the tool steward.

**Solution:** Appoint Randy Holland as the steward for the Purcellville HP plotter.

**Relevance to Tax Exempt Status:** None

**Motion:**

- **NB4A:** Move to waive 7 day advance notice  
**Vote:** Motion to waive 7 day advance notice carries by voice vote
- **NB4B:** Move to appoint Randy Holland as the steward for the Purcellville HP plotter.  
**Vote:** Motion carries by voice vote

### NB5: Amend previously adopted motion allocating funds for Cosplay Room (Jennifer Chu)

**Issue:** At the 1/31/2024 Board meeting, a motion was adopted to allocate up to \$1724.66 to cover new furniture and tools as part of the Cosplay Room move, to be administered by the Cosplay steward(s). Prior to the vote, it was discussed that the \$1,724.66 approved budget would only be spent on the items listed in the proposal and that any savings would go back to the organization. It is not possible to record in the minutes this discussion on how the allocated funds will be spent.

*1/31/2024 Motion NB1 as adopted: Move to allocate up to \$1724.66 to cover new furniture and tools as part of the Cosplay Room move, to be administered by the Cosplay steward(s).*

[2024-01-31 Meeting of the Board of Directors#20240131MeetingoftheBoardofDirectors-NB1:FundsforCosplayRoom\(JesseeMaloney\)](#)

**Solution:** Amend the previously adopted motion to clarify that the \$1,724.66 Cosplay Room budget would only be spent on the items listed in the proposal and that any savings would go back to the organization.

**Relevance to Tax Exempt Status:** None

**Motion:**

- **NB5A:** Move to waive 7 day advance notice  
**Vote:** Motion to waive advance notice does not carry by voice vote
- **NB5B:** Move to amend the previously adopted motion to clarify that the \$1,724.66 Cosplay Room budget would only be spent on the items listed in the proposal and that any savings would go back to the organization.  
**Vote:** Motion not voted upon.

## Open Discussion

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DISCUSSION MOVED TO MARCH 13, 7PM (not formal meeting, just open discussion).

Site Manager and Facility Committee roles and responsibilities

Leesburg Facility Real Estate options

## Adjournment

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Meeting adjourned by Jonathan White at 9:14pm