

CRAG-VT BOARD MEETING

December 3rd 2019 – Vermont Land Trust

In Attendance: Rob, Tim, Mischa, Roderick, Andrew, Kris, Andrea, Steve

Absent: Travis, Seth, Emily

Guests: Phil, John Casari, Alec, Pete Clark, Dana Carpenter, Michael Hunter, McKinley

Start Time: 6:30 **End Time:** 8:20

BOARD BUSINESS AND GREETINGS

- Treasurer's Report
 - o Money from Reel rock, American Flatbread Benefit Bake and Metrorock Tshirt sales deposited
- Elections
 - o Emily is stepping down. The board thanks Emily for her service. Emily is interested in continuing to volunteer with Crag, but in a different capacity. The board thanks Emily for her service.
 - o Keese Lane has emailed the board indicating he would like to be on the board. Keese has been nominated. All present vote yes, except Roderick abstains. Motion passes and Keese will be on the board for 2020.
 - o Pete Clark has been nominated to the board. All present vote yes. Pete will be on the board for 2020.
 - o Dana Carpenter has been nominated to the board. All present vote yes. Dana will be on the board for 2020.
 - o Rob runs for secretary unopposed and remains as secretary
 - o Andrea runs for treasurer unopposed and remains as treasurer
 - o Mischa has been nominated for Vice President position. All present vote yes. Mischa will be the VP for 2020.
 - o Kris runs for president unopposed and remains as President.
 - o Travis, Seth, Roderick, Steve, Andrew and Tim all remain on the board.
 - o The board now consists of: Kris (president), Mischa (vice president), Andrea (treasurer), Rob (secretary), Tim, Roderick, Andrew, Seth, Steve, Travis, Pete, Keese, Dana
 - o Roderick to update google groups email list
 - o Mischa to update website bios

- Crag VT Bylaws
 - o Bylaws are updated. Updates are listed at the end of minutes. All 6 changes were unanimously approved by all board members present.
- Paid position
 - o Kris talked to his auditor. This shouldn't change non-profit status much. It is critical that payroll is done properly. We would want new accounting software to keep track of all of this. We likely want new accounting software even without a paid position.
 - Quickbooks has multiple online offerings. An be purchased through techsoup at a significant discount (potentially \$75/year unless an advanced subscription is needed).

COMMITTEE UPDATES

Membership

- Need to advertise member benefits better and update (some of our companies giving discounts no longer exist)
- There are lots of swag bags left over from the festival. Mischa would like to offer more things to drive higher dollar sustaining memberships

Stewardship

- UVM climbing team would like to do a stewardship day
- Plan to add indigenous/native land acknowledgments to kiosks

Access

- Bolton Dome
 - o Dome driveway ROW is closed Dec 15th through March 15th.
 - o Leased parking lot is closed from Dec 15th through march 15th.
 - o Public vehicle access to Dome is closed during the winter. Announce parking lot is closed, may get towed if using, encourage climbers to go climb at other cliffs.
 - o Easement cost from AF is ~\$14000. Seth to engage VLT and try to determine why two estimates are so different.
- East Side
 - o Mischa spoke with the new landowner. They had preliminary talks about liability, impact to wildlife and hunting. Seth will reach out and discuss in more detail

- Blackbarn boulders
 - Mike is moving forward with his plan of opening the Blackbarn boulders to the public. He is interested in continuing to work with Crag to determine how we can support each other. He is planning a lot of infrastructure work next year.
- Quarry
 - Mischa to put up social media post about quarry driveway being closed. Park at smile and walk down road or park at telecom hut, but do not block hut.
- Lone rock annual meeting is in January. Pete is going to put together a report, submit it to the diocese and meet with them

UPCOMING EVENTS

- Third Thursday Member Meetup at Metrorock 12/19
- Smuggs Ice Bash 1/24-1/26

Changes to bylaws

Change Suggestion #1: Change Summary: Changing all mentions of his, her, or his/her, or his or her to their for purposes of clarity and continuity and gender equity.

Change Suggestion #2: Change Summary: Change the annual meeting date from Wednesday to Tuesday and remove the sentence which states the meeting will be held at the registered office. Section 4.3. Annual Meeting.

The annual meeting shall be held on the first **Tuesday** of December in each year, beginning at 6:30 o'clock p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in Vermont, such meeting shall be held on the next succeeding business day. If the election of directors is not held on that day, the Board of Directors shall call a special meeting as soon thereafter as is convenient. ~~The meeting shall be held at the registered office, unless some other place is specified in the annual meeting notice.~~ It shall be held in Vermont.

Change Suggestion #3:

Change Summary: Adding who will be notified of upcoming meetings.

Section 4.4. Notice of Meeting.

Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, ~~shall be made to current members of the organization~~ by first class mail, facsimile, telephone or electronic mail, whichever is more convenient, at least two days in advance of said meeting.

Change Suggestion #4:

Change Summary: Rather than stating what the fees are as a number we just state that they will be established by the board.

The board of directors ~~shall establish the annual membership fee and other fees as needed to be assessed from the members. Members will be notified of fee changes no fewer than 60 days in advance of the change.~~

Change Suggestion #5:

Change Summary: Establishment of committees and language defining committees and their roles. All of this text is new.

Section 4.12. Committees

The board of directors may, with simple majority vote, establish committees for special interests or projects to be carried out on behalf of the board as a whole. Upon establishment of a committee, the purpose shall be established and noted in the minutes. If funding is needed, a dollar amount is specified by the board of directors and the budget is renewed annually by board vote.

At least half of the members of any committee shall be members of the board, though CRAG-VT general members are permitted to be on committees. Committees are to be comprised of no fewer than three individuals.

Committees have rights to enter into contracts, pay for services or supplies, and make decisions within the scope of their project without seeking approval from the board as a whole and are to be decided by simple majority of the committee. Decisions made will be reviewed at the next available meeting and may be overturned if necessary by a board vote.

Change Suggestion #6:

Change Summary: We no longer require an application for general members so simply removing this from 7.1 is the change.

Section 7.1. Membership.

A natural person may become a non-voting member of the corporation by completing the following: (1) paying the annual membership fee. ~~and (2) completing an application form.~~