



Board of Directors Meeting - Conference Call June 3, 2015 Meeting Minutes

Present:

Linda Zug
Eric Rosina
Darlene Stringos-Walker
Joe Musil
Eric Buncher
Mike Parrent
Jan Warnick

Absent: Kristen Maines

Staff: Terri Breon

Others: Wayne Kober, Louis Sebbo (intern P2E2)

Linda Zug called the Board of Directors meeting to order at 12:01 PM.

Roll Call / Introductions – Linda Zug

- Individuals present introduced themselves.

Meeting Minutes Acceptance – Linda Zug

- Minutes from March and April were accepted as presented. May minutes were not available for review.

Acceptance of Resignation / Selection of Replacement Director – Linda Zug

- Kristen Maines submitted a letter of resignation to the Board, which was accepted.
- Danielle Elwell was placed in nomination to fill the remainder of Kristen's term. This term ends at the end of this year, 2015.
 - Joe Musil moved to nominate and approve Danielle Elwell to fill the vacant Board seat. Darlene Stringos-Walker seconded. Passed unanimously.

Bylaw Changes – Joe Musil

- Joe reviewed comments and suggested responses:
 - Add to by-laws a requirement of two signatures on all checks. Response: this is a Board administrative issue, reviewed by the Board at the beginning of each year. No by-law change is required.

- Payment of liability insurance. Response: this also is a Board administrative issue. The Board will review and consider all prudent options for insurance coverage. No by-law change is required.
- Do not change the current Board member term of service from two years to three. Response: will depend on action of Board today.
- The fourth concern was related to liability coverage for other representatives (non-officers) in the execution of their duties. Response: Section leaders and committee chairs will also be covered under any liability insurance policy. A new section, Section E, was added to this issue defining the role of the section leader. The last line was struck from that definition regarding section leaders being future directors-in-training.
- Joe made a motion for the Board to vote to put the proposed changes to a ballot of the general membership, that an email be sent out with a Survey Monkey ballot on the proposed changes, and further, that the summary of the comments received be attached to the email. Additionally, the new bylaws will be included in black and red. Eric Rosina seconded the motion, with each change to be voted on separately.
 - The first ballot item is a generic edit change -- references to PAEP as a *corporation* will be changed to *association* where appropriate. Unanimously approved to be included on ballot.
 - Item two - change Bylaw 3 regarding a transition from a two-year term of office to a three-year term of office. Vote: six ayes, one nay (Eric Buncher expressed the concern this will not be good for the organization). Approved to be included on the ballot.
 - Item three - change Bylaw 3, Section F – add a provision to indemnify the directors, officers, section leaders and committee chairs from liability regarding the affairs of the association. Unanimously approved to be included on ballot.
 - Item four – change Bylaw 5, Section A - clarifies, indemnifies the section leaders and the committee chairs as non-voting officers of the associations. Unanimously approved to be included on ballot.
 - Item five - change Bylaw 5, Section E – indemnification of the officers, section leaders and committee chairs regarding the liabilities of the association. Unanimously approved to be included on ballot.
 - Item six – add to Bylaw 6, Section E –explanation of the duties of the section leaders. Unanimously approved to be included on ballot.
 - Item seven – change Bylaw 11, Section A – clarification that an expelled member forfeits any dues they paid to the association. Unanimously approved to be included on ballot.

Section Reports – Linda Zug

- Central Section – Wayne Kober
 - Will be touring the York Hydroelectric Station on August 18th. It will be held between 3:00 PM and 5:00 PM. A backup date of August 25th has been set aside. There's room for 25 individuals.
 - On September 9th, between 3:30 and 5:30, there will be a PennDoT bridge program held at the offices of Gannett-Fleming in Camp Hill. There will be room for 70-75 individuals.

- The section is also hoping to schedule a tour of a water treatment facility in the Harrisburg area in October. Jason Mannings is working on those arrangements.
- Eastern Section – Eric Rosina / Joe Musil
 - Nothing to report
- P2E2 – Mike Parrent / Jan Warnick
 - On June 25th, there will be an event at the Mack Trucks Plant in East Macungie. They have received a DOE superior energy performance award. There will be a presentation and a tour of the plant.
 - The section is investigating other venues to tour, such as the Walmart distribution facility in Tobyhanna, the Philadelphia Navy Yard happenings, the Biofuel Research Center in Harrisburg (in November), and Weis Markets (for June 25th).
- Western – Linda Zug / Darlene Stringos-Walker
 - Had an event two weeks ago with Eric Gustafson, supervisor from DEC Oil and Gas. His presentation was well received by the 26+ attendees. About \$70 was raised for scholarships. The event may have made \$10.

Website Update – Eric Rosina

- Mulligan Design has not performed in accordance with the contract. Eric proposes to cancel the contract. No additional funds will be paid. Eric is trying to get the initial payment of \$1500 returned.
 - The Board would like to see some fruits of the expenditures to date, either the design material handed over or a total refund of what was paid.
 - The Board requested Eric to review the contract regarding provisions for failure to perform and what the language says.
 - The Board requested a letter be sent to Mulligan Design regarding termination, along with an invoice for the \$1500 initial payment and an option that Mulligan's turn over all work (designs, coding, etc.) accomplished. A deadline will be included. The letter and invoice will be sent via registered mail.

Conservation Heritage - Wayne Kober

- The Advisory Group will have a retreat at the Iron Master's Mansion in Pine Grove Furnace State Park on June 9th from 1:00 to 4:00 to talk about project status and initiatives
 - Right now they are completing work already started before moving ahead.
 - There are three more documentaries to be addressed after the completion of the current work.
- The National Observation Heritage Collaborative will be meeting in Wisconsin. Twenty-four groups will be in attendance. PA's effort is unique because of the breadth of the Heritage's coverage. Most others are focused on a smaller segment of conservation history like, a person or an organization.

2015 and 2016 Annual Conferences – Eric Rosina

- Preliminary numbers indicate we will clear about \$7,000. We had budgeted income of \$8,600, so we fell short about \$1,500.
 - Sponsorships are up; retention is down by about 15 people.
 - A conference wrap-up is planned for June 26.
- Danielle will be the 2016 conference chair.
 - She is investigating potential conference venues, preferably in the High Valley.
 - State College should also be kept on the list as it is a centrally located destination for all regions.

Membership – Joe Musil

- Membership numbers were reviewed
 - There are 242 general members, with 341 total memberships.
 - There were no new memberships resulting from the conference.
 - Linda Zug urged the Board to use their BOGO incentive and sign up students they encounter.

Treasurer's Report – Darlene Stringos-Walker

- The current status of revenues was reviewed.
 - Scholarship Fund: \$2,838.87
 - Regular Checking: \$14,255.21
 - Money Market: \$2,021.02
 - Total: \$19,315.10
- There will be a modification to the report regarding the costs of awards. The John Arway Award was paid for by the Fish Commission.

Government Relations – Darlene Stringos-Walker

- Nothing to report

Other

- Wayne Kober suggested that the PSU Environmental Resource Management Alumni Group be invited to join PAEP. They could retain their regional independence – just like P2E2 – but could leverage the administrative services from PAEP that they don't get from Penn State. Jenna Mitchell, a recent ERM alumna wants to revive the ERM Alumni Group but doesn't have the resources and time to accomplish the legwork required to this to fruition. Wayne has four points in his memo:
 - Maintaining Alumni membership directory
 - Electronic distribution of notices, event flyers and newsletters
 - PAEP notices
 - A page on the PAEP website
 - This is just a starting discussion. This should be discussed further in coming meetings.

- PAEP should contact Penn State regarding this idea before moving too far ahead as PSU may have fund-raising ties to this group. Wayne was given the go-ahead to contact PSU regarding this initiative.
- Costs to the Association need evaluated.
- Another item for future discussion: Sarah Raven, a former scholarship winner, would like to create a young professionals group within PAEP. There are no specifics at this time.

Adjournment

- The meeting officially adjourned at 1:10 PM.

The next regularly scheduled board meeting will be held on July 7th at noon.