

## **WWFRF Retreat Meeting**

**February 5, 2011 10am – 3:00pm**

**Held at Bob Baines home in Seattle.**

Board members present: Kristan Johnson, Bill Davis, Kim Siebert, Rachel Petrich, Walter Kropp, Shirley Kropp, Bob Baines, Sam Benowitz, Jay Scott, Mike Ewanciw.

Other WWFRF members present: De Arbogast

**Finance Committee – Rachel** – The Finance Committee met with Rachel, Walt and Georgene Lee and reviewed the accounts and signed a statement that the records of WWFRF for the period of 1/1/2010 – 12/31/2010 were kept in accordance with the by-laws. Georgene suggested that we improve our process by putting un-designated donations into operating expenses. Bob motioned that we have two (2) signatories available on all accounts and allow any board member to be a signatory. Seconded by Rachel. Passed unanimously.

**Summary of Purpose – Richard** – Richard presented the committee's recommendation for an updated summary of purpose for WWFRF. After discussion Shirley motioned that we change Article III of the Articles of Incorporation to read "To promote and support research and provide education for growing fruit in Western Washington State." Seconded by Richard. Passed unanimously. There is a consensus of the Board of Directors that the Fruit Garden is educational.

Richard motioned that we have a Standing Rule item that the Board of Directors will implement our purpose within the following four categories: 1. Science Based Research. 2. Education. 3. Anecdotal Research. 4. Fruit Garden Management. Seconded by Walt. Passed unanimously.

**Committee Report Collector** - Shirley motioned that we have a Standing Rule item that a person be assigned to collect the reports of the committees 1-2 weeks before board meetings and disseminate a combined report to board members one week before board meetings, and collect budget proposals from the committees by the end of September and forward them to the Treasurer. Seconded by Kim. Passed unanimously. Bob has agreed to fill this position.

**Articles of Incorporation** – Kristan motioned that we amend Article IV of the Articles of Incorporation to read:

*Upon the winding up and dissolution of this foundation, after paying or adequately providing for the debts and obligations of the foundation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax exempt status under Section 501(c)(3) if the Internal Revenue Code or the corresponding section of any future federal tax code. Said distribution shall be made pursuant to a two-thirds (2/3) majority vote of the Board at a properly convened board meeting.*

Seconded by Rachel. Passed unanimously.

**Changes to Bylaws** – Richard motioned that the bylaws be accepted in totality as presented in written form today on February 5, 2011. Passed. (The changes are printed in the February, 2011 newsletter and on the website.)

**Endowment** – The kickoff for the endowment has been postponed to give time to set up the endowment. People may still contribute to the endowment by designating donations for the Endowment Fund, either for Research or for the Fruit Garden and the funds will be held and placed into the Endowment when it is created.

**Presidency Succession** – The board resolves to pursue the process for creating a succession for Vice President and President so the nominating committee can recruit candidates.