

**QUARTERLY MEETING OF BOARD OF DIRECTORS
OF
EAST MOUNTAIN FOOD PANTRY INC
Held on SATURDAY JULY 8, 2023**

Thomas (Kyle) Campbell, III, as Acting President, called the meeting to order at 8:00 am at CBC-Suite D. Sammie Hutchison as Secretary, recorded the Minutes of this meeting.

Directors in attendance were Kyle Campbell, Amy Clements, Bill Butler, Cindy Hunt and David Smith. Others in attendance were Sammie Hutchison, Secretary & Pantry Manager; Cheryl Smith, Treasurer and Nancy Huerta of OneStop Office as a guest.

Paperwork:

- The Waiver of Notice for the Quarterly Meeting of Directors was signed by all Directors
- The Agenda had been previously emailed to all Directors and was presented for review and Approval. Discussion was made to add three items: 1) explore the need to dig up, repair or replace the sewer line before landscaping, 2) need to work with Conway Automotive regarding excess vehicles in the parking lot and 3) what/when to tear down the barn. Cindy made the motion to add the items to the Agenda and David 2nd the motion. Motion to add items passed. Cindy then made the motion to accept revised Agenda and David seconded the motion. Motion passed.

New Business:

President - At the last quarterly meeting, Kyle volunteered to serve as acting President after David's retirement. David and Cheryl agreed to continue taking the lead on the financials, taxes, etc. Cindy made the motion to officially elect Kyle as EMFP, Inc. Corporate President. David 2nd and the Motion passed.

Continuing Presidential Authorization / Duties - David has put in an inordinate amount of time on many ongoing projects that are nearing completion. He continues to work diligently to get these completed, and we need to officially authorize him to sign any and all documents as Outgoing President to get these projects completed without the paperwork involved with the various agencies to switch names. Bill made the motion to officially allow David Smith to see to completion all projects begun and Cindy 2nd. The motion passed. **David Smith is officially authorized to sign all closing documents to purchase the new property and replatting issues to merge the properties.**

Secretary - The corporate by-laws do not require officers to be directors. Sammie stepped down as a Director on June 25th, 2023, to focus on her position as Pantry Manager. Discussion was held as to whether she would continue as Secretary. Amy Clements volunteered to step into the Secretary role. Additional discussion brought out that more than taking notes, the Secretary also needs to sign or co-sign all corporate business. Amy agreed to take on these duties. David made a motion to elect Amy as Secretary, Cindy 2nd. Motion passed. Amy C will take over as Corporate Secretary effective today, 7/8/23.

Treasurer - Cheryl has offered to continue as Corporate Treasurer.

Corporate Officers going forward will be Thomas (Kyle) Campbell, III as President, Amy Clements as Secretary & Cheryl Smith as Treasurer.

Finances (David):

- Current Financial Resources & status of NM/BernCo 2022-2023 & 2023-2024 Grants. Cindy – asked how does land purchase work in relation to USDA. Answer: Because the land purchase is not complete, the USDA is requiring this purchase to be included as part of the total costs of constructing the new purpose-built pantry.

PANTRY	TOTAL	ITEMS	NOTES
•1 Pantry-Designated	\$5,671		
UWNCNM 2022-2023		3,921	Balance to use before 31 August 2023
BUSH Cooler		1,750	2,450 7/8/23 Total
		<u>\$5,671</u>	
•2 Pantry-MACI	\$251,038		
		241,663	287,500 BUSH Total Authorized by Directors on 8 April 2023
		9,375	MACI Balance (donations plus accumulated depreciatoin minus expenditures)
		<u>\$251,038</u>	
•3 Pantry-MACI-Allocated	\$45,837		
Simons Architecture		40,337	12,191 PpED: Paid-Initial Retainer (part of BUSH expenses)
Western Technologies		5,500	Total Fee to be paid (part of BUSH expenses)
		<u>\$45,837</u>	
PROPERTY			
•4 Property-MACI	\$50,693		
		50,693	MACI Balance (donations plus accumulated depreciatoin minus expenditures)
		<u>\$50,693</u>	
•5 Property-MACI-Allocated	\$77,525		
1328 Land Purchase		65,000	5,000 PpED: Ernest Money
Professional Survey		11,900	11,900 PpED: Fee
Arch Plan & Land Use		625	625 PpED: Retainer
		<u>\$77,525</u>	

New / Continuing Business:

- David was asked to once again give an explanation of the levels of participation. To be a Corporation Member (equivalent to a stock shareholder in a for-profit organization) any potential names are submitted to the Board of Directors for consideration. A majority of the Directors have to approve the nomination and recommend that nomination to the existing Members. The Members then vote whether or not to accept the nomination. If the majority of the Members approve the nomination then the nominated individual immediately becomes a Member and can participate in all further discussion and votes.

Separately, and not necessarily at the same time, the Members may nominate and elect additional Directors from the group of Members. At the Annual Corporate Meeting the Members elect from their group who will serve as Directors until the next Annual Meeting. The Members also elect the Corporate Officers, who can be any qualified individual, they do not have to be Members or Directors, although they can be. The general function of the Directors is to solicit ideas and inputs from interested individuals and then to make Corporate policy decisions on issues and provide guidance to the Corporate Officers, who carry out these directives.

- Bill made a motion to increase the Google storage space to 100 GB for \$2.00 per month more than we are currently paying. Cindy 2nd. The Motion passed. David will see how Directors can have access to the Google drive.
- Cindy is working on updating the Policies and Procedures Manual. (Sammie needs to send PayPal info to Cindy) (Amy will send snowplow info to Cindy).
- UWNCNM 2022-2023 Inventory Grant reporting status. UWNCNM extended our deadline for submitting paperwork for 2 months, until 31 August 2023. We are waiting for purchase information for the rolling gravity shelves for dry goods.
- The BernCo grant has been extended to the end of the year (Dec 2023) for final submission of purchases. We are waiting to see what can be included in this grant.
- The architect is working on the new building construction documents. The Pantry's consultant is waiting for the county approval stamps from the Building/Planning Department before we can finalize the land purchase. The USDA has requested additional information regarding the Environmental Site Assessment report prepared by Western Technologies. We are waiting for a response from Western Technologies to submit to the USDA. We are waiting to hear from the USDA on any other required updates as well as how the RFP process will be handled. The USDA has told us they will get back to us when they are ready.

- Additional funding:

- UWNCNM 2023-2024 Grant - should we initially designate this for the building (or at least for food to otherwise save money for the building). We will identify where the greatest need is at the time.

- Community fundraiser ("Coolers"). Cindy has started a Cooler Fund on our Facebook and Website to allow the community to assist us in raising the \$170,000 needed to build our walk-in refrigerator/freezer area in the new building. Everyone is encouraged to share the information with as many people as possible.

- RNH Asphalt lawsuit – The Board has approved having Kyle move forward with filing. Before filing, Kyle would like to speak to Bob McGeorge regarding his knowledge of all that transpired with RNH's project. If anyone has contact information for Bob, please send it to Kyle.

- Parking lot striping – Kyle & Bill will come up with a final decision on the layout of striping against the fence. Kyle will do this coming week.

- Kyle is going to send a legal demand letter to the installer of our Solar production for the missing level of production. Bill suggested getting new bids to upgrade & he will raise the money.

- Kyle reported that the Conex Box does NOT require a permit.

- The Retaining wall and landscaping behind the building do not require a permit as it is less than 6' high. The Beirner boys will volunteer to do the work and a notice will be put in the newsletter to get additional volunteers. Bill is going to find out the date the Beirner boys will be doing the work & let Cindy know.

- Kyle reported that the Gardening class at Mountain Valley Church is ongoing and doing well. The Board needs to develop potential policies moving forward on how to handle outside events involving clients and include forms and policies in the Policies and Procedures Manual.

- Refrigerated truck status, insurance and driver(s) - should we consider hiring a driver with professional experience? Tabled as it is the size of a medium U-Haul and no additional license/experience is required. We WILL give instruction on the lift system and refrigeration system to all that drive. A checklist of responsibilities will need to be developed such as who fills up with gas & where, routine service/tire checks, etc.

- Upgrade sewer line – Cheryl will give the previous report from the plumber to Sammie so Sammie can get an estimate.
- Barn - yard sale will be Oct 7th with removal of leftover items the following week. Pat will tear down/remove after that if he can find help.
- Conway Parking – This isn't a storage lot. Bill will talk to Conways about parking a limited amount of cars and no storage of trailers in the lot. What about the Pantry truck parking in the lot? Use the north side of the fence for parking of employees and volunteers during the week.
- The following items are tabled to discuss at a future time: Corporate matters, access to google drive for all directors and policies & procedures for saving documents, status of PayPal, Square, etc. policies & procedures, potential changes to board, term limitations & by-laws. FYI, there are already term limits for Directors, they serve from one Annual Meeting to the next. Directors are elected at each Annual Meeting, as well as at Special Meetings, if called for that purpose.

Ongoing Activities:

If you have questions about any of these issues please contact the listed individual.

- Business and Church support (Amy)
- Co-Op (Kyle)
- Grants: Potential-Outstanding (Kyle/Amy)
- Procedure Manual updates (Cindy).

Additional Business:

- Next Quarterly Meeting of Board of Directors on 14 October 2023

Meeting Adjourned


David made the motion to adjourn at 9:50. Cindy 2nd & the motion passed.

Respectfully submitted by:

Sammie Hutchison, outgoing Secretary

Amy Clements, incoming Secretary

ATTESTED:



Thomas (Kyle) Campbell, III, President