

School Project Foundation DBA NDSG Foundation
Board of Directors Meeting
Approved Minutes
Thursday, March 25, 2021

In Attendance: Daniel Baron, Sascha Betts, Mary Harris (Secretary), John Lockhart (Chair), David Wasserman (Treasurer)

Meeting location and start time: Zoom, 5:30 p.m. EST, March 25, 2021

I. Meeting Opening

A. Meeting Chair designation

John asked Mary to conduct the meeting since she was familiar with the agenda.

B. Approval of August 3 Minutes

Mary requested approval of the minutes of the August 3, 2020, meeting. Daniel pointed out need for correction of the closing time of the meeting to 12:40 p.m. EST. David moved and Sascha seconded approval of the corrected minutes, which passed unanimously.

II. Accomplishments toward Establishing the Foundation and Items for Action

A. Major Accomplishments to Establish Foundation

1. Mary reported that a copy of the bylaws as approved on August 3, 2020, was circulated to the four founding board members for signature and sent in early December to John for use in opening our bank account. John scanned and sent a copy back to Mary as a record for the files.

2. John opened a bank account for the corporation at the Old National Bank branch in Brighton, MI. The bank will accept NDSG Foundation as the foundation's name. John said that where the IRS is involved, however, the School Project Foundation DBA NDSG is the recognized name.

3. John received from Helen Featherstone a check for the NDSG treasury that remained in the old bank account in North Adams, MA, after an earlier fund transfer to the new account.

4. Daniel received from the State of Indiana Office of Secretary of State a Certificate of Assumed Business Name dated November 24, 2020, for The School Project Foundation to be recognized under the assumed business name of The North Dakota Study Group.

5. David and John received checks and David, Mary, and John received credit cards from the Old National Bank.

6. David received a check from Daniel that included funds remaining in The School Project Foundation account and from a grant of the Vermont Community Foundation to NDSG awarded in October, 2020, to support youth participation in the annual meeting. David also noted receipt of the fund transfer of part of the MA-based NDSG account and a check of unknown amount from Kathe Jervis in memory of Pat Carini.

B. Items for Action Needed to Establish Foundation

1. Our annual postcard tax filing with the IRS for non-profit organizations with less than \$50,000 was originally due on May 15, 2021, but now due, most likely, on June 15. It can be filed online. Daniel said he will work with David to fill out and file the form.

2. Daniel will send David statements of The School Project Foundation starting July 1, 2020, since these pertain to the current fiscal year. (The fiscal year is July 1 through June 30.)

3. Sascha asked whether funds from the Vermont Community Foundation were sufficient to pay all youth involved with the Youth Fellowship and additional stipends for DeCovie' and Jazlynn as MCs for the annual meeting. Daniel said that his check to David was for \$14,000, which included \$2,500 from The School Project Foundation treasury, and \$11,500 from the Vermont Community Foundation. David said he had paid out \$8,000 to youth so far and has incomplete information for three others to be paid. He said the grant is sufficient for the needs cited by Sascha. David suggested that any remaining grant funds be carried over to the youth program for next year.

III. Addition to the Bylaws and Election of Assistant Chair of the Board of Directors

Daniel moved that the bylaws be amended to provide for an assistant chair. David seconded. (Enabling language follows: "Article 5: Officers, Article 5.1. The officers of the Corporation shall consist of a: Chair; **(2) Assistant Chair**, (3) Secretary, (4) Treasurer, and (5) such other officers as the Board of Directors may otherwise elect..." and Article 5.3: "**Assistant Chair. The assistant chair shall preside in the absence of the chair.**" Other articles would be renumbered to accommodate this addition.) The motion passed unanimously.

David moved the election of Sascha Betts as Assistant Chair. Mary seconded. The motion, which passed unanimously.

IV. Treasurer's Report

David said that although he has records of deposits to the NDSG account, his knowledge of their sources was helped by discussion earlier in this meeting.

Expenses for the virtual annual meeting included \$6,000 for technology/meeting support, \$3,000 to Agnotti and her group, and \$3,000 to Lyn Delorme for registration and meeting set-

up. The registration software, RegFox, charged \$ 0.99 per person who registered and a fee for donations.

Income included registration fees and donations from some of those registered, as well as the Vermont Community Foundation Grant.

David said there is \$45,000-\$46,000 in the treasury.

David asked if there were a preferred format for the treasurer's reports. John said he expected to see a complete listing of income to include donations by purpose, grants, fees, etc. and expenditures by category and amount. Mary said quarterly reports might be based on the annual budget plan proposed by program leaders and accepted by the BOD rather than on all funds in the account.

V. Report of Grant from Vermont Community Foundation

At Mary's request, Sascha said she would be happy to write a program report for the Vermont Community Foundation to summarize the Youth Fellowship Program and what it accomplished in its first year. Sascha said the report could be finished by the end of April. Mary suggested that the report be submitted, with a financial summary, to Fred Bay with a request for funding by the Vermont Community Foundation for a second year of funding to develop our programs for youth. Daniel endorsed this idea. He pointed out that Pat Carini was from Vermont and suggested our on-going youth fellowship program be named for her and donations solicited in her memory.

VI: Compensation for the Webmaster

David reported on a series of conversations he had with Lyn DeLorme about the NDSG website and her role as webmaster, a position she has held as a volunteer since whenever we started a website. David proposed that Lyn be paid for her services and that NDSG also support the following upgrades to our website, which are described in detail in a proposal sent this month to David by Lyn.

1. Domain registration. The current address expires 3/24/2022. Renewal is \$31 per year.
2. Web hosting. Move from GoDaddy to Weebly, which costs \$144 per year. We might be able to get a discount as an educational organization.
3. Web security monitoring with SSL certificate. Our security is dangerously out of date. A change in web hosting to Weebly will include SSL certificate management and security monitoring.
4. Online donation platform. Currently donation capacity is tied to registration. A move to Giving Fuel, associated with Webconnex, which runs RegFox, our current registration vendor, would enable open-to-anyone, year-round credit card donations. The first \$5,000 is free plus 2.99% transaction fee. After that, the fee moves to 3% of each donation and a 2.99% credit card processing fee.

The annual cost of these items is \$175 per year, excluding donation fees. Many vendors pass these on to donors. NDSG has typically paid fees.

Lyn sought and received permission from her employer, University of Minnesota, for outside service as registration and website manager for NDSG. David determined through Lyn's examples that appropriate pay would be \$2500 per year with Lyn to be paid as a contractor.

David moved that we employ Lyn DeLorme as registration and website manager and assume the costs associated with the upgrades she recommends. John seconded the motion, which passed unanimously. Daniel said he would help David with the paperwork involved with engaging a contractor.

VII. Receipt and Acknowledgement of Gifts from Donors

Mary promoted the importance of receipt by donors to a non-profit organization of a letter of thanks that also includes information about tax-exempt status. She said she was willing to write such letters but would need mailing addresses of donors and amounts with the purposes of the donations. Daniel asked if we have letterhead. Mary has been using letterhead that was designed for the 2019 annual meeting.

VIII. Implementation of Conflict of Interest Policy

Mary said that the by-laws call for annual signature by each Board member of a conflict of interest statement. She sent with the agenda a draft letter to be sent out for signature. John pointed out that because this policy has tax implications, the corporation should be referred to as The School Project Foundation DBA North Dakota Study Group. Mary said she would send out the statements after corrections to the letter.

IX. Implementation of Maintenance of Corporate Records Policy

Mary said that the maintenance of records policy requires that specified documents be posted on our website. She said she would arrange this with Lyn after David's arrangements for her to receive compensation have been completed.

X. Plans for Next Meeting

John affirmed May 16, 2021 as the date for the next meeting. By this time the tax records will have been prepared, and we will have communicated with the co-chairs a plan for funding next year's program budget.

XI. Adjournment

The meeting adjourned at 7:23 p.m. Eastern.

Respectfully submitted,

Mary Harris,
Secretary