



Western Regional Button Association

Board meeting Minutes

On Friday, 1/31/2025

Meeting was called to order at 2:30 pm by President Mika Jarmusz. In attendance: Eileen Burke-Trent (Treasurer), Joan Andersen-Wells (Secretary)

- 12/9/2024 minutes was approved.

Reports:

- **Resignation (Judy Olson):** Judy Olson notified of her resignation by email to the board on 12/31/2024. "Article VII, Section 3: Resignation" section of our Bylaws states that the resignation takes effect upon receipt of the written notice without formal acceptance.
- **Transfer of Bank Signatories**
 - Mika Jarmusz and Eileen Burke-Trent were recorded as the two signatories at Wells Fargo bank on Friday 1/24.
- **PayPal setup (email verification pending)**
 - Needed before announcing voluntary contributions online.

California Non-profit status was verified:

1. Secretary of State: Statement of Information (Form SI-100) updated officers (Joan as Secretary) and California Agent (Marion Nebiker, past WRBA treasurer).
2. California Attorney General's Office
Form RRF-1 (Annual Registration Renewal Report).
(<https://oag.ca.gov/charities/forms>)

501(c)(7) Social Clubs:

- not automatically required to register with the Registry **unless** they solicit charitable donations or engage in charitable activities.
- If the organization conducts activities outside of social/recreational purposes (e.g., fundraising for charitable causes), registration may be required.

- **TODO (Eileen):** The above is pending verification by a professional accountant.
- 3. Federal Compliance: IRS 990-N is due now through May 15, 2025
 - **TODO (Eileen).**

New/Old Business:

Budgeting for professional help

- **Jennifer S.** is recommended by Eileen.
 - **TODO (Eileen)** Fee schedule and Scope of Work:
Questions for Jennifer: tax burden to the recipient organization?
 - Eileen will report by our next board meeting.
- **Legal help for the contract negotiation process**
 - The recipient (if 501c7) may be subject to tax if the cash gift exceeds 35% of their member income. The money may need to be spent on the website before the transfer occurs..

Motion to Define Voting Membership was *Approved unanimously.*

The board defined Voting Members as follows:

Voting Members are individuals who meet one of the following criteria:

- *Were in good standing as of 12/31/2024; or*
- *Have a WRBA login account and made a voluntary contribution of a minimum of \$10 in support of the Association's operations for 2025, demonstrating their commitment to the organization and its mission with a desire to be a voting member.*

Individuals granted free 'log-in access' who have not met either of the above criteria are not considered voting members.

Motion to Communicate Voting Member status by email was *Approved unanimously*

"Motion to issue a formal communication to the membership, email and website, explaining the board's decision to clarify the Voting Member status."

Draft Letter is to be reviewed at a later time.

Motion to Schedule Membership Meetings was Approved unanimously

“Motion to schedule 2 virtual membership meetings:

- *The first meeting is to address member concerns, share updates, and invite input on the organization’s direction, to be held on Thursday, 2/20 at 11 am and 6:30 pm. 3 gift buttons will be given to those who attend.*



- *The second meeting is to vote to disband, hopefully in October.*
 - *The contract with the new home organization should be in place and reported at the meeting. That contract should say “pending membership vote to disband”.*
 - *With contingency plans.*

The following motions are to document in the minutes the actions previously taken by the board, and/or validated by emails.

1. Motion to Ratify Mika’s Presidential Succession: Motion approved

*“Motion to ratify the succession of Vice President **Mika Jarmusz** to President following the resignation of the previous President, effective 3/24/2022, as provided under Article VII, Section 5(b) of the Bylaws.”*

5. Vacancies. (a) In the event that an elected member shall not be able to complete his/her term, the President shall appoint an active member of the Association to fill the balance of the unexpired term.

(b) In the event that the President shall not be able to complete the term of office, the Vice-President shall assume the office of the President for the remainder of the term of office.

- *On 3/24/2022 email acknowledging the receipt of Gil’s letter of resignation was sent to each board member.*

2. Motion to Confirm Eileen’s Treasurer Appointment: Motion approved

*“Motion to confirm the appointment of **Eileen Burke-Trent** as Treasurer effective 12/13/2024, following the resignation of the previous Secretary, as provided under Article VII, Section 5(a) of the Bylaws.”*

The incoming treasurer confirmed receipts of the financial records on that day.

3. Motion to Confirm Joan’s Secretary Appointment: Motion approved

*“Motion to confirm the appointment of Joan Andersen-Wells on 8/15/2024 as **Secretary**, following the resignation of the previous Secretary, as provided under Article VII, Section 5(a) of the Bylaws.”*

4. Motion to Confirm Joan’s Member-At-Large Appointment: Motion approved

“Motion to confirm the appointment of Joan Andersen-Wells as Member-At-Large, effective 12/11/2024, as provided under Article VII, Section 5(a) of the Bylaws.”

One individual to hold multiple officer roles, such as Secretary and Member-at-Large, is allowed under the provisions of Article VIII, Section 1: Officers as long as they are not the President.

5. Motion to Confirm Removal of Bruce Beck from the Position of Education Chair: Motion approved.

“Motion to confirm the removal of Bruce Beck from the position of Education Chair, effective 7/16/2023.”

The removal is by the President’s authority to appoint and remove committee chairs as outlined in Article VIII, Section 5 of the Bylaws, ensuring the effectiveness and continuity of the organization’s educational mission.

6. Motion to Dispose Racks and Stanchions: Motion approved.

“Motion to approve the disposal of the WRBA show display racks and stanchions by Gil Biggie as she deems appropriate.”

The wooden racks at Gil Biggie’s storage unit aren’t needed anymore since we’re no longer holding onsite shows. We’ve also been paying \$100 a year to store them, which doesn’t make sense if they’re no longer useful.

Sue Jordan report:

2023 Favor buttons were sent to:

Janet White, Tania Owen and Lyn Pannebaker. Postage needing reimbursement.

Gil biggie: needs reimbursement \$100 for rack storage 2024

Mika: \$639 for 2025 website costs and California Secretary of State renewal fee.

Motion was approved: to reimburse all reasonable previous expenses submitted to date and approved by the board.

Tentative Action Schedule

- Feb 20: membership meeting
- Feb: Draft Proposal to WBA, NBS and others.
 - Investigate requirements for transferring website content.
- March: Contract Proposal and Negotiations
- May: Hire web developer per agreement with the recipient organization.
- Member vote to disband in Sept-October.
- December: New Site Launch

WRBA's Physical Assets

File	Description	Status
File	Digital Projector Held by Mika Suggestion: announce that it is available Make and model, and quote a market price	Not started ▾
File	Racks Held by Gil Biggie Ownership transfer to Gil Approved by the board.	Done ▾
File	Favor Buttons Held by Sue Jordan Will use 3 more for the 2/20 Door Prize. 12 buttons remaining.	In progress ▾
File	Memory Book Held by Gil Ownership transfer to Gil Along with books and judging supplies. Approved by the board.	Done ▾

Meeting adjourned at 4 pm.
By Joan Andersen-Wells, Secretary