



## Western Regional Button Association

### 2/19/2025 11 am Board Meeting Minutes

Minutes approval:

**12/9 minutes** approved as amended.

**1/31 minutes:** Read together. Approved.

**2/19 minutes:** Read together and approved.

Treasurer's Report (Eileen):

Current Balance: checking \$3773.15 Savings \$12,759.52 total \$16,534.67

Actions Taken:

- Eileen studied both the Calif. Franchise tax board, and Secretary of State requirements for 501c7 dissolution Requirements, and IRS requirements.
- Our fiscal year ends in 12/31/2025. IRS filing is due by May 2026.
- As a 501c7 we have a degree of flexibility as to the organization we name to receive our remaining funds. Also, our remaining funds can be distributed pro-rata to current members, pending membership approval.
- PayPal not enabled due to BrainTree email not reaching Mika.
  - Eileen will create a new email address for WRBA and will let Mika know.
    - Change bwrba group, and Tanner's forwarding for Eileen.
    - Take **check and email PayPal to [treasurer@wrba.us](mailto:treasurer@wrba.us) only, no website direct payments:** Approved unanimously.
- Check for Eileen to send:
  - Sue Jordan
  - Gil Biggie
  - Mika Jarmusz

Old Business

Voting Member decision to announce:

- Website announcement [on membership page](#) was reviewed by screenshare.
- Email announcement ([draft](#) was reviewed.)
- Voting Member Application form was reviewed.

Bylaws check:

Question	Section	requirement	notes
Advance notice for General Membership Meeting	Article X, Section 1	3 weeks notice	It states that the meeting shall be held at a time and place determined by the Board of Directors, with at least three weeks' notice provided to the general members.
General Membership Meeting Quorum	Article X, Section 4	<b>Quorum:</b> "To conduct business at Board and Membership meetings a quorum must be present. A <b>quorum</b> shall consist of a majority of the Board members and <b>fifty percent (50%) of the members present</b> at Membership and special meetings."	This quorum question is moot for an online meeting. As previously in the onsite show meeting, those who attend and qualify can vote.  We will need to identify attendees as voting member in the waiting room.
Votes required to amend bylaws	Article XIV: Amendments	Send in advance to the members in writing.  2 / 3 votes required to pass.	An <b>amendment to the bylaws</b> may be offered in writing to the Board of Directors, who shall submit it by publication in the newsletter to the general members of the Association prior to the next Membership Meeting. <b>A super-majority vote (2/3rds)</b> of those voting at the meeting is necessary for the enactment of the amendment.
Absentee ballot requirement	Article XIV: Amendments	Is not a requirement.	Not required.
Officers Terms	<b>Article VII, Section 2: Terms</b>  <b>Article VII, Section 5: appointment by President</b>		<b>Statement for Board Appointments</b>  Since the Button Association has not held a show for the past three years and does not plan to host one in the future, the Board of Directors, with the President's approval, has appointed members to fill vacancies on the Board as <b>per the bylaws</b> .  The bylaws, in Article VII, Section 2, specify that Board terms run from January 1 to December 31 each year. <b>However, as the Association no longer relies on a show schedule to determine these terms</b> , the Board's decision to approve presidential appointments aligns with the bylaws' flexibility for filling vacancies. <b>Article VII, Section 5</b> allows the President to appoint an active member to complete any unexpired term

			<p>when a Board member cannot fulfill their role.</p> <p>By approving the President's appointments, the Board ensures the continued effective management of the Association within the terms outlined by the bylaws, even without a show.</p>
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New Business

- Send Sue Jordan exactly \$30 for estimated mailing fees of 2024-2025. Approved unanimously.
- Zoom Subscription Renew on 3/7 for \$159. Approved unanimously.
  - .1. Renew as annual plan.
  - .2. Update Zoom account with the new debit card.

Adjourned 1 pm.