



# Meeting Minutes

## April 28, 2016

### **Roll Call:**

Present: Miller, Lutes, Brengman, Anthony, Petzold, Casey, Smith (as Advisor), Nedbalek(as Admin Asst)

Absent: Lesperance, Trelor, Berger, Moersch,

### **Approval of Minutes 4/21/16:**

Move to approve by Petzold, 2<sup>nd</sup> by Lutes – Approved unanimously

### **Update on progress of filing Articles of Incorporation / IRS paperwork:**

#### **Dave Miller:**

The filing of Articles of Incorporation / IRS paperwork will move forward. There will be a draft of the Articles by Thursday May 5<sup>th</sup> for the board to review. Lee Lutes brought John Scott's name up to utilize as a potential attorney to help with the filing of the Articles and IRS paperwork. He is a grower in Lake Leelanau and has done work for P45. Motion the reach out to Scott was made by Dave Anthony and 2<sup>nd</sup> by Lee Lutes. Motion approved. Tom Petzold will email a copy of P45's Articles of Incorporation to Dave Miller and Tom Smith.

There was then discussion on what type of Corporation MWC will be. Tom Smith explained that The Michigan Wine Foundation is a 501C3 corporation and therefore the MWC is to be a 501C6 corporation. The difference between the two types is that the 501C3 is tax deductible at an individual level and is earmarked for research. The 501C6 is geared towards businesses, the revenue is for the Association and cannot go back to the members, and the funds can be used for lobbying.

### **Report of current standing of Board Members and terms of service from Brian**

#### **Lesperance:**

The filled board positions and terms of service were included in the April 21, 2016 minutes. The current standing was emailed to each member on Wednesday. He suggested that all members become current immediately. Discussion regarding timeframe for members to become current for this calendar year. Nothing concrete was decided on.

New board members – Shannon Casey volunteered to fill the Restaurant/Retailer slot. The board approved unanimously. Lee Lutes will contact Dan Brick and confirm that he is willing to fill the Supplier/Vendor slot.

As agreed by the Board, Tom Smith will send a package outlining the MWC's mission and a copy of the Bylaws as well as copies of the minutes to Dan Brick and copy Carla on the correspondence. He previously sent the package to Shannon Casey.

### **Committees:**

#### Finance

- Lee Lutes – Chair
- Budget development is a priority. Tom Smith will send drafts of budgets to Lee and Matt.
- Dan Brick's name was brought up as a member, but until he is on the board he may not be a member of the committee.
- As per the bylaws, there must be 3 board members on the committee in addition to the chair.

#### Membership

- Only one of the 3 Chairs were present – Robert Brengman
- Shannon Casey joined the committee
- The board would like to set a target date of June 1<sup>st</sup> to have the Dues structure in place and to establish a membership period. Motioned by Lutes and 2<sup>nd</sup> Petzold. Passed unanimously.
- Robert Brengman asked for membership structure examples to be sent to the board, which was promptly done by Tom Smith.
- Recognize those that have paid in at a higher level as “Founding Members” and allow others to achieve the same with higher contributions.
- As the Membership Committee is getting started it would be good to have broad board participation for the first few months.
- When all three of the chairs are available, schedule a conference call to prioritize the process.

#### Communication

- Brian – not present
- Shannon Casey joined the committee.
- No press release until the Membership and Dues structures are in place. – Hopefully by June 1<sup>st</sup>.
- Lee Lutes suggested sending a survey to the industry at large to gather information on what types of programs, research, etc. are wanted and needed.

- It was also suggested that once the MWC is established, email blasts be sent out on a regular basis.
- The website should have clear information on where to make donations (MWF vs MWC) depending on what the monies are to be used for. (Research vs Lobbying for example)

#### Research and Education

- Tom Petzold volunteered to chair the committee.

#### **Developing Policy and Procedures for MWC:**

Dave Miller and Tom Smith will keep working on developing a Code of Ethics and a policy on Conflict of Interest, as well as other policies and procedures.

#### **Other Business:**

Tom Petzold is a member of P45 which is a member of the Grand Traverse Fruit Council. He said that the GTFC which has always focused on Apples and Cherries is now including Grapes as part of their focus. They hold a fundraiser at the Orchard and Vineyard show and is looking into the possibility of sending monies to the MWC that would be earmarked for research. Since the board had previously discussed the difference in the MWC and the MWF, Tom's question was answered and he will direct the GTFC to send any monies to the MWF.

The MWF is a "subsidiary" (for lack of a better term) of the MWC. The Executive Board of the MWC is the Governing body of the MWF. The MWF is under control of the MWC via the board structure. Membership dues are payable to the MWC. Any consumer donations should be made payable to the MWF, with Research/Education put on the "memo" line.

Motion to have Tom Smith act as a Non-Voting Advisor to the MWC by Tom Petzold 2<sup>nd</sup> by Lee Lutes. Passed unanimously.

Motion to have Carla Nedbalek act as Administrative Assistant for the board of the MWC by Dave Miller 2<sup>nd</sup> by Lee Lutes. Passed unanimously.

#### **Adjourn:**

11:01am

Next meeting will be a conference call on Thursday May 5, 2016 at 10:00am.

