

PlasticFreeRestaurants.org first meeting of the Board of Directors Minutes

03.21.2020 - 12:30pm EST

PRESENT:

Charles Leisenring
Dan Strakal
Erick Mullen
Harry Bainbridge
John Charles Meyer
Kate Damon
Kenneth Suarez
Maria Campbell
Melanie Renfroe
Melissa Aguayo
Murphy Moon
Rachael Berkey
Scott Goodstein
Travis Schuldt

NOT PRESENT:

Kim Estes
Patrick Krill

- JCM opened meeting
- JCM proposed that the 13 attendees, along with Kim Estes and Patrick Krill, be approved as the initial and current membership of the Board of Directors of PlasticFreeRestaurants.org
 - Kate asked if the proposed board membership is an odd number (Yes)
 - Kate asked whether we want to reconsider having the Executive Director be part of the board. Several people chimed in on both sides of the issue, but most agreed that a level of separation was ideal, especially since (presumed Executive Director) JCM will not always hold that position. Without objection, all agreed that we will keep things as originally proposed, with a division between Board and Executive Director.
 - Without objection, the initial membership of the Board of Directors was approved. Members include Charles Leisenring, Dan Strakal, Erick Mullen, Harry Bainbridge, Kate Damon, Kenneth Suarez, Kim Estes, Maria Campbell, Melanie Renfroe, Melissa Aguayo, Murphy Moon, Patrick Krill, Rachael Berkey, Scott Goodstein, and Travis Schuldt.

- JCM explained that California law requires us to have a Chair of the Board, a Chief Financial Officer, and a Secretary. Initial terms would last only until 2021; all officers elected from 2021 on will serve two-year terms.
 - Rachael offered herself as Secretary.
 - Travis offered himself as either of the other two officer positions.
 - Dan offered himself as Chair of the Board.
 - Travis accepted a nomination as CFO.
 - Without objection, the first officers of the Board of Directors were duly elected for one-year terms. Chair of the Board is Dan Strakal, Secretary is Rachael Berkey, and Chief Financial Officer is Travis Schuldt.
- Without objection, John Charles Meyer was appointed Executive Director of PlasticFreeRestaurants.org, an unpaid staff position overseen by the Board of Directors.
- Without objection, 1988 El Arbolita Drive Glendale CA 91208 was approved as the official address of PlasticFreeRestaurants.org.
- JCM gave a brief explanation for each of the Articles contained in the draft version of Bylaws for PlasticFreeRestaurants.org
 - A1 – IRS-mandated language
 - A2 - What we do.
 - A3 – Only members are the board of directors
 - A4 - Duties of BoD; quorum is 60% - 9 BOD members must be on the calls
 - A5 – Duties and powers of officers, along with procedures for electing and removing them.
 - A6 - Committees - Executive Committee; Finance Committee; options for additional committees at Board’s discretion.
 - A7 - Staff; specifies zero compensation until fundraising exceeds \$500K/year. Any compensation after that point is determined solely by board, but may not exceed 5% of previous year’s revenue.
 - A8 - Conflicts of Interest policy.
 - A9 - Legal protections
 - A10 – Requires that we keep Minutes
 - A11 - Processes for amending Bylaws and Articles of Incorporation
- Melissa asked how we are defining “biodegradable.”
 - There is much consternation and disagreement within the science and environmental communities on this subject. JCM explained his thinking, which boils down to “As long as an item contains zero petroleum products, and it will *eventually* biodegrade, then for the purposes of PlasticFreeRestaurants.org it will be considered “biodegradable.” This is primarily because many sizes and iterations of take-out containers are not yet available in forms that meet stricter standards for compostability or biodegradability. JCM also stated that he is open to being further educated on this subject, and to having a debate about the subject with the board.
 - Melissa suggested that the Board create a Scientific Committee. Maria seconded that motion and added that she has information on compostables. Kate expressed interest in joining the committee. Dan stated that he would follow up

with Melissa, Maria, and Kate. Without objection from the Board, the Scientific Committee was created.

- Charles suggested a social media committee. Murphy agreed, and suggested perhaps a Marketing Committee as well. Dan suggested combining the two, or having a Communications Committee that melds the two. Kate seconded that. Without objection from the Board, the Communications Committee was formed.
- JCM asked if anyone had any further changes or additions to the proposed Bylaws.
- **Without objection, the Board of Directors adopted the Bylaws of PlasticFreeRestaurants.org.**
- Additional committee suggestions:
 - Science Committee
 - Marketing/Communication Committee to get social media going (Murphy)
- JCM requested permission to go public with BOD and Staff web pages. No objections.
- JCM requested permission to share BOD contact information internally. No objections.
- Timing for next meeting will be determined after JCM has obtained 501c3 status so that we can discuss beginning to raise money.
- JCM reviewed next steps including signature pages on the Bylaws and commitment to Conflict of Interest policy.
- JCM asked if anyone had additional thoughts, suggestions, or business.
 - Kate suggested a Slack Channel. Kenneth and several other people agreed. Dan proposed a Technology Committee. Kate agreed, but Melissa thought maybe that was unnecessary. Maria stated that Slack only really works if everyone is committed to it; it's brilliant, but only if everyone is in. At the end of the discussion, no one objected to the idea of a Slack Channel. Dan said he would send out a possible set-up.
- JCM will circulate website and meeting minutes, and send out the Bylaws and Conflict of Interest policy for electronic signatures for everyone.