

## Plastic Free Restaurants Meeting of the Board of Directors Minutes

09.16.20 1:00 PM ET-2:00 PM ET

Board Members Present:

Rachael Berkey

Erick Mullen

Melanie Renfroe

Travis Schuldt

Charles Leisenring

Scott Goodstein

Patrick Krill

Kate Damon

Kenneth Suarez

Harry Bainbridge

- JCM opened meeting
  - Dan Strakal has had to step down from the board due to a family emergency
- Update on 501c3 status, all documents related to financials and legality of entity will be available under the transparency tab on the website
- Website is live, JCM is open to any and all feedback
- PFR fundraising is live
- Privacy Policy
  - JCM established quorum, asked for approval of the privacy policy as written, and the Board passed it
- State of CA requested small alteration to language
  - We are using both the IRS- and CA-specific language to cross all t's and dot all i's.
- Directors & Officers Insurance has been obtained to protect entity and individual board members from lawsuits
- Request to discuss delaying/suspending \$2K board member annual fundraising minimum for duration of quarantine
  - Kate: Agrees this needs to happen - doesn't want to get stuck on the money but also there are so many things happening in the world that a NUMBER limit
  - Eric: Agrees to either postponement
  - Patrick: Agrees on delaying; Aligning on global situation
  - Kenny: Agrees
  - Rachael: Could we look at what we're all capable of donating in terms of time, or outreach to restaurants, or finding others who can donate time/efforts?
  - Scott: Agrees and speaks to the same issue of pro bono work vs. paid work in quarantine
  - Erik moves to amend the bylaws to replace the certain dollars with a directive to the Staff (JCM) to go through the Board and find out what they are able to contribute whether it's people, time or money so that we can create a budget and know what we have to move forward. Travis seconded the motion and unanimous agreement for passage.

- Carried, a motion by ECM to amend the by-laws by striking the first sentence of paragraph six under **Section 2 (see italics below)** and directing the Executive Director to canvass the members of the board for their *intentions* for supporting the mission and organization; and to revisit Section 2 once the National Health Crisis is ended by the President of the United States *and* the Governor of California ends its state of emergency.

**Section 2. Number, Tenure, Requirements, and Qualifications**

*The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no fewer than five (5) and no more than twenty five (25) including the following officers: the Chair of the Board, the Secretary, and the Chief Financial Officer.*

*The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of this Article. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.*

*Each member of the Board of Directors shall be a member of the Corporation.*

*Each member of the Board of Directors shall attend at least one (1) meeting of the Board per year.*

- ~~*Each member of the Board of Directors shall contribute, and/or be directly and solely responsible for the contribution from others, an aggregate amount of at least two thousand cash dollars (\$2,000) to the organization annually. Video production services provided as in-kind donations for purposes of marketing the Corporation shall be considered equal to their cash value.*~~
- **Motion Passed**
- Question regarding the line on the site about who told you to donate
  - Suggestion to have a “How did you hear about PFR”
  - Kate / Rachael will help with content branding
- Regarding line “Cover Our Expenses”
  - Rachael suggested having some language in there regarding overhead which could feasibly negate the need to have a “tip”
  - Rachael will send a suggestion to JCM
- Celebrities / Influencers
  - JCM Please start thinking about people visible to the public who might be good candidates we could ask.
  - JCM will send an email with a potential PSA message for feedback
- Money processing
  - JCM - Good rates - should we be worried about text to give?
  - Scott - There’s no need to worry about text to give - everyone can enter a credit card. We could feasibly do a campaign to simply get some data gathering started. Caged money accounts are more important - something like ActBlue
  - JCM - Requested Scott to review the fundraising page for anything that might be missing and Scott can after the election.
- Is anyone aligned with an organization that is part of 1% For the Planet?

- You have to be nominated to be part of this - how do we get involved in it?
  - This is early but please start keeping your eyes open for this sort of thing.
- Other
  - Charity Navigator
  - Guidestar
  - Amazon Smile
- Branding / Social Media
  - JCM has started some of this work with help from Kate
  - JCM will circulate these as soon as they're ready for all of us to use and use widely
- Committee Leadership
  - Two were proposed
  - Scientific
  - Communication
- Already Plastic Free Establishments
  - JCM needs help building this database
  - Please send him any
  - He's not worried about recruitment but would like to get the existing to a 1000 names if you have any you already know of
  - Scott Provided: <https://www.plasticpollutioncoalition.org/plastic-free-eateries>
- We need a new Board Member
- Please start fundraising! All details are in JCM's last 2 emails and are on the website.