

TNPS Board Meeting
Oct. 7, 2018
MTSU

Attendance

Margie Hunter, Susan Sweetser, Dennis Horn, Karen Hill, Allan Trently, Todd Crabtree, Michelle Haynes, Bettina Ault, Bart Jones

Guests

Joey Shaw, Ashley Morris, Allen Sweetser, Jennifer Trently, Alice Jensen

TN/KY Plant Atlas

Work on the atlas requires a large collaboration. Dwayne, Ashley and Joey serve as the TN editorial committee working with TNPS and Kentucky State Nature Preserve as funding bodies and other groups to pull together the data from KY & TN into SERNEC and manage it through the Web platform of University of South Florida. Tara Littlefield and Brad Ruhfel serve on the editorial committee from KY. Herbaria are still digitizing data and training students to do this work. All digitized data will be migrated into SERNEC. USF will then pull all SERNEC data to build the site.

Tennessee's flora guide was the original checklist for all plant data on the site. When KY joined, they needed a KY checklist with the most up-to-date nomenclature, which Alan Weakley provided. There are instances where plants have more than one accepted name, including a few (like *Hepatica*) that are still being debated. Synonyms for all plants had to be entered, and the plant page will appear under the most currently accepted name. There were similar issues with varieties and specialized names KY uses to track certain plants, all of which has vastly complicated the plant name database, with nearly 10,000 names entered for 3,589 plants. Now Dwayne and Joey are working to include plant "waifs," those not published in the original flora due to low country records.

County maps will only be based on vouchered herbarium specimens, not photographs or other observational data. Several imaging machines are shared among herbaria, and uploading digital images into SERNAC is now considered part of the standard workflow for most herbaria. USF is supplying the content management system that editorial committee members can access and post information updates as needed.

Acquisition of plant photos is currently slow. The committee might try to bring in some images from iNaturalist. Joey and Ashley will send image parameter information to TNPS. Image file names must follow a particular format as follows: Genus_species_ssp_First_Last_01. First/Last represents the name of the photographer. The number increases with each additional image of same species from that photographer.

Home page design appears much improved over other atlas sites. Numerous boxes of text have been largely replaced with a window for rotating images and a prominently-placed "Browse By" link, addressing concerns raised regarding appearance

and ease of use. A detailed physiographic map of the two states will also be visible, though scrolling will be necessary to center it on screen.

Target launch date is spring 2019, mid-March. It can be advertised at ASB and the Spring Wildflower Pilgrimage. Pre-launch testing of the site will likely occur during the winter.

Joey and Ashley requested TNPS give them specific dates for progress reports, which will correspond with January 1, April 1, July 1, October 1.

Correspondence should be directed to all three committee members channeled through one TNPS board member. Susan will be that contact.

The board authorized our final payment per the contract in December.

Minutes

March 30, 2018 minutes as corrected on Oct. 4, 2018, were approved.

Treasurer's Report

TNPS has \$38,466.30 in all accounts. Full report attached with information on 2018 annual meeting finances, atlas payments to date, scholarships awarded, and status of TNPS legal documents historical and current. Updates to the report: Charitable Solicitations letter has been received, and additional book and membership money received today will be deposited.

TNPS needs an audit for fiscal years 2015 through 2017. Karen will look for someone.

New Business

Board Nominations

Nominees for president, vice president, and secretary are needed. Due to the recent turnover with at-large members, it is unclear which seats are up for this election. The board decided to start over assigning two year terms. Newest members will have a two-year term starting in 2019, and older members are up for election this year. Despite appeals in the newsletter and email, no one is stepping forward regarding open officer positions. Susan is willing to continue another year if necessary, but this is not an ideal situation. The presidency is more organizational in scope, shepherding the board to keep things on track. Bart is going to cultivate Suzy Askew as a possible officer once the Memphis conference is over. He's impressed with her abilities. Bettina is willing to serve as secretary. Allan Trently will be VP.

Education & Outreach Report

There is no new information beyond what appeared in the fall newsletter.

Document Storage

Karen will digitize all historical and current organizational documents and store them on our server in a file accessible from the Web site. Hard copies will be kept in fire-proof box that travels with the treasurer. Karen will buy the box.

Old Business

2019 Annual Meeting

We have reserved the auditorium at Reelfoot Lake State Park for Friday & Saturday, July 12-13, 2019. There are the Reelfoot Inn, places in Dyersburg, and camping/RV spots for accommodations, which must be made independently. Bart will check on the possibility of group room reservations with Reelfoot Inn. Meals are also independent at local restaurants. On Sunday, there will be pontoon boat trips, a separate cost to be paid on site at the time. Bart will check with Rita Venable as a potential speaker.

2020 meeting location — Michelle suggested Red Boiling Springs and the Old Donoho Hotel, which has a restaurant. It is located near Taylor Hollow and Cummings Falls. Jeff Poppen the Barefoot Farmer's operation is here; he might be a speaker or we might tour his farm.

TNPS Logo

Our new logo featuring *Trillium sulcatum* is finished. Margie will order letterhead and business cards (500) from MOO and envelopes from Vistaprint. We do not use much stationery, and she will order the smallest quantity.

Awards — Conservation (no nominations)

Awards — Hall of Fame (no nominations)

Book Update

We finally received shipment of the wildflower book from Lone Pine in August. Dennis and Margie have sold numerous copies meeting pent-up demand and fulfilling long-standing orders.

Newsletter

David always needs information. Karen recommended that we pick out articles from some of our earliest newsletters online to republish and include updates from the original author if possible.

Web Site / Facebook

The Web site averages over 250 unique visits each day. Karen noted that it is time for a redesigned and upgraded site as well as a new Web Master. She estimated a cost of \$2500 to \$3500 to revamp and update the site. In particular, we need upgrades to the membership and registration pages. She also suggested we include posting updates, etc., which we would pay for with a monthly fee, perhaps \$30 per month. A good target date for completion is March when the new field trip schedule will be posted. The board gave Karen authority to negotiate a contract within the price range discussed and will come back to the board if it surpasses this.

Joanna updates Facebook immediately. An Instagram account could be good to generate traffic with good plant photos. It can be coordinated with Twitter using

common hashtags and linked to Facebook. Jennifer Trently offered to post things on Instagram for the group using #TNPS. Send TNPS emails to her at jmtrently@gmail.com.

Tennessee Conservation Voters

Michelle reports it's been a slow summer, but things will pick up when the state legislature goes into session next January.

Next Board Meeting — January 2019

Wilderness Station, Saturday, Jan. 19 as the main date with Jan. 26 as the bad-weather alternate.

Respectfully Submitted,

Margie Hunter
Secretary

TNPS Treasurers Report 10/7/2018

Karen Ripple Hill

ACCOUNT BALANCES (as of 10/3/18)

Checking	\$ 12,445.02
PayPal	\$ 263.46
General Savings	\$ 7,927.90
Book Savings	<u>\$ 17,829.92</u>
TOTAL	\$ 38,466.30

ASSETS

BOOKS ON HAND	WILDFLOWER	TWIG	FLORA
Dennis Horn	32	10	18
Bart Jones	48	4	0
Margie Hunter	43	1	5
Total	123	15	23

In the future I will keep a running tally of books on hand based on payments received, periodically verifying those numbers with whoever has books in stock. The number of books and who has them will be posted by the treasurer in a table on the BOD page of the website.

PAYPAL HERE

Just a reminder that we do have the PayPal Here Chip and Tap Reader that can be used to process payments for books and memberships with use of a credit card. This could be especially helpful at events. Just contact Karen if you will be working an event and want to give it a try.

2018 CONFERENCE

Income	\$ 2,859.00
Expense	<u>\$ 2,477.14</u>
PROFIT	\$ 381.86

PLANT ATLAS CONTRACT/PAYMENTS

TNPS made three payments in 2017 (\$6,500 on 2/19, \$6,500 on 10/13 and \$2,750 on 12/18) for a total of \$15,750. Our final payment of \$2,750 is due in December 2018 upon receipt of their invoice.

SCHOLARSHIPS

We have awarded two scholarships this year: the Mid-South Native Plant Conference in Memphis (\$200) and Cullowhee (Matt Moore, \$480). We also answered a request from Wesley Knapp to propagate “extinct North American plants from seeds found on herbarium specimens using advanced propagation techniques.” We agreed to support the project in the amount of \$500, but they have encountered some hiccups. No check has been sent as yet.

HISTORY AND LEGAL FORMS

According to oral history, TNPS is currently celebrating our 40th birthday! Unfortunately we have no documentation to that effect. Many members, past and present, have been contacted and queried about what documents they may have, to no avail. A visit to the Department of the Secretary of State in Nashville has provided copies of a few documents. Specifically:

- Our initial filing 7/1987 that includes our charter
- A Notice of Determination dated 1/9/89 that we were about to be administratively dissolved for failure to file our Annual Report.
- A Notice of Determination dated 1/17/92 that we were about to be administratively dissolved for failure to file our Annual Report.
- Annual Report for 1992
- Articles of Amendment to the Charter dated 10/11/94
- Annual Report for 1995
- A Notice of Determination dated 6/21/96 that we were about to be administratively dissolved for failure to file our Annual Report.
- Annual Reports for 1996, 1999, 2000, 2001
- Articles of Amendment to the Charter dated 4/14/02, cover form only
- Annual Reports for 2002, 2003, 2004, 2005, 2006, 2007, 2008

- A Notice of Determination dated 6/3/10 that we were about to be administratively dissolved for failure to file our Annual Report.
- Annual Reports for 2009, 2010, 2011, 2012, 2013
- A Notice of Determination dated 6/2/15 that we were about to be administratively dissolved for failure to file our Annual Report.
- Annual Reports for 2014, 2015, 2016, 2017

It is my opinion that TNPS was a legal Tennessee entity before 1987, but was administratively dissolved sometime before 1987.

We have IRS documents showing that we filed Form 990-N for 2007, 2009, 2010, 2011, 2012, 2013, 2014, 2016, 2017. We DO NOT have a copy of our determination letter indicating our tax exempt status which was sent to us in November 1994. We DO have a letter dated 8/1/2003 stating that the determination was made. Our July 1996 Newsletter also states that we qualified for the exemption.

We DO have a current TN Department of Revenue, Sales and Use Tax, Certificate of Exemption that remains in effect until 6/30/2019. We also have copies of previous exemption certificates dating back to 2005. TNPS DOES NOT PAY SALES TAX on items we purchase directly, including books from our publishers. When possible, please request an invoice when making a purchase for TNPS, send the invoice to me, and I will pay them with a TNPS check.

While in Nashville I verified that we should NOT COLLECT sales tax when we sell our books. "Businesses that average more than \$400 a month in sales of tangible personal property... must register for sales tax purposes." Except for 2006 and 2007 our *average* sales has been below \$400/month.

And, lastly, I learned that we DO need to file with the Division of Charitable Solicitations, Fantasy Sports, and Gaming. That has been done, along with an Exemption Request at no cost to us. So far I have not received notification that we have been approved for exemption, but we are now listed on their website as an Exempt Charity. Even if approved, we are still required to file a form annually at no cost.

Important legal documents are still missing. The critical ones that need to be found are:

- Our IRS letter sent in November 1994 indicating that we are tax exempt, 501(c)(3)
- Our original filing as an organization with the TN Department of State in 1978 or 1979

We need a safe, accessible storage area for documents, especially our legal documents. *I propose keeping documents in digital format on the website server in one or several folders that can be accessed by TNPS officers and board members as needed.* These documents would include:

- TN Charters and Bylaws (periodic)
- TN Annual Reports (annual)
- TN Tax Exemption Certificates (periodic)
- TN Summary of Financial Activities of a Charitable Organization (new, annual)
- IRS Letters of Exemption (periodic)
- IRS-990N Forms (annual)
- Minutes of Board meetings

I also respectfully request that a financial review be conducted by a qualified independent accountant for 2015, 2016 and 2017 per our Bylaws.

Submitted by Karen Ripple Hill, Treasurer

Tennessee Native Plant Society Inc.
Profit & Loss Prev Year Comparison
January through September 2018

	Jan - Sep 18	Jan - Sep 17	\$ Change	% Change
Ordinary Income/Expense				
Income				
Annual Meeting In				
Lodging	2,214.00	498.00	1,716.00	344.6%
Meals	0.00	296.50	-296.50	-100.0%
Registration	645.00	120.00	525.00	437.5%
Annual Meeting In - Other	0.00	4,837.50	-4,837.50	-100.0%
Total Annual Meeting In	2,859.00	5,752.00	-2,893.00	-50.3%
Book Royalties				
Lone Pine	0.00	0.00	0.00	0.0%
UT press	480.54	883.89	-403.35	-45.6%
Total Book Royalties	480.54	883.89	-403.35	-45.6%
Book Sales				
Vascular Plants Book	0.00	40.00	-40.00	-100.0%
Wildflower Books	650.00	1,000.00	-350.00	-35.0%
Winter Guide Books	175.00	140.00	35.00	25.0%
Total Book Sales	825.00	1,180.00	-355.00	-30.1%
Donations				
Contribution	379.00	175.00	204.00	116.6%
Memorial	0.00	25.00	-25.00	-100.0%
Total Donations	379.00	200.00	179.00	89.5%
Interest	1.72	2.42	-0.70	-28.9%
Life Membership	750.00	500.00	250.00	50.0%
Membership Dues				
Institutional	50.00	50.00	0.00	0.0%
NEW	390.00	0.00	390.00	100.0%
Regular	1,730.00	2,456.00	-726.00	-29.6%
Membership Dues - Other	0.00	0.00	0.00	0.0%
Total Membership Dues	2,170.00	2,506.00	-336.00	-13.4%
Total Income	7,465.26	11,024.31	-3,559.05	-32.3%
Gross Profit	7,465.26	11,024.31	-3,559.05	-32.3%
Expense				
Annual Meeting				
Conference facility/rooms	2,444.00	3,226.00	-782.00	-24.2%
Conference food	0.00	1,753.00	-1,753.00	-100.0%
Honorarium	33.14	200.00	-166.86	-83.4%
Occupancy tax	0.00	158.00	-158.00	-100.0%
Total Annual Meeting	2,477.14	5,337.00	-2,859.86	-53.6%
Bank Charge	67.71	0.00	67.71	100.0%
Books/projects				
Purchase Wildflower Book	2,656.62	0.00	2,656.62	100.0%
Subsidy for UT Plant Atlas	0.00	6,500.00	-6,500.00	-100.0%
Total Books/projects	2,656.62	6,500.00	-3,843.38	-59.1%
Education & Outreach				
Booth Rental	99.33	199.00	-99.67	-50.1%
Grants/Scholarships	680.00	250.00	430.00	172.0%
Total Education & Outreach	779.33	449.00	330.33	73.6%
Government Fees & Reports	40.00	20.00	20.00	100.0%
Newsletter				
Postage	206.00	304.29	-98.29	-32.3%
Printing	1,744.50	1,210.00	534.50	44.2%
Shipping	102.50	43.50	59.00	135.6%

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Cash Basis

Tennessee Native Plant Society Inc.
Profit & Loss Prev Year Comparison
January through September 2018

	Jan - Sep 18	Jan - Sep 17	\$ Change	% Change
Total Newsletter	2,053.00	1,557.79	495.21	31.8%
Office				
Copies	20.00	0.00	20.00	100.0%
PO Box	112.00	102.00	10.00	9.8%
Software	381.56	0.00	381.56	100.0%
Supplies	66.60	0.00	66.60	100.0%
Office - Other	18.00	0.00	18.00	100.0%
Total Office	598.16	102.00	496.16	486.4%
Organization Membership	400.00	400.00	0.00	0.0%
Website	1,075.00	175.00	900.00	514.3%
Total Expense	10,146.96	14,540.79	-4,393.83	-30.2%
Net Ordinary Income	-2,681.70	-3,516.48	834.78	23.7%
Net Income	-2,681.70	-3,516.48	834.78	23.7%