



Board of Director's Minutes and Proceedings – 2023-2024



Compiled & Summarized BOD Minutes: June 2023 to May 2024

Board of Directors: *Brandie Orchard, Cory Tischman, Lynn Gessling, David Michener, Jill Stevens, Leena Liljestrand, Linette Sorrentino, Lois Girton, Mary Muellner, Nate Bremer, Piet Wierstra, Scott Parker, Steve Smith, Craig Aiken, Kent Tretheway, Nick Maycher*

Executive Committee: *Nate Bremer-President; David Sorrentino-Vice President; Lynn Gessling-Treasurer; Cory Tischman-Recording Secretary; Sheryl Lawson-Corresponding Secretary.*

- **6/03/2023. General Annual Membership Meeting and Election.** Syracuse, New York. Nate Bremer, President, presiding.
 - President reports Society is in good health financially. Annual Financial/Treasurer's Report will be mailed with the Bulletin in December. (Fiscal Year is July 1, 2022 to June 31, 2023-thus no report).
 - Bylaws Revisions: Nate Bremer noted the bylaws have been updated but are not ready to be voted on until the 501(c)3 status is finalized with the IRS.
 - Nate Bremer read the list of nominees for a Director position for two years from 2023-2025. The following people were nominated: Linette Sorrentino and Nate Bremer. All candidates have submitted profiles to the Nominations Chair and are duly nominated per APS Bylaws. Director candidates have agreed to serve the American Peony Society in good faith per the "APS General Directorship Roles & Duties", adopted on January 10, 2020. A motion was made by Carl Szlachetka to elect the Directors as a slate through a voice vote of 'Yes' or 'No'. It was seconded by Brandie Orchard. There was no discussion. The motion was approved unanimously.
 - Motion: I, Nate Bremer, make a motion to suspend all operations for the APS from May 15 to June 15 each year. Motion seconded by: Brandie Orchard. Motion carried by unanimous vote of Membership. This motion was made to allow for personal time of leadership during the busy gardening season.
 - Awards: Steve Smith, Awards Chair, presented APS Personal Awards. American Peony Society Award: Leena Liljestrand and Henry Chotkowski; A.P. Saunders Memorial Award: Franklin and Angel Chow; Bertrand H. Farr Lifetime Achievement Award: Scott Parker.
 - No new business items proposed by membership and the meeting was adjourned.
- **8/03/2023. BOD Meeting.** Attending Board of Directors and Members may be found in full minutes upon request and the meeting was held via video conferencing. Nate Bremer, President, presided.
 - Annual Treasurer Report was submitted by Treasurer Lynn Gessling and ratified. Cory Tischman made a motion to accept the report as submitted and Lois Girton seconded. Motion to accept carried unanimously.
 - Motion: I, Linette Sorrentino, make a motion to accept and ratify the 2022-2023 fiscal year minutes and proceedings of the American Peony Society as presented at the General Annual Membership Meeting held on June 3, 2023, in Syracuse, New York. Motion seconded by: Nick Maycher. Motion carried unanimously.
 - Induction of Directors for the term of 2023-2024, as presented at the General Annual Membership Meeting in Syracuse, New York, 6/03/2024: Nate Bremer and Linette Sorrentino.
 - APS has reincorporated, per membership vote in January, to the State of Wisconsin (formally incorporated in the State of Missouri).
 - Various committee and projects chairs reported. Discussions and New Business do not impact APS business.
- **11/09/2023. BOD Meeting.** Attending Board of Directors and Members may be found in full minutes upon request and the meeting was held via video conferencing. Nate Bremer, President, presided.
 - **Motion:** I, Cory Tischman, make a motion to accept the proposed dates for the APS BOD meetings for 2024. Motion seconded by: Nate Bremer. Motion carried unanimously. Dates: 02/15/2024, 04/18/2024, Minnesota Convention 06/2024, 07/18/2024, 11/14/2024.

- I, Nate Bremer, make a motion to purchase Constant Contact per Lois Girton submission (to be used for announcements and a newsletter). Motion seconded by: David Michener. Motion carried unanimously.
 - I, Nate Bremer, make a motion to accept the APS Treasurer's Report for July - August as presented in the attachments via email, dated 2023.11.10. Motion seconded by: Cory Tischman. Motion carried with 15 of 16 Directors voting YES, 1 none reporting.
 - ICRA will no longer provide "Certificates of Registration". Confirmations will come in the form of final registration documents sent via email and publication of the annual Directory of New Cultivars.
 - Various committee and projects chairs reported. Discussions and New Business do not impact APS business.
- 01/06/2024. Special Membership Meeting. 46 voting members in attendance via video conference. Nate Bremer, President, presided.
 - In 2023 the APS undertook a number of organizational changes. The Society acquired a new tax designation, updated bylaws and reincorporated. All of these changes were related and are an integral part of APS. APS is now incorporated in the State of Wisconsin and is now an IRS designated 501(c)3 organization. Most bylaw changes were completed and ratified last year, with exception of language relating to reincorporation in Wisconsin and the change from a 501(c)5 to a 501(c)3. Membership previously approved APS to seek reincorporation and the new IRS tax status. Reincorporation was completed in spring and IRS redesignation officially occurred in November. Only language in the bylaws relating to these items needs ratification to complete the year-long effort.
 - Motion: I, Nate Bremer, make a motion to change language in the APS bylaws, as noted in "Revisions for approval 2023.11.19", to reflect changes in 1) Incorporation ("The Missouri Nonprofit Corporation Act." to "State of Wisconsin – Department of Financial Institutions."; 2) IRS Tax Status – (501 (C) 5 to 501 (C) 3. Motion seconded by: Cory Tischman. Motion carried unanimously.
 - No further discussion, reports or business was undertaken.
 - **02/15/2024. BOD Meeting.** Attending Board of Directors and Members may be found in full minutes upon request and the meeting was held via video conferencing. Nate Bremer, President, presided.
 - Motion: I, Nate Bremer, make a motion to approve the Reference Garden Project to move forward with the committee. Motion seconded by: Piet Wierstra. Motion carried unanimously.
 - Motion: I, David Michener, make a motion to approve the APS Commercial Plant Vendor Code of Ethics as written and distributed for the 2/15/24 meeting. Motion seconded by: Nate Bremer. Motion carried unanimously. The APS Commercial Plant Vendor Code of Ethics may be found on the APS website.
 - Scott Parker (Seed Program Chair) reported no further shipments to of APS Seed Program seeds can be shipped to countries outside of the United States and Canada due to permitting and individual country regulations.
 - Various committee and projects chairs reported. Discussions and New Business do not impact APS business.
 - **04/18/2023 BOD Meeting.** Attending Board of Directors and Members may be found in full minutes upon request and the meeting was held via video conferencing. Nate Bremer, President, presided.
 - Report from Treasurer (Lynn Gessling). \$50,000.00 was placed in a money market which will return 4.05% on the investment. The Treasurer also requested APS move all monies invested with Edward Jones to the money market, which is a safer, more accessible account.
 - Revisions of the Gold Medal Peony Information & Procedures document were discussed. New procedures were added to allow for a more seamless selection process. See Motion.
 - A new Award for unusual and new peony cultivars was introduced. The name for the award is pending.
 - Peony cultivar awards were decided for 2025. Names to be released in early 2025 through the APS media.
 - Motion: I, Steve Smith, make a motion to approve the Treasurer's Report. Motion seconded by: David Michener. Motion carried unanimously.
 - Motion: I, Cory Tischman, make a motion to approve the Gold Medal (GM) Information & Procedures document as written. Motion seconded by: Lois Girton. Motion carried unanimously.
 - Motion: I, Nick Maycher, make a motion to accept the Award Committee's initiative to create a new award recognizing emergent cultivars as per written proposal and criteria, with a name for the award to be determined at a later date as per board recommendation. Motion seconded by: Lois Girton. Motion carried unanimously.

- Motion: I, Nate Bremer, make a motion to accept the proposed changes to the institutional membership benefits as proposed by Lois Girton, as follows: “Institutional memberships are for one organization at a single mailing address and include one printed Bulletin which may be made available to the public through their library system. The membership will be associated with the email address of one individual (staff or volunteer) who will have access to the Member Portal but does not include public access to the Member Portal. Other benefits are available, as noted under Member Benefits, but no voting rights are included. Institutional memberships are available to libraries, botanical gardens, arboreta, gardening organizations and educational facilities. The American Peony Society (APS) is not responsible for re-mailing Bulletins and Directories which are returned due to address changes, lost in the mail, stolen or not delivered to a member for any other reason.” Motion seconded by: Nick Maycher. Motion carried unanimously.
- Various committee and projects chairs reported. Discussions and New Business do not impact APS business.

Access to individual program reports, documents and full BOD minutes are available upon request through the APS President.

The APS Board of Directors wishes to thank all over our non-profit volunteers and looks forward to working with current and new volunteers. All members are welcome to volunteer their time and talents are encouraged to do so.