



April 2024 Board Meeting Agenda

Apr 24th 2024 12:45pm - 2:15pm

1. Opening and Call to Order - CBTA General Meeting

12:45pm

2. Approve Minutes of March 27, 2024 Board Meeting

 [Minutes March 27 2024.pdf](#)

3. Reports

a. Treasurer's Report

Debbie McGee

 [March 2024 Financial Report](#)

b. CAL Report

Mike Merritt

c. Retail Report

Jacob Cole

 [VC Retail Review March 2024.pdf](#)

i. Food Trailer Update

d. President's Report

Paul Prescott

 [President's Report 04.20.24.pdf](#)

4. Old Business

a. Nominating Committee Update

Vida Kenk
Paul Prescott

5. New Business

a. Bylaws Committee Update

Paul Prescott

i. First reading of Bylaws revisions

Paul Prescott

 [Revised bylaws 2024.pdf](#)

1. Set meeting for discussion

ii. Schedule group session for discussion

6. Routine Reports (in writing unless moved to new/old business)

a. Membership/Donations Report

Sue Hoffmann

 [Membership Report for April 24 2024 mtg.pdf](#)

b. TrackIt Forward

Sue Hoffmann

 [track it forward april 2024.pdf](#)

c. Seminars and Events Report

Patty Haskell

 [Seminars and Events.pdf](#)

d. Finance Committee

 [Finance Committee Report 4/19/24](#)

7. Discussion

8. Closing and Adjournment

9. Upcoming Dates for your calendar

- a. **May 11, 2024 - Seminar - Astronomy at Big Trees - 10am
- Ralston Classroom**
- b. **May 13, 2024 - Nominating Committee - 10:30am -
Zoom**
- c. **May 15, 2024 - Tentative Seminar & Events Committee -
3pm - Zoom**
- d. **May 20, 2024 - Finance Committee - 3:30pm - Zoom**
- e. **May 22, 2024 - 50th Anniversary Planning - 1pm - Zoom**
- f. **May 29, 2024 - May CBTA Board Meeting - 1pm- Zoom**

END
2:15pm



CALAVERAS BIG TREES ASSOCIATION
BOARD OF DIRECTORS
Zoom Meeting
March 27, 2024
Draft Minutes

Present: Paul Prescott, Vida Kenk, Bob Boughton, Betty Watson, Sally Finch, Patty Haskell,
Absent: Jim Bearden, Peter Ralston
Staff: Sue Hoffmann. Jacob Cole, Debbie McGee, Karen Marques
DPR/CAL: None
Guests: Rod Smith

The meeting of the Board of Directors of Calaveras Big Trees Association was called to order at 12:45 p.m. by President Paul Prescott.

Minutes of the February 28, 2024, CBTA Board Meeting

MSC to approve Minutes of the February 28, 2024 CBTA Board Meeting.

REPORTS

CAL Report: Notes from March 22, 2024 DPR meeting.

- Lava Bluffs is cleared and ready for hiking. The other trails off the parkway still need to be cleared.
- Oak Hollow will open May 15th. Group camp will open July 2nd
- Park closes at 7pm now, then 10pm starting in April. Rangers are on duty until 6pm now, 8pm starting in April.
- Kathy: shingles will be replaced on the kiosk garage in the near future.
- Brian hired one seasonal Maintenance Park Aide (Kayden). He has 2 more doing hiring paperwork. HE STILL NEEDS MORE. Please let anyone know that may be interested. Isaac will return on April 1st.
- Kiosk is in need of MULTIPLE seasonal Park Aides. Yvonne has taken another job. Tina moving to Australia.
- Joel: new Ranger has officially been hired. He will train with Dan for the next few months.
- Teddie: School tours begin next week. They talked to people at Irish Days interested in working at the park. She will contact Amber for flyers to give out this information at the Frog Jump booth.
- Lillie will be gone at training all next week. She will not be able to answer emails until the following Monday.
- Karri will be on vacation next week. Docent orientation will be in the classroom tomorrow and Sunday.
- Safety Meeting today on snakes and what to do if you come upon one or are bitten.

Retail Report- Jacob Cole: (Report submitted and attached): Jacob clarified that his report numbers only reflect retail sales numbers. Jacob asked that his report be reviewed at the Finance Committee as well. Bob commented that he liked this report as retail sales are the main driver of income.

Food Trailer Update: The first order of tables is due to arrive shortly. The Event permit for the summer has been submitted to Antheney. DPR has yet to decide how many days a week the food trailer can operate.

Treasurer's Report/Finance Committee Report- Debbie McGee (Reports submitted and attached):

Mike Merritt has declined current staffing payment. It will stay in the budget but Debbie will move it towards the end of the year. The Youth Mentoring program has been discontinued. Debbie will retain the \$600 until further action can be taken.

Questions came up about the format and content of reports. After a discussion, it was decided to continue

this conversation at the Finance Committee.

MSC to accept Treasurer's Report.

President's Report-Paul Prescott: (Report submitted and attached) Paul had nothing to add.

OLD BUSINESS

1. **Nominating Committee Update:** Vida reported that suggestions are needed from everyone for potential board members. Paul reported that progress is being made in the interim.
2. **Bylaws Revision Committee Update:** Vida reported that the bylaws are being reviewed carefully. Revised Bylaws are targeted for Spring dispersal.

NEW BUSINESS

1. A scholarship committee was formed: Betty, Vida and Sally. Betty agreed to chair the committee. Applications close April 15.
2. Revision of eligibility requirements for scholarships was discussed. Sue reported that we have had an application from a student who lives in California and who will be attending Oregon State remotely. Should this application be considered? It is much more common now to have online learning opportunities. Paul suggested making an allowance for this application. The committee will then review the application and eligibility requirements for 2025.

Committee Reports – Submitted to Minutes and attached hereto

1. **Membership/Financial Development: Sue Hoffmann**
2. **Seminars/Events: Patty Haskell**
3. **Track It Forward: Sue Hoffmann**
Please bring your hours up to date.
4. **Finance Committee: Debbie McGee**

The meeting adjourned at 2:15 pm

Respectfully submitted, Sue Hoffmann

Calaveras Big Trees Association
Financial Summary
March 2024

- Page 2 is the report for ALL activity (income and expense) for year to date.
 - Net Income (Loss) of (-25,918) is highlighted in yellow across all the pages for information only on where that number shows up on the income/expense page and the balance sheet.
- Page 3
 - Balance Sheet summary at 3/31/24 is the condensed version of the Balance Sheet printout from QuickBooks on the following page.
 - Designated Special Purpose Funds: these are funds set aside with a special purpose
 - Restricted Funds: These funds are Donor restricted and must be used only for the intended purpose.
- Page 4 is the detail of the Balance Sheet summary on the previous page.
- Cash Accounts (El Dorado accounts) total is \$133,516.
 - Down (\$18,804) from last month's total of \$152,319.
 - \$9,016 for the printing of 20,000 North Grove Trail Guides (under account 6120-Program Supplies)
 - \$3,000 refund for uncompleted Bench to Cyd Ramirez.
- Investments:
 - Up \$8,373 from last month (UP \$14,273 year to date)

Outstanding Commitments / Large expenses

Staffing - Interpretive Park Aides	105,000
Staffing - PORTS	20,000
Food Trailer - additional equipment	2,656

Calaveras Big Trees Assn
ALL - Income & Expense (includes Food Trailer)
January through March 2024

	Jan - Mar 24
Ordinary Income/Expense	
Income	
4000 · Donations-General Public	2,946.27
4050 · Indirect Public Support	2,763.90
4060 · Memorials & Tributes	419.30
4100 · Membership Dues	5,787.80
4300 · Program Income	6,683.80
4520 · Interest Income	82.49
4500 · Dividend Income	1,864.53
4510 · Unrealized Gain/(Loss)	14,273.00
4605 · Raffle Ticket Sales	300.00
4400 · Rpro Sales	
4440 · Visitor Center	118,961.86
4430 · Shipping Revenue	13.69
Total 4400 · Rpro Sales	118,975.55
Total Income	154,096.64
Cost of Goods Sold	
5000 · Resale Visitor Center	
5010 · Cash over/short	-9.49
5040 · Purchase Discounts	-638.94
5050 · Inventory Purchases	51,483.42
5060 · Freight In	3,239.65
5070 · Inventory Adjustments	10,876.54
5080 · Damaged Goods	131.76
5000 · Resale Visitor Center - Other	-1.00
Total 5000 · Resale Visitor Center	65,081.94
Total COGS	65,081.94
Gross Profit	89,014.70
Expense	
6000 · Salaries & Wages	69,135.25
6010 · Payroll Taxes (Employer)	5,288.86
6030 · Insurance	63.00
6100 · Office Supplies	715.65
6120 · Program Supplies	10,135.27
6130 · Advertising & Promotion	322.72
6140 · Retail Supplies	1,025.63
6200 · Hospitality	189.80
6300 · In-House Printing Supplies	300.30
6400 · Dues & Fees	5,397.57
6410 · Telephone & Website	540.90
6420 · Postage & Shipping	319.66
6430 · Bank Charges	5,383.78
6440 · Software & Computer Support	472.22
6450 · Facilities & Equipment Maint	163.68
6500 · Outside Contract Services	14,683.07
6460 · Minor Equipment	458.79
6050 · Staff Development/Travel Mtgs	336.94
Total Expense	114,933.09
Net Ordinary Income	-25,918.39
Net Income	-25,918.39

(2)

Calaveras Big Trees Association

Balance Sheet summary at 3/31/24

Assets	
Cash Accounts	137,543
Investments	371,787
Property and Equipment (net)	71,973
Inventory	238,940
Other Assets	10,689
Total Assets	<u>830,931</u>
Total Liabilities	
	36,790
Net Assets	
Without Donor Restriction	609,759
With Donor Restriction	210,301
Net Income	<u>(25,918)</u> ←
Total Net Assets	<u>794,141</u>
Total Liabilities and Net Assets	<u>830,931</u>

Designated Special Purpose Funds

1,255	Giving Tuesday 2023 for PORTS
11,031	Prescott Funds (unrestricted)
5,004	encumbered for Bench Expenses
9,237	Exhibit Reserves
3,000	Tribute Picnic Table Program
<u>29,528</u>	Total Designated Funds

Restricted Funds

12,721	Mitigation Grant
-	Buses to Big Trees
2,874	Three Senses Trail
2,899	Wildfire Risk Reduction
600	Youth Mentoring Program
<u>19,093</u>	Total Funds Restricted by Donors

Outstanding Commitments / Large expenses

Staffing - Interpretive Park Aides	105,000
Staffing - PORTS	20,000
Food Trailer - additional equipment	2,656

(3)

Calaveras Big Trees Assn
Balance Sheet
As of March 31, 2024

	Mar 31, 24
ASSETS	
Current Assets	
Checking/Savings	
1010 · EL DORADO - operating	51,579.14
1011 · 2-EL DORADO - merchant	77,644.87
1013 · 3-EL DORADO - debit card	4,291.97
1210 · Commonwealth FN - Investments	
1211 · General Fund	200,125.68
1212 · Daly Ralston Intern Fund	98,689.53
1213 · Hewitt Memorial ScholarshipFund	72,971.80
Total 1210 · Commonwealth FN - Investments	371,787.01
1410 · Petty Cash	100.00
Total Checking/Savings	505,402.99
Other Current Assets	
1445 · PayPal Clearing	-25.40
1400 · Inventory	238,940.37
1420 · VC Change Fund	3,952.00
1440 · Prepaid Expenses	9,513.08
1450 · Prepaid Postage & Bulk Mail	1,175.70
Total Other Current Assets	253,555.75
Total Current Assets	758,958.74
Fixed Assets	
1500 · Equipment	
1510 · Equip. Accumulated Depreciation	-16,349.00
1500 · Equipment - Other	23,319.11
Total 1500 · Equipment	6,970.11
1515 · Food Trailer	63,581.29
1516 · 2016 Ford F150 Pickup	1,421.27
Total Fixed Assets	71,972.67
TOTAL ASSETS	830,931.41
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 · Accounts Payable	21,063.72
Total Accounts Payable	21,063.72
Other Current Liabilities	
2110 · Salaries Payable	11,834.51
2120 · PTO Payable	3,892.08
Total Other Current Liabilities	15,726.59
Total Current Liabilities	36,790.31
Total Liabilities	36,790.31
Equity	
3900 · Net Assets w/o Donor Restricts	609,758.72
3910 · Net Assets w/Donor Restrictions	210,300.77
Net Income	-25,918.39
Total Equity	794,141.10
TOTAL LIABILITIES & EQUITY	830,931.41

VC Retail Review: March 2024

Month Top Line Sales:

March 2024	March budget	% to budget
46,193	\$40,025	116%
YTD 2024	YTD budget	% to budget
\$118,976	\$90,075	132%

Net Income (retail only):

March 2024	March budget	% to budget
\$1,960 (excluding donations)	6,803 (excluding donations)	32%
YTD 23-24	YTD budget	% to budget
\$10,543 (excluding donations)	\$(842) (excluding donations)	way over

Donations: (not included in sales or profit)

March 2024	March budget	% to budget
\$363	\$500	73%
YTD 2024	YTD budget	% to budget
\$1,031	\$1,000	103%

March was right about as expected in sales. We missed our net income by about \$5k because I adjusted some inventory quantities. The big adjustment was for the custom shopping bags that were not scanned out during transactions. When the new order of bags came in, I removed \$5k worth of bags from inventory to make the inventory count accurate. We received our order of 10k bags and have them in use again. To remedy large adjustments on these in the future, I no longer give them away for free with a \$60+ purchase. Since the goal is to have these out in the world as more of a marketing tool, I reduced the price them from \$6.50 to \$1.99 and they cost \$1.60 each. This way more people will actually buy them and we won't lose money on them.

The Sequoia Snack Shack is going to operate on a special event permit this summer for 5 days a week. We have a full time cook position open and posted online. I will also be visiting Columbia College to circulate a flyer for the position to the culinary arts students. The picnic tables are here at the park and awaiting plaques and placement within the next 4-5 weeks.

The season is upon us and we are getting prepared!

President's Report
April 20, 2024

The Bylaws Committee has completed its work!

I thank Vida for guiding the committee in her usual orderly fashion, keeping us focused on the task at hand. I thank Sue for her common sense approach to how certain wording will be applied in certain situations. I thank Sally ever so much for her attention to detail, uniformity and her wordsmithing.

Sally's formatted version will be posted on Boardable, and will be the copy we use for the First Reading at Wednesday's meeting. (First Reading means we simply present the document to the Board. No action is taken.) As I outlined in an earlier email, we will vote on the bylaws at our May 29 meeting. We will have a Special Board Meeting (time to be determined at our meeting Wednesday) to answer questions or make suggestions for changes. Feel free to contact me if you have questions about the bylaws or the procedure for adopting them.

Mike Merritt sent me an invitation to the final meeting of the Interpretive Master Plan preparation process. DPR staff have been working on tweaking language. I'm impressed with the lightning speed (for DPR) they've used to get this far so quickly. The meeting will be on June 6 at the park. I leave further details for Mike to share.

Today we begin our seminar season. Thanks to Patty for having such a well-oiled machine that cranks out good seminars year after year. Lot's of phone calls; lots of waiting; lots of changes – it takes a persistent and patient person to organize this, and Patty has done a remarkable job. Thank you, Patty. Patty will be stepping down from chairing the committee in June; Sally will be taking her place.

We are entering High Season now. The Special Event Permit for the food trailer is signed; we are a go. Jacob has been building up the V.C. inventory for weeks now, and the sales through the winter have pretty consistently beaten expectations. Financially, we are in good shape.

See you Wednesday.

Paul

BYLAWS

OF

CALAVERAS BIG TREES ASSOCIATION

A CALIFORNIA NON-PROFIT PUBLIC
BENEFIT CORPORATION

ARTICLE 1 OFFICES

The corporation's principal office is fixed and located in Calaveras Big Trees State Park, 1170 E Hwy 4, Arnold, CA 95223. The mailing address is P.O. Box 1196, Arnold, CA 95223-1196. The Board of Directors (herein called the "board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted in the bylaws in this article, or this article may be amended to state the new location.

ARTICLE 2 OBJECTIVES

The objectives of this corporation are:

- (a) to promote the educational and interpretive activities in the Calaveras Big Trees State Park;
- (b) to produce and make available to park visitors, by sale or free distribution, suitable interpretive and educational literature and materials, including books, maps, pamphlets, visuals, recordings and speakers;
- (c) to support the acquisition and display materials or objects pertaining to cultural history or natural history of the area for the purpose of adding them to the interpretive collection of Calaveras Big Trees State Park;
- (d) to support the development and maintenance of a suitable park library for the Calaveras Big Trees State Park docents and employees;
- (e) to assist in the development and improvement of interpretive facilities; and
- (f) to assist financially and otherwise in the establishment and operation of similar organizations.

ARTICLE 3 MEMBERSHIP

Section 3.1 Members

Membership in the Association is open to all, without distinction, upon payment of dues.

Section 3.2 Association Members

Members in good standing are those whose membership is current, and those who are life or honorary members.

ARTICLE 4 **DIRECTORS**

Section 4.1 Powers

Subject to limitations of the articles and these bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board. The board may delegate management of the activities of the corporation to any person or persons, a management company or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers in addition to the other powers enumerated in these bylaws:

- (a) To select and remove all the other officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, or these bylaws, fix their compensation, and may require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the corporation, and to make such rules and regulations not inconsistent with law or these bylaws as they deem best.
- (c) To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time, as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities.

Section 4.2 Number and Term of Directors

The number of directors shall be determined by the board. There shall be at least five but no more than fifteen directors, until changed by amendment to these bylaws. Directors shall serve a maximum of three consecutive two-year terms (six consecutive years). One year following the six consecutive years they may be elected again to the board.

Section 4.3 Selection and Term of Officers of Board Members

- 4.3.1 Six or more months prior to the annual meeting, the president shall appoint a nominating committee that shall consist of at least three board members, and others as deemed appropriate. The committee shall submit a slate of nominees.
- 4.3.2 Election of members of the Board of Directors shall take place at the Association's annual meeting.
- 4.3.3 The election shall consist of a ballot distributed at the annual meeting to all Association members in attendance. The method of voting will be determined by the board: e.g. paper, virtual, digital, etc.
- 4.3.4 Members of the Board of Directors shall be elected by a majority of Association members in good standing present at the annual meeting. No proxy votes will be accepted.
- 4.3.5 Board members shall be Association members in good standing who support the vision and mission of the Association.

Section 4.4 Vacancies

- 4.4.1 A vacancy or vacancies on the board shall be deemed to exist in case of death, resignation or removal of any director, or if the authorized number of directors is increased
- 4.4.2 Any director may resign effective on giving written notice to the president, the secretary, or the board. The effective date of resignation, if not stated in the notice, will be upon receipt of the notice and confirmation by the president.
- 4.4.3 Should the board decide to fill a vacancy that has occurred not at the time of the annual meeting, such vacancy shall be filled by a majority vote of the remaining directors. Any director, so selected, shall hold office until the expiration of the term of the replaced director.

Section 4.5 Removal of Directors

Any director may be removed from office with or without cause by a majority vote of the board at any time.

Section 4.6 Rights of Inspection

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation of which such person is a director.

Section 4.7 Committees

The board may appoint standing and ad hoc committees to carry out tasks assigned by the board in a manner determined by the board. The chair of the committee shall be an

Association member in good standing. The chair of the committee reports regularly to the board.

Section 4.8 Fees and Compensation

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the board.

Section 4.9 Board Meeting Attendance

Prior to being elected to the board, all nominees should understand the potential ramifications of board meeting absences. Board members should advise the president of non-attendance at regularly scheduled meetings so that it can be determined if a quorum will be present. Absences at a regular scheduled meeting due to illness or emergency are excused. Two unexcused absences at these meetings each calendar year are allowed. Absence in excess of these conditions may result in the board director being asked to vacate his/her position. The president may excuse, after due consideration, an absence due to work, jury duty, or other unavoidable conflict.

ARTICLE 5 ASSOCIATION BOARD MEETINGS

Section 5.1 Place of Meeting

Meetings of the board shall be held at any place within the State of California, which has been designated from time to time by the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 5.2 Participation in Meetings

The Board of Directors may hold regular or special meetings using electronic communications, including video conferencing, telephone conference calls, or other similar communications equipment or technology, as long as all members participating in such meetings can hear one another and participate in all matters before the board. Participation in such a meeting shall constitute presence in person at such meeting. This shall apply to all meetings.

Section 5.3 Annual Meetings

The board shall hold an annual meeting for the purpose of electing board members, organization, and transaction of other business. Annual meetings of the board shall be held on a day and time set by the board.

Section 5.4 Regular Meetings

Regular meetings of the board normally shall be held once a month, at a time and place set by the board. Public notification of meetings will be given.

Section 5.5 Special Meetings

Special meetings of the board for any purpose or purposes may be called at any time by the president, any vice-president, the secretary, or any two directors. Notice of the time and place of special meetings shall be given to each director by any of the following:

- (a) personal delivery of written notice;
- (b) first-class mail, postage prepaid;
- (c) telephone, including a voice messaging system or other system or technology designed to record and communicate message directly to the director;
- (d) electronic mail; or
- (e) other electronic means.

All such notices shall be given or sent to the director's contact information as shown on the corporation's records. A voicemail or electronic notice of a special meeting will be sent at least 48 hours before the meeting. A mailed notice will be sent at least 4 days before the meeting. The notice shall state the date, place, time and the purpose of the special meeting.

Section 5.6 Quorum

One more than 50% of the Board of Directors shall constitute a quorum for the board to transact business, except to adjourn. Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the whole board. During a meeting at which a quorum is initially present, but loses the quorum during the meeting, will no longer vote on motions, but may continue to discuss reports and other information.

Section 5.7 Action Without Meeting

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board individually or collectively consent in writing or by email to such action. Such consent shall be filed with the minutes of the next regular board meeting.

ARTICLE 6 OFFICERS

Section 6.1 Officers

The officers of the Association shall be a president, a secretary, and a treasurer. The Association may also have, at the discretion of the board, one or more vice presidents, one or more assistant secretaries, and one or more assistant treasurers, and such other officers as deemed appropriate by the board in accordance with these bylaws. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve concurrently as the president.

Section 6.2 Election

The officers of the Association shall be chosen annually by, and shall serve at the pleasure of, the board. Officers shall hold their respective offices until their resignation, removal, or until their term has expired.

Section 6.3 Term of Office

Each officer serves for one year – generally beginning in July and ending the next June. Officers may be elected to serve three one-year terms in any office. Should a director be chosen for the same office more than three years, a unanimous vote of the board is required.

Section 6.4 Removal

Any officer may be removed from office with or without cause by a majority vote of the board at any time.

Section 6.5 Resignation

Any officer may resign effective on giving written notice to the president, the secretary, or the board. The effective date of resignation, if not stated in the notice, will be upon receipt of the notice and confirmation by the president.

Section 6.6 Vacancies

Should the board decide to fill a vacancy that has occurred not at the time of the annual meeting, such vacancy shall be filled by a majority vote of the remaining directors. Each officer so selected shall hold office until the expiration of the term of the replaced officer.

Section 6.7 President

6.7.1 Role of the President

The president is the general manager and chief executive officer of the corporation, and has, subject to the control of the board, general supervision, direction, and control of the business and officers of the corporation. The president shall preside at all meetings of the board. The president has the general powers and duties of management usually vested in the office of president and general manager of a corporation, and such other powers and duties as may be prescribed by the board.

6.7.2 Endorsements of Documents and Contracts

The President, when authorized by the board, shall sign on behalf of the Association any note, mortgage, evidence of indebtedness, contract, conveyance, or other instruments in writing and any assignment or endorsement.

6.7.3 Past Presidents

Should the incumbent president's term as a board member expire concurrent with their term as president, they shall remain on the board in a non-voting status as

President Emeritus for one year. Following the completion of his/her term, the president shall be granted a lifetime membership in the organization.

Section 6.8 Vice President

The vice president shall have such powers and perform such duties as from time to time may be prescribed for him/her respectively by the board. In the absence or disability of the president, the vice president, shall perform all the duties of the president, and when so acting, shall have all the powers and responsibilities of the president.

Section 6.9 Secretary

The secretary shall keep, or cause to be kept, at the principal office ~~of~~ or such other place as the board may order, a book of minutes of all board meetings, with the time and place of meeting, whether regular or special, and if special how authorized, the names of those present, and the proceedings of the meeting. The secretary shall keep, or cause to be kept, at the principal office the original or a copy of the corporation's articles and bylaws, as amended to date. The secretary shall give, or cause to be given, public notice of all meetings of the board. The secretary shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such duties as may be prescribed by the board.

Section 6.10 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors, officers and staff, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the Board of Directors. The treasurer shall properly perform all duties requested by the Board of Directors or the president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer. A treasurer's report will be given to the board at each regular meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fund development plans, and make financial information available to board members and the public.

Section 6.11 Succession

Should the president and vice president be absent or disabled the treasurer shall perform all the duties of the president.

ARTICLE 7 EXECUTIVE COMMITTEE

The executive committee shall consist of the elected officers. The Association president shall chair the committee and have authority to call meetings of the committee. The executive committee shall have the power to act on behalf of the board between meetings of the board, and shall report to the board on all actions taken by it. It shall perform such other duties as may be delegated to it by the board.

ARTICLE 8 INDEMNIFICATION AND INSURANCE

Section 8.1 Right of Indemnification

To the fullest extent permitted by law, the Association shall indemnify its directors, officers, employees, volunteers, and persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in section 5238(a) of the California Corporation Code, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in these bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code. Such right of indemnification shall not be deemed exclusive of any other rights to which persons may be entitled apart from this section.

Section 8.2 Approval of Indemnity

On written request to the board by any person seeking indemnification under Section 5238(a) or 5238(b) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the board shall authorize indemnification.

Section 8.3 Advancement of Expenses

To the fullest extent permitted by law, and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the corporation before final disposition of the proceeding, upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 8.4 Insurance

The Association shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, volunteers and other agents, against any liability asserted against or incurred by any officer, director, employee, volunteer or agent in such capacity, or arising out of the officer’s, director’s, employee’s, volunteer’s or agent’s status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 **AMENDMENTS**

These bylaws may be adopted, amended, or repealed by a majority vote of the Board of Directors. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of the meeting with the proposed bylaw revisions with explanations is given in accordance with these bylaws. The vote of adoption of the revised bylaws shall be at a meeting following the notification and explanation to all board directors.

CERTIFICATION

I certify that I am the president of the CALAVERAS BIG TREES ASSOCIATION, a California nonprofit public benefit corporation, and that these bylaws, consisting of nine pages were adopted by a majority of those in attendance on May 24, 2024 at the meeting of the Association Board of Directors.

By: _____
President

Date: _____

Address: P.O. Box 1196
Arnold, CA 95223-1196



Membership + Fund Development Report

March 2024

CBTA Members-thru March 2024		431	Joined in VC	5
	(includes Life Members)		Other - online & checks	4
CBTA Members-thru March 2023		486		
CBTA Members-thru March 2022		532		
Monthly Donations from Donor Perfect-March 2024				
	GL Code	Donors	Total Given	
	California Naturalist	3	\$957.90	
	General Donation	2	\$70.00	
	Membership Dues	10	\$1,585.10	
	Monthly Giving	1	\$30.00	
	John Muir Laws Workshop	22	\$1,339.00	
	Total	38	\$3,982.00	
Monthly Donations from Donor Perfect-March 2023				
	GL Code	Donors	Total Given	
	Employer Match	1	\$100.00	
	General Donation	6	\$475.60	
	Indirect Donation	3	\$49.51	
	Membership Dues	17	\$2,298.00	
	Memorials	1	\$20.60	
	Monthly Giving	1	\$30.00	
	Dogwood Festival	5	\$311.40	
	Total	34	\$3,285.11	
Public Donations March 2024 (not entered into Donor Perfect)				
	Retail Donations		\$362.60	
	Trail Guide Donation Box		\$177.20	
	Lobby Coffee		\$102.35	
	Bear Raffle		\$72.00	
	Total		\$714.15	
Public Donations March 2023 (not entered into Donor Perfect)				
	Retail Donations		\$91.58	
	Trail Guide Donation Box		\$0.00	
	Coffee in the Lobby		\$0.00	
	Quilt Raffle #2		\$59.00	
	Total		\$150.58	
	March 2024 Grand Total			
	March 2023 Grand Total			

			307	
Donations from Donor Perfect-Year to date (January 2024-March 2024)				
	GL Code	Donors	Total Given	
	2024 California Naturalist	18	\$5,738.10	
	General Donation	4	\$620.00	
	Membership Dues	62	\$4,837.80	
	Monthly Giving	3	\$90.00	
	John Muir Laws Workshop	22	\$1,339.00	
	Tributes	2	\$161.80	
	YTD Total	111	\$12,786.70	
Donations from Donor Perfect-YTD (January 2023 - March 2023)				
	GL Code	Donors	Total Given	
	Emploer Match	1	\$100.00	
	General Donation	10	\$1,324.40	
	Indirect Donations	3	\$49.51	
	Membership Dues	68	\$6,095.80	
	Memorials	2	\$123.60	
	Monthly Giving	3	\$80.60	
	Program Income	1	\$160.00	
	Special Evnts Income	7	\$465.90	
	GRAND TOTALS	94	\$8,299.81	
Public Donations ytd (January 2024-March 2024)(not entered into Donor Perfect)				
	Retail Donations		\$1,030.97	
	Trail Guide Donation Box		\$411.20	
	Lobby Coffee		\$277.10	
	Bear Raffle		\$300.00	
	GRAND TOTAL		\$2,019.27	
	2024 YTD Grand Total			
March 2024 Constant Contact Emails sent -				
3/11/2024	Donor Impact Report	65% open	2038 sent	
Website	March 2024	2,400 views		
Facebook	16,109 followers	# of Posts 16	People reached 3,279	
Instagram	March 2024	# of Posts 5	People reached 1,500	

Track It Forward

Track It Forward									
January 2024			February 2024			March 2024			
<u>Hour Log Activity</u>	<u>Hours</u>		<u>Hour Log Activity</u>	<u>Hours</u>		<u>Hour Log Activity</u>	<u>Hours</u>		
50th Anniversary Planning	2		50th Anniversary Planning	0		50th Anniversary Planning	3.5		
Board Development	1.5		Board Development	0		Board Development	1		
Board Meeting	16		Board Meeting	8		Board Meeting	8		
CBTA Business	0		CBTA Business	0		CBTA Business	3		
Committee Work	0		Committee Work	7		Committee Work	7.5		
DPR Meetings	0		DPR Meetings	0		DPR Meetings	1		
Dogwood Festival	0		Dogwood Festival	0		Dogwood Festival	0		
Donor Impact Report	0		Donor Impact Report	0		Donor Impact Report	0		
Email & Phone Calls	0.5		Email & Phone Calls	0.5		Email & Phone Calls	8.5		
Event Preparation	1.5		Event Preparation	0		Event Preparation	1.5		
Events - misc	0		Events - misc	0		Events - misc	0		
Finance Committee	0		Finance Committee	4.5		Finance Committee	3		
Forest Resilience	0		Forest Resilience	0		Forest Resilience	0		
Meeting Preparation	0.5		Meeting Preparation	0		Meeting Preparation	2		
Miscellaneous	0		Miscellaneous	0		Miscellaneous	0		
Other Meetings	4		Other Meetings	8		Other Meetings	12.5		
Project Development	0		Project Development	0		Project Development	0		
Scholarship Committee	0		Scholarship Committee	0		Scholarship Committee	0		
Seminars & Events	4.5		Seminars & Events	0		Seminars & Events	7		
Staff Relations	0		Staff Relations	0		Staff Relations	0		
Strategic Planning	3		Strategic Planning	0		Strategic Planning	0		
Webinars/Seminars	0		Webinars/Seminars	0		Webinars/Seminars	0		

Seminars and Events

April 17, 2024

Minutes

Attendees- Patty, Paul, Sue, Sally, Lillie, Jacob, Betty

Seminar Update-

1- April 20th- 10-12:00- Confirmed- Modern Day Bird Watching- by Bruce McClennehan- Bruce will do a brief presentation on bird watching and explaining the different apps. He then will take the group out bird watching. Permit done and classroom reserved. Participants do not need to download any apps before the session- Sally will cover. Hospitality needed.

2- May 4, - 10:00-3:00- John Muir Laws- classroom reserved- permit done. \$1200.00 cost and lodging for 2 nights. Steve Lauterbach agreed to 2 nights for John Muir Laws for \$112.00 in his cabin, it is reserved. One session 10-3 (with a lunch break) for \$50.00, 30 people signed up so far. In case of bad weather or rain, we will be in the classroom. Hospitality needed for the morning (coffee only). Discussed booking Jack for 2026- Patty said she will talk to him in May. May was a good time to have this class.

3- May 11th- 10:00-12:00- Astronomy by Astronomy club. Sally reported that the planning is going well. Claudia, Jerry, and Sally with present. Classroom reserved and permit done. Patty is out of town that day so Sally will cover. Hospitality needed.

4- May 30, 31, June 6&7, 20 &21, 27&28, 2024- California Naturalist Course- Speakers have been contacted. Room reserved and permit done. Registration has started, 23 people signed up already. No hospitality.

5- June 8th- 10-11 IN CAMPFIRE CENTER Wild Things - \$500.00 permit done, confirmed. Patty is out of town, so Sally will cover that day. We will need a check that day. Patty reminded Lillie that Gabe will drive up to the campfire center with his van. This session is only an hour sometimes he goes longer. We will need a microphone for this session. No hospitality. Lillie reported that the microphone at the campfire center has electrical problems, and not sure if it will be fixed by them. She said they do have a portable system and will keep us updated.

6- July 27th - 10-12:00- confirmed Michael Wurtz- John Muir Visits Calaveras Big Trees- Permit done and classroom reserved. Patty will be out of town and Sally will cover. Hospitality needed.

7- August 17 - 10-12- Salvadore Manna- To the Land of Promise- The California Gold Rush - Author- confirmed - classroom reserved and permit done. \$200.00 fee - will need a check that day. Give him check that day. Excited about coming. Jacob is working with the author on ordering books. Hospitality needed.

- Mi-Wuk Indians- Adam Lewis- he did say he would like to do another presentation- He is not available in the summer. Emailed him about a September date- but he responded that he is still too busy. Discussed contacting Fred Vasquez for September. Team agreed that there is too much going on in September to do a seminar- but next year would be good. Patty will follow up with Fred when she sees him in June. Julia Costello- Author and Archeologist that does local digs possibility for next year.

Anthony Ambrose and Wendy Baxter- Giant Sequoia research- They felt that they would have better information next year. Discussed John Muir Library visit- March 13th visit. Good visit and 9 people went. Michael thought once a year for the trip would be good and March was a good time to do it.

Events Minutes

1- Dogwood Festival - May 11th- CANCELLED

2- Parks week- June 12-16th. Lillie reported that they will need help on the 15th for the kids career day. Sally and Patty said that they could be there. Lillie will give us the information when it get closer. CBTA will have a table on the 15th, similar to last year.

3- Birthday Celebration- June 24- Lillie stated no help needed.

4- Discovery Day- July 13- Joan and Lillie met and discussed plans. Plan on doing something similar than last year. Joan said they are trying to get Columbia involved. Discussed giving out compasses out at the end. No new information.

5- Steam Days- August 3&4- same plan as last year.

6- Celebrate Teachers- August 10 - information went out

7— 50th anniversary of CBTA celebration update- Sue, Vida, Betty, Joan, Sally and Jeff Price on the committee. September 28th- Sue reported that they have changed the format of the event. It will be similar to the Dogwood festival. Displays, timelines inside like an open house And music, activities outside for kids. It will not require an invitation. The committee asked if Parks could help with some kid activities, Lillie said they could. Jacob will be there with the food truck for food.

No other events this year.

NEXT MEETING- Discussed if we needed another meeting, agreed to May 15th at 3:00- if we need it. Patty will let people know. Lillie is not available May 15 or 22nd.

Finance Committee Report April 19th, 2024

In attendance: Paul Prescott, Bob Boughton, Sally Finch, Sue Hoffmann, Jacob Cole and Debbie McGee

- Reports were reviewed and discussed. A lengthy discussion followed about what format is helpful to board members and how they would like to see the Financials presented.
- The committee discussed the idea of opening a high interest earning account to set money aside for large expenditures. Specifically for the Staffing money given to State Parks to fund the seasonal park aides (currently \$105,000 annually). This money could then be earning interest until such time it is requested. Details of the type of account were not discussed.
- Next discussion: The amount of money needed to keep in the checking account on a monthly basis. "How much do we need to keep for day-to-day operations?" Jacob will provide Debbie with an updated report of merchandise orders that will be arriving. Projected amount to be discussed next meeting.
- The Park Newspapers have been reordered and the bill will be approximately \$12,000 when they are completed.
- The search for a new CPA is still in progress. Our CPA closed her practice and took a job in Texas.

Next meeting date set for Monday, May 20th at 3:30pm.