



**THE PESTICIDE STEWARDSHIP ALLIANCE  
BOARD OF DIRECTORS MEETING  
Zoom Teleconferencing  
February 1, 2021**

**Officers:** Kimberly Gilbert, President; Angela Martin, Vice-President; Wendy Sue Wheeler, Treasurer; Jennifer Thomasen, Secretary and Taryn VanWassenhove, Immediate Past President.

**Directors:** Anne Macmillan, Env/Public Health; Rachel Bomberger, At-Large; Becky Roark, End User; Renee Woody, Government; Michelle Wiesbrook, Institution; Scott Birchfield, Pesticide Industry; Clint Shocklee, Container Management.

**Officers and Board members Absent:** None. However, the Waste Management position is Vacant due to Angie Martin elected Vice President.

**Ex-Official:** Thomas Lopiano, US EPA; and Bonnie McCarvel, TPSA Operations Manager.

**Committee Chairs:** Hazardous Waste and Program Co-Chair Annual Conference-Renee Woody; Annual Conference, Elections and By-Laws, Kimberly Gilbert; Finance-Wendy Sue Wheeler; Sponsorship - Scott Birchfield; and Bob Mann, Program Co-Chair Annual Conference.

**Committee Chairs Absent:** Ples Spradley, Stewardship Awards. Tim Cotter-International Stewardship; Jay Mirsky – Membership; Bob Mann-Conference.

**Guests:** No guests present

**Call to Order:** President Gilbert called the meeting to order at 2:31 pm CT. Roll call was taken, and a quorum was present. President Gilbert welcomed everyone and reminded everyone to abide by the Anti-Trust and Fair-Trade Practice Guidelines as provided.

**OLD BUSINESS:**

Two actions were discussed from the previous board meeting.

### Mission Statement

Clint Shocklee is leading a team focused around the TPSA mission statement.

### Bylaws Advisory Council

Taryn VanWassenhove is exploring the idea of an advisory council around bylaws.

### **NEW BUSINESS:**

#### Committee Chairs

President Gilbert reported the following:

- Tim Cotter has stepped down as International Stewardship committee chair.
- Renee Woody is stepping down from Hazardous Waste and Program Co-Chair Annual Conference committee but will serve as the overall Annual Conference committee chair.
- Scott Birchfield will continue on as Sponsorship committee chair
- Jay Mirsky will continue on as Membership committee chair.

President Gilbert asked for speaker ideas and program topics that TPSA might host via Zoom. Discussion followed.

#### Directors

Waste Management Board Position is now open (1 year term until 2022) due to Angie Martin being elected VP. Nominations to be submitted to President Gilbert until 2/19/21 so the board can vote by the end of February 2021. Motion was made and seconded. Discussion followed. Motion carried.

#### Fiduciary Responsibilities

Bonnie McCarvel reviewed with the newly elected board their fiduciary responsibilities.

#### Bank Ratification

Ratification of Commerce Bank to remain the official bank of TPSA was requested. A motion was made to continue with Commerce Bank as the official bank of deposit for TPSA. The motion was seconded. Discussion followed. Motion carried.

### Bank Signature Authority

A motion was made to have Kimberly Gilbert, TPSA President added to the signature card and continue to have TPSA Treasurer Wendy Sue Wheeler and TPSA Operations Manager Bonnie (McCarvel) Nagel to have signature authority as follows:

- Signature authority for any check written from the TPSA account for funds greater than \$2,000.00 requires a signatory from Operations Manager Bonnie (McCarvel) Nagel and President Kimberly Gilbert or Treasurer Wendy Sue Wheeler.
- Checks for funds of \$2,000.00 or less require only a signature of Operations Manager Bonnie (McCarvel) Nagel.
- Any check written to Mid America CropLife Association or Nagel requires two signatures with one from the President or Treasurer with signature authority along with Nagel's signature.

A motion was made to approve the signature authority as proposed and it was seconded. Discussion followed. Motion carried.

### Bank Certificate of Authority

A motion was made to approve TPSA President Kimberly Gilbert, TPSA Treasurer Wendy Sue Wheeler and Operations Manager Bonnie Nagel be authorized to establish commercial card accounts (with or without an associated plastic card) ("Accounts") with Commerce, to incur debt (in the form of a line of credit established by Commerce for Corporation) associated with the Accounts, to pledge property as security for repayment of amounts due Commerce, and to execute all documents to effectuate this purpose which he/she may deem necessary and proper, including without limitation any application and/or agreement (each an "Agreement") to open the Accounts. TPSA authorizes that any one of the three people identified can do this as outlined.

Further Resolved, that any one of the foregoing named officers of this Corporation may from time to time request Commerce issue commercial cards to any one person in connection with any of the Accounts.

Further Resolved, that any one of the Authorized Person(s) designated above is authorized to establish an ActiveFunds program, a ControlPay EIPP Program (each a "Program"), and other general banking services with Commerce, including, but not limited to Merchant Bankcard services, and to execute all documents to effectuate this purpose which he/she may deem necessary and proper, including without limitation any Agreement to establish a Program.

The motion was seconded. Discussion followed. Motion carried.

### 2021 Board Meeting Dates

Meetings were scheduled for 2021 as follows:

February 26, 2021 – 2:30 CST

May 19, 2021 – 11:00 CST

July 20-21, 2021 – 12:00 CST

August 18, 2021 – 1:00 CST

November 17, 2021 – 1:00 CST

General consensus of the board was these dates were acceptable.

### 2022 Conference:

President Gilbert reminded everyone the 2022 Annual Conference will be held February 1-3, 2022 in Reno, NV.

**ADJOURNMENT:** There being no other business, a motion to adjourn was made and seconded. Discussion followed. Motion carried. Meeting adjourned at 3:30 pm.

Minutes taken by Jennifer Thomasen.