

## **Clinton Community Garden Special General Meeting – minutes**

Venue: Fountain House

Date: 2 April 2024, 7pm.

### 1) Opening:

The Steering Committee Co-Chair John MacKay called the meeting to order and gave an overview of the purpose of the meeting, which was to conclude unfinished business from the annual meeting and respond to the request for a special meeting from garden members.

### 2) Introduction of Steering Committee members:

Because not all Steering Committee members had an opportunity to introduce themselves at the annual meeting, all Steering Committee members introduced themselves to the meeting.

A request was made from the floor for access to the Garden membership under Article II section 2 of the by-laws. The Co-Chair responded to note that the membership list was available to be consulted electronically at the meeting, but a hard copy was not available. The Steering Committee undertook to ensure that a hard copy of the membership list would be available to any Garden member at future meetings.

### 3) Motion to proceed to a vote on removal of a Steering Committee member:

A motion was made from the floor to depart from the agenda proposed by the Steering Committee and move immediately to a vote on removing the previous Chair from the Steering Committee under Article III, section 1 of the by-laws. The motion was seconded. A vote was held, and the motion was passed by a simple majority.

A follow up motion was made from the floor to have the vote by secret ballot under Article II section 2 of the by-laws, and it was seconded. There were no objections, so the motion was agreed by consensus.

The secret vote was administered by one member representing the wider garden membership (Mark Dieffenbacher), and one member representing the Steering Committee (Tony Waag), with paper ballots for those attending in person, and a Zoom poll for those attending on the zoom link.

The results of the vote was as follows:

Votes cast: 54.

Votes against the proposal to remove the former Chair: 13 (24%).

Votes in favor of the proposal to remove the former Chair: 41 (76%).

The motion was therefore adopted by the two-thirds majority required by the by-laws.

#### 4) Draft Action Plan to Restore Confidence

The Steering Committee Record Keeper introduced the draft action plan by the Steering Committee to restore confidence in the management of the garden. He noted that the primary aim of the action plan was to return to open meetings that had been the tradition prior to the pandemic, and to ensure that the work of the Steering Committee was seen to be open and transparent. Key aims were to ensure that all garden members could observe and take part in the work of the Committee, and this was addressed by point one of the action plan.

Additionally, there was a need to update the Garden bylaws, and this was addressed by points two and three of the action plan. There were several issues that needed to be addressed. Firstly, New York State legislation of non-profits has been updated in recent years, and the by-laws need to be reviewed for consistency with the legislation. Secondly, some ambiguities have crept into the by-laws over the years as they have been updated, and they could benefit from some greater clarity. Thirdly, some powers held by the Steering Committee would be more appropriately held by the wider garden membership (via annual or special meetings).

The Steering Committee had therefore drawn up an action plan to address these issues, and it would welcome feedback from the garden members.

Several members took the floor to welcome the draft action plan and to endorse the proposals to retire the pandemic era working methods of the Steering Committee (meeting via Zoom) and return to a more open and inclusive process.

The Steering Committee proposed to set a deadline for comments on the draft action plan of one month, and there were no dissenting opinions. The Steering Committee suggested communicating to the wider Garden membership that views on the draft action plan would be welcome in any format. There was general agreement to this proposal.

#### 5) Size of the Steering Committee:

Points 4 and 5 of the draft action plan dealt with the size of the Steering Committee and the need to ensure that it has the benefit of both fresh ideas and long-standing experience in the Garden.

Under this item the Steering Committee noted that it regretted the loss of long-standing experience due to the vote to remove the former Chair, and it requested that the meeting address immediately the issue that the Committee now stood at at 8 members, which was one below the required minimum of nine.

The Record Keeper proposed a motion that, notwithstanding the fact that the action plan was still in draft, the meeting approve, on an interim basis, an immediate call for nominations to fill at least one vacant position on the Committee.

Lisa Cicchetti expressed her willingness to serve on the Committee. The Steering Committee conferred and agreed to elect Lisa Cicchetti under Article III section 2 of the by-laws. The steering Committee, for the avoidance of doubt given it was comprised of eight members, proposed to put the election of Lisa Cicchetti to a vote by Special Meeting. The members at the Special Meeting indicated their approval and there were no dissenting voices.

6) Unfinished business:

The Special Meeting ran out of time before it could address the unfinished business from the annual meeting: 1) the 4<sup>th</sup> of July picnic and the 2) the 9<sup>th</sup> Ave food fair. The Steering Committee agreed that because these items are not controversial the updates could be communicated to Garden members by email.

The meeting was adjourned.