

HVADC Board Meeting  
December 20, 2019  
Conference Call  
Draft Minutes

**HVADC**

507 Warren Street, 2<sup>nd</sup> Floor  
Hudson, NY 12534  
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Board Members Present – Ann Finnegan, Walter Garigiano, March Gallagher, Mark Doyle, Dennis Doyle & David Church

Staff Present – Todd Erling & Mary Ann Johnson

Mark called to the meeting to order at 9:03am.

**BOARD OF DIRECTORS**

**President**  
Mark Doyle

**Vice President**  
Walter Garigiano

**Treasurer/Secretary**  
Ann Finnegan

David Church  
Dennis Doyle  
March Gallagher  
Eric Ooms

**Executive Director**  
Todd Erling

Todd explained the purpose of this meeting was to review of proposed bylaw changes. These changes were emailed to the Board on 12/6/2019 in accordance with the 10-day minimum review of proposed amendments according to Section X of the adopted bylaws. Todd then asked March, as chair of the Governance Committee, if she would walk the board through the proposed amendments.

March explained the proposed changes to the bylaws reflect the desire to reconfigure HVADC as a 501c3. HVADC retained Harris Beach, PLLC to review and suggest proposed changes to the bylaws.

Dennis asked if there was a geographic component for selecting Board members and the answer was no it was not necessary to state.

Dennis asked if we could add an “to strive (endeavor) to have geographic diversity based on county participation”. March asked where to put it – Walter suggested Section 1 Article 3 and offered to draft a sentence to address the concern.

Walter noted Article 1, section 2 and asked if we had to limit ourselves to Columbia County for the office location and suggested to change it to NY. This was agreed to by all members

Mark asked if there was a specific geographic region? The consensus was no. Walter suggested some language that indicated activities and areas where funding sources exists. Geographic areas of activity of the corporation

March asked if Mark wanted to amend the Article 1, section 3 to add “will endeavor to develop” in the mission statement. Walter suggested to also add same phrase to 4th paragraph in that section starting with “In furtherance....”

Dennis made the motion to accept the proposed bylaw amendments including the three changes proposed today that include the following:

- Article 1, section 2 to state principal office shall be located in NY and remove the reference to Columbia County.
- Article 1, Section 3, fourth paragraph of mission statement to include – will endeavor, (Walter)
- Article 3, section 1, add new sentence “endeavor to add members geographic diversity” (Walter)

Dave offered the second.

Walter made a motion to permit the bylaws, as amended by the previous motion, to be the governing bylaws from this date forward. March offered a second, Mark asked for any further discussion. Without any, Mark called for a vote and the board unanimously approved the proposed changes.

Walter noted the new committee structure but noted there is no requirement for an executive committee, but Mark will have to appoint governance, audit, and finance and an executive committee if board wants.

Mark asked if anyone did not have an interest in participating in the committee they are already on. There were no objections.

March noted she will be submitting a letter of resignation on 12/31/19.

Dennis excused himself at 9:32am.

The board then reviewed the CFA project award list. Todd noted it was one of the most successful ag and value-added projects in the history of the CFA.

Walter mentioned Bushwick Kitchen, who is working with Catskill Mountain Sugar House, just secured a purchase order for 130,000 units from Walmart. Walter feels it may be time to assist them in locating within the HVADC footprint.

Todd explained we are moving forward with JDA loan fund and will be launching a loan fund committee next year.

Board will schedule a meeting in February.

Meeting adjourned at 9:42.