



## GRSBA Member Meeting Summary

December 16, 2021

### Opening:

A meeting consisting of GRSBA members was held 7:00 pm – 8:00 pm on December 16, 2021 at “The Town Hall Meeting Room”, 1225 Jefferson Road, Rochester, NY 14623. The option for members to attend remotely was also provided via GoToMeetings WebEx.

### Present:

Gregg Chalmers, Amy Dasgupta, Chase Marcott, Kristin Marcott, Amanda Merlau, Sarah Merlau, Stephen Niles, Linda Chalmers – WebEx, Elizabeth Fox – WebEx, Theresa Lippa – WebEx, Sue Paprocki – WebEx, Luke Schultz – WebEx, Janet Slack – WebEx, Robin Smith – WebEx, Tom Turner – WebEx, two attendees who were not identified – WebEx

### Discussions:

The purpose of the meeting was to update members on the current status of the organization and to discuss options for the future of GRSBA. The following points were made:

- The terms for the previous Board of Directors have expired without a call for nominations or election of new officers. In the absence of an official governing body, supported by a member petition, volunteer members met to review the status of GRSBA and discuss the interest and options for the organization. Sarah Merlau, past President and Steve Niles, past Vice-President volunteered to facilitate the meeting.
- The current status of the organization was discussed. *It should be noted for future reference that 2020 – 2021 was impacted by its second year facing the COVID-19 pandemic. This, for obvious reasons, realigned the priorities for many and created distractions from the normal course of business.*
  - o GRSBA failed to file Form 990, IRS Tax Reporting, for three or more consecutive years. This resulted in an automatic loss of the non-profit / exempt status.
  - o As previously noted, an annual meeting with a call for nominations and elections was not conducted. Therefore, GRSBA does not currently have an “official” governing body. The volunteer members attending this meeting are leading the process of organizing a GRSBA General Membership Meeting and the election of officers.
- The following options for GRSBA were noted by those in attendance:
  - o **Resolve current issues and continue to function as an independent entity (GRSBA)**
    - Rectify delinquent tax filings

- Renew 501c3 Status
    - Nominate and elect a governing body
  - **Dissolve the organization**
  - **Merge with other Western-NY SBA organizations**
  - **Become an affiliate under Spina Bifida Association of America (SBAA)**
- After discussion of all options, the meeting participants were polled, resulting in a unanimous preference to reestablish GRSBA's exempt status and strive for sustainability of the organization as an independent entity. Actions to make this possible were presented as follows:
  - Attain the professional legal and financial assistance to conduct a financial review, file necessary documents required to obtain current IRS filings, and apply to reestablish the non-profit / tax-exempt status.
    - A motion to take the above action was made by Gregg Chalmers, seconded by Amy Dasgupta and unanimously agreed upon by everyone in attendance.
    - A motion was made to approve a maximum disbursement of \$2000 (two thousand dollars) between two outside firms, for professional legal and accounting services in regards to the actions noted above. The motion was made by Amy Dasgupta, seconded by Kristin Marcott and unanimously agreed by all in attendance.
    - Gregg Chalmers volunteered to contact an Attorney and CPA and will keep members advised of the progress made.

*It is noted that following the meeting Gregg Chalmers advised that he secured the following professional services:*

- **Amy L. Varel, Partner**  
**McConville Considine Cooman & Morin, P.C.**

*~ In conjunction with~*

**Paul E. Mura, Esq**  
**2 State Street, Rochester NY 14614**

- **Jon Yaeger, CPA**  
**Yaeger Treviso & Associates**

- Confirm that the organization has maintained the appropriate General and Director & Officer (D&O) Liability Insurance. If action is required to obtain coverage, options will be presented during the General Membership Meeting.
- All meeting participants agreed to a call for officer nominations, a 30- day meeting notification and an election of officers. The GRSBA General Member Meeting is scheduled for Wednesday,

February 16, 2022 (Time and Location TBD). The meeting notification will be mailed to the most recent membership address directory, emailed to known current email addresses and posted to the Website and Social Media platforms.

- The meeting notice and call for nominations will include a link to the By-Laws, as they reflect a description of the BOD officer positions.
- Members will also be asked what GRSBA means to them personally and what community needs they believe the organization can meet.
- Steve Niles recommended that members continue to meet prior to the General Members Meeting as a “working group”, with a focus on the following:
  - Coordinating and distributing a call to members for BOD officer nominations.
  - Establishing the General Membership Meeting agenda, election and facilitation of the meeting.
  - Updating, as much as reasonably possible, a member contact list, which includes mailing addresses, email and phone numbers.
  - Coordinating and sending the General Membership Meeting notice.
  - Answering questions, gathering documents and assisting professional service providers with the financial, legal and non-profit application process.
  - Keeping members advised of progress and status of the organization.

**Adjournment:**

- Having no further issues or topics to discuss, the meeting was adjourned at 8:10 pm by Sarah Merlau.

**Minutes/Summary Submitted by:** Sarah Merlau & Gregg Chalmers

CC: *Amy Varel, Esq.*  
*Paul Mura, Esq.*  
*Jon Yaeger, CPA*