



**Keep Carter County Beautiful Board Meeting Minutes**  
Chamber Conference Room, 615 W. Elk Avenue, Elizabethton & Zoom  
February 17, 2022, at Noon

**Board Members Present:** Ed Jordan, Don Hlavaty, Doug Theobald, Ross Garland, Mike Mains, Ed Basconi

**Board Members Absent:** Simon Maddox, Mike Simerly, Ginger Holdren

**Guests Present:** Lisa Vezzosi

**Call to Order:** Don Hlavaty opened the meeting at 12:04pm. A quorum was present.

**Approval of the Agenda:** Board approved unanimously.

**Opening Prayer:** Mike Mains gave the prayer.

**Pledge of Allegiance:** Ross Garland led the pledge.

**Approval of Minutes:** Minutes from the last regular meeting on January 13, 2022, were approved by the Board unanimously.

**KCCB Treasurer Report:** Mike Simerly

In Mike Simerly's absence, Lisa reviewed the financial report. Account balance as of January 31, 2022, was \$7,313.98. Activity included expense withdrawals of \$10.96 for mail chimp and deposit made of \$1,250.00 from Elizabethton quarterly funding payment. Bank statement balanced. We anticipate one more payment of \$1250.00 from the City of Elizabethton in the last quarter of our fiscal year.

The new sheet was developed in our new fiscal year from July to June to match the city & county format. Lisa indicated that she could print the report in two sections if the print is too small for some to read.

**Public Comments:** No comments were made.

**Trash Trout Trap & Set-up Location Update:** Ross Garland

Ross indicated there was no activity to report as of today. Ross will reach out to Andy Hill to see when the traps will be set out in 2022.

**Wayfinding Signage Update:** Ross Garland

Ross talked to Charity, and they are about 3 weeks out to manufacture for installation. Ross indicated the highway department will put up the signs on roadways. Ross stated for other areas like Blue Hole, there would be someone else needed for installation. We can volunteer if needed for those installations. Ross will inquire about installation of those areas.

**Maintenance Contract for Tweetsie Trail Trees/Plants:** Mike Mains & Ed Basconi

Mike Mains stated at the last week's council meeting, he had asked Mike Simerly about the contract. Simerly indicated there were funds in the city budget for some trees. He thought KCCB would provide for planting trees, not purchasing them. Danny Hilbert and the city manager maintain the planting areas but had difficulty in some areas to mow and do upkeep. The contract proposal from Hannon will address the shortcomings.

Ed Jordan stated we should purchase trees now, so we have them on order. Ed says the maintenance of trees are a separate issue to handle later. He did not want to miss the window to order new trees from Hannon. At the last meeting, the board voted to spend \$720 for maintenance, so that portion of the issue is handled, and the contract just needs to be finalized with Hannon. Ed indicated we need to place the order for 30-35 trees from Hannon now.

Ed Basconi stated that he feels Danny Hilbert is on board to help out with maintenance. Danny needs to approve our planned contract with the city council and use KCCB allotment of \$720 based on the Hannon quote.

Mike Mains indicated that he already had allotted the Hannon quote of \$720 in his city budget. The question remaining is if Danny can schedule it now. Hannon's will dig the holes for new trees, and Mike Mains has spots to place the trees in several parks already planned. Mike stated his crew will help out Hannon for dirt, mulch, labor, etc.

Ed Jordan made a **motion to order trees from Hannon now**, Ross seconded the motion. **Board approved** the motion unanimously.

**Donation Tree Program:** Ed Basconi

Ed indicated that there was no further action on this. The group should proceed on purchase of new trees and address any donations if they occur.

**Grant Submission:** Ginger Holdren

Since Ginger had another commitment today, Ed Jordan updated the group that the grant was still pending approval. Ed indicated Ginger will report when she hears back from them.

**Monthly Business Sponsored Events:** Ed Jordan & Don Hlavaty

Ed Jordan indicated we can contact the Bank of Tennessee regarding their interest for an April event and make up flyers accordingly. Ed and Don should set up a meeting with Bank leaders to plan if they are still interested.

Don indicated that since there were no visitors at the meeting today, he would like to change the meeting agenda and skip to the discussion with the Chamber of Commerce meeting next.

**Discussion of Chamber of Commerce meeting 2/7/2022:** Don Hlavaty

Don indicated that he had sent out the meeting minutes and Zoom presentation. Don discussed the terms of agreement contract proposed by the Chamber Foundation and the budget impact. The three significant issues discussed were:

- All assets would be given to the Chamber including the KCCB name. There is no way around it as a standing committee of the Chamber Foundation.

- While the Chamber could defer the administration costs budgeted, it would be available if needed by KCCB. This would save us \$4,723.54, which would be reallocated elsewhere.
- The dissolution clause indicated the Foundation must approve if KCCB chose to leave. While Joy thought it would cause no issues, when pushed for specifics, Joy indicated that leaving would cost KCCB everything including our name, assets, funding, etc.

Don indicated after discussion of all our concerns, Joy indicated that another option was to be a Chamber member instead of a committee.

Ed Jordan stated that when he approached the Chamber initially, he had wanted a partnership, not a merger. He feels we should be a member of the Chamber, not a committee. We could participate in networking with other businesses as a member. This would avoid the bureaucracy of the Chamber votes on all our actions. Ed stated that Joy McCray admitted there would be delays on our projects and suggested KCCB be a member of the Chamber instead. We have not burnt bridges and she would waive the \$200 fee for this fiscal year. Since Joy made the suggestion to membership only, we could pursue the KCCB becoming its own 501C3. Ed indicated that Lisa is already set to proceed with the application process. Since we could have our own 501C3, we do not need the Chamber for this. We have the talent to move forward and just be a member of the Chamber of Commerce.

Don stated Joy indicated all the funds would be on hold while we get the 501C3 processed if we decide to go that way. He stated Joy would assist with a cover letter is needed.

Ross indicated that it was good meeting and thinks it would be a great step in the right direction for us. We would have more freedom.

Ed Jordan made a **motion to not join the Chamber of Commerce**, Doug seconded the motion, and the **Board approved** unanimously. Included in the vote was proxy from Mike Simerly giving Lisa Vezzosi the right to vote on his behalf as a “yes” vote.

Ed Jordan then made a **motion to become a business member of the Chamber of Commerce**, Ed Basconi seconded. For discussion, Ed Basconi suggested to add information regarding the tax revenue implication if we are our own 501C3. Lisa responded that Tennessee IRS form TN990 is a simple form with tax only on profits, like a banks savings account that provides interest back. If there are no profits, there is no tax required. The motion was then voted on and the **Board approved** unanimously. Included in the vote was proxy from Mike Simerly giving Lisa Vezzosi the right to vote on his behalf as a “yes” vote.

Ed Jordan then made a **motion to change the budgeted Chamber salary line-item monies of \$4,723.74 and move it to the Beautification line item**. Ross seconded, and the **Board approved** unanimously.

Don indicated the budget may need future adjustments for resources as a Member of the Chamber of Commerce rather than the Committee. These items will need to be investigated based on membership rules of the Chamber.

- Meeting room availability and Zoom access
- PayPal account

- MailChimp account so mailed items do not reflect it as spam. Don stated we do not need it.
- We will need new bank accounts for checks, debit card, etc. We will work with Joy to move over to our own accounts.
- Social media & Facebook postings could be worked through Chamber's staff.
- KCCB change of address from the Chamber to another "official" mailing address with a registered agent.

**Discussion on submission of our own 501C3:** Don Hlavaty & Lisa Vezzosi

Don indicated we need to identify a "registered agent" and incorporators with addresses. Since the address cannot be a post office box, a real street address is required. Don volunteered to utilize the Chairman as the registered agent and his address. This could be changed upon any changes in a Chairperson. Ed Basconi stated if there was concern about using a home address, there are services available at the UPS store that provide businesses an address as an option. Lisa explained the specific statements that need to be made in our Articles of Incorporation and By-Laws to meet the requirements of the IRS. She indicated that she and Don had drafted all the documents already.

Ed Jordan made a **motion to amend the by-laws**. On discussion, Lisa stated the current KCCB by-Laws are not sufficient and just making minor changes would not be advisable. She indicated that the current by-laws be dismissed and replaced entirely with new ones that address all the requirements. Don also indicated that the current by-laws are missing key sections, and many are not written in the concise terms required by the IRS. Ed Jordan **rescinded the motion**.

Ed Jordan then made a **motion to have Lisa create new KCCB by-laws** for submission of the 501C3 application. This was seconded by Ed Basconi. The **Board approved** unanimously.

Lisa indicated that in creating new documents, there would be changes required in our Mission Statement and Purpose Statement. The draft created by Don was read aloud and Don asked the group for input. Don indicated that he would send out to the group.

Lisa stated a dissolution clause must be created which clearly states upon dissolution of KCCB, that all funds and assets be returned from wince they came or donated to an appropriate similar nonprofit organization or organizations, like our Keep Tennessee Beautiful affiliate. She indicated we also need a specific Conflict of Interest policy with an annual statement of compliance. It could be done at the annual board elections with new or renewed directors reviewing the policy and a signature of compliance.

Doug Theobald asked, if possible, guidance on the 501C3 process was available from the Keep TN Beautiful affiliate. Ed Jordan responded that we should be on own as they had previously advised.

Don stated the completion and submission of these forms require payment to the IRS and Tennessee. However, the cost is minimal compared to the benefit. The Articles of Incorporation protect directors from liability beyond the use of our event waivers.

In terms of a decision on the registered agent and address, Don volunteered himself for both as well as the Incorporator. Also suggest as an incorporator was Ed Jordan since he started it all.

Lisa stated the forms require a verification of the corporate name. This was already verified, and by creating the corporation it would prevent anyone from trying to use our name. It was also suggested that purchasing domain names with suffixes of .org and .com should be

obtained. Don went ahead and already bought both domain names which cost \$50.70 for a two-year period.

Ed Jordan made a **motion to reimburse Don Hlavaty the \$50.70 for the domain names**. This was seconded by Ed Basconi. The **Board approved** unanimously.

Discussion on other fees that will need to be made by Lisa and Don. To file the Articles of Incorporation is \$100, to obtain the EIN (Employer Identification Number) is free, and the shorter 1023EZ application is \$275.

Lisa suggested we complete all the draft documents and have a lawyer review them. Joy McCray had offered their Chamber lawyer, Caleb McDaniel for \$100 fee.

Ed Basconi made the **motion to pursue becoming a 501C3**. The motion was seconded by Ross Garland. The **Board approved** unanimously.

Our new draft by-laws in compliance with TN law, indicate the officers must be included as Board members. Currently, the secretary is not part of the board. Don made a **motion to make the secretary (Lisa Vezzosi) a Board Member**. The motion was seconded by Ed Jordan. The **Board approved** unanimously.

#### **Volunteers for City Park & Recreation Events:** Mike Mains

Mike indicated there was a need for volunteers at the event planned on 6/11/22. KCCB could have a booth at all the planned events including September 23-25 for Covered Bridge Days. Mike stated he had held some other business meetings to recruit volunteers. Mike stated he would send out a calendar of events so we can help out with volunteers.

#### **Making Blevins Road our 2<sup>nd</sup> Adopt-A-Highway:** Ed Jordan

Ed Jordan asked the Board to consider making Blevins Road our second adopted roadway. This road is important to tourism since it is on the river and includes the boat ramp. Ed said we could have two events for litter pickup this year and have a third event dedicated to the tire cleanup.

Ed Basconi asked if Blevins Road could be offered up to the Chamber members for adoption, and that KCCB could be a resource for them. This could be a better use of our resources.

Ed Jordan indicated that once we start our 501C3, he could ask the Bank of Tennessee if they would adopt Blevins Road. He also indicated that the tire cleanup was a March event already being planned. Further discussion was dropped at that point.

#### **Flower Seeds and Planting:** Ed Basconi

Ed Basconi reported that the Seed Swap event was planned by Johnson City but due to family wedding, he could not attend. The event involves manning a booth for KCCB. The event is scheduled for 3/26/22 from 8:30am-noon at Wing Deer Park.

Ed Jordan requested to not participate in this year's event because we have so many events in March already.

The second portion of this topic related to seed purchases for the park plots. Like last year, we should plant flowers in the city plots. Last year was great success with Cosmos and Sunflowers. Ed indicated that he got some seeds from the sunflowers grown. He asked if we want to order seeds. He could purchase the seeds and Mike Mains group can plow the areas when needed.

He was asked by the group to plan the event to plant seeds, probably in May. Ed will coordinate a plan.

**Update on Website:** Don Hlavaty

From a conversation with Ed Jordan, Don was given a suggestion to create a spot on the website to document litter pickup activities. Don added that option to the website already. Don would maintain and then add to the reports to both Keep America Beautiful and Keep Tennessee Beautiful activity. Don indicated that he already used it once.

Ed Basconi stated that as an incentive, people who utilize it could receive swag like a KCCB t-shirt. He said we could get some mileage on this type of volunteerism.

**Events for 2022:** All

Don asked the group to identify events that we should do or skip. There has been a community request for KCCB to help on litter pickup in new areas. Our response has been for them to gather up local volunteers and contact us for assistance. KCCB could provide trash bags, vests, grabbers, signage, etc. as a partner for their event.

Don asked the group to independently prioritize events and respond back to him.

Ed Jordan indicated there are three (3) events required annually as a Keep Tennessee Beautiful affiliate.

**New Business:**

Ed Jordan announced the 2022 Keep Tennessee Beautiful GAC Kick-off Conference being held on 3/4/22 from 12:30pm-2pm in Greeneville. He indicated that he, Don, and Lisa were scheduled to attend the annual conference.

Ed Basconi had contacted Milligan University for volunteers, but no one showed up for the Milligan Road cleanup. He had previously had some enthusiasm, but it seems to have dropped off at this point, but he did not know why. Don said a reason may be that the public is frustrated with the lack of litter pickup in general. Winter is especially bad and there are numerous areas that need to be cleaned up.

Ed Jordan asked Mike Mains about placing KCCB signage in the City Parks. He said Danny Hilbert would get the signs made, if Mike can identify places they could be used.

**Next Board Meeting:**

The next meeting was scheduled for March 17, 2022, with the same in-person and Zoom set-up. Mike Mains made a motion to adjourn, seconded by Ed Jordan.

**Meeting Adjourned** at 1:51 pm.

Submitted by,  
Lisa Vezzosi