

Date: Feb 12, 2026
Organization Name: American Herbalists Guild
Board of Directors Monthly Meeting

Location: Google Meet

Present: Maria Noel Groves (Chair), Sabrena Gwin (Secretary), Cameron Strouss, Sallie Dixon (Treasurer), Steven Horne (Vice Treasurer), David Winston, Thomas Avery Garran, Jeremy Riddle (Vice Chair), Ashley Campos, Andrew Appello, Elizabeth Moriarty

Joined during meeting: Elizabeth Moriarty (~2:37 PM),.

Absent: Erika Galentin (Executive Director)

Call to order: Meeting called to order at ~2:31 PM EST by Chair Maria.

Notes of acknowledgement from between-meeting decisions:

- Karen Bonner was not present; resignation was recorded for the record
- Board statement regarding RH Coordinator unanimously approved via email, vote concluding on January 21. Pending release to membership for hire/budget approval.

Approval of minutes from last meeting:

Motion: The Board approves the January 2026 Board minutes as circulated.

- **Motion By:** Sabrena Gwin
- **Seconded By:** David Winston
- **Vote:** Carried (unanimous voice vote).

Motions/Votes from meeting:

Item 1 — Appointment of Ethics Committee Chair

- **Motion:** The Board appoints Elizabeth Moriarty as Chair of the Ethics Committee.
- **Motion By:** Maria (Chair)
- **Seconded By:** Thomas Avery Garran
- **Vote:** Carried (voice vote).
- **Abstention:** Elizabeth Moriarty abstained.

Item 2 — Retain Legal Counsel

- **Motion:** The Board recognizes the need to retain and hire legal counsel for ethics and legal matters.
- **Motion By:** Steven Horne
- **Seconded By:** Thomas Avery Garran
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 3 — Approval of Prior Minutes

- **Motion:** The Board approves the January 2026 Board minutes.
- **Motion By:** Sabrena Gwin
- **Seconded By:** David Winston
- **Vote:** Carried (unanimous).

Attendance Change: All motions below were considered and voted on **after** Jeremy Riddle departed the meeting at **4:22 PM EST**.

Item 4 — Legal Fee Allocation

- **Motion:** The Board allocates **\$20,000** in the budget for legal fees.
- **Motion By:** Sallie Dixon
- **Seconded By:** David Winston
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 5 — Hiring / Contract / Compensation Freeze

- **Motion:** The Board directs that no new hires, contracts, or raises may be implemented until D&O insurance is secured.
- **Motion By:** Maria (Chair)
- **Seconded By:** Cameron Strouss
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 6 — Maintain Current Operations

- **Motion:** The Board approves any budget actions necessary to maintain current operations.
- **Motion By:** Steven Horne
- **Seconded By:** Maria (Chair)
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 7 — Insurance Budget Allocation

- **Motion:** The Board allocates **\$5,000** in the budget for D&O and EPL insurance.
- **Motion By:** Sallie Dixon
- **Seconded By:** Maria (Chair)
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 8 — IRS Payment Plan Authorization

- **Motion:** The Board authorizes the Executive Director to enter into an IRS payment plan and begin repayment of outstanding payroll and tax liabilities.
- **Motion By:** Sabrena Gwin
- **Seconded By:** David Winston
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 9 — Payment of Back Pay (Nicolina)

- **Motion:** The Board authorizes the Executive Director to pay back pay owed to Nicolina.
- **Motion By:** Maria (Chair)
- **Seconded By:** Steven Horne
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 10 — Appointment of DEI Committee Chair

- **Motion:** The Board appoints Ashley Campos as Chair of the DEI Committee, acknowledging limited near-term availability.
- **Motion By:** Maria (Chair)
- **Seconded By:** Cameron Strouss
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 11 — Approval of ARAC / RH Documents

- **Motion:** The Board approves ARAC documents, rubrics, and standards, including the adjustment of the client requirement from 80 to 60.
- **Motion By:** Maria
- **Seconded By:** Steven Horne
- **Vote:** Carried (voice vote).
- **Abstentions:** Sabrena Gwin, Elizabeth Moriarty, and Sallie Dixon abstained due to perceived conflicts.

Item 12 — RH Mark Research Authorization

- **Motion:** The Board authorizes pursuit of creation and protection of the RH mark, with no financial commitments until D&O insurance is secured.
- **Motion By:** Cameron Strouss
- **Seconded By:** Thomas Avery Garran
- **Vote:** Carried (voice vote; no nays or abstentions).

Item 13 — Chapter EIN Risk Mitigation

- **Motion:** The Board directs chapters to cease use of the AHG EIN to mitigate financial and compliance risk.
- **Motion By:** Thomas Avery Garran
- **Seconded By:** Andrew Appello
- **Vote:** Carried (voice vote).
- **Abstention/Recusal:** Maria (Chair).

Executive Session:

The Board entered Executive Session to address confidential matters. No Executive Session content is included in these public minutes.

Adjourned: The meeting was adjourned by Chair Maria at **5:04 PM EST**.

Next Meeting: Thursday Mar 12, 2026 2:30 PM EST/ 1:30 PM CST/ 11:30 AM PST

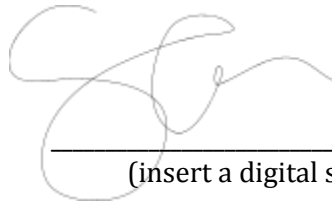
Submitted By: Sabrena Gwin, Board Secretary

Date Submitted: Feb 13, 2026

Signature when minutes are approved:

I, the undersigned, here do certify that the attached minutes are a true and correct record of the Committee meeting held at the above data and location. In witness thereof, I have hereunto subscribed my name on the 12th day of March, 2026.

Sabrina Gwin
Name Here, Secretary



(insert a digital signature file above the line).