

Costumer's Guild West, Inc.

Minutes of Special Meeting, Saturday, June 30, 2007, 10:00 a.m.
1917 Crestshire Dr. Glendale, CA

Attending:	President	Annie Mitschek
	Vice President	Joyce Saunders
	Treasurer	Natalie Meyer
	Corresponding Secretary	Margery Rich – absent (excused)
	Recording Secretary	Kathy Lear
	Directors-at-Large	Laura Rico
		Elizabeth Gerds
		Mary Jane Jewell

The meeting was called to order at 10:10 a.m. by President Annie Mitschek.
Chocolate was present in the form of Hershey's miniatures and See's Easter eggs.

This is a special meeting to address finances and related issues. Therefore, officers' reports, where they do not pertain, are waived.

Topics under discussion:

Corrections to June 10, 2007 minutes and suggested additions by our attorney were incorporated into those minutes.

Annie did send the approved letter to Costume College[™] Dean Lana Bailey, delivery confirmation, and she has received the return card.

The web page can be done by David Zamora, Laura's friend, for a tax receipt consideration. This has been noted in the June 10, 2007 meeting.

Mr. Yoshitomi suggested that we include specific information about donations/gifts (see resolution regarding gifts below).

He also queried the "perks" for the Board of the CGW, Inc. and mentioned that we need to be careful to avoid the appearance of "an improper inurement (for the private benefit of the Board)", due to possible scrutiny by the IRS and the FTB.

He further noted the following regarding proxies: Proxies are required to be specific.

Section 5514(a) of the California Corporations Code says "Any form of proxy or written ballot distributed to 10 or more members of a corporation with 100 or more members shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith."

Section 5514 (c) says "Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any proxy at a meeting or written ballot and the superior court may compel compliance therewith at the suit of any member"

Vote to approve the minutes of the June 10, 2007 meeting as amended and corrected:

Moved: Elizabeth Martin Gerds, Seconded: Laura Rico

Ayes: 7, Noes, 0, Abstain: 0 The motion carried.

Re: Insurance for events and the CGW, Inc. in general:

- a. event insurance, including liability insurance, for the organization, the Board and the members, premises coverage, liability coverage for premises owner for damage

As yet there has been no response from Mr. Cormier, Insurance Agent, re: "D and O" insurance, to cover directors and officers for liability. Annie e-mailed him on June 20, 2007, but has not received a complete response as yet. However, she has talked with him on the phone since then, and he informed her that the underwriter is on vacation until Monday the 2nd. Some places might write that kind of insurance, which would be an additional \$1500-\$2000 (bringing our potential total insurance bill to \$2500-\$3000) per year. She will be contacting him at the first of next week to further discuss this. Suggested that, if this information is correct, we budget accordingly.

Moved by Natalie: Seconded by Joyce: WHEREAS: insurance is a necessary operating cost to protect the Guild, its officers and members, therefore BE IT RESOLVED that that the Board include a line item expense for insurance in the amount of a maximum of \$3,000 for 2007-2008, acknowledging a potential for increase in subsequent years, in the budget for CGW, Inc.

Ayes: 7, Noes: 0, Abstain: 0 The motion carried.

Re: ICG dues:

WHEREAS we are no longer members of the ICG and have not been since the General meeting of August, 2006, BE IT RESOLVED: that any member who paid dues that included the \$6.00 ICG fee as part of their dues to the CGW, Inc. (from Apr 1, 2006) prior to the General meeting of 2006, has until October 31, 2007 to request a refund of the \$6.00 ICG membership fee only. If such a request is not made, the \$6.00 ICG fee will be counted a donation to the CGW, Inc. and will be subsumed into the general fund. Kathy moved: Liz seconded

Vote: Ayes: 7, Noes: 0, Abstain: 0 The motion carried.

Re: CGW, Inc. dues increase:

Recommended amendment to the By-Laws:

WHEREAS: Expenses for the Guild are increasing, and have increased, such that the current dues do not meet operating costs, therefore BE IT RESOLVED that the Board recommends an amendment to the By-Laws to increase the CGW, Inc. dues to \$30 per year for individual

memberships, and \$15 (for each additional member) per year for a household membership. International dues to be adjusted, as usual, to cover international postage.

Moved: Mary Jane Jewell, Seconded: Natalie Meyer

Ayes: 7, Noes: 0, Abstain: 0 The motion carried.

Joyce and Kathy volunteered to create a Power Point presentation for display to the membership at the General meeting. Make the point that Costume College™ exists to fund CGW, Inc., not the other way around.

Joyce suggested the Board form a committee to write to someone re donation of a digital projector for tax write-off.

Further potential supplementary income (once we have a logo): t-shirts, tote bags, coffee mugs, mouse pads, etc.

2. Future Costume College™ fees:

a. breakdown of operational costs for Costume College™ on a per capita basis

For Costume College™ 2008:

- i. Special “Early Bird” rate, during Costume College™ 2007 (8-5-07): for CGW members: \$95, non-members: \$115
- ii. until September 30, 2007 for members: \$115, for non-members: \$145
- iii. until November 30, 2007 for members: \$145, non-members: \$175
- iv. until sold out or June 15, 2008, for members: \$175, non-members: \$205

b. Time-Travelers’ Gala

- i. Special “Early Bird” rate, during Costume College™ 2007: members: \$75; non-members: \$85
- ii. after Costume College™ 2007 until November 30, 2007, members: \$85, non-members: \$95
- iii. till March 31, 2008, members: \$90, non-members: \$100
- iv. till sold out or June 15, 2008, members: \$95, non-members: \$105 (close date)

c. Fantasy Tea:

- i. Special “Early Bird” rate, during Costume College™ 2007 (8-5-07) and for CGW member: \$40, non-members: \$45
- ii. after Costume College™ 2007, until November 30, 2007, members: \$45, non-members: \$50
- iii. until March 31, 2008, members: \$50, non-members: \$55
- iv. until sold out or June 15, 2008, members: \$55, non-members: \$60

Moved to accept the above price schedule for Costume College™, Time Travelers' Gala and Fantasy Tea 2008 : Elizabeth Martin Gerds, second: Mary Jane Jewell

Vote: Ayes: 7, Noes: 0, Abstain: 0

A request was made of the hotel liaison (Laura) to request that the hotel billing department break down food service costs by location as well as date, so that we can determine the cost for each "event" (Gala, Tea, etc.)

New Business:

Regarding Lana: The previously approved letter was sent to the Costume College™ Dean. Annie received information from her regarding things she needed for the registration packets. She's planning to have the registration packet stuffing at her house.

Annie had ordered the supplies Thursday. In the absence of a location from Lana by that date, Annie had things shipped to Laura's mother's house.

Laura got a phone call from Lana and told her the Board is willing to help, and she just needs to ask for it.

The Board thinks we need to meet with Lana to discuss and solve all these problems:

Possible dates of emergency intervention: check availability of Lana, Martha, Annie, Deans Emeritus (Laura, Natalie, Jess, Jody, Corinne), 4th of July – meet any time after noon at Mary Jane's, Saturday, July 7th, evening, Sunday July 8, all day.

Annie needs to find out from our attorneys whether it should be codified that College committee heads need to create informational guides for future committee heads about the running of the said committees. These books to be the property of the CGW, Inc. The exact form of these was tabled for later discussion. And we will need something in writing regarding an agreement acknowledging that the CGW gets to use said book in perpetuity.

Laura says since the PO box for the CGW, Inc. is near her, that although she won't be on the Board next year, she doesn't mind picking up things for us.

Natalie brought up the fact that we need to codify the criteria for scholarship awards. We have specifically donated money for two full scholarships (Costume College™, hotel room, Gala and Tea) and we need to be able to choose who gets them. We are herewith also establishing guidelines for future scholarships, should they be funded.

Annie: We want to encourage new costumers so they can get experience of Costume College™.

We need a nomination form. The nomination will be an essay on why the nominee should get this scholarship; 1 page maximum; also to include photos comprised of the nominee's best work (3 minimum, 5 maximum). A recommendation by at least one CGW, Inc. member is needed. The

scholarship availability and nomination procedure are to be announced at Costume College™ 2007.

If the recipient has paid for Costume College™ the payment will be refunded. Applications will be due by the end of October, (10-31-2007), to be adjudicated by the Board by the end of November, (10-30-07), to be announced in the January issue of *Squeals* and at the Holiday party (Advertise the fact, so more people will come to the Holiday party). If two scholarships are awarded in the same year and the people receiving the awards decide to room together, the money saved from not needing to pay for the second room may be applied for limited attendance classes.

Re: Costume College™ expenditures by Committee members:

WHEREAS it is to the advantage of the CGW, Inc. to have its accounting books well in order, BE IT RESOLVED: that expenses for Costume College™ Committee heads or their designees need to be submitted within 6 months after the Costume College™ for which the expenditure is made, or it will be considered a donation to the CGW, Inc..

Moved by Liz, Seconded by Laura

Vote: 7, Noes, 0, Abstain: 0

Re: “Gratitude of the Guild” and “CGW, Inc. Member of the Year” awards:

We need criteria and nominees: The nominee cannot be an officer; the awards are for service and/or participation above and beyond what is normal. These awards to be presented at the Orientation meeting, so as to present more opportunity to use the award. (Advertise the award event, so as to increase attendance at the Orientation.)

Member of the Year: \$20 gift certificate for the Marketplace, plus CGW, Inc. membership for a year.

Gratitude of the Guild: \$20 gift certificate for the Marketplace

Assigned to Directors-at-Large to administer these and the Dean’s gift.

Dean’s gift to be limited to \$100.

Jess Miller has sent a proposal to the CGW, Inc.: LosCon will have a display this year, and she needs an administrator for the area. She appeals to the CGW, Inc. membership for such an administrator. LosCon is to be held November 23-25, LAX Marriott. We will support this event, and will bring the need to the membership to request a volunteer to fill that position.

Re: Gifts to individuals for services to the CGW, Inc.:

WHEREAS when the CGW, Inc. advances its mission and its members advance their craft at special events, BE IT RESOLVED: that if the CGW, Inc. bestows a perishable gift in gratitude

CGW, Inc. Board of Directors meeting June 30, 2007

for these special considerations shown to Guild members by private individuals, the cost of that gift may not exceed \$50.00.

Moved by Joyce, Seconded by: Elizabeth Martin Gerds

Vote: Ayes: 7, Noes: 0, Abstain: 0

Next meeting to be held on Sat., July 21, 2007, at 4:30 p.m. (tentative, pending Liz's confirmation)

Location: Farthingales L.A. (Alternative: a restaurant.)

Purpose: to prepare the agenda for the General Meeting (and to see the proposed presentation of financial information)

The meeting was adjourned at 2:03 p.m.

Respectfully submitted, Kathy Lear, Recording Secretary, with amendments by Annie Mitschek, President