

Minutes of the General Meeting of the Costumer's Guild West, Inc.

August 5, 2007

Airtel Plaza Hotel, 7277 Valjean Ave., Van Nuys, CA 91406

Call to order: 5:44 p.m. by President G. Ann Mitschek

Chocolate was present in various forms.

President's greeting- G. Ann Mitschek

Acceptance of 2006 General Meeting Minutes, and Board minutes from September 2006, December 4, 2006, March 4, 2007, April 16, 2007 and June 10, 2007.

Move to accept: Suzie Henderson, Seconded; Some discussion – adjustments made under “old business”

Vote: Ayes: majority, Nays: 0, Abstain: 1

Officers' reports:

1. President –

- a. This year has been a learning curve, especially in the areas of communication, expectations & followup; The Board of Directors has been codifying many of our past practices so everyone will know how we as the Costumers Guild West, Inc. do business.
 - b. Costume College 2008 is sold out as of August 5, 2007 and, for the first time, we have a waiting list;
 - c. We have insurance as a corporation, coverage was in property damage and liability for directors, officers and members, since Thursday August 3, 2007; we need to turn in a paper stating that we have no encumbrances which might prevent said insurance from taking effect.
2. Vice President- Joyce Saunders: In the past year we held 10 teas, enjoyably attended by members – not huge numbers, but by many; we sang at the TV Motion Picture arts hospital for the Holidays; we held a Holiday party in January, the “beggars’ bazaar”, a FIDM tour, attended the Renaissance Faire; made a trip to see the play *Wicked* (for which group tickets gave us great prices, and backstage tours); two teas were held by members (insurance helps with liability for this kind of event); and teas for September and October are already planned.
3. Treasurer – Natalie Meyer: profit and loss statement handed out for meeting – first page is balance sheet: 4500+ and a couple of checks in assets; no liabilities, net income \$15,000+; second page profit & loss; third and fourth pages are details. Fiscal year end is June 30. Anyone who wants a breakdown of the expense of any particular college can get that information from Natalie Meyer on request. Corinne Pleger asked about accruals: there are none, but Natalie will address whatever there is regarding.

Motion to accept the treasurer's report made by: Cheryl Looney Whitney; seconded.

Vote Aye: majority; nay 0; abstain: 1

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4. Corresponding Secretary – Margery Rich: thanks to people who have written articles about events and other attractions and activities, otherwise it would be the President's and Vice President's messages, and the schedule provided by the Lively Arts History Association, etc. Changes in Squeals: it's gotten thicker and often requires a second ounce of postage; however the most recent increase in postage actually decreased the cost of the second ounce, but overall the whole thing is still more expensive.
5. Recording Secretary – Kathy Lear: if there's anything anyone want expanded in published minutes, let me know;
6. Directors-at-Large –
Laura Rico, Elizabeth Martin Gerds, Mary Jane Jewell – we worked hard for you

Committee reports:

7. Web site committee – we're changing the web site (colors, designs, a different provider/master). Anyone who would like to look at proposed designs after the meeting, please see the Recording Secretary.
8. Ops / Facilities – in general in good shape, reorganizing storage, new mannequins, various other capital equipment for office use; a "spa" day for the mannequins will be held as the weather cools; 750 GB hard drive purchased so we will have all our information stored as backup.
9. New members – G. Ann Mitschek: Cheryl Looney Whitney was designated as new member chair, but Annie didn't get back to her so there isn't any info to be had; we'll do better next year.
10. New member packets – Elizabeth Martin Gerds: hasn't done anything yet, but accepting input (use her address in Squeals).

Old Business:

1. Proxies will in future all be specific proxies, not general ones. (Quoting the corporations codes:) 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"

2. Amendment is proposed for the discounts for teachers: change the discount from 10% to 25% on first increment of return of membership cost.

Suzie Henderson: talked to many teachers, thinks classes, not hours, should be the measure;

Moved to accept: G. Ann Mitschek; seconded

Vote: Ayes: majority, nay: 2; abstain: 6 Motion carries

3. Presentation of logo designs: Several submitted; the Board of Directors juried the submissions; ballots distributed for a count within the month.

New Business:

There will be a three-minute time limit to speakers, not all the time need be used.

The attorney for the CGW, Inc., Mr. Yoshitomi stated that his firm is honored to represent the CGW; 6 lawyers and 1 paralegal served in various ways regarding service mark, incorporation, etc.

The CGW, Inc. is now incorporated as a public benefit, non profit corporation, providing limited liability for each individual & officers.

The bylaws & standing rules have been changed to make it easier for the corporation to qualify for tax exempt status. The IRS and the California Franchise Tax Board have each granted the CGW, Inc. tax-exempt status, meaning we can use all of our income for good works, and contributors can claim charitable tax deductions.

The financial records, due to Natalie Meyer, are in pristine condition and everything that needs to be, is filed.

There is a potential historical tax liability from past years, but he thinks it is a very small risk and the future of the CGW, Inc. is secure.

Last year, application was made for registration for the service mark for "Costume College"; he thinks it is inevitable that this be granted; also the wordmark Costumer's Guild West, Inc. will be registered later this year

The financial arrangement with Nixon Peabody is that they advance disbursements on behalf of the CGW for filings, etc, but legal fees are absorbed by Nixon Peabody.

Suzanne Gibson: we understood that Janet Wilson Anderson said she had the service mark for Costume College. Mr. Yoshitomi stated that his firm could find no record of such an application.

Cheryl Avirom: we were told that the firm recommended the bylaws, but now it seems the CGW is using old established bylaws, modified, so they can be changed later.

Mr. Yoshitomi: We reviewed the existing bylaws & standing rules: we made minimal adjustments, most notably in the section about conflicts and compensation of officers, in order to attain tax exempt status.

Cheryl Avirom: members can call a special meeting, but there is no roster to contact each other. Now that the organization is geared to the members, will that be made available?

Joyce Saunders: make a committee, and the Board of Directors will help set it up.

Annie Mitschek: advertise special meeting in Squeals, also bring it to the Board of Directors

Costume College 2007 Dean's Report; Introduction of 2008 Dean

Lana Bailey: Did everyone have a good time? Many people put in a huge effort; Costume College was wonderful, she heard about problems only after they were solved. Please turn in feedback forms. Wrap-up meeting will be scheduled. Martha Davis will be our Dean next year, tagged with chocolate.

Martha Davis: Excited about next year's theme (Regency); have ideas about how to increase communication; Maegen Hensley will be assistant dean and will be running programming. My e-mail is marthacdavis@yahoo.com - put Costume College in the subject line or she'll never know who you are.

Pat Kopp: Bargain Basement raised \$1,078.45 for the scholarship fund.

PowerPoint presentation regarding finances: Joyce Saunders.

Amendment of By-Laws:

1. Increase of CGW, Inc. dues to \$30 per year, household to \$15

Bobbie Kallben: agree that we need an increase, but not why CGW dues and Costume College are both increased, but not necessarily commensurate to increases in costs for each.

Joyce: It's unfair to make Costume College bear the entire brunt: why make Costume College pay for everything when more functions for the CGW are included?

Annie: storage was mentioned. This includes storage for both Costume College and CGW information.

Lana: With all due respect to other organizations: the Board of Directors has spent the past year studying this, they don't take it lightly, and they have committed to expanding CGW activities, not just Costume College, so the benefit is not just Costume College membership. Doesn't think this is unreasonable at all, the cost has needed to increase for many years and has not.

Suzie: doesn't think it's unreasonable amount, but wondered about \$12 for Squeals, some organizations send electronically and charge extra for hard copies.

Annie: as I understand it, since Squeals is our legal method of communication, legally it must be printed and distributed by mail because the courts don't recognize e-mail

Pat Kopp: agree with increase: when was the last increase? Two years ago we raised it to \$24; (Elizabeth Martin Gerds: the increase was ICG, not CGW: '98 was the last time we raised CGW dues.)

Suzanne Gibson: I do agree that since we haven't had an increase in dues in almost 10 years, we should. RE: Other organizations, we have 300+ members,

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others have small membership, not as many volume and management issues, which makes a huge financial consideration.

Mo! Langdon- (new member): rhetorical? question: re electronic or paper. who would be making the electronic

Dave Wilson: How many do we mail out?

Natalie: 300-325 If overruns (not charged for), we can distribute gratis

Dave: so this isn't a wild extravagance

Gordon Saunders: all these numbers, all are predicated on number of hours – many of the committee members are approaching burnout. Costs are kept low because of volunteers – keep volunteering, volunteer.

The amended section of the By-Laws will now read:

“ARTICLE VI – MEMBERSHIP

“Section 5. Dues for the organization shall be as follows:

“A) Full membership: \$30.00 annually for USA members; \$30.50 annually for members residing in Canada and Mexico; \$35.00 annually for other international members receiving the CGW newsletter via Air Mail or \$31.00 annually for surface mail.

“B) Household membership: \$15.00 annually for each additional person.”

Lana Bailey: Move to accept the dues increase; seconded

No further discussion? Vote: Aye: majority; Noes, 0, Abstain: 0, Motion carried.

2. Term limits for Board of Directors officers: 4 years in “duty-heavy” positions

Motion: Sandy Manning: move to accept, seconded

Lera Ohlson: So you can be elected four times, take a year off, be elected four more times;

Joyce Saunders: The most important position is Treasurer – the corporation must have continuity, but we don't want to wear people out.

Mo! Langdon: if elected, how long does the person have to stay out

Answer: Annie: one year

Cheryl Avirom: suggest taking out the language about the Directors at Large – Agreed.

Sandra Manning: I'm willing to change my motion

Suzanne Gibson: Is it possible to vote someone into office in absentia?

Answer: Yes, if they've agreed beforehand.

Lana Bailey: Do we think we need to say that someone can be elected again in another year?

Diane Yoshitomi: if someone is out of office due to term limit, he or she still has to be elected after the year off.

The amended section of the by-laws will now read:

“Article VIII – OFFICERS

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Section 2. Terms

- “A) A term of office shall be one year and shall commence at the beginning of the fiscal year. In the event that elections take place after the beginning of the fiscal year, the previous officers shall serve until their successors are elected.
- “B) A guild member may hold the same office of President, Vice President, Treasurer, Recording Secretary or Corresponding Secretary, for a maximum of four consecutive terms.”

Vote: Aye: majority; No: 0, Abstain: 1

Election of officers:

Officers elected

1. President: G. Ann Mitschek: ayes: many, nays: 0, abstain: 0
2. Vice President: Colleen Crosby: ayes: many, nays: 0, abstain: 0
3. Recording Secretary: Kathy Lear: ayes: many, nays: 0, abstain: 0
4. Corresponding Secretary: Margery Rich: ayes: many, nays: 0, abstain: 0
5. Treasurer: Natalie Meyer: ayes: many, nays: 0, abstain: 0
6. Directors-at-Large (4): paper ballots counted by Eric Gerds and Cheryl Looney-Whitney for Directors at Large (retained by Recording Secretary)
 - a. Mary Jane Jewell
 - b. Regina Lawson-Voorhes
 - c. Joyce Saunders
 - d. Diane Yoshitomi

More New Business:

Natalie needs receipts for expenditures for Costume College 2007 by Oct 15, 2007, otherwise it's considered a donation to the CGW, Inc.

President G. Ann Mitschek made the following appointments:

Facilities, Malcolm Scott

New members: Cheryl Looney Whitney

Parliamentarian: Cheryl Aviom.

An “Appreciation Certificate of the Gratitude of the Guild” (framed) to Mr. Robert Yoshitomi.

Presentation to G. Ann Mitschek of an appreciation basket from the members of the Board of Directors.

Meeting adjourned at 8:35 p.m.

Respectfully submitted: Kathy Lear, Recording Secretary, with amendments by G. Ann Mitschek