

Costumer's Guild West Condensed Minutes of General Meeting, August 6, 2006

President Darla Kruger called the meeting to order at 5:18 p.m.

Chocolate was present and a quorum was declared.

Old Business:

Minutes of last general meeting

Recording Secretary Kathy Lear presented the minutes of the last meeting as published in Squeals.

Motion to accept: Kathy Lear, Seconded by: Corinne Pleger

President Darla Kruger called for discussion. There was none.

Motion passed. **Minutes of 2005 general meeting approved as published.**

Minutes of Special Meeting

Recording Secretary Kathy Lear presented the minutes of the special meeting of April 30, 2006 as published in Squeals.

Motion to accept: Kathy Lear, Seconded: Mary Jane Jewell

President Darla Kruger called for discussion. There was none.

Motion passed. **Minutes of April, 2006 special meeting approved as published.**

Officers' Reports

President Darla Kruger

The President stated that this is her last Costumer's Guild West, and that the last year had been strenuous and difficult, like having a 3rd unpaid job, but she has loved it all.

“The Costumer's Guild West is now a corporation in California. But it only protects us from May 4, 2006 (time of incorporation) on. Any previous problems and/or liabilities are still possibly a problem. Not just Costumer's Guild West liability, but for each and every member, since the point at which we might have been in non-compliance with the tax codes. The government could come after individuals' property if it so chooses.

“Our attorneys, Nixon Peabody, has three offices in Southern California, and 15 offices in 7 states. They file income taxes in 7 states.

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Officers' Reports

“The firm has written off \$57,000 in work for us. Another \$15,000-\$20,000 coming, not counting what work might be needed.

“We have also hired a CPA, thanks to Natalie Meyer.”

Vice President - Annie Mitschek

The Vice President reported that the organization has foregone doing events outside Costume College, because there was not a lot of response from the membership to suggested events.

“The Costumer's Guild West has sponsored contests in the Los Angeles County Fair. The prizes Costumer's Guild West gave were memberships to Costume College and in Costumer's Guild West, depending on what the entrants won. Next Saturday (August 12, 2006) is the date.”[of judging for this year]

“Holiday Caroling – there was not a large turnout, but a lot of wonderful volunteers did make it fun. We visited the Motion Picture Retirement Home, and sang at lunch. They would like more visitors. “Also we appeared at the LA live steamers in Griffith Park, and serenaded people in line to ride the trains. I wish we had more people participating. I'm looking for more material, such as “The Dreidl Song” and Kwanzaa songs.

“The Costumer's Guild West holiday party was great. It was hosted by Suzie and Don Henderson, who did a fabulous job, as always. Many thanks to both of them for opening their home for the event. They would like to beg off for this year, and we will need a new location.

Treasurer – Mary Hooper

Mary was not present, and didn't present a report, but moved out of state without notifying anyone. She did leave records behind. We do know there is a little more than \$33,000 in the checking account, pre Costume College & other expenses. Costume College usually costs around \$18,000.

George Popa asked if there might be any reason to suspect that there is any money missing. President Darla Kruger said no and offered the report Mary gave to our attorneys in February. The attorneys were happy with it. George Popa said he has no reason to suspect any wrongdoing, but if the question is not asked and answered then someone could question it later. President Darla Kruger: “Then let me say to my knowledge there is no reason to suspect malfeasance on the part of our former Treasurer .”

Annie Mitschek said we also have in storage, all hard copies of all transactions, left by the Treasurer. She and Laura Rico picked up everything & to the best of their knowledge, it was all there.

Corresponding Secretary

Corresponding Secretary Margery Rich is not present. President Darla waived a report, and has no copy of one.

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Officers' Reports

Presentation of any correspondence: Janet Wilson Anderson said she has some of it from Nora Mai (ICG) and said she will not vote on this issue.

President Darla Kruger said she presented to the ICG the intention of the Costumer's Guild West to leave ICG. They were not happy.

George Popa: Costumer's Guild West comprises more than 50% of the ICG membership. If we decide to disaffiliate from them, it could cause bad feelings regardless of our reasons.

President Darla Kruger: if we separate out, we would be more than happy to offer them "sister status" [as laid out in the proposed new By-Laws] & accept it from them.

Also several chapters of the ICG have offered to allow Costumer's Guild West members who wish to continue membership in ICG membership in their organization for that purpose. If you wish to vote on ICG matters, you must sign up to do so with one of the above organizations. The ICG has no individual memberships, and therefore if you want to be a member of the ICG, you must join through a group.

Squeals report

Information for July squeals disappeared due to an electronics glitch, and Lana Bailey, Annie Mitschek & Darla Kruger put together the information in the issue we received. So, if you submitted anything that did not appear, that's what happened.

Committee and other Reports:

Parliamentarian - George Popa, member at large and acting parliamentarian
No report to make at this time.

Membership Development Chair - Jess Miller - Not here, tearing down displays & exhibits.

Darla Kruger : She was going to put together a packet...

Elizabeth Gerds: "The packet for new members was my idea. Mary Hooper and Jess & I were going to work on it. Janet Wilson Anderson was going to create a history of the CGW for inclusion. It never happened due to various considerations." President Darla Kruger formally asked Janet Wilson Anderson for pertinent information to be delivered.

Darla Kruger says we have around 325 members. Many Costume College attendees didn't join Costumer's Guild West.

Facilities Chair - Malcolm Scott:

Helping to tear down the Costumer's Guild West structural elements. A report in his absence was given by [_____]: We are fully moved into new storage facility. No new major equipment was purchased this year. Several people suggested items to purchase to help storage issues.

Costume College 2006 – Dean's Report - Jody Regan:

“Costume College 2006 has been fabulous. Last night at the gala, I thanked the teachers and committee members, but would now like to give thanks to my lovely Assistant Dean Lana Bailey. Lana took care of many things, and will be a great Dean for 2007.

Janet Wilson Anderson: I move a vote of commendation to the dean and all her committee for a wonderful Costume College. The motion passed unanimously.

Costume College 2007 Dean - Lana Bailey

I'm excited about next year. Out of 600 flyers, we have about 5 left. Dozens of people have been offering to teach next year. On another note, the Costume College committee is understaffed. We need a minimum of 30 people on the committee. Please volunteer at whatever level you can.

“September 10, 2006 is the meeting for wrap up for this year, suggestions for next year, and to begin planning. I have flyers with the meeting information with e-mail & other info, like location.”

New Business

Challenge of Proxy Form

Janet Wilson Anderson: “I must **challenge the directed proxy form**. Under Robert's Rules of Order, we don't vote on issues, we vote on motions. Language counts. There are no motions on the directed proxy.”

Much discussion followed, concerning whether proxies were valid - general proxies or directed proxies - and the possible disenfranchisement of absent members who counted on their proxies being valid.

Janet Wilson Anderson : “I felt compelled to raise this challenge. Some non-attending members asked that these issues be raised. I am willing, because I don't want to disenfranchise anyone. I **rescind my challenge**.”

Don Henderson's motion restated: “I move that we accept all the proxies as in good faith. My intent was that proxies be accepted in the spirit in which they were meant, not to be invalidated by minor changes of detail in the issues.”

George Popa: “I want it made perfectly clear that concerning any item in the directed proxy that has been substantially changed will invalidate **that section** of the directed proxy.”

Corinne Locke-Noble: to Don Henderson: “Is that your intention? [He indicated yes.] Accepted.”, Seconded.

No further discussion. Question called: Those in favor of accepting all proxies with the intention of good faith of all members.

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New Business – Challenge to Directed Proxy Form
and Separation from ICG

Many ayes, no noes, 2 abstentions: **Motion passed, to accept all proxies as valid.** All proxies will be accepted as valid, with good faith on the part of the proxy holders and the proxy givers, being assumed.

George Popa: “If the question comes up, proxies are valid for 11 months. They are held by the Recording Secretary .”

After a break, President Darla Kruger called the meeting back to order at 7:18: p.m.

Separation from ICG

Mary Ann Jones: “I move that the Costumer's Guild West separate itself from the ICG”,
Seconded by Sandra Manning.

President Darla Kruger called for discussion.

Mary Jane Jewell: “Please reiterate why we want to separate.”

Darla Kruger: “Because we don't want to be a ‘deep pocket’ in case of legal issues. The Greater Bay area has already departed. The ICG do not practice the way federal law demands that non-profit practice. We don't want them to have control of our money, our board and our By-Laws. There are a variety of other reasons. We want to offer other organizations sister status. The ICG has long history of not serving our needs, not promoting our events, and getting caught up in politics.

Discussion: NONE

Many ayes, nays: 0, abstentions: 2, Proxies: Aye: 104, 1 nay

Motion passed – **Costumer's Guild West is hereby separated from the ICG**

Eliminate Subchapters of the Costumer's Guild West

Darla Kruger: “The reason our attorneys recommended this is that subchapters don't pay an extra fee. When we explained this to our attorneys, they didn't like it because it created the same legal nightmare as our relationship with the ICG. When subchapter takes in money, the parent organization is responsible for how the money is used and it must be accounted for.

Motion to eliminate subchapters of the Costumer's Guild West : Eric Gerds, Seconded by Jody Regan

President Darla Kruger called for discussion. NONE

Many ayes, no nays, 1 abstention; Proxies: many ayes, 2 nays, 4 abstentions

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Eliminate Subchapters of CGW and
Authorize Name Change of “Costume College”

Motion passed - Eliminate Subchapters of the Costumer's Guild West

Authorization of name change for Costume College

Janet Anderson: “I move the CGW retain the name of “Costume College.” [Which she will allow the CGW to continue to use.] Seconded by Cat Devereaux.

Background: Darla Kruger: “Janet Anderson claims ownership of the name. Without prejudice, we want to own the name of our event. But more importantly: people ask ‘where’s the campus?’ ‘How do we manage transfer of credits?’ ‘Where’s the bookstore?’ The event is international and has grown beyond its original name, and we wanted to give it a name more reflective of what it now is.

Janet Wilson Anderson kindly offered 20 years’ usage of ‘Costume College’ name...with a contract for such permission, to be completed by December 31, 2006

Darla Kruger called for vote on retaining ‘Costume College’ name with caveat of the stated time frame for drawing up and completion of a contract with Janet Wilson Anderson for use of the name.

George Popa called for a show of hands: Ayes: 17, Nays: 31, Abstentions: 6

Proxies aye: 52, nay: 3, abstention: 0

Motion passes: Keep ‘Costume College’ as the name of Costumer's Guild West event
[vote on acceptance of proposed name change deemed moot]

Adoption of proposed By-Laws

Darla Kruger: “It is recommended we do this by the attorneys who represent us with the IRS and the federal government. Every change was either suggested or approved by them, with the statement that we should not mess with them. I think we [the current Board] are unified in our opinion.”

Motion to accept: Nancy Ohlsen, Seconded by: Corinne Pleger

Much discussion ensued, mostly regarding the clauses for conflict of interest, but also the calling of special meetings to amend the By-Laws. The question of disenfranchisement of non-local members was raised again, since detailed changes in the By-Laws might not be coverable by proxy votes. Also, concern for a detailed financial report, and term limits for Board members were mentioned.

Karen Lavoie: “If we do not accept them [the By-Laws] as recommended, does this eliminate the attorney’s liability?”

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Adoption of Proposed By-Laws

Darla Kruger: “Yes, they will state that their client refused their recommendations.”

It was eventually voted to table further discussion, in the interest of completing the agenda.

Aye: 100+ (voice), Nay: none, Abstain: none. **Motion to table discussion passed.**

[It was pointed out that the membership had not yet adopted the articles of incorporation. Copies were not available, and since they had already been filed, the membership voted to accept them as filed. The exact vote count was not recorded, but ayes were sufficiently substantial.]

Vote on By-Laws as recommended

Aye: 100+ (voice), Nay: 0, Abstain: 0, Directed Proxies: Aye: 45, Nay:1, Abstentions:1, General Proxies: Aye: 3, Nay: 0, Abstentions: 52

Motion passed – Proposed Amended By-Laws of the CGW are adopted

Nancy Ohlson: “My understanding is that I present a concern to the Board and they are my conduit to any outside agency acting for us.”

Darla Kruger: “Correct. Nixon Peabody will file for 501-3-c status for us tomorrow.”

After a break, the meeting was re-called to order at 9:20 p.m.

Discard old Standing Rules and adopt new Standing Rules:

Introduction:

Darla Kruger: “We didn’t want to change the reference to Chief Ook, but removed mentions of other things the federal governmental agencies might not think made for a “legitimate” corporation. As regards personalizations of Standing Rules, these things are better as history rather than Standing Rules. Again, this is by recommendation or authorization of our attorneys. These rules govern the way we run our meetings.”

Motion to Discard old Standing Rules and accept new Standing Rules: Kathy Lear, seconded by: Nancy Ohlson

President Darla Kruger called for discussion.

Ayes: 100+ (voice), Nays: 0, Abstentions: 0, Proxies: mostly ayes (not recorded exactly)

Motion passed: New Standing Rules adopted as presented

Election of Officers

Nominees:

For President – G. Ann Mitschek

From the floor: Cat Devereaux nominated Janet Wilson Anderson

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Election and Installation of Officers, Adjournment

Statements from candidates:

Votes for Annie Mitschek (attending and proxy): 94

Votes for Janet Wilson Anderson (attending and proxy): 59

Annie Mitschek elected President

Vice President –Joyce Saunders nominated from the floor (Laura Rico removed her candidacy), Recording Secretary – Kathy Lear, Treasurer – Natalie Meyer, Corresponding Secretary – Margery Rich (agreed to run, in absentia), Directors-at-Large (4) – Elizabeth Gerds, Zelda Gilbert, Mary Jane Jewell, Laura Rico

All uncontended offices' nominees elected by acclamation

Installation of Officers

President Annie Mitschek appointed the following:

Parliamentarian - Janet Wilson Anderson,
Membership Development Chair - Cheryl Looney-Whitney,
Facilities Manager / Chief Ook – Malcolm Scott

Announcements, including upcoming events

Adjournment: The meeting was adjourned at 11:06 p.m.

Respectfully submitted: Kathy Lear