

Minutes
CBA BOARD MEETING
December 6, 2003
Christmas Party, Gordon Kirby's Shop
Sonoma, California

The meeting was called to order at 11:15 AM by President George O'Gorman

I. ATTENDANCE: Board members present: George O'Gorman, Jim Joyce, Pat Laughlin, Lowell Chaput, Herb Upham, Merle Bashor, Keith Foster, Toby Hickman,. Grant Committee Chairman, Dan Doyle, Magazine Committee Chair, Bob Thomson, Editor and approximately 6 members were present.

II. COMMENTS FROM MEMBERS: none

III. MINUTES: The minutes were approved as written.

IV. TREASURER'S REPORT: Jim Joyce presented the finance report and income statements as well as CBA's planned use of cash on hand. They are attached to the minutes and made a part thereof. The reports were approved as presented.

CORRESPONDENCE: none

VI. COMMITTEE REPORTS

A. MEMBERSHIP: We have 875 members with 3 new members to be added. The secretary will mail out dues renewal letters on February 1, 2004. Bob Thomson will put an article in the magazine advising all of the secretary's address.

B. MAGAZINE: Bob Thompson reported it is quiet and peaceful on their front.

C. WEB SITE: None

D. LIBRARY: None.

E. GRANTS: There are no new applications for grants. Dan Doyle reported John Lusten has completed his program in Canada and will soon have his article on bio mechanics to us within the next two months. There was a discussion on the Bedayn Funds and what to do with them. Currently, there is a \$12,000 CD and \$4,000 liquid. There are fees being charged that Dan will be checking into.

F. MEMORIAL FUND: The Memorial Fund is to be used for education of CBA members. This was approved by the board. The education and finance committees will look into what investments will give us the best return on our funds. They will also hold enough in abeyance to cover grants.

It was suggested that this fund be combined with the Bedayn funds as the educational arm of the CBA. The Bedyan name is to remain on the fund, perhaps as the Bedayn Memorial Fund. We would also set up an estate planning program and a memorial program and advertise both in the magazine to increase the fund. Dan will check with the Bedayn family to see if they would allow this merger. Dan will report on it at Spring Conference. The Memorial fund committee would add a past CBA president, education committee member to the current group.

G. EDUCATION. Peter Parkinson is set to do his demonstration on February 7 & 8 at John Mc Lellans in Roseville The cost will be \$75 for both days or \$55 for Saturday and \$30

for Sunday. Enrollment is limited to 20 blacksmiths on Saturday and 40 on Sunday. Merle Bashor will host him.

The Jefferson Smiths will host Mark Constable, March 5-7 at the Jake Jackson Museum Hammer-in at Weaverville. The cost will be \$35 per person. Mr. Constable will then travel to So Cal to demonstrate at the opening of the Adam Levental Memorial Museum in Los Angeles on March 13 & 14. They will guarantee \$600 back to CBA. Mr. Constable's visit costs have been covered by Weaverville and Los Angeles.

- H. ELECTION COMMITTEE:** Keith Foster and Pat Laughlin will join Gordon Kirby on the election committee. Currently, we have three people running for the positions.
- I. CONFERENCE 2004:** none
- J. FINANCE COMMITTEE:** The finance committee went over the budgets for the next year. It was suggested that everyone get their budgets to the committee so we can budget for the upcoming year.
- K. BYLAWS REVISION COMMITTEE:** see old business A below.

OLD BUSINESS

- A.** The by-laws revision committee presented the new by-laws. It was suggested the by-laws and charter be sent out in a supplement to the magazine on February 1st. It was further suggested that the new by-laws be integrated into the old, so the membership could see the changes. Merle asked that someone type them. Pat Laughlin will do the integration and email for board approval. The supplemental mailing will include the dues notice to help defray the mailing costs. This must be in the mail on February 1st to give the membership enough time to read them and get ready to vote on them at Spring Conference. Bob Thomson will put a notice in the magazine to let the membership know to expect a supplement.
- B.** The Gallery needs more story boards. Joe Koches will check on getting Carl Jennings pieces for the Gallery opening in June. More information will come after the 1st of the year.
- C.** The 2004 conference dues and fees collections are to be worked out with the secretary and Dave Vogel. The board wants to make sure the dues are recorded separately from the conference fees.
- D.** Spring Conference 2005 was discussed with no decision made.

NEW BUSINESS

- A.** Toby Hickman and Georg O Gorman were nominated for President for the 2004-05 term.
- B.** Spring Conference 2005 suggestions were made. Sonoma County, Roseville and Monterey were suggested.
- C.** A lengthy discussion on the Hanford conference and memorabilia sales was conducted. The board apologized to Mark and Chuck regarding how this was handled. A report was given by Paul Quyle from the committee investigating the matter. It was decided this report would be published in the next issue of the magazine. A formal apology was issued and both were thanked for their hard work in making the conference a success. This was approved by the board. See the attached report. Merle Bashor asked the board to write a formal letter of apology, approve it by email and publish it in the magazine. The motion died for lack of a second.
- D.** Other: Lowell Chaput will help get the Anniversary book out. He will contact Rob Edwards. We would like to see it distributed at Spring Conference 2004.

Respectfully submitted,

Pat Laughlin, Secretary
02/2/04

ADDENDUM TO MINUTES

On January 9, 2004 the following email was sent by Jim Joyce to the board.

I respectfully submit the following suggestions:

1. Purpose and Objectives/Mision Statement. Our charter and bylaws were approved together by the San Francisco District Office of the Internal Revenue Service. Approval was held up until they were confident in the revised wording of the Purpose and Objective being in line with the Articles of Incorporation.

This section cannot be changed without sending both the charter and bylaws proposal to the IRS for their approvbal first.

I recommend no change to existing bylaw language.

2. Dues. The proposal reduces a grace period for dues renewal to Zero days.

I recommend no change to existing bylaw language.

3. Prorated dues paymentArticle 3, sec 2. I recommend this be deleated as it can only lead to disagreements over what "prorated" means. We already have the ability (and do) in existing bylaw language to prorate if the board chooses.

4. Properties, article 4. I recommend no change from existing bylaw language. We are not attorneys and changing legal language like "inure" without the aid of Blackstones Law Dictionary which prescribes very precise legal language, the only legal language recongized by the courts of law, is not wise.

5. Meetings. Article 5, sec 1. This proposed language REQUIRES 6 combined membership and board meetings each year.

We will continue to place notice of membership meetings in the magazine. Once it is noticed and we are forced to change a board meeting, we could not hold a legal board meeting without also inviting the membership. There is no incintive for a board member to show up at an illegal board meeting.

I recommend no change to existing bylaw language.

6. Board of Directors Article 7... sec 10 needs to be changed to be in compliance with the proposed sec 1. Sec 1 says "no less than seven members (of the board) plus sec, treas, pres, vp..." Sec 10 then requires that only 3 directors be elected odd years and 4 on even years.

I recommend the proposed sec 10 be revised to state: "There shall be AT LEAST 3 directors elected....."

Sec 7 restricts the board and prevents them from choosing a sitting board member for either the secretary or treasurers post. It also prevents either a sec or treas from being elected to the board. I don't believe this would hold up legally, and it's a restriction we have never had. I also don't think the years Jack Smith was both an elected board member and secretary he was a less deserving secretary than on the years he was not a serving elected member.

I recommend the sentence stating: "They may not concurrently hold other CBA board offices." be deleated.

Also, art 7 sec 1 says the board shall consist of NO LESS THAN 7 members plus the sec, treas, pres, and vice pres.

IF THERE ARE ONLY 7 ELECTED BOARF MEMBERS THEN THE PRESIDENT CANNOT BE CHOSEN FROM THE SITTING BOARD.

I recommend deleating the phrase"plus sec, treas, pres and vice pres". So long as it continues to require at least or no less than SEVEN board memebers we will not have a reduction from the first 25 years of CBA's life.

7. Compensation of Officers Article 9. The proposal reads for each of the sec, treas and mag editor : "...shall be compensated monthly for providing the service at an amount determined by the board."

This is a major change from the first 25 years of CBA. We do not pay these officers. Tax filings going back several yearfs make this plain. We provide a stipend to assist in non-reimbursible expenses, such as auto travel on association business, small office supplies, office hardware (computers, typewriters, etc).

To begining offering compensation, ie, pay, means we will have to begin withholding taxes, our insurance rates go up from having paid employees, and many mandated state programs for employees would have to be met.

I recommend this language be changed to the following:

"...Shall be paid a stipend to help cover the cost of otherwise non-reimbursible costs of performing association duties. Such stipend amount to be set by the Board of Directors."

I have a further concern that any proposed by law changes may have to go before the IRS District Office just like the existing by laws had to do. I've heard no one discuss this and I am concerned we are putting the cart before the horse. I would feel far more confortable delaying action til 2004 and checking with the IRS District Office in San Francisco on our legal requirements for by law change.

If others share this concern, a motion to delay would be appropriate.

Jim Joyce,
CBA treasurer

This email caused Toby Hickman to make the following motion which was seconded by Lowell Chaput.

I move that the proposed by-law changes be returned to committee.

These substantial objection and suggestions by our treasurer need to be evaluated, a number of the proposed changes are overly restrictive and will hamper future boards, the proposal that we pay our working officers as opposed to reimbursing them as we do now would force us to report wages to feds and stage force us to begin withholding and possibly take out workers comp. In other words they would go from being volunteers to employees

TOBY HICKMAN

The board voted 5-2 to return the bylaws to committee and to cancel the supplement to the magazine. The bylaws will not be voted on at Spring Conference 2004.