

THE LESBIAN & GAY BIG APPLE CORPS, INC.

332 Bleecker Street, #K48 ♦ New York, NY 10014 ♦ Tel / 212.591.2886 ♦ www.lgbac.org



Artistic Directors

Marita Begley
Marching Band

Brian Worsdale
Symphonic Band

Board of Directors

Brandon Travan
President

Ana Del Campo
Vice-President

Denise Valentin
Secretary

Michael Sbabo
Treasurer

Matthew Hadley
*Membership
Coordinator*

Leslie Regina Becker
Events Coordinator

Lindsay Famula
Director At Large

Louisa McMurray
*Internal
Communications*

Professional Staff

Maria Campigotto
Counsel

The Lesbian & Gay
Big Apple Corps, Inc.
is a 501(c)3
Corporation

Minutes of the Annual meeting of the Membership

11/29/2012 – 7:00pm, held at 151 West 26th Street, 6th Floor Suite 604.

Members Present:

Dale Aucoin, Leslie Becker, Marita Begley, Andrew Berman, Maria Campigotto, Ana Del Campo, Gerry Ende, Brian Fallon, Lindsay Famula, Matthew Hadley, Michele B. Kaufman, Steven Lewis, Matthew Rostowksy, Eric Rouda, Michael Sbabo, Brandon Travan, Denise Valentin

Members Represented by Proxy:

Joe Avena, Craig Devereaux, Douglas Ethe-Sayers, Jenn Forese, Jo Ellen Fusco, Mike Greco, Frank King, Louisa McMurray, Amy Nichols, Scott Oaks, Daniel Perry, Ron Rivers, Brian Shaw, Elizabeth Schwartzburt, Steven White, David Woods, Brian Worsdale, Jackie Aquilino-Jirak

Agenda:

7:00pm call to order, approve agenda, minutes from last meeting

7:15pm brief AD statements to the membership, Marching & Symphonic ADs

7:25pm Presentation of Board Activity for 2012, President

7:35pm Financial Report, Treasurer

7:50pm Operational Report, Band Manager

8:05pm Symphonic AD Search Committee presentation, Search Committee Chair

8:20pm New business, member submitted agenda items, President

9:00pm Close

Call to order:

Ana Del Campo, Vice President, called the meeting to order at 7:25pm EDT. Brandon Travan, President, recorded minutes. A quorum of members was present or represented by proxy, and the meeting was convened.

Review agenda and 2011 minutes:

2011 meeting minutes were regrettably not available at this time. Leslie Becker moved that the agenda be amended such that we table the approval of 2011 Annual Meeting minutes until they become available. She requested that the President take steps to retrieve last year's minutes from the Secretary and former President. Marita Begley seconded. Motion passed unanimously.

Leslie Becker moved that the agenda be approved as amended. Marita Begley seconded. Motion passed unanimously.

Artistic Director Statements:

Marita Begley read a prepared statement on behalf of Brian Worsdale, who regrettably could not attend. The statement highlighted the successes of the Symphonic Band's

programs in the past year, acknowledged areas that require improvement, and discussed plans for the coming season.

Marita Begley took the floor and recapped the successes of the Marching Band's programs in the past year, discussed earmarked fundraising successes, and discussed plans for 2013. She specifically focused on the expectation that there be increased logistical support and expanded programs for next year due to improved funding. Questions were asked and answered. She expressed gratitude to Board and membership, and specifically acknowledged Lindsay Famula and Leslie Becker for their outstanding work in producing our marching season and accomplishing our mission.

Presentation of Board Activity for 2012:

Brandon Travan next provided an update to the Membership of Board activity in 2012. Brandon described the many programs and budgets that had been reviewed and approved throughout the year. He also described the corporate governance policies that were passed or refined, with a particular focus on newly tightened financial controls. Brandon thanked Michael Sbabo for his exemplary work throughout the year both in his role as Treasurer and as the largest fundraiser in the organization, and also expressed gratitude to the Artistic Directors and the Board for their hard work.

Brandon laid out a comparison of the organization's financial positions and governance practices to the New York Better Business Bureau's Standards for Charity Accountability. He was pleased to report that the LGBAC meets or exceeds almost all the best practices defined. He recommended a formalized bi-annual assessment of the organization's effectiveness at achieving its mission. Questions were asked and answered.

Brandon reviewed the results of the Annual Membership Survey, which were generally positive. Brandon affirmed that the results show members are willing to participate in third-party performance opportunities provided there is an aspect of outreach. The survey also confirmed support for the creation of a Management committee to which the Board will delegate day-to-day operations of the organization's program services. Discussion ensued. Brandon reaffirmed the Boards desire for increased crowd-appeal in our Symphonic programming.

Financial Report:

Ana Del Campo described the role of the Audit and Finance committee, and made a call for members to volunteer.

Michael Sbabo distributed an extensive Treasurer's report that included a YTD P&L, a budget tracking report, comparisons to 2011 performance, the organizations assets and liabilities, and a 7 year retrospective P&L comparison. Michael explained budget variances and other points of interest across the reports. Questions were asked and answered.

Michael spoke about the process by which we applied for and won the New York City Department of Cultural Affairs Cultural Development Fund Grant. He explained the requirements of the grant and highlighted some of the ways the grant will allow us to

directly improve our program services and better achieve our mission. He extended gratitude to Brian Fallon for the invaluable assistance he provided as we completed the grant application.

There was some discussion at the meeting about prospective corporate sponsors and ways in which we can solicit their help. Additionally, Michael reflected that donors should receive higher-touch acknowledgement for their donations and direct personal communication of from the Board. He hopes that the addition of a Director of Development to our professional staff next year will help close this gap.

There were questions from the room about the costs of inviting guest artists, and the ticket sale profitability. All questions were answered.

Operational Report:

Leslie Becker gave an operational report for program year 2012. Leslie highlighted the artistic and social outreach successes of the Symphonic Band and the Marching Band, while maintaining balanced or modestly profitable budgets. She expressed pride in vastly improved logistical support to the Marching Band. Leslie discussed the way that the Management Committee will be splitting away from the Board, how 2012 worked as a transitional year, and thanked her team for all their hard work. Leslie is pleased to be succeeded by Matthew Hadley, who she declared is extremely capable of running our two bands.

Symphonic AD Search Committee Presentation:

Michael Sbabo delivered a presentation about our Artistic Director search committee and its search criteria and process. The committee includes members representing the rank-and-file, a representative from the Advisory Committee, and two qualified dignitaries from outside the organization. Job description and criteria content was assembled using examples from other LGBA bands. Feedback was received from the room, especially about the AD working well with the board, and with the AD position being required to support the mission and perform outreach within and for the LGBT community.

Brandon moved that the meeting be extended to 9:20pm to ensure all necessary business was addressed. Seconded by Matthew Hadley. The motion carried unanimously.

New Business:

Brandon Travan explained a set of changes to the Bylaws proposed by Michael Sbabo. The changes would allow non-members to serve on our Board of Directors with the restriction that non-members shall comprise no more than 25% of the Board. Maria Campigotto (LGBAC Counsel) suggested a slightly modified version of the verbiage put forward, and there was general consensus in the room to accept that modification. Mike moved that the bylaws be changed as presented by Brandon and modified by Maria, Ana Del Campo seconded. The proposed changes were:

Change Article I, Section 1.9, Sentence 1 from:

Only Members (as defined in Section 1.2 of this Article) in good standing as determined by the Board shall have the right (i) to vote at any membership meeting, (ii) to be nominated for, to stand for election, or to hold elective office in the Corporation, and (iii) to vote in any election mandated by these by-laws.

Such that it now reads:

Only Members (as defined in Section 1.2 of this Article) in good standing as determined by the Board shall have the right (i) to vote at any membership meeting, and (ii) to vote in any election mandated by these by-laws.

And to add the following to the end of Article II, Section 2.1 the following:

d) The Board shall not consist of greater than twenty-five percent (25%) of Directors who are not Members of The Corporation.

The motion carried with 57 members voting in favor of the motion and 1 member abstaining.

Marita Begley moved that the membership approve the sale of a portion of our music library, with specific exceptions (such as our common repertory pieces, and any commissioned works). The goal of this action is to raise funds via the sale, and reduce costly storage space requirements. Andrew Berman seconded. There was lively discussion in the room about what might be kept and sold. The motion passed unanimously.

Marita Begley introduced a motion to request the Advisory Committee send a representative to Board meetings whenever possible. The goal is to ensure the Board has more regular input from band veterans. There were concerns about the ability and willingness of Advisory Committee members to be at all or most Board meetings. Marita agreed to table the motion and would follow up with Brandon about ensuring continuity in Board decisions.

Brandon introduced a motion to elect Maria Campigotto as Director serving as Secretary, Mathew Hadley as Director serving as Band Manager, and Ana Del Campo as Director serving as Vice President for the 2013 and 2014 seasons. Andrew Berman seconded. The motion passed unanimously.