

Annual Meeting Minutes, Thursday, December 2, 2021

Virtual via Zoom

Board Attendees: Jason Gilbert (Chair), Sylvia Espinoza (Vice-Chair), Ana Del Campo (Treasurer), Blair Eisenhart (Secretary), Lori Kolb (Member-At-Large), Sarah Read (Member-At-Large), Rebecca Brewer (Member-At-Large), Julian Lander (Member-At-Large)

Directors: Marita Begley (Marching Band Director), Henco Espag (Symphonic Band Director)

Attendees: Andrew Berman, Brian Luke, Christine Lee, Courtney Pike, Dana Robbins, Deanna Kelley, Helene Utterback, Joe Avena, Julie Walsh, Kathryn Lieber, Kimberly Engel, Leslie Regina Becker, Lindsay Becker, Lisa Dresner, Louisa McMurray, Michael Tolliver, Nicole Gutman, Steve Mclure, Steve White, Steven Lewis, Tara Fayazi, Eric Rouda, Jessica Brewer, Rebecca Rosen, Robert Wolff

Other Attendees: Todd Wladika (via Marita Begley as Proxy), Kathy Plavcan (via Steven Lewis as Proxy)

Annual Meeting General Session

Call to Order: 7:05pm EST

- 1) Welcome & Meeting Protocols – Jason Gilbert
- 2) Approval of the 2020 Minutes
 - a) **MOTION:** that we approve the minutes from the 2020 annual meeting
 - b) Rebecca makes, Lisa seconds
 - c) 28 For, 1 Against, 4 Abstain
 - d) Motion Passes
- 3) Treasurer Update – Ana Del Campo
 - a) Forecasting a \$36k surplus this year between expenses and income
 - b) ALFA funds are making up a larger percentage of our revenue this year; Donors continue to be our largest income stream, followed by corporate donations/matches
 - c) Revenue totals \$151,942.59 for 2021; Expenses total \$120,548.75 for 2021
 - d) Primary asset reserve is \$184,000, down by \$21k from last year
- 4) Donor Relations – Ana Del Campo
 - a) Looking to reach \$50k in donations for 2021 to maximize Mr. Big match, hopeful we will reach that target
 - b) Corporate matches are up to \$33k for 2021, higher than prior years
- 5) ALFA Update – Joe Avena
 - a) Our investment advisor/team continues however have changed their name to Chemistry Wealth Management; they have changed the account holding company to Charles Schwab
 - b) Fund accounting had balance of \$116,033 as of 10/31/21, which includes YTD gifts of \$28,778, YTD income of 4.28%/ \$1,194, and a \$10k gift from 2020 which posted to the account in 2021
 - c) \$42k of the ALFA fund was invested this year to ensure growth
 - d) 6% of the ALFA fund has historically paid out each year, however the Board this year approved a range of 3-6% in correlation to how the fund is growing
 - i) An escrow account of \$15k has been set aside for these payout to ensure that the funds remain available to the organization
 - e) Projecting \$5k in additional gifts in 2021
 - f) Award received year-over-year (YOY) have grown significantly

- 6) Grant Update – Jason Gilbert
 - a) DCLA (formerly DCA) - City of New York Department of Cultural Affairs has awarded us \$24,150 for Fiscal year 2021 (July '20 to June '21)
 - i) Final payment to be issued soon
 - b) Cultural Immigrant Initiative (CII), which are NYC City Council Discretionary grants, has awarded us \$10,000 for Fiscal Year 2021
 - i) IS230 Band Program will receive \$2k donation
 - c) DCLA has awarded us \$29,700 for Fiscal year 2022 (July '21 to June '20)
 - d) We will be applying for 2022 NYC City Council Discretionary grants
 - e) There are other grant avenues we would like to pursue such as NY State grants and corporate sponsorship.
 - f) Board would like to fill the Grant Coordinator Position
- 7) Strategy and Going Forward – Jason Gilbert
 - a) As the LGBAC organization continues to grow, the workload to manage the organization has significantly increased, which are being shouldered by a small group of people that no longer have the necessary capacity
 - b) Through Bob Wolfe's recommendation, we met with Joe Kluger, a consultant with WolfBrown, to help us better organize and manage the operations of the organization
 - c) Over the course of discussions with the Board and Joe Kluger, we determined that we do not need Joe's paid consulting services and that we are in need of a paid Executive Director position
 - i) Leveraging a professional third party recruiter would cost ~\$30k and was ruled out
 - d) For a qualified and effective Executive Director (ED), we need to offer a full-time position with a salary of \$80-90k plus benefits
 - i) Part of the position responsibilities would be to restructure the organization and operations, as well as to fund-raise enough in income to cover their salary
 - ii) The ED would also oversee Development and Fundraising; executing administration, operations and marketing; coordinate budget with the Treasurer and Artistic Directors; and recruits staff for operational assistance
 - e) The proposed timeline of this search is as follows:
 - i) December 2021: Post listing
 - ii) January 3, 2022: Applications due
 - iii) March 2022: Estimated start
- 8) Name Change Committee – Rebecca Brewer
 - a) This is the second name change committee, overseeing the second phase of the process: Organize community conversations with the members about potentially changing the name of the organization
 - b) Meetings will occur throughout the year as needed to fully explore the idea and give opportunity for our member to voice their views and, if in support, determine what the new name should be
 - i) First meetings with the members will be in January 2022, in-person and virtual
 - ii) We will have a 3rd party moderator, Cecilia Gentilli from Trans Equity Consulting
- 9) Covid Protocols Overview – Dana Robbins
 - a) A Committee was formed in preparation for indoor rehearsal to put protocols in place to rehearse safely; they prepared the COVID Indoor Health and Safety Plan as band policy
 - i) This policy covers precautions, contact tracing, and requirements for being able to participate following a positive test and/or symptoms
 - ii) We are requiring that anyone attending indoor rehearsals/performances be fully vaccinated in line with NYC policy
 - iii) This policy will be updated as needed in response to pandemic circumstances
 - iv) This policy was distributed to the membership in advance of in-person rehearsals and again in advance of this annual meeting
- 10) Symphonic Band – Henco Espag
 - a) Virtual rehearsals in fall 2020/spring 2021
 - b) BIPOC Composition Competition
 - i) Ethan Prado's *March to the finish*, Spring 2021 Premiere (recording)
 - ii) Salvador Alan Jacobo's *The Hourglass*, Spring 2022 Premiere (live)
 - iii) Intent to help bring these pieces to published as well as continue the competition in coming years
 - c) Several virtual performances in 2021

- i) *Lift Every Voice and Sing*
 - ii) *March to the Finish*
 - iii) *Till Together* – LGBA concert for Pride
 - iv) *I Will Survive* – Spectrum Saxes – Judson Memorial Church h Pride service
 - v) *Echo of Memories* – World AIDS Day service
 - d) Fall 2021 In-person rehearsals and 2 in-person performances
 - e) Artistic Production Committee has developed an Artistic Strategic Plan for 2022-2026, including themes and programming
 - f) Planning for 1 spring, 1 fall, and 1 holiday concert going forward
 - i) Spring 2022 concert theme will be Carnival of the Animals
 - ii) Fall 2022 – John Williams’ theme (will be his 90th birthday)
 - iii) Other theme ideas include: Queer Folk Holiday, Disney & Animation, Halloween theme, New York Holiday, Anime & Studio Ghibli, Broadway Holiday, Circus, Wild West, Classical Holiday, Architecture, Sports theme
- 11) Marching Band – Marita Begley
- a) Lindsay Becker will be stepping down as PS director
 - b) Held a clinic with IS230
 - c) Captains and leadership met and selected music for 2022, worked out the marching rehearsal/performance schedule, attendance policies
 - d) Will use the \$10k Macy’s donation to purchase mellophones (amount as needed)
 - e) Great participation in performances in 2021, record numbers for Halloween gigs
 - f) Sydney Hayes will be our new PS director
- 12) Election Results – Blair Eisenhart
- 13) Motions & Proposals – Jason Gilbert and Blair Eisenhart
- a) **MOTION 1:** *as presented below*
 - i) Julian Lander makes, Julie Walsh seconds
 - ii) Friendly Amendments
 - (1) Friendly amendment: to replace pronouns with “the member”
 - (a) Julian does not accept this amendment
 - (2) Friendly amendment: In Article II, Section 2.17, replace “a statement” by “statements” and “his or her” by “their” in the sentence beginning “All directors, officers, committee members, and employees of the Corporation shall submit a statement.”
 - (a) Julian accepts this amendment
 - (3) Friendly amendment: In Article I, section 1.3, replace “he” with “they” in the sentence, “Upon a finding by the Board that the applicant meets the eligibility requirements, such applicant shall be enrolled as a Member and shall thereafter be entitled to all the privileges of such membership so long as they shall remain in good standing as defined in section 1.13 of this article.”
 - (a) Julian accepts this amendment
 - (4) 30 For, 1 Against, 2 Abstain
 - (5) Motion passes
 - b) MOTION 2 is withdrawn by Michael Tolliver
 - c) **MOTION 3:** *as presented below*
 - i) Friendly amendment “Change the last sentence of section 9.1 to read: Dues are good for the fiscal year in which they are paid.”
 - ii) Ana Del Campo makes, Michael Tolliver seconds
 - iii) 31 For, 1 Against, 1 Abstain
 - iv) Motion passes
 - d) **MOTION 4:** *as presented below*
 - i) Marita Begley makes, Julian seconds
 - ii) 12 For, 12 Against, 9 Abstain
 - iii) Motion does not pass
 - e) **MOTION 5:** * as presented below *
 - i) Marita Begley, Ana Del Campo, Leslie Becker, Lindsay Becker make the motion; second not needed
 - ii) 27 For, 1 Against, 5 Abstain

iii) Motion passes

14) Motion to adjourn

- a) Lindsay Becker moves to adjourn, Nicole Gutman seconds
- b) Motion passes

Meeting adjourned 10:17pm EST

❖ **Motions Passed**

- That we approve the minutes from the 2020 annual meeting
- Motion 1 as presented below
- Motion 3 as presented below
- Motion 5 as presented below

[Motion 1, submitted by Julian Lander:](#)

Resolved, that the bylaws of the Lesbian & Gay Big Apple Corps, Inc., be amended as follows.

In Article I, section 1.3, replace "he" with "they" in the sentence, "Upon a finding by the Board that the applicant meets the eligibility requirements, such applicant shall be enrolled as a Member and shall thereafter be entitled to all the privileges of such membership so long as they shall remain in good standing as defined in section 1.13 of this article."

In Article I, Section 1.5, replace "he or she" with "the Member" in the sentence "A member may be temporarily suspended from good standing status during such period as he or she may temporarily fail to meet eligibility requirements for membership or become deficient in the payment of Corporation dues or assessments."

In Article I, Section 1.5, replace "his or her" with "their" before "membership" in the sentence "All rights, powers, privileges, obligations or duties of a member as such Member of the Corporation shall cease on termination of his or her membership, unless otherwise provided by law."

In Article I, Section 1.13, replace "he or she" with "they" and "his or her" with "their" in the sentence comprising the section.

In Article II, Section 2.2, replace "his or her" by "their" in the sentence beginning, "The Directors shall be divided into two groups, Group A and Group B." The phrase is "his or her successor has been elected and qualified."

In Article II, Section 2.3, replace "his or her" by "their" in the first sentence of the section.

In Article II, Section 2.7, replace "his or her" by "their" in the last sentence of the section.

In Article II, Section 2.17, replace "a statement" by "statements" and "his or her" by "their" in the sentence beginning "All directors, officers, committee members, and employees of the Corporation shall submit a statement."

In Article III, Section 3.2, replace "his or her" by "their" in the first sentence. Replace "himself or herself" by "themselves" in the second sentence.

In Article III, Section 3.6, replace "his or her" by "their" in the single sentence comprising this section.

In Article III, Section 3.9, replace "he or she" with "The Treasurer" the 3 times it appears in this section. Replace "his or her hands" with "their hands" in the first sentence.

In Article III, Section 3.9, replace "his or her duties" with "their duties" in the sentence beginning "The Treasurer shall, if required by the Board, give such bond or security."

In Article V, Section 5.1, replace "he, his" with "they, their" in the first sentence of the section. Replace "his testator" with "their testator" in the final sentence of the section.

In Article VII, section 7.2, replace "his or her" with "the Director's" in the sentence beginning "An 'independent' Director is defined."

Motion 2, submitted by Michael Tolliver:

That the following changes be made to the Corporate Bylaws:

Page 1, Article I, Section 1.3, 2nd Sentence

Current Language: Upon a finding by the Board that the applicant meets the eligibility requirements, such applicant shall be enrolled as a Member and shall thereafter be entitled to all the privileges of such membership so long as **he** shall remain in good standing as defined in Section 1.13 of this Article.

Proposed Language: Upon a finding by the Board that the applicant meets the eligibility requirements, such applicant shall be enrolled as a Member and shall thereafter be entitled to all the privileges of such membership so long as **he or she** shall remain in good standing as defined in Section 1.13 of this Article.

Page 9, Article V, Section 5.1, 1st Sentence

Current Language: The Corporation may, to the fullest extent authorized by law, indemnify any present or former officers or Directors of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that **he, his** testator or intestate is or was a director or officer of the Corporation, or served with any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity at the request of the Corporation, against judgments, fines, (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein.

Proposed Language: The Corporation may, to the fullest extent authorized by law, indemnify any present or former officers or Directors of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that **he, she, his or her** testator or intestate is or was a director or officer of the Corporation, or served with any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity at the request of the Corporation, against judgments, fines, (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein.

Motion 3, submitted by Ana Del Campo:

To amend the bylaws to set annual dues payment cover the duration of the annual fiscal year in use at the time. The deadline for annual dues payment is set to 90 days before the expiration of the fiscal year.

- *For example, our current fiscal year runs from January to December. The deadline to pay dues and be able to participate in elections and voting will be September 30th. Annual dues paid between January 1 and December 31 of any year will be applied to that fiscal calendar year.*

Motion 4, submitted by Marita Begley:

To amend the bylaws by adding the following section after section 6 of article I:

For a Motion to be considered at the Annual Meeting, it must be submitted to the Board of Directors no fewer than 21 days prior to the payable date for membership dues, as specified in Section 9.1, and be announced to members no fewer than 14 days prior to the payable date for membership dues.

Motion 5, submitted by Marita Begley, Ana Del Campo, Leslie Becker, and Lindsay Becker:

That the corporation create a new full-time position of Executive Director, reporting directly to the Board of Directors and responsible for, but not limited to, the development, fundraising/events, donor relations, grants/sponsorships, marketing, accounting, business operations, and logistical/administrative tasks typically performed by a seasoned executive director; with experienced candidates to be sought, screened, and interviewed in a manner determined by the Board of Directors, and an executive director to be selected and hired for an early spring 2022 start date; starting salary/benefits for the position to be funded from the LGBAC budget at a cost of about \$100,000 per year.