

AACTMAD Board Minutes for October 28, 2009

Present: Board: Robert Messer, Mark Hillegonds, Abbey Liskow, Greg Meisner, Ruth Scodel, Nawal Motawi. Other Members: David Pardy

The meeting began at 7:27 PM.

1. Minutes of Sept. 23 meeting approved (Nawal moved, Greg second. _ Agenda was reviewed.

2. Request for Resources from KissME (Lindy Exchange), represented by Katie Overmyer. They seek \$1000. for deposits. We discussed the possibility that they would use Concourse for late nights instead of the Unitarian Church. In the past they have made a profit and no net expense is expected. Nawal moved and Abby seconded to approve the request. Motion passed. There was a brief discussion of whether Swing should have a bank account; Greg explained that having a committee account in an individual name's exposed the holder to liability. Since we now have Paypal, they hope to have online registration.

3. **Facilities Matters:** David Pardy reported on the purchase and amendment to the operating agreements for the Concourse Property and LLC. Our attorney has made small tweaks to the documents. The purchase agreement has gone to Greg and Gretchen's lawyer. We have put in \$10,8000 (5400 to Greg Meisner Trust and \$5400 to Gretchen Preston Trust 5400). Joe Fazio at Miller Canfield has put wording in to govern transfers of shares to other organizations, in case AACTMAD needs to make changes for tax purposes in order to make sure the for-profit and non-profit segments are separate.

The Board discussed whether we need a CPA to prepare taxes, in case we need, for example, to distinguish rentals that are non-profits from those that are to for-profit groups. It was clarified that Mark's signature on the documents under discussion will remain binding since the Board will empower him as president to sign for us. There was also some clarification of the Meisner and Preston trusts and LLC's.

Greg Meisner left the room at 8:15 when the Board proceeded to discuss approval of the purchase agreement and the amendment to the operating agreement that defines how the LLC will operate with AACTMAD as a member.

Motion A: to approve the purchase agreement in the Concourse LLC and amendment to the operating agreement and to authorize Mark, as president, to sign these documents on behalf of AACTMAD. Greg and Gretchen's lawyer will still need to approve these and may make small changes. Abby moved and Mark seconded. Passed.

Motion B: To approve the lease between AACTMAD and the Concourse LLC (in which AACTMAD is a 50% partner) subject to final review by Mark and David Pardy. The Board also authorizes Mark as president to sign the lease on behalf of AACTMAD. Ruth moved, Nawal seconded. Passed.

Greg Meisner returned at 8:25.

We then discussed the contract for construction. The lawyer has modified the contract on the basis of a standard American Institute of Architects' standard form which subsumes the builder's proposal. David Hughes has asked for a total of \$241, 665. (We will hold back 10% until completion.) He also wants a provision for a 30 day lag period for submittal of unconditional waivers so that he can pay his workers before he submits sworn statements. Abby brought up the issue of architect sign-off which recurs through the standard form. We can ask the lawyer to replace "architect" with "building team" or introduce the statement that "architect" in this document means "building team." But Greg pointed out that the point is unimportant because we have no bank to insist that the architect sign off. The Board discussed whether we needed fixed dates in the document for substantial completion. The Board agreed on 120 days. The guaranteed maximum price was discussed. Abby suggested that we set a limit for ourselves, since the expenses that could change are "allowances"—features where we have not decided what exactly we will spend. This is not, however, really an issue in the contract.

The Board discussed how to make sure that all the points raised by the lawyer had been considered. There is no great urgency about signing the contract with David Hughes.

Greg Meisner left at 8:45.

Motion C: To approve the contract with Vanson O'Brien subject to final review, possible revision, and approval by Abby and Nawal. The Board further authorizes Mark, as president, to sign the contract on behalf of AACTMAD. Moved: Abby. Seconded: Mark. Passed.

Greg Meisner returned at 9:52. Brooke Ratcliff arrived at 9:53.

Leaders' meeting to discuss the use of the Concourse property: The invitation went out for the leaders' meeting. We are going to be working with the committees so that they can use the facility at very low cost, possibly at a loss. Then there will be a group of non-AACTMAD groups who may want to use the facility, and we want to encourage them. Then there are other groups who may want to rent the hall. This meeting is intended for AACTMAD committees and other dance groups. The committee includes Gretchen Preston, Hal Breitenbach, Dick Fortune, Navin Shaw.

There was a motion to add David Pardy as a signer on the facilities bank account (he left at 9:02).

Nawal and Mark are at present signers, with individual signatures. Moved: Greg, Nawal seconded.

4. Financial Matters:

The issue arose about having dual signatures on our accounts. David Pardy suggested that we go to dual signatures for the facilities account, with two of the three authorized signers. Comerica doesn't recognize two signatures anyway, according to Nawal. We will go back to this issue at the next meeting. The treasurer can see all the accounts anyway. Nawal commented that she as a businesswoman writes checks but someone else receives bank statements, and this may be all we need.

Brooke discussed the budget for 2009/2010. She has proposed an increase in dues revenue since we should aim at increasing membership. Brooke is not confident that the information from all the committees is accurate. Fourth Saturday continues to be an issue but we will continue to work with the committee. Brooke discussed how she is handling financial reports. At this point she is using free online software that does not allow her to create separate classes for each activity. One issue: some committees have greatly improved reporting. But some are just holding cash, and these records are simply accounts of cash transactions. So maybe we should have cash accounts.

5. New business: Jeff Zemba, and Brooke Ratcliff want to have a free contra event to bring in students. Maybe have POB, but they don't have a venue. First weekend in December? Targeting students: Edith Burney and Gretchen were involved in the last effort and should be consulted. Greg moved a \$400 budget for such an event, Mark seconded. Passed

6. Back to financial matters: We may need to issue a 1099 for Debbie Jackson. The IRS have gotten all our 990s, but we don't yet have a confirmation that they got 2008. No penalties.

7. Website: Greg discussed the website. It needs to be handed off. We need to find someone who knows how to do website development. Members expect to have the calendar mailed. Right now we need someone who can maintain. Various possibilities were discussed. Soon, we want to have paypal from the website and a calendar on which organizers can enter their own events. Nawal mentioned a former employee who has web expertise and she'd like to talk to her--she could tell us what this should cost. The budget allocates \$500.

Next meeting: November 18, December 16