**Advisory Council Meeting**

**ONLINE ZOOM MEETING**

**Sunday, April 19, 2020**

 **10:00 am**

**FINAL MINUTES**

1. Call to Order by Joan Near at 10:05 AM

Attendance:

Area 1 – Joan Near, Chair & Merrie Hewitt

Area 2 – Kay Thorne, Kathleen MacPherson & Gail Wilson (late) as Alternates

Area 3 – Reba Siero and Nancy Alegria (late)

Area 4 – Suzanne Woodhead (Treasurer) and Jennifer de Jung (Secretary) late

Area 5 – Lotus Baker and Karen May

CNCH 2020: Jodi Paley, Ann McDonough, Gail Wilson & Barbie Paulsen (late)

CNCH 2021: Kay Thorne & Merrie Hewitt

2. Final Draft of approved 9/21/2019 minutes was provided

a. Minutes from the January 2020 Advisory Meeting were not provided. Will have to review them at the next Advisory meeting.

b. Emergency Meeting March 9th minutes were approved with the following corrections:

Kay Thorne & Merrie Hewitt are in Area 1, not Area 2. Merrie Hewitt is not an Alternate.

The date of meeting in the Minutes should be March 9th, not March 8th. A motion to approve minutes was made by Suzanne and seconded by Reba. Motion passed.

3. Treasurer’s Report Suzanne Woodhead

**Balance Sheet:** As of April 18, 2020 CNCH, has $1,745.19 in checking. HGA CD $8,432.39 and will mature August 15th. By that date, we will know if $1,000 must be deducted for a 2020 HGA Grant. Erin stated that no applications have been received.

CNCH Grant Fund balance $6,819.34 included in the Maximizer account for a total balance of $132,609.14. Total current assets = $142,786.72. Total Seed Money Out is $23,100. Breakdown: $20,000 out with 2020. To open Conference Checking Account “B” for 2021, $3,100 (minimum deposit required of $3,000 + $100 for checks to main minimum balance w/o service charges) was transferred to this newly created account.

Once Suzanne can meet with Jason (Business Account Manager with B/A) she will be able to begin the process of obtaining signatures for the additional signers on the account for the benefit of 2021. Currently, because of COVID19 restrictions, Jason isn’t allowed contact with public.

**Profit & Loss:**  Suzanne reviewed all expenditures from July 1, 2019 thru April 17th, 2020. Refunds of 2020 Grant: The recipient of one grant has already returned funds and the other 3 are yet to be returned by 2020. Total Income $32,686,11 & Total Expenses to date $15,861.86.

4. Old Business

a) CNCH 2020 Barbie Paulsen (late), Jodi Paley, Ann McDonough

As Barbie had not yet logged in, Ann began giving their committee report. Hotel venue has released CNCH from all penalties and the requirement to plan another event for 2022. As for refunds - registrations after December 1, Reg Fox issued refunds direct to credit cards. Registrations before December 1 were mailed checks. Before checks could be written, additional checks had to be ordered. As of date, all refund checks have been mailed. Because Gail hadn’t yet joined the meeting, Ann reported that she thought our liability was about $5,000 which was less than originally estimated and reported by Gail. Earlier in the week, Gail provided the figure of $7,000. The 2020 Committee are gathering information and working on their final reports. In their conference report for (2020) they will have a special section for “How to Cancel a Conference” and notes concerning venue contracts.

Joan stated that she wanted a meeting this coming week to review and finalize 2020.

b) CNCH 2020 Donations Gail Wilson

Ann reported that after their committee members discussed an On-Line Grants Fundraiser, they became concerned that costs to mail the baskets (donated items) would negate most of the gain.

What to do about Baskets the Guilds had and have? Discussion ensued of multiple suggestions & methods of “HOW” guilds could auction off the 2020 baskets for the Grant Fund. Included in the Guild Basket discussion was the subject of solicitation of funds from our members to help recoup lost money. (Pursuant to Gail Wilson’s earlier email to the Advisory Board.)

**In the end**, it was decided to go with Kathleen’s recommendation: Guilds would keep their 2020 donation baskets until CNCH 2021 wherein these Baskets would be sold in a separate Silent Auction (organized by Kathleen & The Del Oro Guild) along with the #300 count of 2020 Goodie Bags as Surprise Grab Bags. All proceeds from the 2020 baskets and grab bags would go towards recovery of lost revenue from cancellation of the 2020 Conference. Kathleen stated that she would be happy to store any guild baskets if a guild did not want to keep theirs until July 2021. Joan asked for a motion to approve. Merrie made the motion, Kay seconded. The motion passed. Jodi and Ann will draft a closing letter to summarize with a draft of the letter going to the Advisory before Melissa distributes to the CNCH Membership.

 c) CNCH 2021 Kay Thorne

Kay reported that the 2021 Committee held a Zoom committee meeting on March 12th. Although Cal-Poly is closed, the 2021 Committee is staying the course, continuing with planning.

Del Oro will Chair – Fundraiser(s), Vendor, and Registration. Lee Bergman will be the Registrar.

Mother Lode will Chair – Fashion Show and Volunteers.

Fresno, perhaps they can be talked into Publicity. Suzanne commented that they must contribute in some manner per the Bylaws.

Tom Hewitt will help with publishing the booklet.

Kay has heard from at least 20 interested instructors covering all disciplines. Kay’s pleased with their progress and the positive feedback. The next 2021 Committee Zoom meeting will be sometime the first week of May. Kay will send Advisory copy of the minutes from their march meeting. Aside for what teachers will be paid for honorarium and travel no further financial planning can be done until Cal Poly re-opens.

Again, because of the COVID19 closures, no plans or dates have been made for the Liaison Luncheon. Thus, ensued another discussion about the location of the luncheon.

Was Cal Poly too far for most people? 2021 would prefer to hold the luncheon at the campus so everyone could become acquainted with the facility; but they are open to looking at other alternatives. Kathleen suggested Amtrak for a Party Train to Cal Poly. Lotus reported that Amtrak was not an option for the North Counties. Plus, you are still looking at an overnight stay, waiting for a return trip. Kay’s response to a Virtual Video tour of the campus was not favorable as the video tour would not be a clear representation of several buildings. A new dining facility is currently under construction. Transportation within the campus was also discussed. In addition to the transportation Cal Poly offers, the 2021 Committee will be contacting additional on-site transportation.

Answering Joan’s question about a vendor, 2021 reported that Eugene Textiles will most likely be the Vendor. Kathleen is working with them. 2021 Treasurer – Karen Wiley with the help of Merrie Hewitt. Joan also reminded 2021 that Advisory wants to keep a close eye on their financials and explained the proposed tweaking in the Bylaws.

 d) By-Laws Update Suzanne Woodhead

Joan, Jen, Kathleen, Erin, and I meet in a Zoom meeting on 4/16 to review previous recommendations made by Kathleen, Erin, & Joan back in 2015 along with an item by item review.

Along with some deletions of items that are no longer applicable, here are the high points of the necessary updates/modifications –

1. Initial PURPOSE, of CNCH was for HANDWEAVERS! We are now including Spinning, Basketry, and Dyeing.
2. Anywhere where handweaving or weaving is referred to, we have changed it to fiber arts & weavers were changed to members.
3. We have added Northern Nevada Guilds to Area 4 as there was no mention of them before.
4. Originally there was no assessment to the guilds to CNCH Inc. We’ve added that provision.
5. Updated the name of our the CNCHnet Editor vs. Cinch Notes Editor
6. Mileage Reimbursement rate is not the IRS rate, but a voted rate by Advisory Council
7. Conference Planning Committees are to provide a copy of their meeting minutes along with their current financials (budget) within 10 days of their meeting. \* We added the 10 days and reference to “current” financial.
8. Annual Meeting … no specification to SPRING!
9. Annual Conference – no specification to time of year.

Most importantly… as we have been working off original bylaws, with a few minor updates in 2004… it is time for a legal consult and review.

As to Article 8/Meetings – we are seeking the advice of attorney to bring us current with modern technology… electronic voting and online/video meetings for both Advisory & Liaisons along with what other modifications are now required/applicable, bringing CNCH current for California.

After legal counsel consult, a DRAFT will be prepared and presented to the Advisory Board. Once the Advisory Board approves of DRAFT (along with any necessary modifications) Advisory can present to the member guilds for their vote.

 e) Guild Non-Profit Status Discussion Suzanne Woodhead

Because banking regulations are changing, Suzanne reported that guild bank accounts may be running into problems if they are not a registered nonprofit. Upon changing officers will flag your account as well as bank audits for missing documentation.

Banks will no longer allow members guilds to use the CNCH Federal Tax ID Number. After both Erin and I have discussed this situation with a couple attorneys and banks, we’ve learned that guilds who have not incorporated, or who do not have their own Federal Tax ID Number with either have to: incorporate, open a personal checking account with a member, or open an DBA account by filing a Fictitious Business Statement, or no account. There is no simple solution.

To help of member guilds who have not incorporated, representing the Advisory Board, I am talking to the attorney (same one helping us with our bylaws) to prepare a template from example bylaws (Reno Fiber Guild & Sacramento Weavers) and How To Instructions to follow, if they choose to incorporate. As for the steps to incorporate, obtain your own Federal Tax ID Number, and obtain non-profit status, there are multiple websites on the internet that also provide those step-by-step instructions.

 f) Other

Erin further mentioned that Hangtown was one guild whose account was notified, and who had their account pulled in late 2019. Hangtown is now in the process of incorporating for non-profit status.

Ann mentioned that while Blacksheep was not incorporated, but they did have their own Federal Tax ID Number that they’d obtained years ago. Ann will send a copy of that IRS Letter to Suzanne and Erin.

Erin cautioned everyone that they do not want to lose their status by not renewing each year as it’s difficult and expensive to get your nonprofit status back.

5. New Business

 a) HGA Grant Erin Maclean

Erin reported, to date, she had not received applications for the HGA Grant. Joan mentioned that HGA was having a board meeting on April 24th wherein the fate of Convergence may be decided.

 b) Election of Officers Joan Near

Area 1 – Merrie Hewitt’s term is up.

Barbie Paulsen from the 2020 Conference Committee will be an Area 1 Alternate Advisor. Gail Wilson – Advisor.

Need someone for Area 2?

Officers: Both Joan, Jennifer and Suzanne’s terms are up. Nancy A. said she is working full-time and would not volunteer to be president. With no one else volunteering, Joan agreed to another term along with Suzanne as Treasurer and Jennifer as Secretary.

Lotus Baker volunteered to be the Parliamentarian.

A motion was made by Karen, seconded by Kay for the slate of officers. The motion passed.

 c) Liaison Meeting Date/time Joan Near

Will set up a ZOOM meeting after the 2021 Committee Meeting on May 9th.

Hopefully 2021 will have heard something from Cal Poly. Although financial information is undetermined, the conference dates are set for July 9-11, 2021.

 d) Summer AdCon meeting – to be somewhere in San Jose on August 22nd, 10 AM.

 e) **Other** -

Gail Wilson, Treasurer of 2020 gave an update as she had not yet joined the meeting when Ann was reporting. Refunds checks were mailed out.

Approximately $15,000 will be going back to CNCH from the $20,000.00 Seed Money. Because Gail was not present in the earlier discussion of donations to replenish lost revenue, she was filled in. Gail mentioned that she has heard from several people who will not be cashing their refund checks as they wanted the money donated to CNCH. Suzanne requested to Gail that she should verify via email those people who would not be cashing their checks. They should return the check for confirm with email so that Gail could then VOID said check as we can’t have outstanding checks.

CNCHnet Editor – Cathy Koos as introduced. She is almost ready to publish; Merrie just finished the edits.

Nancy Alegria (logged in late) stated that she is looking for a smaller size venue in the Bay Area. Barbie offered her services/advice on contract review. Nancy A responded that she has a lot of experience with event contracts and event planners through other organizations. During this discussion, several properties were suggested for 2022 – Crown Plaza, Marriott- Airport/Conference Center in San Jose, Marriott – San Mateo, and the DoubleTree in San Jose, South SF Conference Center and the Holiday Inn, near the conference center.

Kathleen cautioned – Do not limit yourself to only looking at hotels. Consider Community Centers, Fairgrounds, and Colleges.

Joan asked if there was anyone in Area 3 to Chair the 2022 Conference since Nancy A will only be handling the venue contract? Nancy and Reba responded that they will get the word out within their member guilds. Nancy stated so far, no one in Spindles and Flyers is up to chair the conference.

6. Adjourned by Joan at 11:42 AM. Motion to Adjourn by Kay, seconded by Reba.

The motioned passed.

Note: After the meeting was adjourned a discrepancy for Advisors was resolved for Area #1 and #2.

Barbie Paulson – Advisor for Area #1

Gail Wilson - Alternate Advisor for Area #1

Merrie Hewitt - Advisor for Area #2

Respectively submitted

Suzanne Woodhead, CNCH Advisory/Treasurer

May 20, 2020

Approved August 22, 2020 by the CNCH Advisory Council