

Minutes of the ASGS Board of Directors Meeting

June 22, 2004

Prime Hotel Saratoga Springs, NY

Presiding Officer: President Michael J Souza

Secretary: Kenneth E Owens

Attendance

Officer/Section	Name	Present
President	Michael Souza	√
President-elect	Scott Bankroff	√
Secretary	Kenneth Owens	√
Treasurer	James Hodgson	√
Canadian	Mike Palme	√
Delaware Valley	Daryl Smith	√
Exhibitors	Frank Hedges	√
Great Lakes	Michael Morris	√
Midwest	Steve Anderson	√
Northeast	David Wise	√
Rocky Mountain	Ron Bihler	√
Pacific Northwest	Victor Gallicchio	√
So. California	Jim Merritt	√
Southeastern		
Southwestern	Bob Singer	√

Hudson-Mohawk#

Metro-New York#

New England#

Niagra Frontier#

Ohio Valley#

San Francisco#

Pitts. Tri State#

Washington D.C.-Baltimore#

= Inactive Section

Also Present were;

David Daenzer- Executive Secretary

Guests; Charles Christman, Frank Meints, Joe Gregar, Vic Mathews, Tommy Howe, Ed Powell,
Allen Brown. Marily Brown

With a quorum having been met the meeting was called to order. The minutes were reviewed and corrected.

Motion: Minutes

Motion Resolution:

To accept the Minutes of November 2003 ASGS Board of Directors meeting as read with noted corrections.

Motion by: Michael Palme

Second: Daryl Smith

Motion passed unanimous

President Souza reviewed the rules of order for the meeting and outlined the general procedure for resolving new business. President Souza stated that the board would typically not try to resolve new issues at the Board meeting instead new topics should either come from or be referred to the proper committee that they may be discussed at length and an informed recommendation could then be submitted to the Board. Mr. Souza went on to discuss the Presidents report with some discussion ensuing.

Treasurer Hodgson followed with a thorough discussion of the Treasurer's reports. Mr. Hodgson again noted that National Membership dues still does not cover general operating expense. Mr. Hodgson described the efforts of incoming Treasurer Frank Meints and is comfortable with the handover.

President Souza described the path the Treasurer's report should take, that is the report will be submitted to an Audit Committee. The audit Committee should then make a recommendation to the Board regarding the reports and the Board will accept or reject those recommendations.

Executive Secretary Dave Daenzer reviewed his report to the Board. Some discussion regarding the National Office contract followed. Mr. Daenzer then discussed the Restitution case against the Hodkins. He reported two missed payments and described the extenuating circumstances probably causing them. Mr. Daenzer noted that other payments above the court ascribed amount were made and interpreted this as a sign of good intent. The option of a civil suit was brought up with a general consensus that this would not be advisable.

Section reports followed with some minor discussion. For scheduling convenience the following motion was introduced during the Great Lakes report.

Motion: President Emeritus

Motion Resolution:

That Arthur Dolenga be elected to the position of President Emeritus.

Motion by: Michael Morris

Second: Bob Singer

Motion passed unanimous

Amy Collins of Bookkeeping plus, our National Office Management Company, came in to make a few comments and answer any questions.

Section reports continued, during the Pacific Northwest Section report extensive discussion about their participation in an American Chemical Society meeting. Vic Mathews gave further information and reported significant interest in glassblowing educational formats. A recurring comment in the Section and Committee reports was an unwillingness to get more people involved in leadership roles.

Former President Edwin Powell introduced and explained the actions of the Bylaws Committee. Mr. Powell expressed the Committee's opinion that the annual meeting should be a format to make some decisions for the Society and the Board could defer some votes and decisions to the General Meeting. Mike Souza reported that the Board of Directors is still the governing body of the Society and at this time a majority vote of the general membership would not be a binding decision. Edwin Powell was tasked with chairing a committee to explore whether and possibly how to task the general meeting with some governing tasks.

The Archive Committee report revealed two significant points. Forty-eight years of Proceedings have been committed to a two CD set, and 100 copies were made. The Archive report stated that copies of the this compilation CD would be made available to AQSGS members at \$30.00 and to non-members at \$150.00 per set. This statement contradicts the action of the Board in November 2003 when a consensus vote restricted the sale of these compilations to ASGS members only. President Souza determined the Archive Committee report to be inaccurate on this point. Executive Secretary Daenzer stated he would inform the National Office of the restricted sales guidelines. Further discussion was tabled by President Souza.

The second is that the Committee proceeded from their original charter and had the Fusion archive transferred to a four CD and three "master" copies were produced. This task was done through a donation from the Midwest Section and the help of Michael Morris, Audio Visual Chair. The Board salutes Mr. Gregar and his supporters for this effort.

A motion to form an Audit Committee as written in the Bylaw Committee report was introduced, debated and during discussion it was revealed that this motion is not worded as recommended by the Bylaw Committee. This Bylaw was withdrawn awaiting clarification from Edwin Powell, Bylaws Committee Chair.

Motion: Bylaws

Motion Resolution:

An Audit Committee shall be a permanent standing committee of the Society composed of no less than three members in good standing elected by the Board to act as trustees for a term of two years.

Motion by David Wise

Second Mike Palme

Motion Withdrawn

Scott Bankroff described the ASGS booth at the American Ceramic Society meeting. He described the majority of the questions by participants as "where can I get this made" and "where can I learn more artistic techniques". Bob Singer expressed the opinion that sales promotion of individual glassblowing businesses should not be an ASGS function. In the opinion of the ASGS participants, it does not appear that the Ceramic Society as a whole is a source of potential ASGS members. Several Board members reiterated a need to market our Society. It appears difficult to separate marketing the Society from marketing individual businesses within the Society.

Scott Bankroff and Mike Souza presented topics from the Presidential Term Study Committee, an ad hoc group that looked into ways keep the Office of President filled. The leading idea appears to be to offer a second one year term to a standing president and eliminate the President-Elect position. Notifications of required bylaw changes to affect this change will be submitted to the Bylaws Committee for an initial review, but received no formal action from the Board. The ad hoc committee's report was discussed.

Notification to Amend Bylaws: Presidential Term

Proposed action;

That the Board accept the notification of bylaw changes as contained in the "Presidential Term Study" summary presented to the Board, June 2004.

Notification By: Scott Bankroff

Second: Bob Singer

No vote required

Former President Powell clarified the motion to form an Audit Committee. President Souza argued that the Bylaw was deficient and needed immediate Board action and suspension of the rules to change this Bylaw in a single vote. Others contended that the bylaw was not deficient but rather less than optimal and requires two votes to become a bylaw change. President Souza conceded this point with the intent that an ad hoc Audit Committee will be formed and approved at the general meeting. The tasks of amending the Bylaws and forming an Audit Committee were separated and were acted on.

Much discussion as to the wording and amendments required ensued. Executive Secretary Daenzer clarified that the Board would first vote to amend the motion and if that passes vote to accept the amended motion.

Motion: Bylaws

Motion Resolution:

The Audit Committee shall be a permanent standing committee and shall be composed of no less than three qualified members of experience and integrity elected by the membership annually at the annual Business Meeting. The Audit Committee is charged with reviewing the Treasurer's report and recommending changes to any discrepancies found in the report. No existing Executive Committee member shall be eligible to serve on the Audit Committee.

Motion by; Mike Morris

Second: Mike Palme

Amended by: Frank Hedges

Second Mike Morris

Votes for amendment unanimous

Votes for motion unanimous

Note the above motion is the first of two votes required to form a permanent Audit committee. Formation of an ad hoc Audit Committee is addressed below under new business.

NEW BUSINESS

The following motion received substantial debate.

Motion: ASGS Bulletin Boards

Motion resolution;

The ASGS Discussion Group will be discontinued. All ASGS bulletin boards will be restricted to Q&A and for announcements related to ASGS events or business

Motion by: Scott Bankroff
Second: Daryl Smith
Motion passed seven for, six against

Considerable work and discussion went into formulating the motions to form an Audit Committee. There were several false starts before vote-able motions were formulated.

Motion: Lifetime Membership

Motion Resolution:

That Great Lakes Section Member, Ray Steiner, be made a Lifetime Member of the ASGS

Motion By: Michael Morris
Second; Scott Bankroff
Motion passed Unanimous

Motion: Director Reimbursement for November Board Meeting

Motion Resolution:

The ASGS shall reimburse Directors attending the Annual November ASGS BoD meeting reasonable travel costs associated with their attendance of said meeting.

Motion By: Michael Palme
Second: David Wise
Motion failed four for nine against

Motion: Audit Committee

Motion Resolution:

The Board of Directors shall immediately move to appoint and establish an Audit Committee of three qualified members of experience and integrity to fulfill the Audit

Committee responsibility. No current Executive Committee members can sit on the Audit Committee.

Motion By: Frank Hedges
Second Bonnie Michael Morris
Motion passed unanimous

Motion: Audit Committee

Motion Resolution:

That the Board of Directors approve the appointment of Allen Brown, Sally Prash, and Rick Gerhart for the appointment to the Audit Committee

Motion By: Frank Hedges
Second: Michael Morris
Motion passed twelve for, one against

The Board approved by consensus vote a list of former members to be added to the memorial scroll. The list will be forwarded to the Awards Committee

Motion: National Office

Motion Resolution:

The Executive Secretary is directed to enter into a contract on the Society's behalf with Bookeeping Plus Professional Services, inc., 104 West Hunter Street, Madison, NC 27025, in the amount of \$34,500.00, to be paid in twelve monthly installments of \$2,875.00, to provide National Office management services for the twelve month period beginning August 1, 2004 and ending July 31, 2005..”

Motion By: James Hodgson
Second; Michael Morris
Motion passed Unanimous

Motion: Treasurer

Motion Resolution:

I move that Frank Meints be elected to serve as treasurer of the ASGS for the coming year, 2004-2005

Motion By: James Hodgson
Second: James Merritt
Motion passed unanimous

The following motion received substantial debate;

Motion: Publication

Motion resolution:

I move that the sale of any compilation of “proceedings and/or Fusion’ be restricted to ASGS members only.

Motion By: Ken Owens
Second: James Hodgson
Motion passed nine for, two against

Notification to Amend Bylaws: Proxy Designation

Proposed Action:

Replace the second sentence of article IV Sect. 6 with; “When necessary, a section may designate another Section Member that is a National Member in good standing, to serve as Proxy for that Section. The Section Director or Alternate Director may make this Proxy designation.”

Notification by Ken Owens
Second: Jim Merritt
No vote required

Notification to Amend Bylaws: Proxy Designation

Proposed Action

Amend Article IV Sect. 3 as follows; In the first sentence strike the words “or by proxy” and in the last sentence strike the words “in person on meeting.”

Notification by: Ken Owens
Second; Jim Merritt
No vote required

Motion: Adjournment

Motion resolution:

I move we adjourn the meeting of President Souza, June 22, 2004

Motion By: Ken Owens
Second: David Wise
Motion passed unanimous

Respectfully Submitted
Ken Owens retired National Secretary

Note from the Secretary

Some type of mechanical failure occurred with the tape recorder during the Board meeting resulting in inaudible gaps of up to fifteen minutes at a time. The tape would later fade back in and remain audible. There may be resulting gaps in this record.