

FAI BOARD OF DIRECTORS MINUTES 2010 - 2011

**FAI Board Meetings
February 17-18, 2010, Marriott Downtown/Memphis, TN**

**FOLK ALLIANCE INTERNATIONAL
May 5-6, 2010 - Board Meeting/Strategic Plan Session**

**Folk Alliance Board of Directors
November 10, 2010 – MISSING AS OF 7/8/11**

**Folk Alliance International Meeting of Members
February 17, 2011 (AGM)**

**Folk Alliance Board of Directors
February 17, 2011, Afternoon meeting**

**Folk Alliance International Board of Directors Meeting
February 16, 2011 - Memphis Marriott Downtown**

**Folk Alliance International Board of Directors
February 17, 2011, Breakfast Meeting**

**Folk Alliance Board of Directors
April 12, 2011, Teleconference**

**Folk Alliance Board of Directors
April 27, 2011, Teleconference - Gateway Sheraton, Los Angeles**

**Folk Alliance Board of Directors
April 28, 2011, Teleconference - Gateway Sheraton, Los Angeles**

MINUTES

FAI Board Meetings: February 17-18, 2010, Marriott Downtown/Memphis, TN

Wednesday, February 17, 2010

Attendance: Dan Navarro (Pres.), Tom Neff (VP), Louis Meyers (ED), Donald Davidoff (Treasurer), Mike Gormley (Sect.), Linda Fahey, Anya Siglin, Art Menius, James Lee Stanley, Joel Rafael, David Hirshland, Wyatt Easterling, Michelle Conceison, Tim McFadden, Wendy Waldman (speaker phone), Renee Bodie (speaker phone).

Plans for Board Meeting scheduled for 2/17/10

Agenda:

Noon: Lunch

1:00 PM--Call to order... Dan, President

1:05 pm--Introductions of Board Members and observers (15 Mins.)

1:20 pm: Approval of minutes of previous Board meetings 10/14/09 and 11/23/09

Motion: Joel Rafael, Second: Art Menius, Vote: Unanimous in favor.

1:15: Folk Alliance Canada---dissolution

1. Need to rescind our action/recognition of April 10, 2000 at Board Meeting scheduled for 2/17/10

Motion: Tom Neff, Second: Joel Rafael

Discussion: The motion states Whereas Folk Alliance Canada has reorganized itself as the independent arts agency Folk Music Canada, therefore Folk Alliance International rescinds its April 2000 recognition of Folk Alliance Canada as a sub-unit of this body. We wish FMC every success in its development, and we look forward to working with them in the future as part of our continuing commitment to serving our Canadian members and the folk community of Canada.

Vote: Unanimous in favor

1;30 PM--Exec Dir. Report/ Incorporating Financial report (cut and paste overview page 18, then Financial page 19-30)

Unofficial suggestion from Donald Davidoff, Treasurer...two years ago we were on the brink of Bankruptcy. We now are very well into the black... we need to look into how to manage/invest that money.

Probable subject for a Think Tank Call.

Membership report.. (Pages 30-36)

2010 FAI Conference Report (Pages 38-43)

Further notes from Louis?--

Discussion--Dan--We need 100% contribution from Board Members. Amount is not set, it is up to each Board Member.

2:05 PM Regions Committee Report... Renee Bodie , Chair

Dan, Louis, Renee, conference with region. Regions have agreed to deal memo re: formal agreement with regions, but some wording to be worked on.

Proposal for a cooperative fund to be used for lower performing regions to compete and for regions to outreach into their communities. Still to be finalized by Regions and FAI Board Regions Committee.

Trying to have a completed agreement set by Spring Board Mtg.

2:30 PM..ByLaws Review

Dave Marsh as chairman is absent. Dan Navarro reports: No sweeping change expected in By-Laws. Changes include mandate.. (get notes from Dan)

2:45 PM Establish Dates and Location of Spring Board Meetings

Exec. Committee recommends May 5,6 in Los Angeles.

Motion: James Lee Stanley, Second: Anya Siglin

Discussion: Several Board Members need to check these dates on their calendar before confirming. Tom moves to table the motion to make sure dates are fine with absent Board Members

Second: Joel Rafael

Vote: Unanimous to postpone vote to Thursday meeting.

3:35 pm 2013 Conference and Beyond...ED

Go to Canada in 2013? Deal with Memphis ends with Feb. contract 2012.

A survey was done about where? and move to a Fall conference rather than Feb. (results)

Provide a list of cities of interest to move to needs to be presented to (who?)

Discussion...

4:00 Expression of gratitude to departing Board Members including Herschel Freeman.... who is basically a founding member of Folk Alliance; and Anne Forbes who has been on just about every committee at some point.

4:05PM..Adjourn

MINUTES

FAI Board Meetings: February 17-18, 2010, Marriott Downtown/Memphis, TN

Thursday, February 18, 2010

9:00 AM Call to Order...Dan Navarro, President

Attendance: Dan Navarro (Pres.), Tom Neff (VP), Louis Meyers (ED), Donald Davidoff (Treasurer), Mike Gormley (Sect.), Linda Fahey, Anya Siglin, Art Menius, James Lee Stanley, Joel Rafael, David Hirshland, Wyatt Easterling, Michelle Conceison, Tim McFadden, Greg Johnson,
In PM..Renne Bodie (speaker phone), Wenday Waldman (speaker phone).

9:05 AM Welcome to new Board Members
Michelle Conceison, Chris Frayer, Tim McFadden, Randi Fratkin

9:10 AM Review Afternoon agenda

9:20 AM Adjourn to AGM

9:30 AM Annual General Membership Meeting (Heritage Ballroom) (need agenda from Dan)

Agenda:

Call to Order

Welcome from President

Thank you Old Board

Welsome New Board

ED Report

Treasurer Report

Member Q&A

Adjourn

11:00 AM.. Keynote Interview with Rounder Records founders

12:30 Afternoon Board Session/Lunch

Attendance: Dan Navarro (Pres.), Tom Neff (VP), Louis Meyers (ED), Donald Davidoff (Treasurer), Mike Gormley (Sect.), Linda Fahey, Anya Siglin, Art Menius, James Lee Stanley, Joel Rafael, David Hirshland, Wyatt Easterling, Michelle Conceison, Greg Johnson, Frandi Fratkin
In PM..Renne Bodie (speaker phone), Wenday Waldman (speaker phone).

12:35 PM Election of FAI Officers and Exec. Committee
Nominating recommendations:

Donald Davidoff: Treasurer can be appointed.

Motion: Art Menius, Second: Anya Siglin, Vote: Unanimous in favor

notes from Anya.

Can appoint three people:

Tamara--- unknown at this time. Expressed interest but no confirmation from her at this time. Therefore she is not nominated at this time.

Motion: Nominate-Tom Neff, Second- James Lee Stanley

Move: to nominate Tim McFadden and Chris Frayer

Discussion: None, Vote: Unanimous in favor

We are now at 20 Board Members. 21 is the maximum.

12:30 PM Nominating Committee Report,

Recommendations for Board Appointments--

Motion: Officers nominated Donald Davidoff (Treasurer), Dan Navarro (President), Mike Gormley (secretary), Michelle Conceison (at large).

Second: James Lee Stanley

Discussion: none, Vote: Unanimous in favor

Approving new Nominating Committee..Anya Siglin,Chair

12:50 PM: 2010 FAI Strat Plan. Possible committee members to be approached Linda Fahey, Tom Neff, Art Menius (Chair), Randi Fratkin.

Motion: Donald Davidoff, Second: Greg Johnson

Discussion: none Vote: Unanimous in favor

1:05 PM Development Committee Discussion--Donald Davidoff

1:05 PM Time Fixed: Presentation of Bruce Morel, President of the former Folk Alliance Canada and Vice President, Tamara Kater.

Discusses the formation of the Folk Music Canada organization.

Not part of Folk Alliance, wishes to continue a general tie with FAI.

One goal is to increase the FAI membership, not decrease it.

Question from Wendy...since it is difficult for musicians these days is it possible for some sort of special pricing arrangement between the two organizations.

Tamara Kater, VP of FMC...would need a full discussion on this.

Want to offer services in Canada that compliments FAI, that would be difficult for FAI to do in Canada. Suggested membership fee to FMC is \$25.

1:35 PM Discussion of Bruce Morel presentation

Our Canadian members are homeless.

ED to deal with Aaron's position

Dan...we do need to contact our members who live in Canada quickly. They are nice people and may be effective, but they are our members and we don't need to worry about FMC, our responsibility is FAI members who happen to live in Canada.

Art---Canada is not a region it is a nation. When we set up up Folk Alliance we included Western Canada and Eastern Canada as regions. The Canadians didn't see that need so we then started talking about once every five years in Canada, so it broke down that perception of Canada as a region.

Joel...suggestion of an 800 number for Canadian members to contact FAI with any questions.

Move...Tom Neff: Resolved: It is the sense of this board the ED be encouraged to continue his service to Canadian members and cooperation with the Canadian Coalition.

Second: Wyatt Easterling

Discussion: Communicate to our members.

We still have our members, our service to members, and our value to them.

Vote: Unanimous in favor

2:25 Development Committee report:

If any artists, performing art centers etc... offer anything for fund raising.

2:30 PM Old Business

2:31 New Business

2:32 PM:

Motion to Adjourn: Tom Neff, Second: Tim, Vote: Unanimous in favor.

MINUTES

FOLK ALLIANCE INTERNATIONAL
Board Meeting/Strategic Plan Session – May 5-6, 2010

FAI Board of Directors:

Error! Contact not defined., President
Linda Fahey, Vice President
Mike Gormley, Secretary
Donald Davidoff, Treasurer
Anya Siglin
Tom Neff
Greg Johnson
Art Menius
Wendy Waldman
Dave Marsh
James Lee Stanley
Joel Rafael
Ralph Sutton (absent)
David Hirshland
Renee Bodie
Wyatt Easterling (absent)
Randi Fratkin
Michelle Conceison
Chris Frayer
Tim McFadden
Tamara Saviano (absent)

AGENDA

12:00 PM—Working lunch

12:15 pm Call to order- Dan Navarro, Board president

12:20 Introduction of Board members

12:35 Approval of Minutes of previous Board meetings (deferred to later in the meeting)

12:45 Executive Director's Report/Conference Report, ED
Sent to members in April. Next report to go out mid-May
Conflict of Interest statement..to be signed and returned to ED
Membership...Total 2,171
Advocacy Report---Samples of advocacy include PROs,

Healthcare, Liability Insurance, Capitol Hill, Music Maker Relief Foundation, State of Tennessee, City of Memphis/Shelby County.

Conference Report---Registrants—2,048
Showcase Artists- 216
Showcase Entries-676
Exhibit Hall Booths-110
JPEG screen shots—130
Private Showcase Rooms- 54 (sold out)
Conference Profit and Loss: Net Income--\$301,646.08

Post Conference Survey Comments:--samples

1:30 PM 2013 Conference Proposal, ED—in Board Pack
Motion—Tom Neff....the 2013 FAI Conference be held in Canada.
Second..Art Menius
Discussion: It enriches our world to meet in Canada given the history of Canadian conferences. ED to come to a decision within 45 days from this meeting.

It is affordable if we do it right.
Non competitive with OCFE.

Vote: Yes...
Absent...1
Absention...1
Vote carries.

3:00 PM 2010-2011 Budget Presentation, ED
Details..Pg 47 to 54 in Board Pack.

Net income...Final Budget..\$72,206.00
As of March 2010 -\$158,540.91
2011 Draft Budget- \$49,380.00

Motion...Anya Siglin..motion to approve budget
Second... Randi Fratkin
Vote..Unanimous approval

4:00 PM Future Opportunities, ED
These are ideas, not plans at this point. Louis is simply letting us know of opportunities, no commitments.

NEA Grant: FAI would sponsor a series of monthly Sat. or Sun. youth based Traditional music jam sessions

Bottom Line Archive—FAI has been approached by Alan Pepper from The Bottom Line to see if FAI would be interested in partnering with him to release some of the "In Their Own Words" series recordings as a fundraising effort for FAI.

houseconcerts.com—We have had several conversations with Cheryl Duckett regarding the possibility of FAI getting involved with a re-launch of her site, www.houseconcerts.com.

Wax Cylinder Recordings—We have an opportunity to consider releasing a collection of wax cylinder recordings made at the FAI conference in 2009 and 2010.

Instrument Petting Zoo—asking FAI to sponsor this. Possible \$2,000.

NewFolk Magazine—An annual or bi-annual free publication by FAI in potential partnership with M Music Magazine to expand and bridge the existing communities throughout the world.

Creative Living Center – The CLC is a non-profit combination retirement community, long term care facility, education facility, commune, and overall creative environment for people of all ages from the music, dance, and arts community. The CLC is a winter getaway, a full time homestead, summer camp headquarters, or a place to live out your life with people you can relate to in an environment that is both comfortable and fulfilling.

5:45 PM—Committee Reports

Treasurer's Report, Donald Davidoff
March 31, 2010 March 31, 2009

Cash in bank	\$171,674.94	\$121,445.42
Total Assets	\$210,758.28	\$135,555.36

We expect to end the year with \$175-200K cash in bank with no debt other than normal payables.

PRO Committee Report: Renee Bodie.

Objective: To negotiate a Three-Tiered agreement with the PROs, to educate our members on the need to pay licensing fees, how to negotiate those fees, what their options are to better their situation when approached to pay past licensing

fees, and attempting to debunk the glut of erroneous information and rumors that crop up.

Renee reports a huge increase in fee collecting activities from ASCAP for venues FAI members would deal with.

Nominating Committee, Anya Siglin

Need to add a member to the Committee, hopefully a male. Needs to be done within 45 days from this date.

LAA Committee, Art Menius

Added Bill former chair of NEA. Notes from Art?

Regions Committee, Renee Bodie..

The Regions committee was tasked to create a Regional Agreement with the Regions of AI, which would facilitate a long term, mutually beneficial working relationship. To that end, the Regions Committee first drafted a Deal Memo, containing the points the committee felt were important to achieve that goal, approved by the FAI Board, which was awarded to the Regional President.

There was some discussion by the "regional Presidents about using the document Terri Mutchler had circulated after the Regional Meetings at the 2009 FAI Conference. Remember Terrie's document was varying in key areas from the notes both Anya and Renee had of those meetings. After some discussion, it was agreed to start form the Regional Committee's Deal Memo, but include the points the Regions wanted considered from the 2009 document.

The Regional Committee agreed to have Renee, Dan, and Louis carry out the negotiations with the Regional Presidents. Those negotiations were close to completion, with positive results, e weeks before the FAI Conference, including the sticky issue of approval of by law amendments by FAI. Only one Regional President voiced objection to that issue at that point.

After the conference, as we were set to being negotiations again, Louis received a letter signed by the Regional Presidents, asking us to use an entirely new document which basically threw out the previous negotiations. At that point, it was decided to let Louis attempt to get the Regions back on board, as it appeared that most of the backtracking was due to one Regional President protesting the issue of approval of Regional ByLaw amendments by FAI.

Louis had one teleconference, which went well until the end of the call, when that same Regional President threw a ringer into the mix, effectively ending the negotiations. A second call was set up, completed on 4/30/10 with positive results.

The Deal memo now in place differs from the one presented to the FAI Board I February in only two main points 1) the clause about some money from the Regional conferences going into a Common fund to be used for outreach has been removed, and the issue of Regional ByLaw Amendment approval by the FAI Board has been solidified.

The Regional Presidents now are slated to take the created Deal Memo back to their Boards for discussion, and we on this FAI Board are doing the same. There will be more negotiations if issues arise, but other than that, the Deal Memo will be put into contractual language and put forth for approval by the FAI Board and the Regional Boards shortly. WE anticipate completion of a single agreement by or before the September Board Meetings.

Motion: Art Menius:

FAI will only engage in contractual agreements with regions that have FAI approved ByLaws and Boards and officers elected under those ByLaws.

Second: Tom Neff

Discussion:

Vote: Unanimous approval.

4:15 Pm Old Business

4:30 PM New Business

The Personnel Committee suggests a merit increase in the ED's salary of \$2,400.

Motion..Randi Fratkin To give the ED a merit salary increase of \$2400.

Second...James Lee Stanley

Discussion

Vote..Unanimous approval

7:45 Executive Session

Motion: The ED be offered a contract extension of two years from July 1, 2011 through June 30, 2013.

Second: Art Menius

Discussion:

Vote: Unanimous approval

Motion: Tim McFadden To adjourn

Second: Renee Bodie

8:15 pm.. meeting adjourned.

7:00 PM Strategic Planning Dinner

Why we do it

Color Card Consensus Training

Review/discussion of 21 year old mission statement, including the values embedded therein

Group discussion of fundamental, agreed upon values for FAI

MINUTES

Folk Alliance International Meeting of Members (AGM)

February 17, 2011

10:38 AM Outgoing President Dan Navarro calls the meeting to order.

Navarro introduces new board and recognizes directors completing their terms (Tom Neff, Randi Fratkin, Wyatt Easterling)

Dan makes close of term remarks, thanks membership

Dan introduces new ex com: Renee Bodie, President; Michelle Conceison, Vice-President; Donald Davidoff, Treasurer; Art Menius, Secretary.

Renee Bodie thanks Dan and addresses membership, introduces Louis Meyers, Executive Director

Louis Meyers delivers executive director's report to membership

- PRO agreement for house concerts two years old

- Membership up 10% from 12 months ago. Right at 3000 members

- \$250,000 to the good, in the bank at end of conference

- Regional agreement nearly complete

- New services, revised website launched 2/15

- No audit issues

- Return to Canada in 2013, Delta Chelsea Toronto

- Considering proposals for 2014 location – Memphis, Louisville, Kansas City still candidates

- Organization first, conference second

- Conference web app launched 2/16/2010

- Thanks old and new board members

- Jammin' at Hippie Jacks recording content at conference for public TV. Thanks to grant from Grassy Hill

- Six documentary crews here this week

Renee thanks Louis for his work

Renee recognizes regional leaders

Donald presents treasurer's report

- \$230,000 in cash on hand, \$50K in receivables

- Third straight year of positive finances

- Unqualified audit

- 30 consecutive months debt free

- Therefore, we can afford to return to Canada

11:10 AM Renee opens the floor for Q&A. 33 members in attendance

Encourage more presenters to attend. Advocates free registration or hotel rooms for presenters. Louis responds: 500 presenters here of all sizes from house concert to Winnipeg. Many wear other hats and are not thought of as presenters. 125 attendees on scholarship, including first time presenters. Physical space an issue. Hotel sold out Wednesday night for first time. Perks offered to presenters.

Dallis: SWFRA – courtesy of house offered to first time presenters attendees, but accommodations unaffordable. Louis: roughly 1000 industry people in attendance. Special outreach to presenters this year.

Dave Humphreys – Urges regions to focus on presenter recruitment. FARM alive and well. Asks for PRO update. Louis: economy collapsed just as we completed House Concert deal, which caused PRO's to become less generous – hit brick wall. BMI has announced two new agreements: coffeehouse association agreement and BMI Live! Fairness is our goal and advocating for addressing the three PRO's issue in the USA. Renee: we are working hard on behalf of venues with PRO issues. Please contact us. Dallis: Regional one day events hope to deal with issues of club presenters who can't leave for four days to attend a conference.

Joel Mabus: 1) is changing time of year still on the table? 2) will office be in same town as conference? 3) Are we doing anything to reach out major players who no longer attend?

Louis: 1) membership did not support change of time by 80-20 poll. We are not APAP; we are a music conference that includes booking among many other activities. 2) Funding opportunities are improved by marrying conference and office. More economical and smoother running. 3) generation change over past five years. Still effect of 2005-2006 meltdown.

Can FAI negotiate with major media folks for more coverage? Can we help small presenters get more coverage? Louis: our PRO deal means that house concerts cannot advertise by definition. Go for articles about the house concert phenomenon rather than artist/show focus. Mike Gormley: Ronnie Cox reaching out to local media from artist side.

Can FAI provide seed funding for dark night venue development?

Charlie Pilzer: thanks for increased services. Conference used to focus on being a big umbrella with the idea of promoting the whole folk field in a wide ranging mandate. Let's focus on making the pie bigger for everyone. Louis: mission to improve the connotation of the word "folk." Therefore, focus on youth development. Loss of venues for all genre is a big issue of this century. Mumford and Sons/Avetts with Zimmerman on the Grammys.

Charlie: how does FAI capitalize on this to grow in all areas, not just venues. Attendees need to want more than just a place to showcase. Louis: loss of print media that addresses our community as a whole. Why is Mumford & Sons not on Folk-DJ chart? Mary Sue: Mumford & Sons interested in FAI.

Dallis: Progress of the continuance of our community is a focus point. Louis: first FAI member on American Idol this year.

11:44 AM: Renee makes closing remarks urging members to use listserv for continued discussion.

MINUTES

Folk Alliance Board of Directors February 17, 2011, Afternoon meeting

President Bodie called the meeting to order at 1:40 PM Central.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2012)*, Treasurer
Linda Fahey (2012)
Chris Frayer (2012)*
Mike Gormley (2012)
David Hirshland (2012)
Tim McFadden (2012)*
Art Menius (2013), Secretary
Dan Navarro (2012)
Joel Rafael (2014)
Anya Siglin (2014), Executive Committee
James Lee Stanley (2014)
Mary Sue Twohy (2014)
Wendy Waldman (2013)

Absent: Greg Johnson (2013)
Dave Marsh (2013)
Ralph Sutton (2012)

Members appointed by the board indicated with *

Art presented the Long Range Planning Committee report. The goal is full participation and buy-in with substantial discussion in May. Donald explained the SWOT analysis and planning matrix.

A Think tank call should form the next step – perhaps late March. Art and Donald to follow-up and discuss the Think Tank with Louis as well as about how Louis wants to handle staff involvement. Both fall under Louis' purview by board policy.

Renee gave the PRO report. She had talked to Tom Annastas of BMI who reassured her that he would give us the same deal as announced on November 8, 2010 with the Specialty Coffee Association of America (SCAA) offering discounts of 30% or more for its qualifying coffee shop members, which seat no more than 50 customers, to offer live and recorded music. Thus our members could get the same deal through our membership. FAI has helped many venues. SESAC no issues, BMI and ASCAP less malleable.

Art addressed the By Laws proposals, describing them as mechanical housekeeping submitted already. Second issue is sorting out transfer of office timing. Language added to Article III, Section 6.

Donald moves to put before general membership the entire set of bylaws amendments below. Joel seconds. Motion passed by acclamation.

1. MOVED, that Article IV, Section Four of the FAI Bylaws be revised to read as follows:

Size and Composition. The Board of Directors of this Corporation shall be comprised of no less than fifteen (15) and no more than twenty-one (21) members. All directors are elected at large, not representing any specific constituency. The voting membership shall elect up to fifteen (15) Directors as provided under Article IV, Section Five. The Directors may appoint additional Directors up to the maximum number of twenty-one (21) to make the board more representative or diverse, or to meet other needs.

2. MOVED: That Article IV, Section Five of the FAI Bylaws be amended to read thusly:

Section Five Elections.

A. Election Procedure and Term of Office. Annually, one third (1/3), of the elected positions on the board (i.e. five Directors) will be elected for three year terms by voting members registered with the corporation. The new board may at any time assess board needs and appoint up to six (6) board members to fill those needs. New Board members so appointed shall serve terms of no more than two years as specified in the motion of election and recorded in the Minutes. The terms of all Directors, elected and appointed, will expire at the end of the Annual General Membership Meeting of the designated year. The Nominating Committee, in accordance with Article VI, Section 5, will nominate Director candidates.

The following election procedure will be carried out at specified dates according to this schedule:

1. By July 1: The Nominating Committee issues a call for candidates and candidate suggestions to the membership.
2. By August 1: Nominating Committee solicits candidates for willingness to serve if elected, and submission of qualifications, and a short "platform" statement.
3. By October 15: A slate of candidates is prepared. All Directors are elected "at large." The slate of candidates is distributed by email or other common carrier to members and on the Folk Alliance International website.
4. By November 15: Any ten (10) members may nominate additional candidates, whose willingness to run and qualifications are confirmed. Such nominations must be received by this date.
5. By December 1: The merged slate literature and Ballot are distributed to all voting members of the Folk Alliance International by electronic means except for those members who have given notice that these materials should be delivered by a postal or delivery service. Notice of any proposal to alter, amend, or repeal these Bylaws must also be provided by this time and by the same means.
6. January 10: Only votes cast by 11:59 PM Central Time on this date will be counted. Write-ins are permitted. Each voting member may vote for no more than the number of ("n") Directorships open, normally five (5), times the number of votes that voter receives. All votes are checked for eligibility. The top "n" vote-getters are elected Directors.

3. MOVED, that Article III, Section Six of the FAI Bylaws be amended as follows:

Section Six. Meetings of the Members. Meetings of the members shall be held at locations and dates fixed by the Board of Directors, within and without of the state of incorporation. The annual conference of the Folk Alliance International shall be considered the Annual General Membership meeting.

4. MOVED, that Article III, Section Seven of the FAI Bylaws be amended as follows:

Notice of meetings of members shall be in writing and shall state the day, hour, and place of such meeting; and shall be issued and posted by mail, delivery service, or electronic medium to each member of the Folk Alliance International at the postal, physical, or email address of that member.

5. MOVED, that Article III, Section Nine of the FAI Bylaws be amended as follows:

Section Nine. Vote.

A. Number of Votes: Except as provided herein, in all elections, each Large organizational member (over \$300,000 annual gross revenues) shall receive ten (10) votes, each Medium organizational member (over \$50,000 but less than \$300,000 annual gross revenues) shall receive five (5) votes, each Small organizational member less than \$50,000 annual gross revenues) shall receive three (3) votes, each partners member shall receive two (2) votes as a pair casting one ballot together, and each Individual member shall receive one (1) vote. Affiliates receive no voting privileges.

B. No Split Voting: "Split voting" is not permitted in any Folk Alliance International election. Those members receiving more than one vote shall cast the votes as unit multipliers of individual votes, not as a divisible aggregation of votes. To clarify with two examples, in an election for five seats on the Board of Directors, a small organization will cast three votes for each of five candidates. In a Bylaws amendment election, a large organization would cast either ten votes for or ten votes against a proposed amendment.

6. MOVED, that Article III, Section Ten of the FAI Bylaws be amended as follows:

Section Ten. Voting Rights. Except as otherwise provided herein, all organizational, partners, and individual voting members in good standing shall have the right to vote in Folk Alliance International elections. Mail or electronic ballot votes, where all eligible voting members can participate, may be held as determined by the Board of Directors. Affiliates have no voting rights.

7. MOVED, that Article III, Section Eleven of the FAI Bylaws be REPEALED.

8. MOVED, that Article IV, Section Nine of the FAI Bylaws be amended as follows:

Section Nine. Notice of Director's Meetings. Notice stating the place, day and hour of any meeting, special or regular, of the Board of Directors will be sent to each Director not less than ten days before the date of the meeting, either personally, by electronic mail, or by overnight mail, by or at the discretion of the President, or the Secretary, or, if a special

meeting, the Directors calling the meeting. Such notice must state the business to be transacted at, or the purpose of, such meeting. A meeting of the Board of Directors may take place with less than ten days notice should each director currently seated notify the Secretary by electronic mail or facsimile of his or her consent before such meeting.

9. MOVED, that Article IX, Section One of the FAI Bylaws be amended as follows: These Bylaws may be altered, amended, or repealed by two-thirds majority vote of the ballots cast by electronic medium or postal/delivery service, as described in the Article IV, Section V of these Bylaws. A majority vote of the Board of Directors or a written or electronic petition transmitted to the Secretary of the corporation by 50 voting members in good standing of the Folk Alliance International may propose to the voting membership alteration, amendment, or repeal of these Bylaws.

Whether by majority vote of the Board of Directors or by petition, this proposal to alter, amend, or repeal these Bylaws must happen no later than November 15 of any year. The remainder of the election shall be conducted coincident with the election of directors under Article IV, Section V of these Bylaws beginning with the December 1 notice.

New Business

Renee proposes board training by Arts Consulting Group at May board meeting.

Discussion of May board meeting date and site. Renee moves to meet in LA, David seconds. Passes by acclamation.

The sense of the room was that this is a huge decision selecting a home for our conference and our organization for at least five years. This is, according to Louis' branding vision, a place where we can be an organization first and an event second. The consensus was that since the staff had done an outstanding job narrowing the choices down to Louisville, Memphis, and Kansas City, directors should also visit Kansas City (Donald, Anya) and Louisville (Tim, Anya). Louis or his staff designee may accompany the directors if Louis desires. Donald moves to authorized reasonable expenses for these trips. Mike seconds. Motion passes by acclamation.

Old Business

The sense of the room was that 18 months was the minimum needed for the Executive Director succession process. A Search Committee should be appointed pending discussion with Louis concerning his intentions upon the completion of his current agreement. We should plan financially for an employment overlap of a few months during the transition as well as search costs.

Questions raised: Where does the board want us to be located? What do we want in an ED? What is our staffing model? Should we use a headhunter? The LRP is an important part of defining these. Discussion tabled.

Michelle suggests appointment of a new Canadian member. Such an appointment must come through the Nominating Committee and take place at a formal board meeting.

Renee and Art call for special meeting in three weeks. March 10 earliest possible date.
Specific date to be set on listserv.

Mike moves adjournment
2:50 PM Meeting adjourned.

MINUTES

Folk Alliance International Board of Directors Meeting Wednesday, Feb. 16, 2011 - Marriott Downtown

Directors In attendance:

Dan Navarro Michelle Conceison Linda Fahey Donald Davidoff Tom Neff Chris Frayer
Anya Siglin Art Menius Dave Marsh James Lee Stanley Joel Rafael Randi Fratkin David
Hirshland Renee Bodie Wyatt Easterling Tim McFadden

Observing

Mary Sue Twohy, incoming Louis Meyers, Executive Director

1:45 call to order (Dan Navarro, President) 1:46 pm Approval of Past Board minutes--
postponed to Thursday's meeting 1:47 pm: Exec.Dir. Report (Louis Meyers)

2:05 PM Donald Davidoff presented the Treasurer's Report

2:15 PM Renee led discussion of the Regional Deal Memo

Consensus reached to re-do the wording of 6 & 7, and put back in the liability clause. We
also decided to send it back to the Regions Committee for review and re-wording, and
committed to creating a full contract after the Deal Memo

2:50 PM – Dan explains agenda for AGM Thursday

2:53 PM Thanks to outgoing Board members

2:55--President...please have everyone interested in officer positions send their names to
the Secretary.

Consensus that 2011-2012 Officer election will take place over Thursday breakfast. 3:00

Pm 2014 Presentation (Louisville, KY)

3:45pm: 2014 Presentation (Kansas City, MO)

4:30 pm: 2014 Presentation (Memphis, TN)

5:20 pm: Meeting Adjourned

MINUTES

Folk Alliance International Board of Directors Breakfast Meeting, Thursday, February 17, 2011

Present

Renee Bodie
Michelle Conceison, Executive Committee
Donald Davidoff, Treasurer*
Wyatt Easterling
Linda Fahey, Vice-President
Randi Fratkin
Chris Frayer*
Mike Gormley, Secretary
David Hirshland
Tim McFadden*
Dave Marsh
Art Menius
Dan Navarro, President
Tom Neff
Joel Rafael
Anya Siglin
James Lee Stanley

Absent:

Greg Johnson
Ralph Sutton
Wendy Waldman

Observing:

Mary Sue Twohy

8:45 AM Outgoing President Dan Navarro called the meeting to order.

Dan stated that Renee Bodie was willing to stand for President for 2011-2012, Michelle Conceison: Vice-President, Donald Davidoff : Treasurer, and Art Menius: Secretary.

Dan called for further nominations, but none were forthcoming.

Motion to close nominations and elect each officer by acclamation carried by acclamation.

Dan asked for the sense of the room on secret ballot in the election for At-Large Member of the Executive Committee between Joel Rafael and Anya Siglin. Overwhelmingly the directors asked for secret ballot. Dan and Mike Gormley counted the 17 ballots.

Navarro announced that Anya Siglin was elected At-Large Member of the Executive Committee.

This was followed by a brief discussion of the format of the general membership meeting.

9:15 AM: Meeting adjourned

MINUTES

Folk Alliance Board of Directors
April 12, 2011, Teleconference

President Bodie called the meeting to order at 3:05 PM Eastern.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2012)*, Treasurer
Linda Fahey (2012)
Chris Frayer (2012)*
Mike Gormley (2012)
David Hirshland (2012)
Tim McFadden (2012)*
Dave Marsh (2013)
Art Menius (2013), Secretary
Dan Navarro (2012)
Joel Rafael (2014)
Anya Siglin (2014), Executive Committee
Mary Sue Twohy (2014)

Also, Louis Meyers, Executive Director

Absent: Greg Johnson (2013)

James Lee Stanley (2014)

Ralph Sutton (2012)

Wendy Waldman (2013)

Members appointed by the board indicated with *

Minutes

Mover: Tim moved to accept the minutes from February 16, 2011, morning of February 17, 2011, afternoon of February 17, 2011, and 2011 AGM as submitted. Dan Navarro seconded. Approved by acclamation.

Board Training

Art moves to allocate \$2000 for board training at the upcoming Los Angeles board meeting. Dan seconds. Passes by acclamation.

Committee appointments

FAI Committees 2011:

Nominating Committee:

Anya (chair), Dan, Val, Randi, John McCutcheon

Long Range Planning:

Donald (chair), Michelle, Chris, Wendy, Art

Regions Committee: TO BE RECONSTRUCTED

Proposed: David Hirshland (chair?), Dave Marsh, Chris Frayer, Dan Navarro, Don Bird

Advocacy Committee:

Joel Rafael (chair), Mary Sue Twohy, Art, Tim McFadden

Site Selection Committee:

Ex Comm to serve as the Site Selection Committee

Dan would like to serve on Advocacy

Rework regions committee possibly with new chair

Tim offers to switch assignments with Dan

Site visit and proposed new deadline for commitment on site of June 1

Anya and Donald visited to Kansas City. Louisville visit in mid-May.

David proposes board call on May 26.

EX COMM call on May 23, 2011 9 AM PAC

Full board on site selection set for May 26, 9 AM PAC TIME by unanimous commitment

Spring Board Meetings

Reimbursement per Ex Comm decision – submit information to Louis: who is coming, who isn't (other than Dave Marsh and Linda Fahey, who isn't, airfare over \$200, who will volunteer to share,

Joel moved to adjourn. Meeting adjourns at 4:13 PM Eastern Daylight Time.

MINUTES

Folk Alliance Board of Directors

April 27, 2011, Teleconference - Gateway Sheraton, Los Angeles

President Bodie called the meeting to order at 9:01 AM Pacific.

Present: Renee Bodie (2014), President

Michelle Conceison (2013), Vice-President

Chris Frayer (2012)*

Mike Gormley (2012)

David Hirshland (2012)

Tim McFadden (2012)*

Art Menius (2013), Secretary

Dan Navarro (2012)

Joel Rafael (2014)

Anya Siglin (2014), Executive Committee

Mary Sue Twohy (2014)

Greg Johnson (2013)

James Lee Stanley (2014)

Ex Officio: Louis Meyers, Executive Director

Absent:

NO Ralph Sutton (2012)

NO Dave Marsh (2013)

NO Wendy Waldman (2013)

NO Donald Davidoff (2012)*, Treasurer

NO Linda Fahey (2012)

Members appointed by the board indicated with *

Minutes

James Lee Stanley moved to accept the minutes from March 15, 2011 (Ex Comm), April 5, 2011 (Ex Comm), and April 12, 2011. Mike Gormley seconded. Approved by acclamation.

Executive Director Report presented by Louis Meyers

Issues: decline in large organization in this economy

Unlimited registrations from organizational members

Board donations and conflict of interest forms solicited

Renee Bodie reminded the board of confidentiality

Survey results nearly the same as 2010. 1/3 first timers

Louis presented 2012 budget proposal

Art Menius moves to approve FY 2012 budget as presented. Joel Rafael seconds. Dan suggests friendly amendment for Louis to explore line item to set money aside for ED severance. Joel offers a friendly amendment to add \$10,000 expenses and \$10,000 income for a publication. Passed by acclamation.

Committee Reports

Joel – Advocacy Committee. Goals: 1) Mission 2) identify areas of importance; 3) process to act or not act on issues; 4) implementation. Meet June 8 at 8 PM Eastern

David – Regions Committee. Goals: 1) conclude deal memo process on May 17; proposed SERFA bylaws received. 2) sync all exists bylaws; 3) long form agreement; 4) Canadian members and regions relationship

Michelle – LRP 1) SWOT involvement by board; 2) current LRP in board book. Much accomplished since 2006; 3)

Anya – Nomm Comm Reviewing criteria and needs. Balancing.
Board Training with Laurie Dowling of Arts Consulting Group
Governance Retreat 1-4 PM
Adjourn for the day at 4:45 PM Pacific

MINUTES

Folk Alliance Board of Directors

April 28, 2011, Teleconference - Gateway Sheraton, Los Angeles

President Bodie called the meeting to order at 9:05 AM Pacific.

Present: Renee Bodie (2014), President

Michelle Conceison (2013), Vice-President

Chris Frayer (2012)*

Mike Gormley (2012)

David Hirshland (2012)

Tim McFadden (2012)*

Art Menius (2013), Secretary

Dan Navarro (2012)

Joel Rafael (2014)

Anya Siglin (2014), Executive Committee

Mary Sue Twohy (2014)

Greg Johnson (2013)

Donald Davidoff (2012)*, Treasurer

James Lee Stanley (2014)

Ex Officio: Louis Meyers, Executive Director

Absent:

NO Ralph Sutton (2012)

NO Dave Marsh (2013)

NO Wendy Waldman (2013)

Discussion of relations with Canada and Canadian members

Art Moves, Joel seconds: The ED is fully authorized to enter into such relationships with organizations that in his opinion enhance the potential for success of the conference or FAI. The ED is fully authorized to engage such independent contractors that in his opinion enhance the potential for success of the conference or FAI. The ED is fully authorized to poll the membership concerning any issue of concern. The ED is not authorized to designate any entity as official representative without the express authorization of the board. Passed by acclamation.

Discussion of future location

Dan moves to approve Kansas City, MO as site of 2014 conference and as office at any appropriate date pending negotiation of deal. Joel seconds. Passes 13-1.

New Business

Discussion of use of event management or brokerage company

Governance Committee - Dan, Art, and David agree to serve as ad hoc committee to review policies for governance.

PRO's discussed. Stalemated post house Concerts. ASCAP going after house concerts again. Discussion with BMI re: small venues (less than 200) to begin.

LRP retreat within next 12 months.

James Lee moved to adjourn