

Folk Alliance International BOARD MINUTES

June 21, 2011

August 9, 2011

September 20, 2011

November 10, 2011

November 16, 2011

January 18, 2012

February 14, 2012

Folk Alliance Board of Directors

June 21, 2011, Teleconference

President Bodie called the meeting to order at 12:07 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)*
Art Menius (2013), Secretary
Dan Navarro (2012)
Anya Siglin (2014), Executive Committee
James Lee Stanley (2014)
Mary Sue Twohy (2014)

Also, Louis Meyers, Executive Director

Absent: Greg Johnson (2013)

Dave Marsh (2013)

Joel Rafael (2014)

Ralph Sutton (2012)

Wendy Waldman (2013)

Members appointed by the board indicated with *

Reports by Louis

Louis and Cindy visited Toronto and happier with hotel than anticipated. Several social meetings with folks in music community. Committee to be built over the course of the summer. Politics very difficult. Conference will be designed for 1300 to 1500 delegates.

In Kansas City last week with lots of social, relationship building. Louis will be building a high class, winter music camp during the conference. Westin has better sleeping rooms – will be primary hotel. Boone Theater very impressive structure, but will have to be gutted. Neighbor vibrant, mostly African-American residents. Tourists half and half. FAI would be diversity. Board should have contracts by mid-July.

Discussing co-production with Levitt Shell-Memphis of possible fall festival.

Folk Music Day may be ready to go in 2012.

Committees

Chair encourages committees to get to work

Nom Comm: Anya sent email out Monday to set meeting for week of 6/27.

LRP: Consensus of committee: need professionally facilitated board planning meeting. Proposal obtained from same firm as did April training. Committee will work on reducing price.

Regions: Approved minor changes in FARM bylaws. David needs some direction as to committee membership and function.

Advocacy: Meeting set for June did not happen. NARAS letter sent out by Louis to Neil P. Discussion of how and how much to publicize the letter. Louis recommends waiting until we see a response until next week before posting our letter.

Renee called for new business.
Donald moves for adjournment.
Meeting adjourned at 1:17 PM Eastern.

Folk Alliance International Executive Committee Teleconference – August 9, 2011

Present: Renee Bodie
Michelle Conceison
Donald Davidoff
Art Menius
Louis Meyers
Anya Siglin

Called to order at 3:02 PM Eastern

Reviewed current status of hotel settlement process:

Renee reported conversations with the hotel and Stephan, per Louis's agreement, where several facts became apparent - 1) there was an Addendum to our Memphis hotel contract for 2011 because we were not originally contracted for that year. That addendum lowered the number of staff rooms available at \$89, also decreasing our group rate, which impacted us fiscally. We were not aware of that change, and Stephan did not make us aware of that change. 2) The room rate the hotel is reporting is \$154 for 2012. Louis was told \$141 by Helms Briscoe. Louis will contact Stephan in writing to clarify. 3) Renee was told by the hotel that they have no indication that we are not using them for 2013 and beyond. Louis will clarify with Stephan that we have until 2/1/12 to make that decision. 4) Louis tasked Renee to handle scholarship donation issue with Marriott.

Briefly discussed Kansas City contract

Renee to send signed Kansas City contract to Tara CCing Louis upon verifying that all changes are included in document

Future ExCom meetings

Future ExCom meetings will be 2nd Tuesdays 9am Pacific/10am Mountain/11am Central/12pm Eastern

Adjourned at 3:26 PM Eastern

Folk Alliance Board of Directors

Fall meeting via Teleconference, September 20, 2011

President Bodie called the meeting to order at 12:05 PM Eastern.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2012)*, Treasurer
Chris Frayer (2012)*
Mike Gormley (2012)
David Hirshland (2012)
Greg Johnson (2013)
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)

Also, Louis Meyers, Executive Director

Absent: Linda Fahey (2012)
Dave Marsh (2013)
Ralph Sutton (2012)

Members appointed by the board indicated with *

1. Approval of past board and ex comm board minutes

August 9: add that Louis tasked Renee to handle scholarship donation issue with Marriott
November 2010: were bylaws acted on then or in Memphis? Answer Memphis.
Donald moves to accept full board minutes for November 10, 2010 and June 21, 2011, and for the Executive Committee for May 10, 2011, May 23, 2011, June 20, 2011, July 27, 2011, and with correction, August 9, 2011.
Dan seconds; passes by acclamation

2. Louis presents Executive Director report

Audit clean

Expenses up, thus slight loss. We will be banking money in 2012.

Lots of outreach and grassroots work happening now since membership is flat over past year

Showcase entries down

3. Regions Report – David Hirshland

Three out of five members of regions committee responsive this year

Immediate goals are to get bylaws into conformity and complete the deal memo. David hopes to finish within 4 weeks

SERFA on right track with bylaws; one issue needs to be fixed on FARM

David Hirshland moves to approve the amended FARM bylaws pending the approval of amended language in Section 3 by the majority of the members of the Regions Committee. Second by Donald.

Passes by acclamation

4. Advisory Board proposal

Donald moves that the board approve the concept of an Advisory Council and directs Louis and LRP committee to come back to the board with a full proposal no later than November 1. Joel seconds.

Motion carries. Wendy abstains.

5. Committee reports presented

LRP

LAA

Nom Comm

PRO

Advocacy

Meeting adjourned at 2:19 PM Eastern.

November 10, 2010 - Board of Directors Teleconference

FAI Board of Directors:

Dan Navarro, President (exp 2012)
Linda Fahey, Vice-President (exp 2012)
Mike Gormley, Secretary (exp 2012)
Donald Davidoff, Treasurer (exp 2012)
Michelle Conceison, At Large (2013)
Tom Neff (exp 2011)
Anya Siglin (exp 2011)
Greg Johnson (exp 2013)
Art Menius (exp 2013)
Wendy Waldman (exp 2013)
Dave Marsh (exp 2013)
James Lee Stanley (exp 2011)
Joel Rafael (exp 2011)
David Hirshland (exp 2012)
Renee Bodie (exp 2011)
Wyatt Easterling (exp 2011)
Randi Fratkin (exp 2011)
Chris Frayer (2012)
Tim McFadden (2012)

Approved Board Minutes from May 5-6, 2010 - Board Meeting/Strategic Plan Session.

Motion: To approve minutes--Joel Rafael; Second: James Lee Stanley;

Approved unanimously

2011 FAI BOARD Candidates

Joel Rafael, Laurie Laba, Renee Bodie, Mary Sue Twohy,
Anya Siglin, Bob Wilson, James Lee Stanley, Wyatt Easterling

Louis Meyers gave the Executive Director's Report:

FINANCIAL UPDATE

According to our recently completed audit, our net income went from \$87,943 on June 30, 2009 to \$174,882 on June 30, 2010 for a net revenue increase of \$86,939 almost doubling our net over the last year. As of November 8, 2010 we have \$60,000 in the bank. We currently have more cash on hand than at this time last year before we hit our first early registration or final showcase entry deadline.

We now have an affordable offer from the Toronto hotel, The Delta Chelsea to host our 2013 International Folk Alliance Conference. 2013 location must be decided by November 15, 2010.

The offer is:

- Dates: February 18-24, 2013 (Wed – Sun)
- Room Price: \$129 – standard room/single and double *increase for triple

- Room Block: Peak – 450 (current Memphis peak commitment – 550)
- Meeting Space Cost: Free – based on 85% occupancy (same as attrition)
- Hotel Address: 33 Gerrard Street West, Toronto, ON M5G 1Z4, Canada
- Website: <http://www.deltahotels.com/en/hotels/ontario/delta-chelsea/>
- Meeting/Performance Space: All plus first floor common areas

From the ED

I request a FAI Board of Directors vote on the following item:

FAI authorizes the Executive Director, Regions Committee, Regional Leaders, and a sampling of our Canadian members to enter into formal discussions as to the feasibility of expanding our current regional boundaries to include Canada and Mexico and, if feasible, bring back a formal proposal to the FAI Board of Directors for presentation at the February meeting that has already been vetted by all effected entities.

FINANCIAL REPORT presented by Donald Davidoff

PLANNING COMMITTEE SWOT REPORT presented by Art Menius and Donald Davidoff

REGIONS COMMITTEE REPORT presented by Renee Bodie

LAA REPORT presented by Art Menius

2011 LAA Recipients

Living: Joan Baez

Legacy: Jimmie Rodgers

Business/Academic: Les Blank

Bylaws revision proposals presented by Art Menius

Meeting Adjourned

Folk Alliance International Executive Committee Teleconference – November 16, 2011

Present: Renee Bodie
Michelle Conceison
Donald Davidoff
Art Menius
Louis Meyers
Anya Siglin

Called to order at 3:05 PM Eastern

First, set for LRP Think Tank on Nov 28. Second one in mid-December and January if needed.

Second, board meeting in Memphis: Tues, Wed, Thur an AGM; lunch with new board after keynote
Thur; perhaps do phone meeting in advance; need draft agenda before deciding beyond lunch
Thursday

Use consent agenda to set up this efficient advance call

Third, need for Louis to hear from Personnel Committee. PC to write a letter to Louis asking what he needs going forward, what is his vision. Clear picture of what is going on with move. 19 months left on contract. What is the board able to do?

Renee will draft this letter, send to Personnel Committee, then to Louis. When Louis responds, we will hold a PC meeting. Research on executive search firms ongoing.

Ex Comm calls coming up for Memphis and January board agendas

Adjourned at 3:34 PM Eastern

FAI

Full Board meeting via Teleconference, January 18, 2012

Call to Order

President Bodie called the meeting to order at 11:10 AM Eastern.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2012)*, Treasurer
Chris Frayer (2012)*
Mike Gormley (2012)
David Hirshland (2012)
Greg Johnson (2013)
Tim McFadden (2012)*
Art Menius (2013), Secretary
Anya Siglin (2014), Executive Committee
Mary Sue Twohy (2014)
Wendy Waldman (2013)

Also, Louis Meyers, Executive Director

Absent: Linda Fahey (2012)
Dave Marsh (2013)
Dan Navarro (2012)
Joel Rafael (2014)
James Lee Stanley (2014)
Ralph Sutton (2012)

Members appointed by the board indicated with *

Approval of Minutes

Approval of full board minutes from September 20, 2011 and Executive Committee minutes for September 16, 2011, November 16, 2011, and December 15, 2011 moved by Donald, Second by Anya, passed by acclamation

Advisory Council Proposal

Board discussed and wordsmithed the proposal and associated logistics.

Tim McFadden moved, and Wendy Waldman seconded, that:

1) Directive: The creation of a Folk Alliance International Advisory Council, made up of esteemed members of the music, media, business, arts, political and philanthropic communities who would serve as external and internal ambassadors for Folk Alliance International and its mission. Members of the Council would have no fiduciary role in Folk Alliance matters, no voting power and no actionable authority. Their responsibilities would be largely informal. Members could be called upon, at the discretion of the Board and/or Executive Director, to provide counsel and perspective in their areas of expertise, assist in fundraising efforts, be solicited for donations, lend their name, face or voice to public relations efforts and generally cast an endorsement-by-association light on Folk Alliance. It would be preferable, but not mandatory, that Council members attend the International Conference.

2) Selection process: Any FAI Board member or the Executive Director can suggest an individual for appointment to the Advisory Council. Submissions would be vetted by the Executive Committee (which includes the Executive Director), who would research and interview prospective Council members, and provide the Board of Directors with nominations. The Board of Directors would appoint the Council members via a simple majority vote, which could occur nominee-by-nominee or in an omnibus manner, if deemed prudent by the Board. Annual appointments would take place at the International Conference, though there would be no prohibition of appointments at any time after the February conference.

3) Structure and Term: The Council would consist of a minimum of 5 members and a maximum of 21, unless revised by the Board via a simple majority vote. Each Council member would serve for a single term lasting from their appointment until the subsequent International Conference. There would be no limitation on the number of terms any Council member may serve, so long as they are approved by the Board on an annual basis and remain willing to serve. The Board would be required to confirm appointments to the Advisory Council for the coming year during the International Conference, with no limitation on appointments between International Conferences, should suitable individuals be identified and willing to serve. The President or Vice-President of the Folk Alliance International Board of Directors will serve as the direct point of contact for the members of the Advisory Council.

Motion approved by a vote of eleven in favor and one opposed.

All directors are encouraged to invite potential AC members to a meeting on Friday afternoon of the conference in Memphis.

Executive Directors Reports & Financials

Louis presented the Executive Director's report

Donald presented the Financials, noting that he had not one question for Louis when he reviewed for the first time ever.

These were presented now in lieu of during the February meeting. Updated financials will appear in February board pack, but discussed only if needed.

Committee Reports

If Committees could meet or get report to Renee and Louis before Feb 1, that would be desirable

Nom Comm

Advocacy Comm

Interest on the board in FAI making an official response regarding XM/Sirius issues

Regions Comm

Deal Memo on table. Revisions per Art's memo discussed and agreed upon.

David Hirschland moves and Donald Davidoff seconds that the board approve the Regional Deal Memo as revised just now for initial presentation to the Regional Committees for their approval.

Passes by acclamation

STATUS UPDATE

DEAL MEMO: AGREEMENT BETWEEN FAI & REGIONS

RECENT HISTORY

Approved by the Regional Leaders: September 14, 2010

Amendments by FAI Board of Directors: October 7, 2010

Amendments by Regional Leaders: October 18, 2010

Review by FAI Board of Directors: November 17, 2010

Approved by FAI Board of Directors, January 18, 2012

DEAL MEMO AGREEMENT BETWEEN FAI & REGIONS

The following reflects basic points agreed to in principle between Folk Alliance International and Folk Alliance Regional organizations. Unless and until a more formal agreement is entered into among the parties to this document, **when fully executed**, shall constitute an enforceable agreement.

1. The term of a new affiliation agreement will be five years from the date of this memo. Agreements will automatically renew in five-year increments unless terminated or renegotiated in whole or part by either party at anytime.
2. Folk Alliance and its logos are trademarks belonging to Folk Alliance International (FAI).
3. This agreement grants a limited, nonexclusive right to the Regions to use, for consideration, the trademark "Folk Alliance" and all associated trademarks.
4. Since FAI is required by law to have review, oversight, and control over the organizations under its trademark, all regions, new or previously existing, must have bylaws that have been approved by the FAI Board of Directors. Execution of this agreement by FAI acknowledges that a region has bylaws that have been approved by the board.
5. In order for the FAI Board of Directors to make certain its fiduciary duties and protect the FAI trademark, when a Region is proposing to amend its bylaws, before taking it to their Regional membership for a vote, the region will first submit proposed ByLaws to the FAI Executive Director for submission to the Board **for approval** to make sure the amendment is consistent with the current FAI and Regional Mission Statements and FAI and Regions ByLaws. FAI will contact the Region with an assessment of the proposal within 10 working days of receiving the amendment request. If it is determined that there is an issue with the amendment, then the proposed amendment will go to the FAI Regions Committee for further review and quick resolution and will be placed on the agenda for the next scheduled FAI Board meeting. If needed, Regional Representatives shall have the right to appear before the Regions Committee and/or FAI Board to present the Region's case for the amendment. Under extraordinary circumstances, an emergency FAI Board meeting can be called on a three-week notice to resolve a major issue.
6. Notwithstanding FAI's approval of the Regional ByLaws, Regions agree to include certain new language in their bylaws, to be determined, **by FAI in its good faith discretion**, for the purpose of standardizing the current Regional ByLaws.
7. FAI will have no right to arbitrarily demand changes in approved existing Regional ByLaws.
8. **Regions agree to obtain appropriate liability insurance policies for all events, as well as Directors & Officers insurance, and to include FAI as an additional insured in all insurance policies and riders, and to provide a copy to FAI of such policies on an annual basis.**

9. Regions agree to provide a discounted registration fee to all conferences, and for individual events when financially feasible for those events to FAI members.
10. Regions agree to provide email contact info or access to email contact info for all conference (event) registrants to FAI within 30 days of the event for general Folk Alliance marketing usage unless registrant opt out of region's mailing list.
11. Regions agree to provide financial data and all election and board member data to FAI yearly or upon request.
12. In the event an audit of a region is deemed necessary by FAI, FAI agrees to be responsible for ½ of the cost directly related to the audit. FAI will have no right to demand an audit of a region without good reason, to be determined by FAI's reasonable discretion.
13. Regions agree to promote FAI membership and conference in certain specific ways by mutual agreement [language deleted].
14. Regions agree to include the FAI logo or website in all advertising and newsletters. Wherever possible, Regions will include the text: For more info on Folk Alliance International, visit www.folk.org
15. FAI agrees to give two complimentary registrations for the FAI conference to each Region, and reduced conference registration for current Regional Board Members, and in turn the Regions agree to provide FAI staff with two free registrations and reduced registration for current FAI board members (food, hotel, or other perks to be included or exempt at the discretion of each Region).
16. Regions agree to give two complimentary conference registrations to each of the other Regions (food, hotel, or other perks included or exempt upon the purview of each region, with optional reimbursement of food and/or hotel costs), and reduced conference registration for current Regional Board Members.
17. Regions agree that membership records are the proprietary property of FAI. Upon request, FAI will provide timely e-mailings for the purpose of assisting the Regions in the promotion of their conference, regional "special" events, and annual Board elections. Regions will be responsible for providing text and any needed graphics for each requested mailing, etc. Regional membership email information will be available from the FAI office for direct communication between each region and their members.
18. Regions agree that elections will be run electronically (through FAI) utilizing the most current membership in the FAI database so all membership data is up to date.
19. FAI and each official regional organization retains the right, after reasonable attempts to accommodate resolution, of terminating the relationship upon reasonable cause and written notice as per section 23 of this Deal Memo.
20. FAI and the Regions will agree to recognize the current boundaries unless they are superseded by agreement. FAI and the Regions will agree to a methodology for the formation of new Regions and changes in current boundaries in the ByLaws of the affected regions.
21. Regions agree not to produce a conference style event that would be coincident with, or compete in terms of date 60 days prior and 75 days after the International Folk Alliance Conference without approval of the **FAI** Board of Directors.

22. Regions will work together to avoid producing conferences on the same dates as another regions.

23. Regions agree not to independently advertise, promote, sell or provide services, programs, or activities outside of its own established territory that would be coincident or competing with another region's event without first coordinating the date and subject matter with that other Region, unless agreed to by mutual consent with that other Region.

24. FAI and the Regions will agree to a methodology for resolving disputes between regions and between the Regions and FAI.

25. FAI and the Regions will work together to create methods of utilizing pooled resources for discount on service we all use, shared sponsorships, shared advertising, technology, registration and web ability, collected information, etc.

Adjourned at 12:23 AM Eastern time

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Folk Alliance International Executive Committee Teleconference - February 14, 2012

Present: Renee Bodie
Michelle Conceison
Art Menius
Louis Meyers
Donald Davidoff
Anya Siglin

Called to order at 11:05 AM Eastern
Discussion of board agenda for Memphis.

Renee will revise today per discussion

Personnel committee report

Louis announces his desire to resign as ED effective during the second half of CY2012 and restated his desire to work for FAI in a non-ED capacity thereafter.

Personnel Committee will meet by phone on Feb 19 to discuss further

Adjourned at 11:55 AM Eastern

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