

California Men's Gatherings, Inc.
Annual Business Meeting
January 19 & 20, 2013
San Diego, CA

CMG Corporate Members Present:

Robert Bunham, Robert Bettinger., Ernie Elliot, Jim Ruboyanes, Milo Shapiro, Buzz Young, James Badberg, Ben-Andy Hein, Frank Rothacker, Phil Darby, Ed Wahl, Steve Jimenez, Gregg Cassin, Steve Anderson, Mohabee Serrano, Dave Clark, Mike Fahy, Thomas Nicholson, Matt Sunderland, Jamie Kravitz, Frank Herman.

Visitors Present: Christopher Johnson, Tony Salbino, Jeffrey, Johnny, Robert, and others.

CMG Corporate Members Absent:

Steve Iberra, Vice President, is recovering and can't be with us, due to a severe accident. Steve greeted us via speakerphone, during Sunday's Board meeting. Sacramento men Norman Skonovd, Rich Farshler, and Al-Binky Hoch were all absent. Lee Usher, Technical Advisor, is also absent.

Meeting Brought To Order: 10:22 AM, Jan.19,2013

President Mike Fahy introduced the meeting and weekend activities. A check-in began, followed by a group exercise, conducted by Gregg Cassin and Buzz Young.

Summary of the Meeting

CMG ByLaws

-2013 CMG Mission Statement and Core Values (as amended)-passed

-CMG Member Definition (as amended)--passed

-Change voting rights for Appointed Board Members-defeated

-Elder's Circle-proposal withdrawn by author

-Tribal Council As A Forum Of Reconciliation-referred to Board of Directors

Executive Officer Election Results

President: Mike Fahy

Vice-President: Matt Sunderland

Secretary: Ed Wahl

Treasurer: Dave Clark

Reports of Officers to Members

President (Mike Fahy)

This has been a year that has engaged many men's core values, as men and CMG Brothers, in a way not seen in previous years. We engaged in difficult conflicts and challenging times.

The CMG has changed. An opportunity has evolved, to be looked at this weekend. We have the time to look at our Core Values, which for the CMG, are the things, without which, would not be worth our time, talent, and effort. We take the challenge of growth amongst the brothers here at this meeting, this weekend.

Treasurer (Dave Clark)

Treasurer pro-tem Dave Clark passed out a four-page document, which covers the financial info from the past year.

Cash reserves (page one) \$121, 683. Dave commented about the definition of "reserves" and "cash on hand," saying that the reserves include the total amount of money in all CMG bank accounts. Our day-to-day monies are less, since this includes seed money for Gatherings, and other budgeted "loans," which are needed for the operation of this corporation.

Last year, the Spring Gathering lost \$11K. However, Local Events Committees (LECs) in Los Angeles and Desert Cities helped defray the 73rd CMG losses.

The 74th and 75th Gatherings both filled to expected capacities, at Camp Newman and Camp Stevens, respectively.

The Board Budget for 2012 was changed in the Spring, to cover the legal counsel, and conducting Tribal forums, both of which were related to the conflict between the CMG and its former Communications Director. For these expenses, the CMG Board approved and spent \$26,636. CMG Board Travel expenses were slashed, and other cost cuts were made, to stem the losses.

Generous donations to the Financial Assistance (FA) and other programs, was noted.

Financial Assistance donations in 2012:

73rd CMG (Spring)-\$0 (no Silent Auction held)

74th CMG (Summer)-\$1100, from its Silent Auction

75th CMG (Fall)-Held a silent auction; exact donations TBA.

Dave noted that a donation of \$2000 was contributed by an anonymous donor; the Board will determine its use.

Discussion of Treasurer's Report

-The corp. totals included LEC and PC funds.

- Our net worth was impacted by the conflict and other related board expenses.
- We will hire an attorney in 2013, and we'll hold community forums statewide. Hence, \$2,000 has been budgeted to cover both expenses. The Board will consider this in detail, at the Board Meeting.
- The Archive Roadshow expenses will include travel and registration fees for the Archivist, at each Gathering in 2013. This will be discussed further, at the CMG Board Meeting.
- Regarding interest-bearing bank accounts, Dave says that we've chosen to forgo interest-bearing accounts, in order to pay less in banking fees.
- The line for "Special Projects" covers future projects, conducted by the Outreach Director.

Secretary (Mohabee Serrano)

Accept Minutes of 2012 ABM--Mohabee moves; Ed Seconds; Vote: 16Y; 0N; 5A

The minutes of two Board Meetings were considered and approved--Spring (73rd CMG), and Summer (74th CMG). It's noted that this includes the Supplemental Board Meeting, which was held after the regularly-scheduled Board Meeting adjourned, in the Spring.

Mohabee indicated that this is his third consecutive year of service; thus, he's termed out in 2013 as an Elected Board Member. He says the past year was challenging, particularly during the months last spring, when the Board was resolving its conflict with Barry Schoenfeld. He says the role of Secretary has changed from handling an occasional need, to monitoring email and phone calls on a daily basis.

Mohabee told the Members that the Board met via teleconference four times during the Spring, in private sessions. These sessions were necessary to make decisions related to the Spring Conflict.

Vice-President (none presented; vacancy in this position)

Planning Committees

73rd and 76th CMGs (Frank Hermann)

Last Spring's 73rd CMG (2012) was a financial disaster, and this was due to a "boycott" called by men who were reacting to the Spring Conflict. Despite the boycott and the downturn in attendance, the 73rd CMG was a powerful and intimate Gathering. The 73rd

CMG Planners learned a tough lesson through this difficult time. One thing Frank pointed out--there will always be a program booklet for future Spring Gatherings!

The 76th CMG planning process is going well. The 76th CMG theme is "Floursh," and brochures are available, for free promotion. The Camp contract has been approved. Budget for the Gathering includes several scenarios, for flexible operations.

77th CMG (Jamie Kravitz)

A very small committee has formed, and more Planners are being solicited. There is a core of 4 or 5 men. Camp Newman is anticipated; new contract to be approved. Budget is to be considered, by the Board. There is competition for Labor Day Weekend events, with events held by Faeries and the Billy Club, as well as Burning Man.

78th CMG (Ernie Elliot)

A Core PC has formed, and is determining its roles and duties. Ernie and Bernie are co-chairing. Camp Stevens will be the location. This Gathering occurs one weekend prior to Thanksgiving.

Local Events Committees (LECs)

LEC-BA (Steve Anderson)

Bay Area Men are working on developing cohesion amongst committee members. A greater number of events is noted, and also an influx of new LEC-BA members were acknowledged. The Harbin Retreat will occur in late March, the 15th such retreat. There will be a "second tent", at San Francisco Pride this year, which will provide space for bringing the CMG to Pride visitors, like last year.

LEC-Sacramento

Norman Skonovd, LEC-Sac Board Representative, is absent. Mike Fahy says this LEC is still offering monthly heart circles and the August raft trip. Theatrical events and dinners were noted. Rich Farshler is recovering from surgery, and doing well.

LEC-DC (Matt Sunderland)

Many men who attend the events in the Desert Cities don't also attend Gatherings. Two new men joined this committee, at the last meeting. Money was donated to the Spring Gathering FA, for Desert City Men to attend. Matt acknowledges Mohabee, Alan Weaver, and Jamie Simmons, who have been on this LEC for many years.

LEC-LA (Joel Peisinger)

152 Events were held in 2012. The Fourth Spirituality weekend occurs over the third weekend of March. The 2nd short Film Festival will occur in the late Spring. Speed dating

is popular-15 to 48 men attend this event. Like LEC-DC, there are many men who attend LEC-LA events who are not also Gathering attendees.

LEC-SD (Milo Shapiro)

There are no spaces for events in SD, but 2012 was a good year. SD Pride parade needs more marchers, in 2013. An Intuit credit card acceptance system is being tried out. This might help with pre-paid events, and may stem "no shows" or last-minute cancellations.

A break was called; meeting reconvened 12:08.

Appointed Officers

Communications Director (James Badberg)

James says that he is stepping down from this position. He thinks the Communications Director position needs to be revisited by the Board, and new duties assigned to future holders of this office.

Development Director (Thomas Nicholson)

Position is at a cross roads; the Board needs to decide what a Development Director is to do. Statistic: less than 50% of the Board responded to a survey that he sent out. Questions: Christopher--says FA was initial project; larger projects were for future consideration. Robert: How can the CMG raise the money? Jeff thinks 47% response is a good reply. A good development plan really needs full support of the Board. Jamie thinks that there are likely several projects that could be developed.

Registrar/ Database Manager (Ben-Andy Hein)

Tagging on Thomas' idea, the Board and PC have been behind the new registration system. Spring and Fall used the new "Civi" system, and for specific events such as speed dating and the post-gathering pool parties. B-A said 20 invalid email attempts were made this morning, due to the system's vulnerability to internet "bugs." While online is a great boon, there are still bug threats and viruses. There are few programs for registering event attendees, which allow personal service. There is a concern about PCs that don't use Civi system will cause the registrar to take extra time to produce final reports and ending balances. In rebuttal, Jamie K says that the 74th CMG used a different system from Civi., due to the new system's eminent registration snafu, which confounded several newcomers to the 74th CMG. Ben-Andy will work with others who are interested in improving Civi.

Webmaster (Jim Ruboyanes)-no report; time granted to Development Director.

Arts Coordinator (Ed Wahl)

Ed is stepping down from this position, an office he created and which was approved by the Board, in 2004. He recommends the Board to approve Joel Peisinger, at the Board Meeting, to succeed him in this role.

Archivist/Historian (Mohabee Serrano)--no report; time granted to Development Director.

Outreach Director (Gregg Cassin)

Gregg says that we have several different statewide entities, which are held individually. Outreach overlaps with PR, Development, and Event Planning.

Technical Advisor (Lee Usher)--Lee is absent. Mike says Lee plans to step down from this position. More info will be described at the Board Meeting.

Election Of Executive Officers

Ben-Andy Hein is selected to serve as Proctor for this election.

President

Incumbent candidate: Mike Fahy

Nominees from the floor: None.

Mike; The President holds space for the organization. Mike says the experiences of the past year were remarkable, and he's grateful that he could lead the CMG through this challenging time. Mike left the room, and then discussion about Mike's candidacy was heard. Mike was re-elected to the Board, as President. 2013 is Mike's third consecutive year to serve in this capacity.

Lunch Break called; this meeting reconvened 2:25 PM.

Time was provided for feedback for Mike, which was shared before the Presidential election. Mike agreed to take time for this. Feedback included concern that healing from the impact of last spring's conflict is not finished. Mike's leadership style is also acknowledged; keeping the roots and soul of the CMG in mind, while yet maintaining a professional focus. Mike's personal value of the CMG is "contagious." The Members hope that Mike can maintain the mentorship aspects of his CMG leadership. There also was an acknowledgement of the "bullets" that Mike took, in defense of the CMG, last Spring. Even though Mike took the "hit," the entire Board was responsible and needed to focus its attention on this matter. Mike's ability to hear and listen is acknowledged. Gregg abstained during the election, but will now give Mike his support. Mike's consent of the Board is acknowledged. Mike then responded, thanking the Members for the deeply felt feedback. Both the kudos and the critique were gifts that he'll use.

Treasurer

Board-selected Nominee: Dave Clark.

Nominee from the floor: James Badberg.

Dave-accepts

Dave enjoys doing the books; is trained to do this kind of work, and is actually stimulated by this kind of work. When asked if he'll continue the clear and articulate reporting, Dave says "yes." He is acknowledged in negotiating the recent Camp Shalom contract. Dave will make time-sensitive issues a focus of his service.

James Badberg-accepts

Wants to stay involved in the Board; has skills and acumen to do the tasks. He is well-versed with Excel. He has little experience in managing multiple bank accounts with organizations or corporations.

The candidates stepped outside, during the election process. Ballots are collected and counted. Dave is re-elected to serve as Treasurer. 2013 is Dave's first year (of a second 3-year term) to serve in this capacity.

Secretary

Board Selected Nominee: Ed Wahl

Nominees from the floor: None.

Ed Wahl accepts the nomination.

Ed wants to step down as Arts Coordinator, and wants to take on a new task. He is appreciative in that the current Secretary will mentor him through during the first few months of his term of office.

Ed Wahl is elected as Secretary. 2013 is Ed's first year in this position.

Vice-President

Board Selected Nominee: Matt Sunderland

Nominees from the floor: Gregg Cassin; Gregg declines the nomination.

Matt Sunderland accepts.

Matt says he thought about this, after Steve Ibarra resigned; he is interested to take on the tasks that are given in the Bylaws. Not interested in taking on a track to Presidency. Matt wants mentorship to be one focus of his coming service to the Board. He's dedicated to the organization, and wants to keep it in good stead.

Matt is elected as Vice President to the Board. 2013 is his first year of service in this position.

NEW BUSINESS

Two men accepted the meeting duties of Time Keeper, and Vibes Keeper. Christopher Johnson is the Time Keeper, and Gregg Cassin is the Vibes Keeper.

Process Minutes

The Members, after submitting proposals to be heard and considered during the meeting, determined that the most important matters were the proposals which affect the CMG ByLaws, and could be voted on by Members only. All other proposals were referred on to the Board of Directors, to consider and take action on, in 2013.

Proposal: Affirm and adopt Elder Circle (Mike Fahy)--withdrawn by author.

Mike reviewed the CMG's process of selection of Elders, and their responsibilities. The CMG Elders qualify as corporate members, and this is a life-long experience. Eldership is a resource for the corporation, and is a continuing commitment to the organization. This would be permanent corp. membership. No dues would be collected from Elders.

Robert made a motion, but the President says that this meeting does not follow *Robert's Rules of Order*. The Vibes Keeper wants clarification, so that the meeting can be conducted clearly. President Mike Fahy says that we need to hold our meeting today, so that no one has issue with the meeting, and misconstrues this publicly.

Steve suggests that this Elder matter be considered as a part of the bigger picture, when the membership issue comes up later.

Thomas thinks this may be putting the cart before the horse; we are changing policy that has several specific and critical issues to consider.

Vibes is called. How do we operate? This is how we do it, according to consensus. We come into accord. We take baby steps. We are here.

The Elder's Circle which was created in Malibu, needs to be held and respected differently. If there is "rule breaking" it needs to support and allow the Circle to survive. The author of this proposal withdrew this matter from further consideration.

Proposal: Adopt New Mission Statement and Core Values Statement (Milo Shapiro).

Vote: 14-Y; 0-No; 1-A as amended. *(Full text is found in the Appendix of this document)*

Milo explained that the proposed mission statement was created, as a question that came up at the 74th CMG (Summer, 2012), regarding the current mission statement. Milo says that he and other interested men gathered to consider what the CMG is really about. He indicated that the current Mission is actually both core values and a mission statement. The mission statement isn't a change in motto; it summarizes what we do best.

Discussion Notes:

Time was given, for each man to voice an opinion and make suggestions for amendments and other changes to the Core Values and the Mission Statement. Though some amendments were not accepted by the author, most of the changes that were suggested, were approved.

"Values" "Mission Statement" and 'Core Values" were discussed.

Matt says the acknowledgement of gay men in the core values is necessary, though all men will be welcome to Gatherings and Local Events.

Joel: Call it "values"

Steve: Tone down exclusive points, and add educational values to mission statement; Ed: he supports "values" Milo accepts these amendments and changes.

Matt: supports the work of Milo and the committee. Jamie: change "Gay Men," and "Age," as two separate paragraphs. Mohabee: add "Gatherings" to last paragraph.

Steve: "Brotherhood" could be added, and "social values". In terms of the services we provide, we are educating men. We aim to do the "deeper" work. Jeff says that education is our real focus, and we can't water this down.

"Totally gay" is not truthful, nor will it cover the small number of straight men who attend CMG events and Gatherings. Inclusiveness is still a part of our community. "Most men are gay" says it better.

Core value really states what we do; it's different from marketing materials. The CMG is about what it is to be a man.

CMG Modified consensus is described by Ben-Andy Hein. A vote is then conducted on this matter.

Proposal: Adopt Tribal Council process, for resolving conflicts (Matt)

This matter is forwarded to the Board, for future consideration.

Proposal: Change Voting rights for Appointed Board Officers (Mohabee).

Vote: Y-5; N-8; A-7; no blocks. This proposal is defeated.

Discussion: The author thinks that Appointed Officers, as a block of voting Board Members, are different than the elected Board Members and Board Representatives. He is concerned that after three consecutive years of service, in an appointed Board capacity, there is no longer a vote from that member. We currently have eight Appointed Board Officers, three of whom have served less than three years, and thus, have a vote, and five Officers, whose term of service has exceeded three years, and thus, cannot vote at Board meetings. This proposal would revert each appointed officer to a non-voting status.

After a few minutes of hearing comments, a vote was taken to adopt this amendment to the ByLaws. This measure was defeated by the Members.

Adjournment--This meeting was adjourned for the evening, at 5:51 PM. The Members were reminded that the meeting continues the next day, after the scheduled Board Meeting, time TBA.

Sunday, Jan. 20 Member's Meeting

Sunday Afternoon Session (Jan.20, 2013)

Process Minutes: Meeting brought to order: 12:05 PM, with break for lunch at 12:48 PM. Meeting reconvened 1:50 PM. A brief Board Meeting session was called for by the President, at 2:39 PM, and this was adjourned 2:45 PM. The ABM reconvened, after a break of ten minutes, at 2:55 PM.

Proposal: Change the definition of "CMG Member" (Joel Peisinger) Original proposal vote: 7-Y; 5-N; 6-A; 4 blocks.

After a lengthy discussion period, this proposal was defeated, and an alternative proposal from each of the four "blockers" was solicited.

One alternative proposal was read by its author, and this was briefly discussed, but the author withdrew the alternative proposal.

The President granted three remaining "blockers" and original author, Joel Peisinger, time to meet and produce an alternative proposal. The remaining meeting attendees took a break, as the four men worked on the Member proposal.

Mindful of the fact that the end of the meeting was eminent, and also mindful of the fact that there were several consequences noted by the Members, if a new Member policy wasn't adopted at this meeting, the Members adopted the "alternative proposal," which was actually the original proposal, with several changes in grammar and clarity.

Alternative Proposal (Joel Peisinger) Vote: 14-Y; 2-N; no Blocks.

The CMG is an Organization, and it is also a Corporation.

Any Man who registers to receive notifications of CMG Gatherings and Events, is a Member of the Organization.

Any Man who qualifies, under Article 13, of the CMG ByLaws, is a Member of the Corporation.

This policy will be submitted to legal counsel, in order to check for possible conflicts with current state law.

Post-meeting note: On Wednesday, Jan. 23, this definition of "Member" was approved by legal counsel.

Discussion Notes about the Original Proposal:

There was considerable discussion about this matter. Some Members at the meeting favored a simple approach to membership qualifications, and want the CMG to be completely "inclusive," and others wanted limits and obligations, to become a member of the CMG. We heard a discussion of how other non-profit organizations determine their members. There was a great amount of confusion about a "Corporate" versus "Non-Corporate" membership option. Would the State Corporate laws which govern the word "member" agree with the use of a looser definition? Do the "voting members" have different qualifications and obligations to the corporation than a "general member?" The afternoon was taken up hearing these questions, and many comments were heard. The President called for a vote on the Original Proposal. The proposal was blocked by four of five "no" votes.

Meeting adjourned 4:58 PM

Next Meeting

Location, Date, and Times TBD, by Sacramento and Bay Area Men.

Appendix

CMG Mission Statement (2013)

Values Statement (2013)--see separate PDF