

Minutes - Mid-Year Business Meeting 11/20-11/21/81

At the annual business meeting of the National Committee for Sexual Civil Liberties, May 26, 1981 in Detroit, a steering committee was appointed and charged with bringing back a reorganization plan to the mid-year meeting. This steering committee was comprised of the SLR Board (Arthur, Tony, Paul, Jay, Tom) plus Dick Caudillo, Dan Sivil and Phyllis Nobbs.

A lengthy meeting was held in Detroit. It was agreed to solicit the services of the Center for Non-Profit Management in Los Angeles, Ca. to explore different corporate structures for the Sexual law reporter and the National Committee for Sexual Civil Liberties and their implications in regard to the 501-C3 Tax Exempt status. (At present the SLR holds the 501-C3, the SLR Board makes Corp. decisions and the National Committee is a committee under the SLR.)

Also at that meeting in Detroit, a sub-committee consisting of Arthur, Tony, Phyllis, and Ronnie McGowan, was appointed to draft reorganization suggestions. (Ronnie was asked to join this sub-committee because of her expertise in business management.)

After many conference calls and individual calls involving the full steering committee and the sub-committee, the third draft of proposed reorganization plan was drafted. Additional full and partial steering committee meetings were held 11/18, 11/19, and 11/20 breakfast to finalize proposals. The second report from the Center for Non-Profit Management had been received by Jay and all seemed ready for our momentous decision making task.

The Mid-Year meetin of the National Committee for Sexual Civil Liberties held at the Atherton Hotel, San Francisco, Calif. officially opened at 10:00 am 11/20/81. The agenda called for presentations of proposals on Sat. 11/20 and a social at Paul's home from 4 to 6 pm , then Sunday 11/21-continued discussion and decision making. In attendance were Arthur Warner, Tom Coleman, Jay Kohorn, Paul Hardman, Tony Sivestre, Dan Sivil, Dick Caudillo, Don Goddard, Késton Lawery, Bill Kelly and Phyllis Nobbs. Invited for presentations were Ronnie McGowan and George Phillips.

Saturday 11/20/81

Report from the Center for Non-Profit Management - presented by Jay

A written report was submitted to all in attendance from Patty Oertel, Associate Director for Technical Assistance. It presented three options (1) National Committee remaining a program under the SLR. (2) National Committee operating as an informal association with no official relationship to the SLR. (3) National Committee incorporate as a separate non-profit organization. Three and ½ pages of wxploring each option to different topics were also submitted.

Jay presented other ramifications, questions and discussion that would have to be based on this report such as a) if #1, the Board of the SLR would have all the say on Corp. matters. b) If the National Committee made decisions, the SLR Board still has final decision and remain in control. c) We will have to see how SLR & Nat'l Com. function together and see how decisions are to be made. d) If Nat'l Com. was under SLR each could keep separate books and make decisions if constant with the SLR Board. There would have to be a decision on what decisions the Nat'l Com. could make. e) It is stated to the IRS that the SLR's stand is neutrality - SLR does not editorialize or influence government bodies or legislative bodies and its purpose is not limited to publishing. Jay is not sure the Nat'l Com. complies with this statement. f) Other areas for discussion-autonomy for the SLR and autonomy for the Nat'l Com.

Additional questions were rised for the floor a) could the SLR Board deligate through bi-laws and give decision making to the Nat'l Com.? Consensus -Yes. b) are amicus briefs a problem in complying with the statement to the IRS? Consensus- No. c) Is the Nat'l Com. a lobby group or participate in lobby efforts ? Consensus - The National

Committee efforts can be clarified so as to not fall into lobby definition. Individuals who are members of the Nat'l Com. may lobby on their own behalf but cannot lobby in the name of the National Committee. d) Who hired and paid for this report. The SLR Board hired and Tom and Jay gave information to the Center for Non-Profit Management on which it was based. Total cost was \$800.00 to be paid by the SLR. e) It was pointed out that other alternatives were not explored by them. For example, a more formal organization that was not incorporated and a tax exempt umbrella structure with each function separate.

There was a general agreement of disappointment in this report, however it was pointed out it was best it was done now. If it was not done we might have always wondered if "professionals" could have come up with something better than we did and it showed that our greatest strength is truly in our own members. It did prove that our own resources far exceeded the imagination and creativity of an outside "professional source."

Presentation of a Proposed Main Structure - presented by Arthur

It was proposed that a main structure, like a holding company, be created which would be incorporated and hold the 501-C3. This main structure would be free to create divisions such as the SLR, National Committee and Academic. This would require a change of name. Each separate division would be under an umbrella 501-C3. The purpose of this main structure would be administrative and would involve a financial obligation from each division, for these administrative duties which would include communication, clerical, and IRS reporting. Additional details would have to be worked out as to officers, details to budgets and a name. This seems to fill the needs of all groups without hampering any group.

Further discussion followed: a) possibly costly people wise—we would have a duplication of treasurer (main & each div.), administrative (main & each div.) and communication (main & each div.) b) all monies would be received by the main corp. and disbursed to each div. c) the main structure treas. would have to have a trust for SLR subscriptions. D) a new name for the Corp. should be chosen very carefully. e) there was concern if there would be adequate monies for administration. It was pointed out we must go forward, not base these decisions on past performances. The Nat'l Com. must get funds and the SLR must publish for this to work. f) It was pointed out we must keep our goals in perspective. A request to change the name is still within our same corporate structure. Other changes may effect how Board members are selected. But many of these changes can also be changed by changing our bi-laws.

Presentation of Proposed Financial Structure under Main Structure - presented by Paul.

There would be one main bank account where all monies would be sent. a %, example-15% would be set aside on the books for administrative cost and the rest be entered for each division. Each division would draw checks against that amount and send checks to the main Treas. for second signature. Each division would submit financial reports which would be compiled by main structure and submitted to government agencies and IRS. The main books should be handled by an independent, outside accounting firm. This would also allow for groups elsewhere to raise funds, channel them thru our main structure 501-C3 and be disbursed back to that original group.

Further discussion followed on the make up of the Board for this Main structure or new Corp. name. There was a general concensus that 5 was a good number. It was suggested that each division have representation. Possible-3 people for the Nat'l Com. who would have one vote.

Proposal: Each function nominate its own representative (that allows for the functions to expand) Initially that board of 3 would select an additional 2 people.

Discussion followed as to: if every function should be a member of the Nat'l Com. or/and the new corp.

Proposal: The main structure or new corp. would not have veto power over each division's membership but selected representatives of each division has to be agreed upon by the existing Board. (this would mean that the representatives from each division would now have to be approved by the SLR Board. These 3 could then select another two people to make up the new Board.)

Presentation of Proposed Reorganization of the National Committee submitted by the Steering Committee - presented by Phyllis with help from those coordinators present.

The intent of this structure is to combine and give impetus to the abilities, accomplishment and efforts of the respective members, while formulating an effective and cohesive organization to address the needs of the 80's.

The following was proposed which included revisions made at the Steering Committee held in S.F.:

Chairperson:	Arthur Warner
Treasurer:	Paul Hardman
Executive Director:	Phyllis Nobbs
Administrative Reform:	Tony Silvestre
Fundraising:	Dan Sivil
Academic:	Wayne Dynes
Annual Conference:	(change yearly)
Legal:	Arthur Warner

The Executive Director would also include communication a) inter-gov. board, b) inter-membership, c) external publication. Membership would also be under this administrator.

Areas of responsibility and short and long term goals in each of the above areas were covered. Executive Director presented by Phyllis; Administrative Reform presented by Tony; Fundraising presented by Dan; Academic read by Phyllis as presented by Wayne; Legal presented by Arthur. The Membership policy has already been established and the membership sub-committee will continue to administrate that policy with its head being Tom DePriest.

Bill Kelly has volunteered to handle inter-membership communication under Phyllis to keep membership informed of what is going on within the Nat'l Comm. Items are to be submitted to Bill in their final form (he will not write or edit) to be compiled and sent to membership.

Discussion followed and other structure proposals were made.

Proposal: Main structure/new corp. to have a Corp. Treas. and Executive Director. Take the committees from the National Committee reorganization plan and you would have the 5 member board for the new corp. This would need only 1 Treas and 1 Exec. Dir.

Proposal: Main structure/new corp. with two divisions - SLR and Nat'l Comm. for now due to absence of Wayne. The Academic division can be added later.

Presentation of SLR areas of responsibility and short and long term goals will be put off until Sunday morning to allow George Phillips to make a presentation on fundraising since he will not be here tomorrow.

Presentation of Proposed Fundraising - presented by George Phillips

This presentation was started Sat. afternoon, interrupted to go to the social at Paul's and was continued at Paul's after 6:00 for several hours. The following is a combination of both meetings.

Specific areas to generate monies:

- a) Bob Donovan produces guides every year. We could make a brochure - a Do's and Don'ts listing for each state. Let us have a % of the proceeds of the sale of this publication. Make Gay Guides to sell.

- b) Any group can be turned into a fundraiser and can be held in each person's home.
- c) Create a program for everyone- give them immediate legal council in the event they need advise when it involves sexual matters. Like and AA for sexual matters.- Pre-paid legal insurance.
- d) We need a good fundraising brochure to introduce what we are doing. Every committee member have a social at their home. Talk about rights. 10 people giving \$100. makes \$1000. Times that by the number of members. (Tony interjected in Phila. he held a wine and cheese party and raised \$5000.)
- e) Develope a pledge system
- f) tap other organizations
- g) set up an account bearing high interest
- h) have an article appear in a publication with a "side-bar". Speak about the Nat'l Comm. and mention how people can help and where to send money.
- i) When giving such an article as H), the reporter may mention that if we go to the publisher now there may be monies available. We must have a follow up and immediately get to the publisher. Timing can be everything.
- j) Everyone must take the responsibility for fundraising. Everyone must cooperate in fundraising attempts. When each member is asked for names of 10 people we could approach for donations or when asked to give a wine & cheese party. Each member must take the responsibility to so everything one can.
- k) Many people need to make contributions before the end of the year. We would need a letter. Don Goddard has a list. Tom can run off letters and mail. Tony will help write the letter. After further discussion it was agreed there was not enough time this year. Tony also felt is would produce lettlet return if they had not heard of the organization first. This should be pursued for next year.
- l) We need to break down letters and gear different letters to different mailing lists.
- m) Send propaganda out then follow-up to newsletters
- n) Get listed in United Way
- o) Public Service Announcements on the media.
- p) Get Laud Humphreys and Father John McNeil, etc, etc, etc. to put their name on a letter.
- q) Create a brochure on wills including ways to will assets or part to the Nat'l Com.
- r) We need a list of people who may contribute - likely prospects to start a mailing list. Persons who submitted names could have letter signed by them. Again gearing letter to specific groups.
- s) Also personal contact and credibility is important. People want to give to something that works.
- t) Other names could be contacted by other committee members
- u) Need grants written
- v) Take the Gay Yellow Pages and gear a fundraising letter. If they cannot give money- they can give barter.
- w) Need a location where monies can be sent
- x) Need a full time administrator and full time fund raiser eventually.

Someone objected to a pledge system within membership. Ronnie committed herself to a monthly pledge. Tony and Phyllis also agreed to pledge. Objection withdrawn.

George agreed to leave a \$500.00 check with Arthur to open an account for the new corporation - predicated on Paul being Treasurer.

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Other suggestions: a) to write grants for typewriters, supplies, trade in kind. b) Tom will work with Dan on specific projects where he can. c) Tony reinforced the idea that each of us take the time to make a list and send them to Dan. d) It was brought out that others have names they do not want to give to a 3rd party. In those cases letters can be sent to that member and they can mail the letter. e) get Matlovitch to give money and /or put his name on a letter. f) Put together a fund-raising plan for day to day needs and long term needs.

SUNDAY 11/21/81

SLR Report (posponed from Sat) - presented by Jay.

A) The NYU law students referred Jay to a Calif. person and through that contact, Jay has located 6 foundations in Calif. that would give money to the SLR providing proper grants were written. Jay asked for copies of grant proposals from Tony and Don. Don offered to provide Jay with a grant writing packet.

B) SLR needs a budget to write grants.

C) SLR is going to be more than a publisher of a newsletter.

Long Term Goals:

1) SLR is to be an important news gathering network throughout the country. The Michigan law students and NYU law students have expressed interest in working on this project.

2) To create an information and retrieval system involving a computer. Jay has purchased a small computer that can be hooked up to other data banks. He has also looked at larger units and found a \$17,000.00 unit that the SLR would need to perform eventual duties.

3) To create a publication that would include writings, summarizing court cases, academic, legislative reform, book reviews, profiles, etc. , that would also promote contact between attorneys throughout the country.

4) Education, formatting and creation of the SLR: To create publicity, public relations, fundraising, correspondance, lectures, public speaking and amicus briefs. Publications other than the SLR - may also be appropriate (historical, books on briefs, academic works, etc.) To create seminars on subjects we deal with and publish presentations.

Discussion followed. The first step - to create a realistic budget and ge funds to publish. This was seen coming in large part from grants. It was suggested to set a time table for publication of Jan 1983. However, Jay felt we first need an update of SLR for 1980 and 1981 and work could start immediately on that as soon as a grant is received. Jay would like to see work start on that in the first quarter of 1982. It was suggested Jay get a panel of experts together now - Don for grants, & others or printing, distribution, etc. Ronnie advised ther may be a computer network for lawyers and programs in existance. She will gather as much information as possible.

Membership. A special meeting of the membership committee has been held with two of the three members in attendance to consider the letter that was received from Bill Kelley requesting he change from the Board of Consultants to reinstatement as a full member of the Nat'l Comm. It is the recommendation of the membership committee that this be done at this time. There was a consensus of all present to reinstate full membership to Bill Kelley. The membership committee also recommended Ronnie McGowan and George Phillips be put on the list of candidates for membership, eligible to be voted on at the May Conference. This was passed by consensus.

Review of proposals made yeaterday (Sat)

Discussion. The floor was open for additional discussion and/or proposals.

1) Proposal: a modification of yesterday's proposal. Have main corp., with the Nat'l Comm and SLR as two divisions (psychologically equal but separate) Each division would have one vote plus administrator and Treasurer (Exec. Dir. and Treas. can be the same as the Nat'l Comm.)

2) Proposal: Have 5 board members plus administrator and Treas. SLR would have two members.

It was brought out that the purpose of the Board is to have a body where authority is clear, we need accountability. People must have a body to report to, and must handle communication.

Discussion followed: a) whether to leave a spot open for proposed administrative change at every business meeting. There was a consensus of fear that each business meeting would be devoted to constant reorganization. b) Should membership be reconsidered? Are the Board the only members of Corp X and is there any other membership contingencies for them? c) our structures omitted the Annual Conference person. Should this person be on the board? d) should there be elections and terms of office for the new Board?

There was a consensus to make as few changes as possible and to continue as our Articles of Incorporation states.

3) Proposal: Create the Board according to our needs. Needs should determine both the number of people and who is on the Board. The Board is needed to handle the administration of the corporation. We would then need: Chairperson/Pres., Executive Director, Treasurer, Fundraising and the SLR. Other areas like administrative reform, annual meeting, academic, legal, etc. would not need to communicate to the Board every month. These reports would be given to the Chair and the Executive Director who would relay communication to the Board. there was a moment of silence; light filled the room as each person's face radiated approval; trumpets heralded the coming of the apocalypse; and a chorus of angels murmured their consent...
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1) Motion: Presented by Tony. Be it proposed to the Sexual Law Reporter Board, the recommendation that the following persons from the National Committee: Chairman, Treasurer, Executive Director and Fundraising Coordinator, plus a representative from the SLR, make up the new Board of Directors under the change of Corp. name. It is the intention of those present that the responsibilities and duties of each will be defined and that the Chair and Executive Director be in direct contact with area coordinators and act as a liasion between the Board of Directors as appropriate.

Motion was seconded by Paul and the question called. This motion was unanimously passed with all present and voting.

2) Motion: Presented by Tom. Be it proposed that the organization structure for the National Committee be as follows: Chairman- Arthur Warner; Treasurer - Paul Hardman; Executive Director-Phyllis Nobbs; Area coordinators to be as follows: Administrative Reform - Tony Silvestre; Fundraising - Dan Sivil; Academic - Wayne Dynes; Membership -Tom DePriest; Annual Conference - this year , Tony Silvestre; Legal - Arthur Warner.

Motion was seconded by Paul and the question called. This motion was unanimously passed with all present and voting.

3) Motion: Presented by Jay. Be it proposed that the SLR and the National Committee for Sexual Civil Liberties be separate functions under the parent Corp. name change.

Motion was seconded by Arthur and the question called. This motion was unanimously passed with all present and voting.

4) Motion: Presented by Paul. Be it proposed that the passage of the above motions will authorize the Amendments of the Articles of Incorporation to be changed.

Motion was seconded by Tony and the question called. This motion was unanimously passed with all present and voting.

This meeting was adjourned to allow the special meeting of the SLR Board which was called in conjunction with this business meeting, to convene to consider the above proposals.

Meeting was called back to order at 1:30 pm.

Report from the SLR Board - Presented by Tony Silvestre -Pres.

These motions were taken under advisement and with all present and voting the four proposals (stated above) were unanimously and enthusiastically approved. Jay Kohorn was appointed Manager of the SLR and was asked to be the SLR representative on the Board under the new Corp. name. Suggestions for the transition are as follows; fill new positions on the Board, the now SLR Board will then cease to exist and when the Nat'l Comm. completes its agenda the new Board conduct a meeting.

Filling new positions on the Board of Directors

Motion: The new Board of Directors shall be Chairman-Arthur Warner; Treasurer - Paul Hardman; Executive Director - Phyllis Nobbs; Fundraising - Dan Sivil; SLR representative - Jay Kohorn. With all present and voting this was approved unanimously.

This meeting of the National Committee was then adjourned.

The new Board convened a meeting to conduct business for the transition. Arthur moved that the session this afternoon be open to all present with full participation but without voting rights. This was passed by consensus.

Agenda: a) new name for Corp. b) Amendments of the Articles of Incorporation
c) Elect officers d) Bank accounts.

A) New Name for the Corp. Discussion ; Name need to convey a national organization, civil liberties, privacy but should not hinder in getting support and funds from Foundations, grants or others who may be reluctant with Sex in the title. Suggestions: a) National Association for Personal Privacy

b) National Personal Privacy Association/Organization/Society.

c) American Association for Personal Privacy.

) American Personal Privacy Association.

The new Board passed by consensus the new name of the Corp. shall be the American Association for Personal Privacy.

B) Amendments of the Articles of Incorporation. It was suggested we get an outside lawyer to word these properly so that as few changes as possible be made. It was proposed the Treasurer would have the resources to do this and to file the name and amendment change including registering DBA - the SLR and the National Comm. Articles and By-laws are to be amended to reflect the name change and directors and any other matters consistent with the existing Articles and By-laws, If Paul is elected Treasurer, he requests the office of registration be changed to San Francisco. This was approved by consensus.

C) Election of new Corp Officers. Motion: President be Arthur; V.P. be Dan; Sec. be Paul; Treasurer be Paul; Asst. Treas. be Jay; Asst. Sec. be Phyllis. This was passed by consensus of the Board.

D) Bank Account. The Board then charged Paul Hardman to make the necessary amendments of the Articles of Incorporation which includes the Office of Registry being San Francisco. The Board authorized Paul to open an account in an accredited financial institution under the name of the American Association for Personal Privacy. It also authorized Paul to set up a trustee account to accept all monies on behalf of the Corp. until a permanent account can be established.

It was agreed that Paul would read the By-laws to see if any other changes are necessary and notify the Board. We will also have to check law changes as of 1981.

A suggestion was made to have AAPP stationary with additional addresses on the side covering places of others who will use the stationary. It was agreed that stationary would be handled by Board at a later date.

The first meeting of the Board of the American Association for Personal Privacy was then adjourned.

The business meeting of the National Committee was then reconveined to finish the end of the agenda.

Budgets: Each area coordinator and the Executive Director, Treasurer and Chairperson must submit budgets for the new Corp. and the National Committee. Budgets must also be submitted for SLR. Budgets should be submitted by Jan 1. Without a budget for the Corp., SLR and the National Committee, no grants can be written, no outside funds solicited. Without budgets funds don't start. Without funds our programs don't start. No further disbursements should be made until budgets are approved.

Annual Meeting - May 1982 in Phila. Report by Tony.

The Annual Conference committee consists of Tony, Richard Kirk and Russell Cardamone. The place will be the University of Pa. Rooms will be \$15. to \$20. per night with a livingroom and kitchenette shared by each 3 rooms. The Conference will be Memorial Day weekend - running Wed. to Wed. - 5/26 to 6/2. Furthur information will be sent out by the committee. There will also be optional tours to historic places and the Museum of Art. (by Wayne)

The agenda will include a banquet and opening social. Programs will include: Legal Developments, Book Review by Jim Levin, a presentation by Louis Schwartz on political items that lead up to the adoption of the Model Penal Code. There are still two open slots to be possibly filled with Race & Sex, Dr. Trip from the Kensey Institute or Gay Archives.

There were a few suggestions for the open slots and one that the agenda committee take into account the habits of members and perhaps try to put less interesting items in the morning when people may not be there at 9 am.

Courtesy Resolutions submitted by Bill Kelley

- A. To send a letter to Lamda Legal Defense expressing our sympathy in the loss and untimely accidental death of Margot Karle, their President. Margot had attended our N.Y. annual Meeting and worked with the Nat'l Comm. on the Onofre case, which declared the N.Y. sodomy laws unconsitutional.

After discussion, this resolution was accepted.

- B. To send a letter to Kathy Whitmire congratulating her on her election to the office of Mayor of Houston, in view of her support to the gay community.

After discussion, it was felt that it was not appropriate for the Corp. or the Nat'l Comm. to get involved with political elections or their results.

- C. To send a letter to congratulate Jean O'Leary for joining Gay Rights Advocates.

After discussion, it was felt that while this type of letter had good intentions, the organization was in doubt to some people and the resolution was withdrawn.

NGTF article by Larry Bush was available for anyone who had not seen it. It was brought out that our suspicion that the NGTF was not doing anything in Washington was correct and it shows that WE must assume more responsibility. We cannot sit back and let others, who say they have a claim in the White House, do work with any administration that we should be doing. Use the article as a lesson.

Meeting adjourned.