

## **August 2-4, 2011 JEN Board of Directors Minutes of Meetings**

### **JEN BOARD of DIRECTORS MEETINGS**

#### **GALT HOUSE HOTEL • Louisville, KY**

#### **•Tuesday, August 2nd, 2011**

##### **Members present**

Dr. Lou Fischer, Willard Jenkins, Darla Hanley, Andrew Surmani, Rick Kessel, Bob Sinicrope, Caleb Chapman, Ruben Alvarez, Monika Herzig, Paul Bangser, MaryJo Papich, John Clayton, José Diaz, Orbert Davis, Terell Stafford and Office Manager, Larry Green

##### **President's Welcome and Message**

Meeting called to order at 9:12 AM. President Fischer welcomed the Board and introduced members of the Louisville Convention Visitors Bureau and the Galt House.

Lou introduced Casey Kruer-Allen from the CVB. Casey greeted the board and spoke about how excited they are about hosting the Convention in Louisville and presented the Board with a wonderful Welcoming gift. Lou then introduced Theresa Dunn and Brad Knapp from the Galt House. Theresa welcomed the Board and indicated if there was anything the Galt House could do for us, to let them know, and Brad would take care of it.

Lou briefed the board on the Louisville info that is listed on the website on the conference central page. He also informed us that the CVB will assist in manning the Information Desk during the Conference.

Lou officially welcomed Caleb Chapman and Darla Hanley to the board

##### **Exhibitor Rebate**

Motion: Rick moved that we remove the previous suggestion to give the exhibitors a rebate due to the economic impact it could have on the organization.

Second: Bob

Discussion: Board discussed the economic impact the rebate would have on our budget due to the current state of the economy in our country.

Motion: Passes unanimously.

##### **Approval of Minutes from January 20 & 23, 2011**

Motion: Bob moved to approve minutes as presented

Second: Mary Jo

Discussion: None

Motion: Passes unanimously

## **Membership Report**

The board discussed various renewal options; items discussed were automatic renews, lifetime memberships, and printed mailing of membership renewals.

Corporations and Institutions have huge difficulty logging in to the website, many issues are due to various secondary memberships for companies that are no longer with the companies, and the information was not passed on prior to their leaving. We can remove the problem by eliminating the "Secondary Membership" category and providing one password and member username per company.

Motion: Mary Jo moved that we remove the Corporate/Institutions secondary partner profiles from the website and from the paperwork and generate one username and password per company for all employees to access the website.

Second: Andrew

Discussion: None

Motion: Passes

Mary Jo express concern about the difficulty of the renewal process as a reason as to why our membership is not what we would like to have at this point of our organization's growth.

Motion: Monica moved that we eliminate member affiliate level 2 and 3 from the membership category.

Second: Bob Sinicrope

Discussion: None

Motion: passes

**Action item: Lou asked that Membership Committee review membership fees**

## **Treasurer's Report**

### **Profit and Loss**

Treasurer Rick Kessel gave a summary of the P&L to the board. JEN is in the black! We are financially in better shape than last year at this point especially given the current economy. It's a testament to how the board has dealt with the budget of the organization.

### **Projected Budget**

The finance committee is conservatively projecting a 10% increase in our income for the next fiscal year.

### **Office Management**

Currently the office manager makes \$26,500 a year. Our current part-time office manager has done an amazing job and has provided time towards the organization well beyond part time hours.

Motion: Rick moved that we increase Office Manager's pay from \$26,500 a year to \$30,000 a year (\$3,000 per month/IC Contract)

Second: Terell

Discussion: None

Motion: passes

### **Book Keeper**

Currently the bookkeeper makes \$500 a month. Our current bookkeeper, Mindy Muck is a full time bookkeeper and has provided our organization part time bookkeeping. She has done an amazing job organizing and keeping accurate financials for the organization.

Motion: Andrew moved that we increase bookkeepers pay from \$500 to \$600 a month

Second: Caleb

Discussion: None

Motion: passes

### **Travel Expenses**

The board discussed the possibility of using one travel agent to arrange for board travel. The discussion was divided as some prefer to handle their own travel while others felt the need for an agency to handle.

Lou ask the board to consider a travel expense limitation per occurrence for JEN Staff

Motion: Rick moved that will limit JEN staff travel to \$450 per occurrence as the Board's current limitation

Second: Willard

Discussion: none

Motion: Passes

### **Legal Fees**

Paul spoke to the board about the \$3,000 budget item for legal fees is used for any legal cost not covered by the pro bono work provided by Mark Poerio (a member of a group called Washington Area Lawyers for the Arts.

**Action Item: Paul Bangser will check with Mark Poerio about JEN's current eligibilty for pro bono legal advice.**

### **Bylaws**

Lou informed the board that we had one amendment to the by-laws to discuss. The amendments states more clearly how a member may serve as an officer.

Proposed Amendment to Article 5.1 of the current Bylaws to read:

To serve as an Officer, one must be a member in good standing of the Corporation, and except for the initial

officers of the Corporation elected at inception, must be a current member of the Board who has served at least one (1) complete year as a member of the Board of Directors.

Motion: John moved that we accept Article 5.1 of the bylaws as presented

Second: Paul

Discussion: None

Motion: Passes

### **Refund Policy**

The board discussed further developing a refund policy

**Action Item: Paul Bangser will clean up the language of our refund policy. Topic tabled until Thursday morning.**

### **Board Decision Making Processes**

Motion: Andrew moved that we post Processes Related to Board Decision Making as presented

Second: Mary Jo

Discussion: None

Motion: Passes

**Action Item: Lou Fischer will post the Process Related to Board Decision Making on the website.**

### **Recent Officer Election**

Andrew informed the board the nominating committee developed a slate for the office of vice-president and treasurer. Listed on the slate were John Clayton for vice president and Rick Kessel for treasurer. The board voted to accept the slate.

Board ratifies the election by acclamation.

### **Personnel Committee**

Andrew informed the board the he would like the Personnel Committee to review the staff needs of the organization. This will allow the organization to expand staff to accommodate the growth of the organization and to insure that our staff is able to meet the needs of the organization. Members of the committee are Lou Fischer, Jose Diaz, ?Monika Herzig, ?Willard Jenkins, ?and Mary Jo Papich

### **Membership Committee**

Larry spoke to the board about Membership: Currently 1129 paid memberships in various categories; discussion of auto-renewal system as a possibility; goal to identify persons with expired memberships; goal to get auto-reminders working again on website; and attract others to join.

### **Marketing Committee**

Caleb explained to the board that we contracted Larry Jackstien to develop a marketing plan. It's important that we define who we are and how we want to grow. At this point the marketing plan is aimed at the membership.

Motion: Caleb moved that the Women in Jazz Award bear the name Mary Jo Papich since she initially created this award and has funded the award personally since its inception.

Second: Jose Diaz

Discussion: None

Motion: Passes

### **Women in Jazz Award**

Motion: Rick moved that funding related to the Mary Jo Papich Women in Jazz Award be funded from the JEN Education Fund beginning with this year.

Second: Darla

Discussion: None

Motion: Passes

### **Louisville Conference Update**

Lou briefed the board that one of the benefits of coming to Louisville is that we have room to grow. Since the decision of coming to Louisville we have established a partnership with TI:ME. We also partnered with JAG on the Jazz Audience Initiative (Research Track) and Monika is the board liaison with JAG.

Lou spoke about Volunteers from the Kentucky Center for the Arts and the JEN donation to that group for their assistance approved by the EC.

### **Submission report**

Submissions have been reviewed by the various committees and accepted applicants will be notified in the next two weeks. There were 117 clinic submissions to JEN, not counting the TI:ME and JAG/JAI submissions,

Motion: Mary Jo moved that we offer an evening ticket without membership requirement.

Second: Terrell

Discussion: None

Motion: Passes

### **One Day Pass**

Motion: Willard moved that we offer a One day pass without membership requirement

Second: Terrell

Discussion: None

Motion: Passes 13 For; 2 opposed; 1 abstention

Action Item: Larry Green will develop using input from the board a price and criteria for the day and evening passes.

## **Production/Exhibits**

Jerry Tolson and Jim Widner addressed the Board and shared updates regarding production and exhibits.

Today's Meeting ends at 4:30pm.

Site Tour at 5pm

Galt House Hosted Reception at 6:30pm

## **•Wednesday, August 3, 2011**

### **Members present:**

Dr. Lou Fischer, Willard Jenkins, Dr. Darla Hanley, Andrew Surmani, Rick Kessel, Bob Sinicrope, Caleb Chapman, Ruben Alvarez, Dr. Monika Herzig, Paul Bangser, MaryJo Papich, John Clayton, José Diaz, Orbert Davis, Terell Stafford and Office Manager, Larry Green

Meeting Called to Order @ 9:10

### **IES Proposal**

The Board discussed in full the proposal presented by Dave Love/IES. The board is concerned about the commitment issue from the organization. Questions were raised about the liability of JEN's nonprofit status and percentage of profit to be gained in proportion to the IRS guidelines for non-profits.

Dave from IES spoke to the board about specific proposal via Skype conferencing call.

The board agreed to investigate further if IES would agree to running only the JENeral Store with JEN merchandise and offer a JEN member benefit to waive set-up fees for JEN members that contract independently with IES. The Board was hesitant to approve a blanket JENeral Store online with member pages included due to the above IRS guidelines as discussed.

### **On-site Recording Productions**

The Board declined to accept the proposal by On-site Recording Production. On-site Recording Production would like for JEN to get permission to record performance and to accept copyright responsibility. JEN does not have the manpower to handle the demand on the organization's resources due to this agreement as structured.

### **Bret Primack's/Arcadian Arts Proposal**

Similar to last year; Bret would like two rooms comp this year for himself and an assistant. All other details remained the same as the 2011 proposal.

Motion: Mary Jo

Second: Bob

Discussion: None

Motion: Passes

### **Hal Miller Proposal**

Motion: Bob Sinicrope moved that we do not accept Hal Miller's proposal as presented

Second: Rick Kessel

Discussion: None

Motion: Passes

### **University of Miami Graduate Credit for attending 2012 Conference**

Motion: Mary Jo Papich moved that we accept University of Miami proposal to provide Graduate Credit to members that are interested as presented.

Second: Terell Stafford

Discussion: None

Motion: Passes

### **Oxford Press Proposal**

Oxford Press submitted a proposal to JEN offering JEN members a 20% discount for goods purchased through a JEN link to their website. JEN would need to build a page with a link to Oxford Press website to accomplish this.

Motion: Bob moved that we accept Oxford Press Proposal to offer members of JEN a 20% discount as presented

Second: Darla

Discussion: None

Motion: Passes

### **JEN Corporate Partners**

Motion: Andrew moved that we let all of JEN's corporate members know that we are building a page where we can offer members a discount for their products in the interest of being fair to all members.

Second: Caleb

Discussion: None

Motion: Passes

### **Music For All/Bands of America**

Our Strategic Partnership Agreement will expire with Music for All in December of this year. Lou asked for volunteers to review the contract for Music for All. Lou asked to be recused from this discussion due to his status as Head of the Jazz Division with Music For All.

**Action Item: Mary Jo, Willard, and Caleb will serve on a committee to review the contract for Music for All. Willard is appointed as Chair.**

### **Community College All Star Ensemble Proposal**

The board discussed the possibility of developing the community college bands and other honor ensembles. Jose Diaz suggested that we develop a non-competitive festival for groups to participate that did not apply to appear or were not accepted to the conference.

Motion: Caleb moved that we table the Community College proposal

Second: Orbert

Discussion: None

Motion: Passes

**Action Items: Jose, Darla, Ruben, Terell, Caleb and Orbert will serve on the Festival Development Committee to investigate this proposal, non-competitive jazz festival, and honors ensemble.**

### **LeJENds of Jazz**

The board discussed honoring legendary jazz educators with an annual award.

Motion: Bob moved that we create an annual award to honor LeJENds of Jazz Education

Second: Mary Jo

Discussion: None

Motion: Passes

**Action Items: Mary Jo Papich, Bob Sinicrope, Monika Herwig, and Willard Jenkins will investigate how we will honor the LeJENds and report back after lunch.**

### **Festival Development Committee Report**

The Festival Committee recommended to the board that we pilot the festival component this 2012 conference by creating one clinic room. We would to invite groups not selected to perform on the featured venues to receive a clinic from an artist. We also would like to provide these groups an option of performing an out-reach program in one of the area schools.

Clinicians from the Board that volunteered to pilot this program and serve as a clinician this year include: John, Lou, Caleb, Ruben, Monika, Green, Darla (Vocal), Orbert, Mary Jo, Terell, Bob.

### **Submission Process Review**

Lou took the board through the submissions process. He gave a detailed explanation on the process of submissions, selection, and grid placement. After discussion and review, the Board approved the posting of the Process online for members viewing.



**ACTION ITEM: Lou to post to website**

### **Conference Comp Credentials**

Motion: Rick moved that we empower only the president and/or vice president to provide comp credentials when appropriate for the conference

Second: Caleb

Discussion: None

Motion: Passes

### **Future Conference Planning**

The Site Review Committee presented four proposals for 2013 and 14 as received, including Atlanta, Memphis, St. Louis, and Louisville, acknowledging that 9 proposals were reviewed initially and identifying the process of how the list was cut down to 4. Given the state of the economy, the committee's recommendation to the Board was to act on 2013 in the next month if possible, and to wait until after 2012 has passed before acting on 2014, and to wait until after 2013 has passed if at all possible prior to deciding on 2015.

The board discussed reviewed proposals in detail related to the planning for the 2012 Conference and future sites to consider. The board looked at various proposals and established a priority of destination cities for the organization's conferencing into the future.

Meeting ends at 5:00pm.

## **•Thursday, August 4, 2011**

### **Members present:**

Dr. Lou Fischer, Willard Jenkins, Darla Hanley, Andrew Surmani, Rick Kessel, Bob Sinicrope, Caleb Chapman, Ruben Alvarez, Monika Herzig, Paul Bangser, MaryJo Papich, José Diaz, and Office Coordinator, Larry Green

Meeting called to order at 8:35am

### **2012 Conference Day and Evening Passes**

Larry took an informal survey of the board about pricing for the day and evening passes. The consensus was that we offer the day passes for \$75.00 and \$30.00 for the evening concert.

The board took a straw vote and agreed to include the evening concerts with the day pass.

Motion:Caleb makes a motion that we offer a day pass that includes the evening concerts for \$75.00.

Second: Rick

Discussion: None

Motion: Passes

## **Evening Tickets**

Motion: Andrew moved that we offer a evening concert ticket for \$35.00.

Second: Rick

Discussion: None

Motion: Defeated

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Motion: Mary Jo moved that we offer a evening concert ticket for \$30.00.

Second: Caleb

Discussion: Recommended we start with only the Wednesday evening being offered to the General Public. It is important to recognize the need to accommodate all attendees to the conference if they were to attend the evening concert. Base all other nights on numbers attending the conference as we approach the date and have a more realistic picture of the attendance. Each evening will be offered to TI:ME Conference attendees.

Motion: 8 approve 2 opposed

## **JEN Education Fund/Scholarships**

The board discussed that we have education money that was not spent and agreed we would like to use some towards awarding additional scholarships. The Scholarship & Awards Committee was charged with further developing scholarships for all areas of education. Lou suggested the idea of a Founders Award in the amount of \$1,000 annually to honor the group of Founding Members of the organization.

Motion: Caleb moved that the board approve a founders scholarship and that the criteria and timing of the award be left to the discretion of the Scholarship & Awards Committee

Second: Darla

Discussion: None

Motion: Passes

## **Budget Review/Amendments**

The board reviewed the budget to adjust financial amount regarding the newly created day passes, evening tickets, stage sponsorships, scholarships, etc.

## **Conservatory Stage**

Motion: Paul Moved that we create a Conservatory Stage and announce a stage sponsorship program associated with that stage

Second: Ruben

Discussion: None

Motion: Passes

### **Festival Clinic Room**

Motion: Mary Jo moved to approve the Festival Clinic Room and develop a sponsorship program as recommended by the Festival Development Committee

Second: Paul

Discussion: None

Motion: Passes

### **Recognition of Former Board Members**

Bob addressed the board regarding recognition of former Board members and of creating some sort of process for this.

### **Budget Approval**

Motion: Rick moved that we accept the 2011-2012 budget as presented today on August 4, 2011.

Second: Monika

Discussion: None

Motion: Passes

### **Gala Education Fundraiser**

The Board discussed opening the Gala Education Fundraiser to the public. It was agreed we should do this.

Motion: Mary Jo

Second: Bob

Discussion: None

Motion: Passed

### **Education Committee**

Mary Jo gave an update on the Education Committee

### **Fundraising & Development Committee**

Paul agreed to chair the Fundraising and Development Committee.

### **Grant Sub-Committee**

Lou charged the Grant Sub-Committee with finding the organization some grant money. Mary Jo is the chair.

## **Refund Policy**

Motion: Paul

Second: Bob

Discussion: JEN membership: All JEN membership payments are non-refundable. Conference registration cancellations: The deadline to cancel your conference registration and receive a full refund is 60 days before the start of the conference. After that date, conference registration fees will be refunded minus a 20% service charge.

Vendor cancellations of exhibit space: Exhibit space cancellations received 60 days or more before the conference starts will receive a full refund minus a 20% service charge. Exhibit space cancellations received less than 60 days before the conference starts are not eligible for a refund. Hotel room cancellations: Refund policies for hotel room cancellations are established by the hotel and not by JEN. JEN is not responsible for hotel refund decisions.

Motion: Passed

## **Adjourn**

Motion to Adjourn: Lou

Second: Mary Jo

Motion Passed

Meeting adjourned at 12:15pm

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