

Minutes

AGA BOARD OF DIRECTORS MEETING

Sunday, April 6, 2008 – 8:00 PM EDT

Meeting called to order by: Roy Laird at 8:08 EDT
Type of meeting: Regular monthly conference call

Attendees:

Roy Laird (At Large) Chairman
Paul Celmer (Eastern Region)
Chuck Robbins (Eastern Region)
Laura Kolb (Central Region)
Roy Schmidt (Central Region)
Willard Haynes (Western Region)
Gordon Castanza (Western Region)
Mike Lash (President)
Pauline Pohl (Secretary)

Absent:
None

1. Approval of minutes

Gordon Castanza made a motion to accept the minutes from the March 2, 2008 Board meeting. Roy Schmidt seconded the motion. The motion was unanimously approved.

2. Closed Session

The Board entered a closed session to discuss the problem with selecting and sending a representative to the Fujitsu tournament.

3. President's Report

Mike Lash presented his monthly report:

a) Tournaments

World Mind Sports Games (WMSG) Lash reported that Chris Kirschner will be the AGA's official WMSG coordinator. He created the point system that will be used to determine the qualifiers, and he will go to Beijing for the whole event. The organizers of the WMSGs have asked that the names of the US team be submitted to them by June 30. The team will be named based on the number of points

accumulated so far. In Pair Go, North America will get two pairs: one US and one Canadian pair, with only one team getting paid airfare. There will be a tournament to determine which teams will be invited and who will get the airfare paid for. Allan Abramson will direct the on-line tournament.

Fund-raising for transportation: 3000 members will receive a mailing asking for support for the program. Already nearly \$10,000 has been raised and closer to \$35,000 is the amount required to send the team. Lash asked the Board whether they would approve an expenditure of up to \$20,000 to help fund the travel of the team.

Paul Celmer made a motion that the AGA commit to providing up to \$20,000 if needed to support sending the US team. Because this motion came up during the president's report, Gordon Castanza raised a point of order because there is a WMSG agenda item on the agenda. Chairman Laird asked if there was any discussion. Gordon Castanza stated that a point of order is not debatable. Chairman Laird agreed that this motion should come up under the WMSG agenda item.

b) Resolution for Congress Second Merchant Account

The following text is copied from Lash's written report to the Board, because the wording was so specific.

=====
In October 2007, the Board approved a resolution authorizing me to sign an application to open a merchant account with Costco that allows payments for the Congress online with credit cards. That was done, the service is good for 3 calendar years, and we can use it at the next two Congresses no matter where they are located.

However, there is a different "swipe card" account that allows people to pay with a credit card *at the Congress venue* like at every retail business in the country. The vendor is also different – it is US Bank, not Costco. Therefore, a similar, but new, corporate resolution is required for this financial institution and the language is as follows:

"1. Resolved, That any one of the following officers of the company – Michael Lash, President and Chris Kirschner, Executive Vice President – is authorized to –
A) Execute on behalf of this company a Merchant Application and agreements of other necessary documents including any amendments;
B) execute any document requested from time to time be executed in furtherance of the Merchant Application or relationship resulting therefrom;
C) perform all acts that may be necessary to carry out the intent of the Merchant Application and this Corporate Resolution;

2. Resolved, that the Merchant Application and the resulting relationship is ratified and approved;

3. Resolved, that the entities receiving this Merchant Application are authorized to reply on this corporate resolution until advised in writing by a like certification of any changes and are authorized to rely on such changed certification.”

I (Lash) request the Board do the following:

- a. approve the above resolution,
- b. authorize me and Chris Kirschner to sign the application, and
- c. authorize me, or Chris Kirschner with my express consent, to sign all other applications and documents necessary and appropriate to complete the set up of banking and credit card operations for the 2008 Congress.

The AGA secretary should prepare, if this resolution is adopted, a separate document expressing the above resolution for storage with all formal Board resolutions. It should include appropriate dates, names and be signed by the Secretary in that capacity.

=====

Paul Celmer made the motion to approve the request that the Board authorize Lash and Kirschner to sign the application to authorize the contract.

Roy Schmidt seconded the motion

There was some discussion where Lash explained the difference between this agreement and the one that was authorized in October.

The vote was unanimous in favor of the motion.

c) Ing Grants

Lash reported that the Ing Foundation has promised \$14,400 to support the U.S. Youth Go Congress programs this year.

\$6000 for teaching programs was received from the Ing Foundation last year, but it hasn't been used yet. Now, Lash has approved \$1000 for the Kalamazoo, MI workshop to add to their \$1600 to have the professional Jenny Shen teach their group.

The Ing Foundation has asked for a complete accounting of how the money they sent the AGA last year was spent. Lash said AGA Treasurer Adam Bridges is preparing a detailed report that Chris Kirschner will deliver to a representative from the Foundation if it is ready on time.

d) Web Site Upgrade

Lash reported that the web site upgrade is under way. It will be running before the Congress.

e) Congress MOU

Lash asked that the most recent version of the MOU be approved by the Board. That discussion was postponed until later in the agenda.

f) 2009 Budget

Lash reported that he just recently started getting requests for the 2009 budget. He will get the proposed budget to the Board as soon as possible so it can be voted on at the next Board meeting.

Lash reported that there has been an increase in multiple year membership renewals, as a result the cash flow may fluctuate in future years. Chuck Robbins suggested the AGA move to an accrual method to track multiple-year memberships as liabilities occurring in the year they apply. Lash agreed and said he will work with the Treasurer to see if the new website can assist in identifying membership payments as single or multiple year memberships in a manner easily transparent to the Treasurer so he can easily account for the income in the correct year.

4. World Mind Sports Games Funding

Paul Celmer made a motion to approve spending up to \$20,000 if needed to send the US team to the WMSG. This would only be used if fundraising efforts currently underway fall short.

Willard Haynes seconded the motion.

Vote:

5 in favor

2 opposed (Chuck Robbins and Gordon Castanza)

The motion passed.

5. Presidential Search Process

Laird said the committee has concluded their interview process. Gordon made the motion to limit consideration to the two candidates. (Abramson and Nassar) Roy Schmidt seconded the motion. The Board moved into closed session to discuss the nomination. Castanza said that just because a person votes in favor of one candidate, it is not a vote against the other candidate, because all agree both candidates are capable of filling the position.

Celmer made a motion to vote on the two candidates. Robbins seconded the motion. The Board voted for either candidate. The vote was 5-2 in favor of Abramson.

Gordon Castanza made a motion to unanimously elect Allan Abramson President. Laura Kolb seconded the motion. The vote was unanimous to elect Allan Abramson.

6. Congress MOU

Willard Haynes made a motion to accept the MOU as currently written.

Laura Kolb seconded the motion.

Celmer asked about item 11, which says the Congress directors have to get tax information from players who earn over \$600 in prize money. He asked if that was a new policy and if the AGA has gotten in trouble in the past? Lash said it comes up when the AGA files its taxes. We need to send 1099 forms to each individual and have the recipient's Social Security number if they earn more than \$600. It was discussed that since one person could win multiple prizes that will add up to more than \$600 over a tax year, the AGA should get tax information for any player who wins more than \$100 at the Congress or any other AGA-funded event. For large prizes paid by the AGA, the recipient will have to sign a paper with his/her Social Security number before the AGA Treasurer will write a check to the winner.

Vote: 6 in favor 1 opposed. The motion passed.

7. Breakaway Chapters

This item refers to comments and questions raised by Gordon Castanza during the Presidential Search committee interviews with the presidential candidates, where he suggested that some chapters are so dissatisfied with AGA services that they may be considering "breaking away" and forming a separate organization. Laird had asked Castanza to provide the Board with a fuller written report on these findings, but he declined. At the meeting, he stated that concerns about these statements amounted to "a volcanic over-reaction to a semi-hypothetical question" and provided a verbal report.

Castanza referred first to Phil Waldron's recent report, summarizing phone calls he made to 44 chapters, and Mike's summary in the 3/24 EJ. (The report can be seen at http://www.usgo.org/media/File/2008_03_24_ChapterReport.pdf) and mentioned that he had personally contacted several Chapters as well, encountering a number of comments regarding negative aspects of Chapters' experience:

"The AGA is willing to take both the chapters and the individual members' annual dues, but we don't get our money's worth from the AGA."

“We work our butts off, but the AGA is letting us down; it does not do much to help the local chapters.”

“Diminish/eliminate the incestuous arrangements that have focused power into the hands of a few.”

“Cease shamefully abusive personal attacks that are orchestrated behind the scenes to give the appearance of a landslide of discontent.”

“Cease inciting the rank-and-file to riot.”

“There is a total lack of a professional attitude.”

“Deal with people in a more humane manner, do not use stentorian arrogance to make your point.”

“Chapters do not know where their membership dues are going, they would like clear, transparent and easily understood monthly financial reports from the AGA.”

Chapter reps told Castanza that “interactions with AGA leadership are dismissive. Chapter reps report that they do not feel that the AGA cares to provide them with services. This came through especially loudly in requests for financial information in a clear, understandable way. They report that they were patronizingly shuttled off to someone else who spoke to them in accounting double-speak and they still didn't get their question answered.”

Castanza also found a specific interest in membership accounting programs, financial accounting programs, and a reliable tournament pairing software package. There were also requests for clearer lines of organization and communications; better established responsibilities and accountability; opportunities for training and promoting the rank and file based on their abilities and merit.

Another specific request was that the AGA should provide chapter services through a shared host that include online registration process for local tournaments so that once attendees register and set up their profile they are good for any tournament that the local chapter may present; attendees just have to specify their preferences for the particular tournament (entering rank, byes they might want, box lunch request, etc.) Finally, a standard chapter accounting system for all club bank account transactions, that would generate both tournament specific balance-sheets, and year-to-date financial statements.

There was discussion as to whether we could get a new AGA Chapter Services Representative to be more actively involved in meeting the needs of chapters across the country. It was agreed that it would be a good idea, and that it should be made known that we are accepting nominations.

8. New Business

Castanza entered a motion: “to impeach the Chairman of the Board of the AGA, Roy Laird, and, at his own request, Chuck Robbins, for misfeasance, and dereliction of duty, including mis-representation, dissembling, and prevarication, in accordance with the AGA By-Laws’ Article III, Section 10, and that this motion constitutes notice, and that all actions he has taken in violation of the above article be immediately declared null and void.”

There was no second.

Willard Haynes asked if there was something the Board should be doing concerning the Fujitsu. Chuck Robbins suggested we need to be clearer about responsibilities so these misunderstandings and mistakes don’t happen again.

Laird said we need to decide whether someone who is otherwise qualified to compete in an invitational tournament should be disqualified because they have represented the AGA in two international events in a year. Robbins said that top players and tournament directors should have to sign an agreement that they understand and abide by the rules of the AGA before competing in or organizing a major event. It will be the responsibility of the player to notify the organizers if they have mistakenly invited to a tournament they are not eligible to win. It was late, and the consensus was that there is much to be discussed on this topic, so it will be added to the agenda of the next conference call.

9. Schedule the next meeting

The next regular conference call is scheduled for Sunday April 27 at 8:00 EDT

10. Adjournment

Willard Haynes made a motion to adjourn the meeting. Gordon Castanza seconded the motion. The motion was unanimously approved. The meeting adjourned at 9:57 EDT.

Minutes submitted by Pauline Pohl, AGA Secretary