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2010 ABANA BOARD OF DIRECTORS MEETING

Memphis, Tennessee

Thursday, November 11, 2010

The meeting was called to order at 6:05 pm by President Paul Boulay. Those in attendance were:

Peyton Anderson	Lance Davis	Doug Kluender	Jack Parks
Andrew Blair	Myron Hanson	George Matthews	Linda Tanner
Gerald Boggs	Gerald Boggs	John McLellen	John Yust
Paul Boulay	Rome Hutchings	Ray Nager	
Bill Clemens	David Hutchison	Mike O'Heeron	

Absent: Amy Pieh

In attendance from the ABANA Central Office, was Diane Walden, Administrator, and Victoria Lonergan, Membership Services.

The meeting was called to order at 6:05 pm. President Paul Boulay discussed the Conflict of Interest Policy, and asked that any board member who had a conflict with the policy to absent themselves. He reminded the members about the 9am – 8:30pm Strategic Planning meeting on Friday morning at the Holiday Inn. He stated that he would be handing out the committee list for board members to choose which committee that they would like to sign up for, and would pick it up on Friday night. He also noted that once a year was not enough time for the board members to meet and that more face time was needed.

Proof of notice for the meeting was given.

The board approved the 2009 Minutes before the meeting through the ABANA Internet Forum.

Paul Boulay passed out the board agenda stating there was a change in the order of business and would like to move the elections to Saturday morning. The intent was to put off the elections to be able to spend time with each other before voting.

He noted that Old Business would be the Trust Document. On Saturday, there would be the elections and any committee reports. New Business would be the publication election schedule, publications, and mini grants.

MOTION #1 – Peyton Anderson moved to accept the agenda. John McLellan seconded the motion. PASSED

Paul Boulay asked all the board members to introduce themselves and let them know a little about their background.

MOTION #2 – Jack Parks moved to suspend the rule for officer elections until Saturday morning no later than 11am. Andy Blair seconded the motion. PASSED

Old Business

Education Endowment - There are two reasons for amending the document statement. The first one is there are a number of questionable provisions in the document and the second was that the state of Georgia does not follow uniform trust rules. The committee came up with a new draft but there were problems with the loans from the trust. Discussion ensued about how to determine how we operate with scholarships and grants and how to fund our primary purpose. It was noted that we have to follow our donors' intent. The trustees operate as our financial advisors.

MOTION #3 - Doug Kluender made a motion to adopt the amended trust document with changes. John McLellan seconded the motion. PASSED

Note: Linda Tanner, Mike O'Heeron and Gerald Boggs abstained from the vote.

Paul Boulay appoints the trustees and they are Dick Nietfeld and Linda Tanner. Any member of the board can be a trustee. ABANA needs trustees who are good financial advisors. Peyton Anderson thought we should also look outside the board for trustees. It was stated that we needed an Ad Hoc Committee to draft procedures on how money will flow and how we process the grants and scholarships. That committee would be Peyton Anderson, Doug Kluender, Linda Tanner and Lance Davis.

David Hutchinson said that we have received one application for \$1,500 which was given out. He stated that the committee needed to know how much money is available to be given out. Paul Boulay said he has put on the website very specific guidelines for scholarship and grants. Paul Boulay asked everyone to look at the asset sheet and the three categories. He indicated that some items needed to be cleaned up.

Doug Kluender stated that we needed to be careful about taking money that has strings attached and that a policy needed to be developed so the money doesn't just sit there and that it is used. Discussion ensued about individual grants.

The budget was discussed noting that we need to base next years budget on this year's budget. Our largest asset is membership dues and advertising revenue. Money goes to the publications, and funding the central office. The board has tried to keep the conference, trust and board issues separate and have done a good job. The revenue received is not clear as all quarters are different for membership. It was thought that we

need to get in sync with publications and paying Rob Sebastian and that the magazine schedule needs to be moved to the correct season/quarter.

Publications - Peyton Anderson said that he has been working on the contracts. Mark Aspery and Carl Voss have contracts. Discussion ensued about the background of the Editors. The discussion turned to the idea of the Anvil's Ring being a national magazine and how we can improve our magazine and move it to the newsstands. Some members thought we should redesign our website and go with the internet. Paul Boulay said that Trenton Tye is doing some videos for our website targeted towards the novice. Paul Boulay asked for articles on "What do I need to do to become a blacksmith?" and to post it on the website. He said our website is not up to date.

All Committee Reports were submitted prior to the annual board meeting through the Forum. Michael O'Heeron reminded everyone about the strategic planning session and to not try to conduct business during the session.

MOTION #4 – Peyton Anderson moved to adjourn the meeting. Gerald Boggs seconded the motion. PASSED

Meeting adjourned at 8:10pm.

Friday, November 12, 2010

ABANA Strategic Planning Session held at the Holiday Inn, Memphis, TN, with Michael Wyland as the facilitator.

Saturday, November 13, 2010

The meeting was called to order at 9:07 am by President Paul Boulay.

Board members absent were Amy Pieh. Non-board members present were John Yust, Myron Hanson, Diane Walden and Victoria Lonergan.

Carissa Hussong, Executive Director of the Metal Museum was introduced to the board members and a check was presented to her from ABANA.

Nominations and Election of Officers

Peyton Anderson handed out ballots and asked everyone to vote.

- President –John McLellan nominated Paul Boulay. Gerald Boggs seconded the nomination. George Matthews nominated Peyton Anderson. Mike O’Heeron seconded the nomination. Jack Parks moved to close the nominations and it was seconded by Doug Kluender. Peyton Anderson was elected President.

Peyton Anderson said he appreciated the support from the board members and was surprised. He felt that Paul Boulay did a great job for ABANA. Discussion ensued about when the new board position would be assumed – immediately.

- 1st Vice President – David Hutchinson nominated Paul Boulay. Mike O’Heeron seconded the nomination. Andy Blair moved to close the nominations and it was seconded by Peyton Anderson. Paul Boulay was elected 1st Vice President.
- 2nd Vice President – Andy Blair nominated David Hutchinson. Linda Tanner seconded the nomination. Paul Boulay nominated John McLellan. Doug Kluender seconded the nomination. Paul Boulay moved to close the nominations and it was seconded by Jack Parks. David Hutchinson was elected 2nd Vice President.
- Secretary – Lance Davis nominated Bill Clemens. George Matthews seconded the nomination. David Hutchinson moved to close the nominations and it was seconded by George Matthews. Bill Clemens was elected Secretary.
- Treasurer – Mike O’Heeron nominated Linda Tanner. George Matthews seconded the nomination. David Hutchinson moved to close the nominations and it was seconded by George Matthews. Linda Tanner was elected Treasurer.

Publication and Election Schedule – It was stated that the publication schedule needed to be changed. One suggestion was to move the publication date up one week for each issue and to do this for a couple of years. Another was to take the season name off and just put the Quarter. It was suggested we move the election to the 2nd magazine of the year. The election committee procedures could be changed to require 60 days from the publication date until the ballots are due.

MOTION #5 – Paul Boulay made a motion that we change the election committee procedure to require 60 days from the publication date until ballots are due in the case where we use the magazine for the election. Gerald Boggs seconded the motion.
PASSED

The election and publication committees will work out the dates.

Break at 9:58am

Back in Session at 10:16am

Publication Honorarium – Discussion returned to giving an Honorarium for articles submitted for the Hammer’s Blow, up to \$1,000 per year. Mark Aspery would recommend the person for the article and wants to give them \$100-200. Discretion would be left to Mark Aspery. Discussion ensued about where the money would come from.

MOTION #6 – Jack Parks made a motion that we give an Honorarium for articles up to \$1,000 for a period of one year. Paul Boulay seconded the motion. Andy Blair moved to amend the motion to add where the money will come from. Paul Boulay amended the motion to include the funding to come from the 2010 conference fund and will be reconsidered next year. Linda Tanner amended the motion to state the amount would be added to the publication budget. Paul Boulay made the final motion that Mini Grants be given for Hammer’s Blow articles up to \$1,000 per year from unrestricted funds for one year and to be re-evaluated next year. PASSED

Grants are to be approved by the publications committee.

Grants and Scholarships –

MOTION #7 – David Hutchinson made a motion to take the net proceeds from the Iron In The Hat to be put in a temporary restricted account and used up to that amount over the next two years to be given out by the grants and scholarship committee. Andy Blair seconded the motion. PASSED

MOTION #8 – David Hutchinson made a motion to give Andre of France a one year free membership. He scans the Anvil’s Ring back issues so they can be put on CDs. Gerald Boggs seconded the motion. PASSED

Affiliates

MOTION #9 – David Hutchinson made a motion to accept the Moroccan group as the newest ABANA affiliate. Lance Davis seconded the motion. PASSED

Break at 11:05

Back in Session at 11:20am

New Business

ABANA Budget - John McLellan went over the budget based on membership and advertising. Discussion ensued about amending the budget to add \$150 for the Humble Award.

MOTION #10 – Paul Boulay made a motion to amend the budget to add \$150 to the Humble Award. Doug Kluender motioned to accept the budget with the amendment to add \$150 for the Humble Award. Andy Blair seconded the motion. PASSED

Peyton Anderson said there would be conference calls with the board members the 3rd Thursday of each month at 8pm EST and that there needed to be more consistency. Bill Clemens said that everyone should be using V Bulletin. Many board members said it was hard to find stuff. Discussion ensued about email notifications, moderators and an archive.

Central Office left to pick up lunch for the board members.

Board moved into Executive Session
to discuss Awards and Contracts

CO and Non Board members were excused

Following Executive Session the Board broke for Lunch

Lunch

Publications Contract Rob Edwards and the Anvils Ring

Paul Boulay addressed the proposed contract for the Anvils Ring and asked for the board's approval to proceed with negotiating the contract for the upcoming year.

MOTION # 10 made by Andy Blair to allow Paul to proceed with the contract negotiations.

Seconded by George Matthews
PASSED

Journeyman Program

John McLellan discussed the status of the program and the Penland Curriculum also based on the Western States Journeyman's Program

Break 3:45 -4:00

ABANA Conference 2012

Co Chairs Jack Parks and Lance Davis discussed the proposed conference in Rapid City South Dakota. Discussion included facilities available at the Fairgrounds and School of Mine adjacent to the Fair Grounds. Several potential demonstrators were discussed. Discussions also about a Portfolio Show and Slide Show. Insurance for the conference was discussed and the need for an Insurance Agent. Conference seed money and needs for equipment upgrades was discussed.

MOTION # 11 Dave Hutchinson made a motion to set aside \$40K from 2010 Conference Profits as Seed Money for the 2012 Conference George Matthews Seconded. PASSED

Dates Jul 18-24, 2012

Location: Fairgrounds and School of Mines in Rapid City South Dakota

MOTION #12 – Paul Boulay moved to adjourn the 2010 Board of Directors Fall Meeting at 6:00 pm. Ray Nager seconded the motion. PASSED

Respectfully submitted: Bill Clemens, Secretary