

New Deal Café
Minutes of
Annual Membership Meeting
March 8, 2010
(10-19-10)

The Annual Meeting of the New Deal Café cooperative was called to order at 7:10 p.m. by Bill Jones, who the board designated to preside at the meeting. Thirty members were present, representing a quorum.

1. Approval of Minutes - The minutes of the Annual Meeting of February 9, 2009, the Special Membership Meeting of June 7, 2009, the Special Membership Meeting of June 29, 2009, and the Special Membership Meeting of October 5, 2009 were approved.
2. President's Report - Terri Rutledge, president of the board, gave a report on the accomplishments of the past year which included the following highlights:
 - Second successful year of operation with Chef Kari running the restaurant.
 - Contract between Chef Kari and New Deal Café renegotiated mid-year.
 - Cooperative began running the bar as part of the new arrangement.
 - Bar operations are running smoothly under bar manager Tom Leamond and with strong volunteer support.
 - Chef Karim began a Sunday Brunch, now offers weekly specials, and introduced a bar menu.
 - Income from the bar enabled the cooperative to make steady progress in paying off its debt.
 - A reserve fund (\$8,410) was established for emergencies.

She also reported on the Board's management of the café as follows:

- The board meets twice a month and additionally as needed.
 - The board meets with the manager monthly.
 - The Audit Committee (new this year) is represented at all meetings.
 - The board meets with FONDCA quarterly.
 - The board has increased public relation efforts to widen the customer base.
 - Payroll services have been set up for cooperative employees' pay and taxes.
 - The 2009 income taxes are being filed on time.
3. Financial Report/Proposed Budget - Bill Wilkerson, treasurer, reported the following highlights:
 - Net income from the bar averaged \$3,800/month.
 - Total debts were reduced from \$128,244 to \$99,999.
 - One loan (GCC) and one debt (Bonaparte Bread) were retired.

- New bills were incurred for legal services, the kegerator, and back pay.
- Many remaining debts will be paid off in 2010.

He also explained the proposed 2010 annual budget as follows:

- Income (bar, fees, and debts owed to coop) projected as \$87,600.
- Expenses (loans, bills, payroll, beer/wine, miscellaneous) projected at \$87,600.

4. Audit Committee Report - Michael Hartman, chair of the Audit Committee, reported:

- The Audit Committee is composed of Michael Hartman, Ed James, and Dorian Winterfeld.
- The committee has attended every board, and board manager meeting. The committee is pleased with the board's performance.
- The committee will be reviewing compliance with the Agreement and keep an eye on financial procedures.

5. Election of Officers

Bill Jones announced that there were three open seats on the board, two (2) two-year terms, and one (1) one-year term. Nominations were received for three candidates: Don Comis, Mike Stark, and John Nichols. The membership voted for all three by acclamation.

Nominations were received for three candidates to fill three (3) one-year terms on the Audit Committee: Ed James, Dorian Winterfeld, and Michael Hartman. The membership voted for all three by acclamation.

6. Proposed By-Law Changes

First, the members passed the correction of a typo as follows: In Article V. Directors, Section 5. Meetings, Subsection c: Change the subsection number cited in from 11 to 8, because the subsection referenced here was renumbered when a prior section was removed by a previously approved by-law change.

Second, the members discussed the proposed by-law change to Article VIII Financial Regulations, Section 7 Loans and Investments which would have added the following wording: "The Board of Directors shall not enter into any loan, borrow any money, or commit the cooperative to any new financial obligation, in excess of a cumulative debt ceiling of \$10,000 without approval by the membership."

During discussion an amendment passed to reword the proposed change as follows: "The Board of Directors shall not enter into any loan or borrow any money in excess of an

approved debt ceiling of \$10,000 without approval by the membership.” It was noted that the existing debt exceeds \$10,000 so the membership should consider approving the existing debt in order to keep the existing board from being in violation of the proposed change. Another suggestion was to lower the proposed ceiling to \$5,000.

After further discussion, it was decided to take the proposed change under advisement and for the board to appoint a committee to work on the change for consideration at the next membership meeting.

8. Proposed Standing Rule Change Regarding Notice of Meetings

The proposed standing rule change to substitute the following language for the standing rule on “notice of meetings”:

“The secretary shall email notice of each meeting of the Board and each meeting of the membership to all members by means of the New Deal Café group listserve. Said notice shall state the time, place, and object of the meeting. For special meetings of the board, notice shall be sent at least two hours before the meeting and within 24 hours after the meeting is called. For all other meetings, said notice shall be sent 5 to 14 days before the meeting. Members who have provided the membership committee with their email addresses shall be assumed to have requested such notices until they inform the secretary otherwise. All members are entitled to be on the listserve.”

9. Renewal of Approval of Board Member as Bar Employee

The board reported that the part-time employment of a board member as a paid bartender, as approved by the membership in 2009 subject to review annually, worked out very well. The presence of a board member at the bar ensured that the bar is staffed, enabled the board to maintain insight into the operation of the bar as a business, and allowed the board to monitor the working relationship between the bar and the food operation.

After review, the membership approved a motion to “direct that a board member may be compensated indefinitely if working as a paid bar employee, subject to approval of the board, and according to the specifications of the approved bar position descriptions and pay rates.”

10. Reports

Music and Events Committee - Dorian Winterfeld reported that the music selection has been well-received and that the bands have collected good tips. The new sound system has improved the sound. It was suggested that a card with the name of the band and content information might be placed on the tip jars.

Arts Committee - All agreed that the art shows and receptions were to be highly complimented..

Publicity Committee - All agreed that Don Comis has greatly improved the cafe's publicity and that has been good for business.

FONDCA - Barbara Simon, president, reported that Friends of the New Deal Café Arts is in it's 7th year of supporting the cafe's mission of community arts. She described the highlights of the past year as including sponsorship of art shows, Art Walk, free concert, the jazz concert series, the Eileen Peterson Youth Music Series, and the New Year's Eve celebration. FONDCA also purchased new sound equipment paid for through the annual donation drive.

FONDCA received grants from various organizations. She reported that FONDCA is interested in starting a new initiative to form a community development corporation that would encourage an economic revitalization of Roosevelt Center.

11. Debt Limitation

The membership passed a motion specifying that the "board may not exceed \$110,000 in cumulative debt. Further, the debt ceiling must be renewed at each annual meeting."

12. Board Stipend - It was suggested that the board be paid a stipend. It was decided to bring the matter up at the next meeting.

The meeting adjourned at 9:50 pm.

Respectfully submitted,
Bill Wilkerson