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***Sunday, July 19, 2015: Regular Monthly Board Meeting
Called to order at 1:10 p.m.
Meeting Held at: Catalyst - 4810 NE Garfield Ave / Portland, Oregon 97211***

ATTENDANCE:

BOARD MEMBERS PRESENT: Tobin Britton, Justin Britton, Gary Klein, Bill Westervelt, and Stormy.

BOARD MEMBERS ABSENT: None.

TITLEHOLDERS PRESENT: Steven Steinbock, and Shawna Clausen joined in by telephone on speakerphone

TITLEHOLDERS ABSENT: None.

GUESTS PRESENT: Derek Chavez.

SECRETARY'S REPORT:

- No one identified any items from the Public or Private minutes that warranted correcting from the Minutes of the June 2015 board meeting & executive session. Stormy made the motion to accept the June 2015 minutes for both the Public and Private Sessions as is. Bill seconded the motion. Gary abstained. All of the other board members voted unanimously in favor of approving the minutes without any modifications. Therefore, the minutes were accepted as is.

TREASURER'S REPORT:

Our starting balance was: \$6,411.87 June 21st, 2015.

Deposits / Credits made during the last month included:

6/29/15	Ad Sale		\$35.00
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Checks written / Debits made during the last month included:

6/23/15	USPS	Debit Card	\$66.00
	1 year renewal of PO Box		

6/26/15	David Boyer	Check 924	\$2,000.00
	Retainer for Legal Representation		

6/29/15	Intuit GoPayment	ACH	\$1.44
	Credit Card Processing Fees		

7/14/15	Peacock Productions	Check 926	\$211.50
	Feast Charity Payout		

Travel Fund Activity:

Mr. Travel Fund - \$0.00
 Ms. Travel Fund - \$0.00
 BB Travel Fund - \$0.00

The Current Allocation of Funds reflect the following:

Bank Account Balance:	\$4,167.93
Blackout Monetary Assets:	\$3,622.69
Mr. Travel Fund	\$ 189.18
Ms. Travel Fund	\$ 119.73
BB Travel Fund	\$ 236.33

The activities for the year 2015 are as follows:

Date	Check / Deposit	Recipient	Debit	Credit	Balance
01/01/15		Balance as of January 1, 2015			\$7,182.62
01/06/15	Deposit	OLP Reimbursement		\$25.77	\$7,208.39
01/09/15	Debit Card	USPS (Postage)	\$12.98		\$7,195.41
01/15/15	Debit Card	GoDaddy.com (back2blackpdx.org renewal)	\$16.49		\$7,178.92
01/23/15	Deposit	Calendar Sales		\$70.00	\$7,248.92
01/23/15	Deposit	Donation to Mr. Travel Fund		\$50.00	\$7,298.92
02/23/15	919	Corporation Division (2015 Annual Report Fee)	\$50.00		\$7,248.92
02/23/15	920	Oregon Dept of Justice (CT-12 Fee)	\$10.00		\$7,238.92
03/18/15	Debit Card	PrideNW (Pride Parade Registration)	\$100.00		\$7,138.92
04/19/15	Debit Card	Opening Till for Muggs & Mutts	\$100.00		\$7,038.92
04/20/15	Deposit	Muggs & Mutts Raffle		\$184.00	\$7,222.92
04/20/15	Deposit	Muggs & Mutts Door		\$275.00	\$7,497.92
04/20/15	Deposit	Muggs & Mutts Tips		\$241.00	\$7,738.92
04/20/15	Deposit	Opening Till Replacement for Muggs & Mutts		\$100.00	\$7,838.92
04/21/15	921	Darcelle XV (Pre-payment for Mid Evil Feast)	\$1,000.00		\$6,838.92
05/11/15	922	Oregon Aids Memorial Inc (Muggs & Mutts Payout)	\$630.00		\$6,208.92
05/17/15	Debit Card	Opening Till for The Medieval Feast	\$100.00		\$6,108.92
05/17/15	Check 923	Steven Steinbock (BLP's portion of IML)	\$1,000.00		\$5,108.92
05/18/15	Deposit	Opening Till Replacement for Medieval Feast		\$100.00	\$5,208.92
05/18/15	Deposit	Cash Door and Flatware Proceeds		\$285.00	\$5,493.92
05/20/15	Deposit	Credit Card Door Proceeds		\$100.00	\$5,593.92
05/20/15	ACH	Intuit Credit Card Fees	\$4.15		\$5,589.77
05/28/15	Debit Card	123Cheapdomains.com (1 year renewal of Blackout and OLP domains)	\$27.90		\$5,561.87
06/09/15	Deposit	Proceeds from Brown Paper Ticket Sales		\$850.00	\$6,411.87
06/23/15	Debit Card	USPS (1 year renewal of PO Box)	\$66.00		\$6,345.87
06/26/15	924	David Boyer (Retainer for legal representation)	\$2,000.00		\$4,345.87
06/29/15	Deposit	Ad sale		\$35.00	\$4,380.87
06/29/15	ACH	Intuit Credit Card Fees	\$1.44		\$4,379.43
07/14/15	925	Voided - written amount not legible	\$0.00		\$4,379.43
07/14/15	926	Peacock Productions (Payout from Feast)	\$211.50		\$4,167.93

- No one had any questions or substantive comments about the Treasurer's report.
- Stormy made the motion to accept the July 2015 Treasurer's Report as is without any modifications. Bill seconded the motion. Justin abstained from voting. All of the other board members voted in favor of approving the Treasurer's Report without any modifications. Therefore, the Treasurer's Report was accepted as is.

TITLEHOLDER'S REPORTS:

Mr. OSL REPORT:

July 2015

- 5 Vancouver Pride
- 5 Gay Vancouver Pageant
- 11 Vancouver Pride Pageant
- 18 #HIVstigma
- 18 PDX-PAH Mosh
- 26 Bat 'n Rouge PDX
- 27 Talking Kink: Primal Play

August 2015

- 1 Portland Celebrity Lip Sync
- 2 Leather Bears Beer Bust
- 3 Leather Bingo
- 5 Puppy 101
- 6 Leather Family BBQ
- 7 Leather Vegas
- 8 Oregon State Leather Contest 2015

Steven handed in his Step Down Photograph & Step Down Text for the program book. Also handed in his Judge's biography, and Judge's photo.

Steven noted that he just tried phoning up Shawna, and she apologized for not being available at that moment. She will phone back in a few minutes, to deliver her Titleholder's Report.

OLD BUSINESS:

Leather Pride Week / Sponsorships of OSL Contests:

- Coors Brewing is not interested in a sponsorship at this time.
- Already received the funds from Fantasy for Adults Only for their commitment as sponsors.
- Both Embers & Eagle have committed to being contest sponsors.
- Stormy spoke to The Local Lounge – their space is not going to work well for the Tribal event

Ms. OSL REPORT:

June 2015

- 14 Portland Pride Parade
- 28 Seattle Pride Parade

July 2015

- 11 Vancouver Washington's LGBTQ Saturday in the Park Pride
- 11 Vancouver Washington's Gay Pageant

August 2015

- 8 Oregon State Leather Contests

BACK TO OLD BUSINESS:

Leather Pride Week / Bingo:

- Stormy & Bill have been able to get a variety of prizes from various folks, including putting together Gift Bags for the OSL Judges

Leather Pride Week / Leather Vegas:

- Whitney Royce Matousek will not be available. But has been able to line up Dee Dee as dealer for the Texas Holdem.

Leather Pride Week / OSL Contestants:

- We have verbal commitments from at least One Person for each contest slot.
- Tobin has received 3 applications via email as PDF files.
- Gary spoke to Matteo and verified that he has withdrawn his application for Oregon Puppy.

Leather Pride Week / OSL Contest Night:

- Since we at least have one contestant for Oregon Bootblack, we need 1 pair of scuffed up boots to use as a Before & After comparison.
- Stormy will be getting some Pup Toys for the combination Grab bag & Fantasy routine that the Pup contestants will tackle on stage.
- Tarsus has all of the leather in hand to create a new sash for the Oregon Puppy to closely match the design of our other Titleholder Sashes. Tarsus is asking for \$300, which he can deliver to BLP on Saturday night before the contest starts.
- Rock Ranch can work with the new design for the 4 back patches. They estimate that the total costs for the 4 patches will be \$400. Someone from BLP will have to pick up the patches from Sandy Oregon when they are ready.
- Since Ryan is out of town, we had to look for someone else to become the Judge's Runner. Jason from Oregon Bears will be taking on that role.
- Justin & Tobin will meet with Embers to verify things, and go through their checklist, including arranging food for the contestants on contest afternoon.
- We already have the new 2015 posters in hand!
- Tobin has been sending out promotional teaser announcements about the new Lip Syncing event.

Leather Pride Week / Sunday Bruch:

- Tobin verified that everything is lined up and ready to go with Martha, coordinator of Charlie's restaurant at the Marriott Courtyard near the Convention Center.

Leather Pride Week / Barbecue

- BLP will be responsible for bringing: **Condiments + Ice + Trash Bags**
- A different group from OLP has taken on responsibilities for utensils.

Leather Pride Week / Program Booklet Advertisements

- Unless something radical happens, this year's program book will be somewhat thin. If we need to add pages, it has to be in multiples of 4 pages, for each step up in advertising demand.

Leather Pride Week / Rose & Thorn Awards:

- BLP's board members made their final decisions for naming the Rose & Thorn Awards at the July 4th Executive Session.
- Gary will conduct a public records search for all individual recipients, as well as for each for-profit and non-profit that were designated as recipients, BEFORE submitting a purchase order to Salem Trophy Company.
- Gary checked with Salem Trophy Company, and they are still offering to create the items for the same prices per item as last year on both the Medallions (this year we need 4), and for the Rose & Thorn Awards (this year we need 6).
- Gary warned board members that he might be asking for some assistance in crafting declaration statements for some of this year's Rose & Thorn Award Winners. He will send out copies of the texts from the previous years, to help board members and their creative writing juices.

Signature Cards for Checking Account with Bank of the West:

- The new signature forms have been filed with our bank. New debit cards were ordered for the authorized signers.

NEW BUSINESS: CATALYST MOVING TO A DIFFERENT LOCATION:

- The Catalyst will be moving to a new location on SE Foster Road sometime between mid-August and mid-September. This will be the exact same location that has previously hosted The Syndicate and also Venom Studios. This will be a much larger space than Catalyst currently has on N Garfield. The landlord of the Foster location knows all about Catalyst, its events, and the types of organizations that have held meetings inside The Catalyst's space on Garfield.
- Stormy announced that she has personally committed to being a financial partner on limited portions of the operations of The New Catalyst. But she will not be a general partner in the overall operations of the New Catalyst. Stormy noted that as the transition to the new site is firmed up, and legal papers are drawn, then she will provide an update to BLP's Board to make sure that there is proper reporting, before anyone raises a stink about a potential conflict of interest between Stormy as a BLP board member, and BLP's relationship with the New Catalyst.
- It is too early at this time to know if there will be any changes to the times when BLP can hold its board meetings at the New Catalyst. It is also too early to know if there will be a charge assessed for non-profit groups such as BLP to meet in the new location.

NEXT MEETING:

Next regularly scheduled board meeting of BLP will be held on, Sunday August 16th, 2015 at 1:15 pm @ the Catalyst on North Garfield.

Public Section of the Board Meeting Adjourned at 1:44pm. We took a 15 minute recess before going into Executive Session. Steven and Derek left The Catalyst.

Minutes of the Public Section of the BLP Board Meeting were recorded by Gary Klein, BLP Secretary.

Commencing at 2:00pm, on Sunday, July 19, 2015 Blackout Leather Productions, Inc. board meeting was continued, but in Executive Session mode.

All 5 board members were still present.

NEW BUSINESS: VARIOUS CHANGES TO TITLEHOLDERS' CONTRACT & OPERATIONS MANUAL:

- Gary circulated copies of a series of proposals showing both the Current Language, and the Proposed Changes for specific sections of both the Titleholders' Contract and for the Operations Manual.
- All 5 of the board members that were present participated in a discussion of the rationale & wording, and filling in some other gaps that were identified.
- The existing language for each section is listed below in Red, and the proposed changes stemming from the Board's discussions are shown in Green Italics.

NEW EXECUTIVE BUSINESS #1: PROPOSED CHANGES TO OPERATIONS MANUAL REGARDING REMOVAL:

CURRENT LANGUAGE is found at Article II, Section B discussing REMOVAL:

Removal – The reigning Titleholder who fails to fulfill his/her responsibility as outlined in this Operations Manual or Titleholder Contract or whose conduct seriously damages BLP shall be subject to removal by a majority vote of the Board of Directors.

PROPOSED CHANGE:

Removal – The reigning Titleholder who either fails to fulfill his/her responsibilities or fails to make progress in Good Standing at any of the quarterly hurdles date of October 31st, January 31st, April 30th, or July 31st as outlined in this Operations Manual or in their Titleholders' Contract; or does not keep in positive contact with the Board of Directors; or whose conduct damages BLP as judged by the Board of Directors, shall be subject to premature removal from their Title by a majority vote of the Board of Directors.

- **Bill made the motion to accept the New Executive Business #1 proposed changes to the Operations Manual regarding REMOVAL. Stormy seconded the motion. All 5 of the board members voted in favor of approving this Proposed Change regarding REMOVAL. No one voted against the motion. No one abstained from the motion. Therefore, the New Executive Business #1 – proposed changes to the Operations Manual regarding REMOVAL was approved.**

NEW EXECUTIVE BUSINESS #2: PROPOSED CHANGES TO OPERATIONS MANUAL REGARDING VACANCY:

CURRENT LANGUAGE is found at Article II, Section 9 discussing VACANCY:

Vacancy – In the event of death, removal or resignation of a Titleholder, the title shall be vacant until filled by the winning contestant at the next contest.

PROPOSED CHANGE:

Vacancy– In the event of death, premature removal or resignation of a Titleholder, the Title shall remain vacant until filled by the winning contestant at the next contest. Any Titleholder either removed by a majority vote of the Board of Directors or who resigns from their Title, may be subsequently reinstated only if such written reinstatement request receives a positive majority vote from the Board of Directors subject to any terms and conditions that are stipulated by the Board of Directors in their majority decision to offer reinstatement.

- **Stormy made the motion to accept the New Executive Business #2 proposed changes to the Operations Manual regarding VACANCY. Justin seconded the motion. All 5 of the board members voted in favor of approving this Proposed Change regarding VACANCY. No one voted against the motion. No one abstained from the motion. Therefore, the New Executive Business #21 – proposed changes to the Operations Manual regarding VACANCY was approved.**

NEW EXECUTIVE BUSINESS #3: PROPOSED CHANGES TO TITLEHOLDERS' CONTRACT REGARDING PROPERTY:

CURRENT LANGUAGE: *There is NO current language in any document that speaks towards PROPERTY*

PROPOSED CHANGE:

Property -- Titleholder agrees that each Titleholder's Medallion, Titleholder's Back Patch and Titleholder's Sash is the exclusive property of BLP. Titleholder agrees to take good care of the Medallion, the Back Patch and the Sash during their reign. Upon successfully completing their term as Titleholder in Good Standing, BLP's Board of Directors will donate both the Titleholder's Medallion and the Titleholder's Back Patch as gifts to each respective Titleholder that completes their term in good standing. However, the Titleholder's Sash will not be gifted to any of the Titleholders. Each Titleholder is responsible for immediately returning their Sash to BLP if they resign their Title, or if they are removed from their Title, or when they are scheduled to step down from their Title. If any Titleholder does not return their Titleholder's Sash promptly when they are requested to hand it over to BLP either at the end of their scheduled term or when their term ends prematurely, then the Titleholder agrees to be responsible for reimbursing BLP for the actual costs for creating & replacing the Titleholder's Sash so that it can be worn by the next Titleholder. Additionally, if a Titleholder's reign ends prematurely, the Titleholder will then be held responsible for immediately returning their Titleholder's Medallion and Titleholder's Back Patch to BLP, or else the Titleholder agrees to be responsible for reimbursing BLP for the actual costs for creating & replacing the Titleholder's Medallion and the Titleholder's Back Patch.

- **Bill made the motion to accept the New Executive Business #3 proposed changes to the Titleholders' Contract regarding PROPERTY. Justin seconded the motion. All 5 of the board members voted in favor of approving this Proposed Change**

regarding PROPERTY. No one voted against the motion. No one abstained from the motion. Therefore, the New Executive Business #3 – proposed changes to the Titleholders' Contract regarding PROPERTY was approved.

NEW EXECUTIVE BUSINESS #4: PROPOSED CHANGES TO TITLEHOLDERS' CONTRACT REGARDING TIMELY PERFORMANCE:

CURRENT LANGUAGE: *There is NO current language in any document that speaks towards PROPERTY*

PROPOSED CHANGE:

Timely Performance -- Titleholder agrees to make at least minimum timely progress in meeting the progressive performance requirements of both proposing & conducting: one solo fund raising event, and one joint fund raising event, and also one educational event during their reign, in order to complete their term as a Titleholder in Good Standing. Collectively, these will be referred to as the Required Events. In order to be considered to be a Titleholder in Good Standing as of October 31st, Titleholder must complete any Required Appearances as well as submit at least one proposal for one Required Event which is actually approved by the Board of Directors no later than October 31st. In order to be considered to be a Titleholder in Good Standing as of January 31st, Titleholder must complete any Required Appearances as well as receive Board of Director's approval for their second Proposed Required Event, no later than January 31st as well as successfully completing at least one Required Event no later than January 31st. In order to be considered to be a Titleholder in Good Standing as of April 30th, Titleholder must complete any Required Appearances as well as receive Board of Director's approval for their Third Proposed Required Event no later than April 30th as well as successfully completing their third Required Event no later than April 30th. In order to be considered to be a Titleholder in Good Standing as of July 31st, Titleholder must complete any Required Appearances as well as completing all Required Events and also submitting their Titleholder's Stepdown Letter and Titleholder's Photograph to BLP in a timely manner. If a Titleholder does not make satisfactory progress through any of the hurdles of October 31st, January 31st, April 30th or July 31st, then the Titleholder will not be considered to be in Good Standing, and therefore can be removed prematurely as a Titleholder by the Board of Directors. If at any time the Titleholder is unable to submit a Proposal for a Required Event before one of the Quarterly Hurdle Dates, or is unable to complete an Approved Required Event before a Quarterly Hurdle Date, or is unable to attend any Required Appearance, then the Titleholder owes a duty to the Board of Directors to immediately notify the Board of Directors of the variance from the Quarterly Performance Schedule including an explanation of what changed, and to offer a reasonable plan to mitigate missing the Required Appearance, to mitigate submitting a late Proposal Request or to mitigate missing the Proposed Event. Such attempts to explain and mitigate required performance hurdles shall be taken into consideration by the Board of Directors and subject to a majority positive vote of acceptance & waiver of the missed performance hurdle in question.

- **Stormy made the motion to accept the New Executive Business #4 proposed changes to the Titleholders' Contract regarding TIMELY PERFORMANCE. Justin seconded the motion. All 5 of the board members voted in favor of approving this Proposed Change regarding TIMELY PERFORMANCE. No one voted against**

the motion. No one abstained from the motion. Therefore, the New Executive Business #4 – proposed changes to the Titleholders' Contract regarding TIMELY PERFORMANCE was approved.

The Executive Session of the BLP's July 19, 2015 Board Meeting was Adjourned at 2:52pm.

The regularly scheduled monthly BLP's July 19, 2015 Board Meeting was adjourned at 2:52pm

Minutes of this July 19, 2015 BLP Board Meeting were recorded by Gary Klein, BLP Secretary.

REMINDER: NEXT MEETING OF BLP's Board of Directors:

Next regularly scheduled monthly board meeting of BLP will be held on Sunday, August 16th, 2015 at 1:15 pm @ the Catalyst / 4810 NE Garfield Ave / Portland, Oregon 97211