

Meeting of the Board of Directors of NCLDB
(via conference call)
December 2, 2003

Directors participating: Ron Stovitz (California), Betty Branda (Washington, DC), George Riemer (Oregon), John Van Bolt (Michigan), Elaine Bixler (Pennsylvania); and Karen Watkins (Texas).

Others participating in the call: Chris McKeeman, assistant secretary (Texas).

Those not participating: Scott Drexel, general counsel (California); Sally Akins (Georgia); Dan Gaff (California); and Gaines West (ex officio, Texas).

I. Treasurer's report on debut membership mailing. Have only \$300 in the bank; money is from Oregon, Louisiana and Michigan. There have only been a trickle of applications, so we may need to beat the bushes a bit.

II. Formation issues.

A. 501(c)(3) status and tax ID number. George called the IRS about an employer ID number and had some questions; Chris will e-mail answers to him after the call. We need the EIN for our bank account, which is at West Coast Bank, the bank used by the Oregon State Bar. The Bank has web access, so there should be no problem with transferring treasurer responsibilities.

George looked at IRS website on applying for 501(c)(3) status. There would be a fee of \$150.00; we would be classified as a private foundation.

Also, there is an issue about Texas franchise tax because we are incorporated there. Chris has information from the Secretary of State's office, but has not had time to explore the particulars of it. She was able to report that the first report is due 89 days after the corporation's first anniversary. No one was really certain whether to obtain 501(c)(3) designation or apply for franchise tax exemption first. Apparently, we have approximately 15 months to get the federal application filed. Karen will check with the executive director of the other non-profit on which she serves about the sequence.

George suggests discussing the sequencing issue in San Antonio as an item on the business meeting agenda.

B. Bank account opening. There was no difficulty opening the bank account, which is set up now.

C. State sales and other tax issues. Chris reports that most billings will be to BODA through the State Bar of Texas, so they should be tax-exempt to begin with.

D. Karen reports that she will send unanimous consent document around for everyone.

III. Program for February 5, 2004.

A. Report of Program Chair. The committee had a conference call on 11/17 to bring everyone up to date on the status of program. We are planning on a start time of 10 to 10:15. The program is presently in the same format discussed at the last meeting. ABA has donated copy of training manual to us. Ellen O'Toole in Massachusetts may be a potential panelist on the training of volunteers, and there may be someone in Louisiana who could serve.

(John has to leave in a couple of minutes and wants to note that he has an updated NOBC program. John will be encouraging his volunteer board members to attend and will argue that they will get two meetings in one trip. Unfortunately, NOBC is doing their current developments segment on Thursday morning, and it will conflict with our morning panel. The noon concurrent programs that NOBC is putting on may also be conflicting. One other thing is: Have we talked to NOBC about having some kind of intermingling between the two programs? John's experience has been that there is a standing rule between NOBC and APRL that allows people to wander in and listen, only getting printed materials if he or she actually registers for the program.)

The group discussed the possibility that there would be a problem with similar intermingling in our program because it is designed for adjudicators. The general feeling is that the only possible problem would be if the presence of a particular person on a panel had a chilling effect on those in the panel members' jurisdiction. John also reported that he is considering asking for input on plea-bargaining issue from bar counsel and respondent's counsel. John had to leave for a meeting in Lansing.

Ron asked if the program committee was far enough along to provide a program to those responsible for sending out the required notice? Betty says yes; Ron suggests sending to everyone so that everyone can use it in calls from potential members, and Betty agrees. She will circulate next week.

B. Plans for mailing of program info. Ron recalls that 1/5 is the deadline for getting the official information out in advance of annual meeting and wonders if we should not arrange for a late December send-off instead. There is a brief discussion of whether there should be two mail-outs. One suggestion was to wait and see what reaction we got from the first, then follow up by a second mail-out or by e-mail.

George reported that he had compiled a database when sending out the invitation letters and would make it available to whomever would be sending out the notices. Karen said that she would like to get that from George.

C. Lunch arrangements: The program committee decided that they would like to have lunch, but the room we have reserved was not large enough to accommodate that choice. Chris was able to find another room with space for luncheon tables. We would have to use the

convention center caterers. It will cost approximately \$21 per person for a box lunch or \$31 per person for a buffet lunch. The group appeared to prefer the lunch buffet. The only possible arrangement is the large room with tables in the back. There was no adjoining room that we could use. The larger room will be closer to the main ABA conference and may give us a higher profile.

D. Registration fee for the meeting. NOBC charges over \$200 lately for registration for their program. ABA national conference on professional responsibility charges \$300 to \$400. They have expenses that we wouldn't have, like coffee breaks, more room rental and audio visual, and more materials. Is there a minimum of 100 persons for those attending. Ron observes that we will have problems paying \$3,100 for lunch.

It was concluded that we needed to obtain information about whether the convention center has a hard minimum of 100 luncheon attendees before the registration fee issue could be resolved. That will give us some time to get some additional information on materials costs, as well.

IV. Other business.

Ron asked if others would be available for another meeting on December 22 at the same time. On learning that, generally, everyone will be, Ron set the meeting for that date at the same times as this conference call. During that next conference call, the group will examine the component costs of our registration fee, with various persons reporting in with materials and luncheon costs, and we will decide on a fee. We will also propose a slate of officers to be included in the official notice to be mailed out in late December.