MARGIE PRICE: Welcome, everybody. I'm Margie Price, I'm the first vice-chair of the SMA. John Atherlay is in tech today. He is our chair and sends his warmest and best regards to all of you. Thank you very much for coming out this afternoon. As you know, this is our first tele-conference, so it's great. We have Rebecca [Berlin] from Washington D. C., Jan Wolf from Cleveland, Ohio and Bill [McMillin] from Austin, Texas.

MEMBER: Welcome (applause).

MARGIE PRICE: First, turn your cell phones off, please, if you have a cell phone with you. Good. Okay. What I would like to do is do introductions for those of us in the room. I know many of you know each other; it would be great just to put names and faces together, so, next to me at the table...

ERIN SWANK: Erin Swank, I'm your co-secretary, and I flew in from Colorado for this.

(Applause).

SCOTT SCHNEIDER: Scott Schneider, treasurer. (Applause).

MARGIE PRICE: In the far corner....

DAN ZITTEL: Hi, Dan Zittel, co-secretary and counting the ballots.

NADINE CHARLESON: I'm Nadine Charleson,. MEMBER: You have to speak directly into the mics.

NADINE CHARLESON: Nadine Charleson. I'm the director at large, leaving.

MARGIE PRICE: I want to thank you, yes, if you would find the nearest microphone

(UNTRANS) when you wish to speak. Thanks. Sandi, we'll start with you.

SANDI BOHLE: Sandi Bohle.

IRA MONT: Ira Mont.

CHERYL MINTZ: Cheryl Mintz, party girl (laughter.)

JEFF MARKOWITZ: Jeff Markowitz. EVELYN PLUMMER: Evelyn Plummer.

Jana Llynn.

Bo Metzler.

Laura Croniman

Emily Norton.

Tony Melchior.

Robert Cohen.

Ruthie Kramer.

Zoya Kachadurian.

Bill Hare

Susan Whelan.

Ianet Friedman.

Bob Bennett.

Cat West.

Janet Cunningham.

Laura Heller.

Jane Neufeld.

Bernie Pollock, the oldest member alive (Laughter).

MARGIE PRICE: Thank you all for being here. And I also want to make sure that we pay a special thank you to the Equity staff for letting us be in their wonderful council room for this meeting. It's very generous of them. And I just want to take a moment to tell you the other executive board members who are not with us today. Our second vice chair is Andy Bryant, Shelli Aderman, who's our second past chair, Richard Costabile, who was here briefly and left, Marci Glotzer, who will join us a little bit later, Jon Goldman, Robin Gray, who's out in California. A couple of housekeeping things, those of us in the room please use the microphone when you wish to speak, and those of you who are calling in, if you would please, if you're doing activities at home, not to be washing your dishes and not to be using the microwave, just quiet activities for all of us here. Thank you. First order of business actually is Scott, our treasurer reports.

SCOTT SCHNEIDER: Just finished. I apologize, I usually try to dedicate a good day to the report, and I just put a production of Carmen to bed yesterday. Turns out that this [is an] opera with a lot of things —(laughter)— so I didn't have quite as much time — the long and the short of it is, despite how much we try to spend it down, we still basically have the same amount of money. I don't know if we want to go into, should we go down and detail the item list about where our spending was this year?

MEMBER: I think so (general assent.)

SCOTT SCHNEIDER: Sure, great. Mailings, roughly \$2,000. Hospitality this year, a big

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\$8,330. That, of course, includes our big 25th anniversary event. Phones, so far in terms of reimbursements that have been put in for it, about \$10. P. O. box rental, is still \$50. Online payment fees estimated at about \$850. Our bank fees are about \$129, about \$20 worth of miscellaneous. Technical services, about \$3,250 roughly. Materials, including program and DVD copies, about \$820.

Our total debits, including a lot of last minute mistakes that I had to correct here, roughly \$15,455. In terms of our credits, our income, our renewals were about \$8,572. Initiation and new member dues were about \$4,550. Interest in our Actors Federal Credit Union account has jumped up this year to \$287 worth of interest, that resulted from trying to move a little more of our checking account back into savings to see what would happen, and it turns out we make more money. And loan repayment is about \$2,000, so our total credits were about \$15,478, or about roughly what we also spent. Our bank accounts bank out like this: We have approximately in our checking account \$13,659; in our savings account approximately \$21,278; and in our sort-of not used Chase checking account \$4,860. We also, against that in our assets, we still have money that we're holding in trust for the KC Mehl scholarship. There's still \$192.50 to be disbursed for that scholarship, so our total bank assets come out to \$39,604.38

MARGIE PRICE: Ira?

IRA MONT: What's the date frame for that?

SCOTT SCHNEIDER: Right, very good. This is exactly from June 13, 2006, to May 22,

2007. So it's not quite a full year.

MARGIE PRICE: Any other questions?

TONY MELCHIOR: Is the loan repayment the Deborah Kingston situation, is that what

you're referring to?

SCOTT SCHNEIDER: Yes.

MARGIE PRICE: Great. The next on our agenda are committee-reports. I can tell you a little bit about the regional rep committee...I can tell you what's happening in Philadelphia (laughter.) We enjoyed our last Drink Night of the season on May 7. We've been holding monthly gatherings since December 2000. A CPR class will be scheduled in June and we've been looking for ways to build attendance at our monthly Drinks Night, we tend to average about eight people. Some earlier years, it was more than that, so we're looking for ways to bring more people in. Rebecca or Jan or Bill, do any of you have Regional Rep activities to tell us about?

BILL MCMILLIN: This is Bill, I do not.

JAN WOLF: Jan, I do not. It's hard to find people who want to help put a Drinks Night

together.

REBECCA BERLIN: This is Rebecca. Well, last year we did have a drink night in DC that went pretty well, and so we've been talking about doing it again but we haven't quite figured it out yet.

ERIN SWANK: From Denver, we actually, I — it's different, I did it on the Operation Observation committee, I actually held one of those last week and met someone from Illinois, and we now have two members in our state, we have another one in Grand Junction, which is the other side, but I might get to meet up with them this summer because I'm also a river guide during the summer, out at Grand Junction, so I think the two of us Colorado members might actually get together.

MEMBER: And have a drink.

ERIN SWANK: And have a drink.

MEMBER: On the river.

MARGIE PRICE: Sandi, did you want to say anything about the flea market?

SANDI BOHLE: I'm in the process of -- I'm about to start contacting people to see who wants to be involved again this year. I'd really like to get more donations and see how much more money we can raise this year. So anyone who's interested, I'll be sending out an e-mail probably in the next month.

MARGIE PRICE: Thank you. Is there anyone here present who has any committee reports that they can make for us?

ERIN SWANK: Well, I'm not on the committee, but the "Headset" – the reason Rich didn't just show up for the food, he actually dropped off the preliminary copies of the "Headset," that is finally back being published, which will mostly be an online version, but we do have some hard copies up here. And, here, I've got one here, what you will see — there's a little bit of a snafu on the front cover, it is temporary and, when you go online it will be a little neater. We're pretty thrilled that Robin Gray and Rich Abrams made this happen amongst the contributors, so thank you to them. This is pretty exciting and we won't let it go again. And please, if you have anything to contribute, please do, or ideas.

SCOTT SCHNEIDER: I'll do a quick job search committee. Job search committee, we're still doing job postings, they're actually being processed a lot more efficiently now, coming out pretty much exactly when we send them as opposed to some random time. We could probably use another person working on them at some point. It's really well suited for someone who's not necessarily — any isolated situation where you're using a

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computer. It's all, you know, massaging data on your own, so if anybody's interested in learning how to do that, they should contact either me or Rich, probably.

MARGIE PRICE: Great. Any other committee reports? (No response) All right, then, part of old business was indeed the Headset, which we just talked about, and the other item for old business is the Constitution, and we've moved that to later in the meeting. Is there any other old business on anyone else's list? (No response) Great, then new business, and if you'll bear with me I'm just going to read this announcement, it's the Second Annual Off-Broadway Stage Managers Networking Event, this will be on Monday, June 18, right here in the council room: "The Second Annual Off-Broadway Stage Managers Networking Event is scheduled for Monday, June 18th, from 1:00 p.m. until 5:00 p.m. in the Equity Council room, 14th floor of the Equity Building, 165 West 46th Street. This event is an exciting opportunity for Equity stage managers to meet with producers and general managers from off-Broadway and commercial ventures and institutional not-for-profits. It's a chance to exchange resumes and get a few minutes of critical face time as a precursor to having an interview when positions become available. It's a jobs fair for the off-Broadway stage management community, and last year's event resulted in many subsequent interviews and a fair number of job offers. The first annual Off-Broadway Stage Managers Networking Event included representatives from Playwright's Horizons, the Cherry Lane, Gindi Theatricals, Martian Entertainment, New York Theatre Workshop, and many more. We expect a similar level of participation this year from the off-Broadway League members. After a very successful mix and mingle event last year, in response to feedback from stage managers and producers, this year's event will be more structured and operate in a speed-dating format (laughter.) We expect between 10 and 20 producers and general managers to participate, and so stage managers will have to bring with them 20 copies of their resume to exchange, and will also have to sign up and commit to a rotation hour, during which they will be guaranteed to meet with all off-Broadway league participants. Stage managers may rotate in pairs, depending on how many sign up, so if you would like to rotate with another stage manager you work with regularly, please confirm as a pair. To sign up for your rotation hour - 1 p.m., 2 p.m., 3 p.m. or 4 p.m. -- please call Mandi at 212-869-8530, x318, between 11 a.m. and 4:00 p.m. any time after June 4th. Mandi will be able to give more information and details when you call to sign up. Thank you." Did anyone here participate in this event last year?

MEMBER: Yeah. There were a lot of stage managers. (Laughter).

MARGIE PRICE: Did you get any work from it?

MEMBER: I'm not sure. I don't think so. It was a good event, but it was very chaotic, and they actually wouldn't let us bring resumes last year (UNTRANS), so that's a huge improvement, that we're required to bring resumes. I would get there early -- what?

MEMBER: I said some of us did anyway, though. (Laughter)

MARGIE PRICE: Next item is our website and we are in the early stages of investigating how to upgrade our system so that it meets more of our needs in this day and age. I don't have much more to tell you about that, except that it's in the works, and I will, and our board members will, keep you posted about that And the next is that we will be scheduling a meet-and-greet with Equity staff in June, at some point in June, we don't have a date set, but again, we will keep you posted on that. Typically that meet-and-greet happens at this meeting, but because of other agenda items we decided to postpone that so that we weren't shortchanging that conversation. And Ira, if you'd like to say a couple of words?.

IRA MONT: Just that on behalf of the Actors Equity Association, of which I'm an officer, I just wanted to let the SMA know that Equity and its members are in good hands with our new Executive Director, John Connolly, who was formerly the president of AFTRA. He is very well aware of our issues, and is keeping abreast of this organization, actually, and president Mark Zimmerman is also working very well with John, and the Council was pleased to have this meeting in its room, so I just wanted to let you know that

MARGIE PRICE: Is there any other new business to address today? (No response) Okay, great, we're going to move on to our next item, then. I'm going to ask the founding members who are with us today -- would you all please stand?

MEMBER: Do you need help with that? (Laughter & applause).

MARGIE PRICE: I'm going to read some prepared remarks: "Back in 1981, many of you were working here in New York, some as established stage managers, others just beginning your careers. During that time, "Nicolas Nickleby" was performing here. A Social Night between New York and London stage managers was arranged. It was a good idea and you thought, "We should do this again." And you did. And now there are Drink Nights in places like Philadelphia, D. C., Phoenix, Rochester, and indeed, as well we heard, if we had more folks on the phone we would probably hear them shout out some other cities, but we'll stay focused on you. And during those hours at the bar, there was discussion of the union and your representation within it. And there was discussion of other unions that might better serve stage managers. Research commenced. There was more discussion. Other unions were approached and told you to go away, they weren't interested (Laughter.) You went back to Actors Equity

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and you rallied to have seats on Council, and in October of 1982, an historic vote was taken of the membership of actors equity and stage managers were granted seats on Council. What was most profound to me when I heard this story is that on that day in 1982, you heard for the first time that the work you did was necessary and valuable, and that you as individuals were appreciated for the commitment and professionalism with which you did your job. Now, you all could have walked away from that day and had your Drink Nights and been no less proud of this incredible achievement, but you didn't do that. You decided to create an association, with a constitution. Peter Taylor, another one of our Founders, wrote for the 25th anniversary program, "I'm curious whether the extraordinary foresight we gave ourselves credit for was deserved, or whether the whole thing has been amended beyond recognition." Well, a few tweakings over the years, yes, today included, but the full spirit and most of its content is what you created. With that kind of track record, maybe we should be sending some of our ranks to the State Department. We are so proud of what you have done, so very, very, proud. And when I call your name, I'm going to ask that each of you would come up, why don't you come up here where there's a nice, empty space, we have a little extra swag for you today, and Cheryl, if you would join me up here (oohs and ahs.)

So, in order here, let's start with Jane, Jane Neufeld (applause) Ladies and gentlemen, please hold your applause (laughter and more applause. Music starts playing.) Miss Zoya, Janet Friedman, and Janet, if you would also please be representing your late husband Barry.

JANET FRIEDMAN: I'm happy to do so.

MARGIE PRICE: Robert Cohen, Jacob Bell - May not be with us just yet - Robert Bennett, Bill Hare, Laura Heller, Thomas Kelly. Some of these people may — stand right up here, group shot, Jane, come back up here, please. Where did I stop? Bo Metzler, Bernard Pollack, Pamela Singer, Patricia Sutherland, they might not be here.

MEMBER: She'll be here later.

MARGIE PRICE: Great. (UNTRANS) Where is that coming from? There is a soundtrack, I'm not sure where it's coming from (animated UNTRANS discussion).

MEMBER: It's from the teleprompter. (Laughter and more UNTRANS discussion)

FOUNDING MEMBER: Are we going to get residuals? (Laughter) MARGIE PRICE: I'm going to read what's on the extra swag here.

MEMBER: Extra?

MARGIE PRICE: Yes, there is, and I'll tell you about the first stuff, too: (Reading) "A human engineer who guides the course and safely helms the team through magic journey's end, anonymous stage manager. On this date, May 22, 2007, the Stage Managers' Association celebrates 25 years of excellence and acknowledges the contributions of you, one of our founding members, with lifetime membership. Thank you so much." (Applause).

MEMBER: Let's check in with our three telephone participants and see who's still on the

line.

MARGIE PRICE: Yes. Rebecca, are you still with us.

REBECCA BERLIN: Yes.

MARGIE PRICE: Jan? Jan are you with us? (No response.) And Bill, are you with us?

BILL MC MILLIN: This is Bill, I'm with you. MARGIE PRICE: Okay, so we lost Jan.

CHERYL MINTZ: So Margie, while we're in this musical break, did everyone take seconds

on the food? Really, help yourselves to another round. There's nothing we can do with the leftovers.

MARGIE PRICE: So, Rebecca and Bill, we're going to try reconnecting, so if we lose you,

just call back in, okay?

MARGIE PRICE: Thanks, everyone, for your patience, we are back at our meeting, and Janet, you wanted to say something?

JANET FRIEDMAN: I want to thank everybody, all of you, for including Barry in the plaque giveaway, I really appreciate that, and also, what I didn't say at the 25th anniversary which I kicked myself for afterwards, was that I really, really appreciate all of your support of his scholarship fund at Hofstra and I just want to go on record as saying that it means a lot to me. Thank you (applause).

MARGIE PRICE: The next item on our agenda is the discussion of the amendments, and I'm going to give the floor over to Scott, who's really been overseeing a great deal of this.

SCOTT SCHNEIDER: Okay. We're supposed to have official discussion. There are two

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slates of amendments that were submitted, one by the signature of more than 10 members at the last Annual Meeting, and another slates that was submitted by the Executive Board. If I understand it correctly, the one motion we need, or we might like to have, is a motion that the referendum be on each — when we do the referendum that each of the amendments be voted on separately, that they not be voted on as a slate.

IRA MONT: The rules for the division of the motion is, well, there is no motion on the

floor, is there?

SCOTT SCHNEIDER: No.

IRA MONT: So I'll put an umbrella motion on the floor to send out the amendments to the constitution for referendum vote, that's how you want to start, you want to move to send this out..

MEMBER: Second.

SCOTT SCHNEIDER: Do we have any discussion on that?

IRA MONT: Do you want to now discuss what the amendments are?

SCOTT SCHNEIDER: Right.

IRA MONT: Before we take the vote, a motion to come from the floor to send them out individually as opposed to a --

SCOTT SCHNEIDER: As a slate.

IRA MONT: Correct.

SCOTT SCHNEIDER: Sounds good.

MARGIE PRICE: All those in favor? (Vocal assent.) Opposed? (Silence.) Any abstain? (Silence.) All right, we are in favor [to send the proposals out for individual vote].

SCOTT SCHNEIDER: Okay. I guess the idea is that we would go through them one at a time, see if there's a speaker's list or if there's not, if anyone would like to speak on any of these, and go through it like that. Does that make sense? (Agreement) Great. So I'm supposed to read this. (Reads.) Proposal one: Article 2, Purposes. We are going to propose changing the language of Section Two as follows: We'd like to replace the word "clearinghouse" with the language "resource and networking hub." Is there anybody on the speaker's list for this?

MARGIE PRICE: There is not. May I ask that we also read the official language as it

currently stands?

SCOTT SCHNEIDER: Proposal one: Article 2, Purposes. As it now reads, "The purposes of this association shall include but shall not be limited to, 1: Protect and promote the interest of professional stage managers," and the clause we're looking to change, "to serve as a clearinghouse for the dissemination and advancement of ideas and developments in the craft of stage management." So we're proposing to change "clearinghouse" to "resource and networking hub." Is there any discussion? Anybody like to say anything about this?

MEMBER: I so move that we accept the new language.

MEMBER: I think we still have to have a referendum of membership by mail. I don't think we can actually move -- was that not the idea?

MARGIE PRICE: I understood that at this meeting we would be discussing things, and if there's no discussion than the folks at this meeting are saying this language is okay, we don't need to discuss it further, but that yes, this would then go out to the full membership for a vote.

MEMBER: That's what it says on the last page.

MARGIE PRICE: Right, exactly.

SCOTT SCHNEIDER: Could we have motions, then -

ROBERT COHEN: I can call the question.

MARGIE PRICE: Yes?

ROBERT COHEN: What I am saying is when I call the question, basically it stops the conversation any further here, and then we can send it out for referendum to approve by everybody, so we don't have to have any further discussion.

MARGIE PRICE: Great.

SCOTT SCHNEIDER: Could we have motions that, the sense of those in attendance and the meeting, that they approve the language? Would that be useful so we --

IRA MONT: No.

SCOTT SCHNEIDER: No. Okay, thanks. (Laughter.) One yes, one no.

MARGIE PRICE: I'll take your advice.

IRA MONT: We are just the membership, we happen to be here, but we are not a governing body, so we are empowered at this meeting to amend the proposals you have sent to us, that's what we are empowered to do sitting here, but then, when we're done, either exactly as you have provided it to us or as it's been

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amended by members who are present, that is essentially the end of the business, because we are just -- the constitution calls for a full membership mailing referendum, so actually, we can't move to adopt any of these. All we can do, because we're sitting here, we have the ability to make a motion to the members here to amend what you have provided us with. At the end of that, it goes out. We don't get to decide whether it goes out..

> MEMBER: Point of order. MARGIE PRICE: Yes?

ZOYA KACHADURIAN: Point of order, new lifetime member Zoya Kachadurian.

Because Article Ten regarding amendments says that this has to happen at least six weeks prior to the Annual Meeting, I'd like to make a motion that we go with these referendums, and that motion is that the body accept these changes even though it is not six weeks in advance of the Annual Meeting, because technically, we wouldn't be able to do this again. You wouldn't be able to do these now, you'd have to wait until six weeks before the next Annual Meeting. So at the beginning of these referendums I'd like to suggest a motion to be voted on by everyone to, in this instance waive, and I don't know if that's constitutional, but to waive that "six weeks in advance of the Annual Meeting" since that did not happen.

> SCOTT SCHNEIDER: They were mailed. MARGIE PRICE: Yes, they were mailed.

ZOYA KACHADURIAN: Oh, well, I wasn't a member six weeks ago (laughter.).

JANE NEUFELD: I understand --MARGIE PRICE: Yes, Jane?

JANE NEUFELD: The question on each item is, are there any amendments [changes to the proposed language]; if no amendments move on to the next item, yes?

MEMBER: Yes.

SCOTT SCHNEIDER: I think we were also interested if anybody has any comments on them, that's also part of the intended discussion. You can speak in favor or against them.

JANE NEUFELD: So discussion, amendments, none, next item, right? (Assent).

MARGIE PRICE: Robert, did you have something that you --

ROBERT: That's what I was suggesting, that we did not have to discuss this one any

further, we can just stop discussion, move on to the next one.

IRA MONT: If I could just recommend, Scott, it would probably be helpful if, after you dic. any descriptive, that you read it as - just simply read the language as it currently stands and then read the language as - the whole language that you're proposing be inserted.

SCOTT SCHNEIDER: Okay. We'll see what we can do. We're going to Proposal Number 2: Article 2, Purposes: We're going to propose adding a new Section Three, with the following language. So I'm going to read the old Section Three -- oh, it's the new section, just the new language, which is, we're on the same thing, Purposes, so the major intent there is: The purposes of this association shall include, but shall not be limited to, 1, 2 we talked about, and the new section 3 would be "to educate and advise those interested in the art and techniques of stage management." Any discussion? Any -- no comments? Any amendments? Can we have that motion from you again, Robert?

ROBERT COHEN: I would like to call the question on this one, so moved, no further

discussion.

MARGIE PRICE: All in favor? (Assent). Any against? (Silence) Any abstain? (Silence)

Okay.

SCOTT SCHNEIDER: We're up to the third proposal, which is Article 4, Government: We're looking at section 1A. Um, let's see, the proposal was to modify Subsection A, which discusses the governing body of this association -- "...shall be known as the Executive Board and shall consist of a Chair, two Vice-Chairs, two Secretaries, a Treasurer, six Members-At-Large and the three persons who last served as Chairs (UNTRANS) Executive Board. Only full members of the Association may serve as members of the Executive Board." And we were looking to insert the following language after "six Members-At-Large" and before the "three persons who last served as chairs" and the language we were looking to insert is: "Three Regional Representatives, one each from the Eastern, Central and Western regions of the United States," and then we would also want to modify subsection B, Officers of the Association, which now currently reads, "Officers of the Association shall serve for a term of one year, and the six Members-At-Large shall serve for terms of three years on an overlapping basis. However, in the first selection following the ratification of this Constitution, etc." Because that's no longer really relevant, we want to propose to modify the section to say the three Regional Representatives which we have introduced in this proposal, "the three Regional Representatives shall serve for terms of one year." Is that clear?

MARGIE PRICE: We have two people on the speaker's list.

SCOTT SCHNEIDER: Great.

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MARGIE PRICE: And I happen to be one of them, so I hope — is that okay? I'm actually speaking against this proposal and here are the reasons why. I have served as the Chair of the Regional Representation Committee and I also have been a Chair of the Nominating Committee, and also served on the Executive Board. I am concerned that the Executive Board, which is about 15 members strong, that adding three additional people may become a little unwieldy, just in terms of trying to get that group of people together, whether in one place or on the phone for our own business. Understood that we do a lot on e-mail as well. I also believe that it is the role and responsibility of the Nominating Committee itself to ensure a national balance through the slate of candidates and we do have some years where members are either not available, or do not desire to be on the Board, and so again by expanding the Board it's just more opportunities not to have people available. Again, I think its a the role of the Nominating committee to ensure that we do have full represent agency on the Board. Erin, you wanted to speak as well.

ERIN SWANK: And I also, I guess sort of it's similar to Margie's, but I'm also worried that -- I know that -- I want to make sure that it's not that you can only -- if you're in the Central region you can only run for the Central candidates because that's how to me, how just the blanket statement sounds is, if you're from California you run -- I know it's not the case, I see Robert shaking his head, that kind of thing, but that's how it comes across to me, and if I'm living in Colorado that must mean I either only sign up for the Western Committee or I don't. And I am from Colorado, I'm the co-secretary. I'm very involved in this organization, and I do think that, it's a combination of, we had trouble filling the slate this year as it is, with the people with have, but also I don't want to limit it so, I don't want it to look like you can only do it if you're from -- I'm not sure how to -- if we do propose it, I think we need something that says that doesn't mean you can only run for those positions.

MARGIE PRICE: Ira?

IRA MONT: Two points, both I guess housekeeping to some degree. To Erin's point, I think that is indeed something that could be taken care of by the Board and the in terms of the way the balloting goes out, instruction to the membership, and I don't know that that's necessarily, if this were to pass, we've heard from a con speaker already, but if this were to go in, I don't think that that would, that kind of language would have to necessarily be a part of the amendment. However, since we only have one document — we don't have a constitution and by-laws, everything is in the constitution, and I don't know whether we should or can do it here, which unfortunately might impact this particular amendment, we need to define what the three regions are, beyond Eastern, Central and Western.

MARGIE PRICE: It's in a later proposal.

IRA MONT: Okay.

SCOTT SCHNEIDER: Anybody else? I'd like to speak on this one. I'm in favor of this one. I think it would be — we don't necessarily need to change our quorum, and actually we might have a better chance of filling our quorum if we expand the Board, without changing the quorum, and I think, I think that while the business capital of theater is still in New York, the slate's going to tend to be heavily slated — continue to be heavily slated this way and has been in terms of the business end. I think it's great to make sure the people in the regions are guaranteed a voice on the Board, um, split out that way. I would think we hopefully would encourage more participation. And also, that was basically one of the things that came out of our Board discussions, actually one of our first tele-conference Board discussions, there was a sense of that Executive Board at the time that that was something they wanted to do.

MARGIE PRICE: Yes, on the phone? Do any of you on the phone have a comment?

BILL MCMILLIN: (On phone) I do not. Thank you.

MARGIE PRICE: Okay. Great. That's it for the speaker's list.

SCOTT SCHNEIDER: We don't have anybody else want to address this?

MARGIE PRICE: Yes?

ROBERT COHEN: I would just say that this doesn't preclude the fact that you can't run for an office, what it does is, it guarantees that there will be an officer from each of these regions, so it doesn't negate the fact that you cannot still run. It may mean there are two people from Colorado or two people from LA, or something like that. So it does expand the ability to have more people representing us all around the country, in a move to make us more of a national association.

MARGIE PRICE: Yes?

MEMBER: Susan Whelan I guess I have a question, or maybe a point needs to be clarified. Is it required to have a representative from each of these areas by these new amendment changes, as opposed to allowing for them to exist on the Board? It just seems that we may, indeed, to your point, be in a place where we don't have people from a certain region that are interested in running at that time, because the membership in that region, like in Colorado, is perhaps limited, and is it putting us in a position where we are, like you spoke to us, unable to fulfill requirements of the new constitution because there's not enough membership interest in any given

region?

IRA MONT: This language would require the seat be filled -- I mean, an organization can have a vacancy for a variety of reasons, but it would be incumbent upon the Executive Board and the nominating committee, somebody to continue trying to fill the seat but I wouldn't -- the way the language is written, it would be a requirement. And if I may, to follow your line of thought, just to use as an example, if Erin submitted herself to run as a member at large of the Executive Board, she would have to sort of --

ERIN SWANK: Pick whether it would be --

IRA MONT: — there would have to be a (UNTRANS) of, are you willing to serve as the regional representative, are you willing to serve as a member at large, if you're not seeking a specific officership. So, again, as Robert pointed out, it does not limit Erin's possibilities, but the nominating committee would need to seek all the information from all of the candidates as to what they would be willing to do to ensure that they could fill a required seat.

MARGIE PRICE: Yes? Zoya?

ZOYA KACHADURIAN: Point of information and I'm sorry, some of us are new, coming back -- what was the situation that brought about the need to suggest this amendment?

MARGIE PRICE: May I speak to that? Two years ago, we had a tremendous slate of people running for member at large positions, overflowing, and we thought, oh, well, why don't we -- and it was people from all parts of the country --

MEMBER: Last year's elections, not this year's.

MARGIE PRICE: Last year's election. And we thought, hmm, maybe we should make a position for them, so if we are overflowing like this, there's a place for them.

TONY MELCHIOR: And the Board recognized the desire of people around the country to be members, and we were getting -- we were hearing a lot from people all over the country who wanted to be members, and who not only wanted to be members but wanted to be participatory, and on the Board, serving. So we, the Board, felt it was appropriate to expand our reach to guarantee - much the way Equity does, in some respect -- to make sure that the other regions are represented.

MARGIE PRICE: Are there questions? Comments?

MEMBER: You would actually request a revision of this proposal, that we vote on them separately, the language instituting the offices, and then the language imposing the term limit (seconded and approved by voice vote).

SCOTT SCHNEIDER: Does anyone want to speak -- we can speak to the motion, I guess. MEMBER: Which is just to divide.

MARGIE PRICE: So, all in favor of dividing it? (Voice assent) Thank you. Any opposed (silence) Any abstain? (Silence) Okay, so we're dividing them, and Scott, I'm looking at you to help me through this, here. So, do we go back --

SCOTT SCHNEIDER: We do this one first, and then this one.

MARGIE PRICE: Great. And talk about whether – are we – I'm sorry, I'm going to stop. SCOTT SCHNEIDER: No, keep going (laughter.)

MARGIE PRICE: So are we talking about whether we -- are we voting to, whether or not we in this room want to stick with this language, or --

MEMBER: We've heard at least con argument, so potentially this proposal could fail at this meeting and therefore would not be included on the referendum, that's the purpose of this. So we're just going to vote it and see how it falls, because there was no language change proposed, just different arguments.

MARGIE PRICE: Correct. So basically what we are going to do at this moment is voting on adding the three regional positions. All in favor? Let me do a hand count (counts to 20.)

ERIN SWANK: Ask the phone.

MARGIE PRICE: And who on the phone?

IRA MONT: Call them by name.

MARGIE PRICE: Bill?

BILL MCMILLIN: Aye

MARGIE PRICE: Great. Rebecca?

ERIN SWANK: I think we lost her.

MARGIE PRICE: We just lost her.

MEMBER: Point of order?

IRA MONT: Not in the middle of a vote.

MEMBER: I'm sorry.

MARGIE PRICE: And so we have 21 in favor. Any opposed?

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ERIN SWANK: I'll still be opposed.

MARGIE PRICE: So we have three opposed. Any abstain? One abstain? Great. So I'm closing the vote on that. Okay.

MEMBER: Point of order? MARGIE PRICE: Yes?

MEMBER: Are lifetime members allowed to vote, because there's nothing in the constitution that references lifetime members.

MARGIE PRICE: You are members.

SCOTT SCHNEIDER: You are a lifetime full member with all the voting -

SCOTT SCHNEIDER: To clarify, we still need that to then go out as a referendum to the membership. We were, in effect, sort of picking -- We would have been proposing, if it was a big vote against, in fact we would have been proposing an amendment nullifying this proposal. But it still has to go, everything still has to go out to the membership as it is, so we would have been also proposing an amendment saying the opposite.

> MEMBER: Is that right? SCOTT SCHNEIDER: Yes.

MARGIE PRICE: Now we're going to take a vote on the second part of this proposal, which is the term for each the these regional representatives, a term of one year. All in favor?

SCOTT SCHNEIDER: I think we need to see if there's any discussion on it.

MARGIE PRICE: Is there any discussion? Yes, Jane.

JANE NEUFELD: Sorry, for example, Erin in Colorado, there are two, and depending on the number of stage manager association members in the area, it may prove very hard to find people who would be having the time to be a regional rep, to step forward each year. It might serve that position better to have it be every two years, during which one hopes there would be more discovery and more SMA members in that particular region.

MARGIE PRICE: Any other comments, questions?

SCOTT SCHNEIDER: I would have to say the regions are a little bit bigger since they are -- it does include California, Arizona and Nevada, but I still think that might be an interesting idea.

ERIN SWANK: Well, if we're not doing it every year then I worry about – because we wouldn't be alternating, we would be picking them all at once. According to the way - because right now the members at large are picked every, they rotate when we have a new person, and if we make it more than one year, then is it, all three of them are all for two years, and then another --

MARGIE PRICE: Yes, Jane.

JANE NEUFELD: You could do it the way Equity did the first councillors, which is, the first batch of five each had a different term, so that one regional person could have one year, and that next election would be for two years. Another regional rep could have a two-year term and be up for a new election every two years, and the third regional rep could have the one-time only three-year term and you would in effect have staggering.

> ERIN SWANK: But that's only staggering Western vs. Central vs. Eastern. Right? JANE NEUFELD: You could do as many as you need to in order to fulfill your scheduled

stagger as needed.

rotational basis.

IRA MONT: Jane is right, that's the way to solve the issue if that is indeed what the body wishes to propose. And I would suggest that we start by looking at, if I can presume, you have to look at the membership and see where the - just so it's not arbitrary -- see where the bulk of the membership is, and actually make that the, you know, and decide, is that the one-year start or the three-year start? So that there's a logic to why you're making the decision in terms of how you're staggering the three, and alternately, when you get to year -- I can't do the math quickly enough -- is it year four? You'll be on -- well, maybe year three, actually -- you'll be on your appropriate rotating calendar with those three reps mixed in with the Board members at large, they would rotate on and off sort of appropriately.

ROBERT COHEN: That's much the way we started the regional reps at large, through a

MARGIE PRICE: Jane, did you want to say anything else?

JANE NEUFELD: Just, Equity actually figured it out when it was time for the councillors and, if it's fitting, I could so move that the first batch of regional reps have a staggered schedule of elections to get them on schedule, such schedule to be determined by the Board. (Seconded).

MARGIE PRICE: All in favor? (Voice assent.) Any opposed? (Silence) Any abstain? (Silence.) Okay. And I — yes?

SCOTT SCHNEIDER: Was there first a motion to change that to two years instead of

one?

MARGIE PRICE: Good point.

ROBERT COHEN: I move that the proposal in front of us be changed so that it is to be reflective of a staggered sequence of three, two, one, in accordance with the decision by the Board. (Seconded).

JANE NEUFELD: And I move that the term be two years. (Seconded).

IRA MONT: As opposed to three?

JANE NEUFELD: I thought we were addressing the term of office being changed from one year to two years, and then how to get them on the two year schedule.

MEMBER 1: But it's three positions.

MEMBER 2: The Executive Board is three years.

MEMBER 3: You want to go to three? JANE NEUFELD: I like that, sure.

ROBERT COHEN: That way (UNTRANS) the existing Executive Board.

JANE NEUFELD: Can I withdraw my proposed amendment and make a new one?

IRA MONT: Without objections from the body you may do so.

MARGIE PRICE: Yes, if there's no objection? (Silence.) And there's none.

JANE NEUFELD: Then I move that the term of office for regional reps be three years.

(Seconded).

MARGIE PRICE: All in favor? (Voice assent) Any opposed? (Silence) Any abstain? (Silence) So that is complete.

ERIN SWANK: So ultimately three, four years down the road, whatever the math turns out, we are either voting for a western person, a central one or an eastern one every year, not all three.

SCOTT SCHNEIDER: Correct.

MARGIE PRICE: Okay, thank you all very much.

IRA MONT: I heard something, I'm not sure, so before we move on, I'd like to sort of put it out there. I might turn to my colleague, Mr. Pollock, if he'll put his constitutional hat back on from years gone by. I actually think that this body, at this membership meeting, is actually empowered to make changes, to go to the referendum. In other words, the membership across the country who is not here or on the phone, when they receiv their referendum in the mail, will no longer see the proposal of a one year term. The new proposal is what Jane moved and was voted on. I thought I heard somebody say that the options would be there. Does, does everybody understand my point and concur? I just wanted to —

ERIN SWANK: Right. Do we need to actually take a moment to make sure that we've actually written it down, or we've, we've got it on tape. Yes, essentially that's what's happening.

IRA MONT: There are enough people who've heard it.

ERIN SWANK: Right.

MARGIE PRICE: Great. Safe to move on?

SCOTT SCHNEIDER: To move on? Any objections? (Silence).

MARGIE PRICE: None.

SCOTT SCHNEIDER: Okay. We're up to proposal 4. This is article 4, government.

Deals with section 1, the Executive Board, and we're looking at 4-1 H, the language currently stands as, "The Executive Board shall approve the following standing committees and such others as it may from time to time deem necessary," and the proposal was to change the language so that it reads as follows "the Executive Board shall appoint and oversee the following standing committees and such others as it may from time to time deem necessary."

MARGIE PRICE: Yes, Ira?

IRA MONT: Sorry to keep jumping in. I certainly am in favor of the term "oversee" but I think you actually want to keep "approve," because what the Board is doing is approving — unless I'm understanding the intent of the language wrong, you're approving the committee, that the committee itself exists. You'd appoint the members of that committee, and again, I think that that duty should indeed rest with the Board. Then it's not really "appoint," it would be "approve the members," I don't know that you want a, a member to be subject to a mandatory appointment from the Executive Board to serve on a committee which, if I have to think about it again for a second, might be what the language is inferring.

MEMBER: I see what you mean.

SCOTT SCHNEIDER: Well, if you change it as you suggested, "oversee" would nominally include appointing people to the committee but wouldn't necessarily do so. Right? I mean, they could appoint people to the committee but it would just fall under "oversee." We could change it to "approve and oversee."

IRA MONT: If I may suggest language, if it could read, "the Executive Board shall oversee

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the following standing committees and such others as it may from time to time deem necessary." I understand what you're trying to accomplish, but you still want the Executive Board to have the power to -- because a member can propose the formation of a committee, but you want the power to actually approve the formation of that committee to remain with the Executive Board. I think what you're trying to accomplish as well is that the Executive Board has the final authority as to who gets to sit on those committees. If that's not correct, then I don't think you need the word "appoint" in there at all, and I actually think that the language in there might satisfy as it currently stands.

SCOTT SCHNEIDER: I think the important part of that is the "oversee." I think you're right about "appoint" doesn't need to be in there. And that would be probably a better proposal if it was "shall approve and oversee."

MARGIE PRICE: Robert?

ROBERT COHEN: "Shall approve and provide oversight for the following standing

committees."

IRA MONT: Did you make that as a motion?

ROBERT COHEN: Yes. IRA MONT: Second.

MARGIE PRICE: All in favor? (Voice assent) any opposed? (Silence) any abstain (silence).

SCOTT SCHNEIDER: Moving on. Proposal five. Article 4, government. We're also

looking at subsection H. As it now stands there are three subcommittees listed as being "standing committees" as part of the constitution, they are the membership committee, the parliamentary procedures committee and the forum committee. The proposal is to add a fourth standing committee, the fiscal oversight committee.

MEMBER: Excellent.

SCOTT SCHNEIDER: Any discussion?

MARGIE PRICE: Yes, Scott?

ROBERT COHEN: I think there's already a standing fiscal oversight committee, it was proposed -- it may not be part of the constitution as much as it was proposed as a by-law some time ago.

SCOTT SCHNEIDER: I know that there's an ad hoc financial oversight committee. I think it would strengthen our structure to add it to the constitution. Zoya?

ZOYA KACHADURIAN: I think having been through the debacle that this organization has been through in the past, any language and anything constitution that strengthens the fact that you are never embezzled again, I approve.

IRA MONT: It's a good idea.

SCOTT SCHNEIDER: But we should clarify to the membership that there is, in fact, a financial oversight committee and has been for years, but it's ad hoc, and not in the constitution.

MEMBER: How about having a bond taken out on the treasurer, whoever the treasurer

happens to be?

SCOTT SCHNEIDER: We've -- in different Board meetings that led up to these proposals and also at some of the annual meetings were discussed, and that was brought up. There's another proposal later on which does a bit more -- a lock on the finances. Bonding tends to be very expensive and I was advised by my contacts in the business world that creating a lock, which is what we propose later on, might be better than bonding, but I know that has been an idea suggested a number of times over the last couple of years. That would need to be another amendment, if there's interest in it.

MARGIE PRICE: Jane?

IANE NEUFELD: It seems to me the solution might be for the membership to vote on making the ad hoc fiscal oversight committee a standing committee as referenced in the previous item. So that would be what I would move, I would move that the ad hoc fiscal oversight committee become a standing committee and join the other three. In parentheses I would send out a P. S. somewhere in a communiqué from the SMA, maybe there's somebody who earns their living as an accountant who could join that committee.

SCOTT SCHNEIDER: I'm not sure that we need in the constitution language moving from an ad hoc to standing, I think just by moving that would make it standing that we make it standing.

TRA MONT: I disagree. I think it's really important. I mean, a financial oversight committee, not only what happened in history --

SCOTT SCHNEIDER: I'm not saying – I'm saying that it doesn't need to be in the constitution that we're moving it from being an ad hoc to standing, we're just saying it's a standing committee. We don't need to say it --

IRA MONT: That's what I thought, okay.

JANE NEUFELD: Okay, so I can amend it that there be the establishment of a fiscal oversight committee and suggest strongly to the organization that it utilize the ad hoc fiscal oversight committee

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members and others as suited. (General murmuring)

SCOTT SCHNEIDER: I don't know if that's appropriate for the constitution.

JANE NEUFELD: No. The parentheses doesn't. The only amendment is to establish a fiscal oversight committee to join the other three standing committees.

SCOTT SCHNEIDER: As the proposal stands.

MARGIE PRICE: So, we have a motion on the floor, or we do not?

SCOTT SCHNEIDER: It sounds to me like a motion that we would like — the sense of the membership is that we would like the current ad hoc financial committee members to go on and be part of the standing committee, but I'm not sure —

IRA MONT: That's not a constitutional issue.

MARGIE PRICE: We're dealing only with the wording for a constitutional –

IRA MONT: The motion is the proposal to add a financial oversight committee as a

standing committee as opposed to --

MEMBER: -- as a constitutional committee of the association.

SCOTT SCHNEIDER: Right. So, there is no motion to change this proposal.

IRA MONT: That's correct.

SCOTT SCHNEIDER: Is there any more discussion on it?

MARGIE PRICE: Any more discussion?

SCOTT SCHNEIDER: Any objection to moving on?

MEMBER: We have to vote.

MARGIE PRICE: All in favor of the language as it stands? (Voice assent) any opposed?

(Silence) any abstain? (Silence) Great, then we can move on.

SCOTT SCHNEIDER: Now the next one does deal with this lock and I suspect there might be a way of amending --

MEMBER: Point of order? SCOTT SCHNEIDER: Yes?

MEMBER: I think there's another amendment on the floor, is there not?

SCOTT SCHNEIDER: No.

MEMBER: Okay, then I got confused.

[Members at the Annual Meeting voted not to send Proposal #6 forward. The proposal will be brought before the membership at a later date when additional information is available to the discussion of this proposed amendment]

SCOTT SCHNEIDER: Proposal seven. General membership meetings, article 5. Section four currently reads: "There should be general membership meetings of the association scheduled monthly unless suspended by the Executive Board. Every effort will be made to alternate meeting days so that working members may attend. These meetings shall contain a report to the membership by the presiding officer of any Executive Board actions. A Forum may be held as scheduled by the Forum committee, together with such other business as may be designated by the Executive Board." The proposal was to add the following language to section four so that it would come at the end: "The general membership will be notified in the event that the Executive Board suspends general membership meetings. Any such suspension will have a one year renewable time limit." Any discussion?

IRA MONT: I'm not sure I understand the last sentence.

SCOTT SCHNEIDER: Well, we've in fact suspended meetings. We no longer have the meetings as required, and it was done by act of the Board. So, I think — I know there are people who don't agree with this proposal, and for good reasons. The proposal is that members should be notified that this happened and that it can't be an ongoing — we suspended, basically we suspended our other meetings once, and it's been an ongoing policy. And the proposal, which maybe should be split into two proposals, is that you can't — that we would have — if we were to continue that policy, it needs to be voted on every year by the Executive Board. Does that make any sense?

MARGIE PRICE: Say that one more time?

SCOTT SCHNEIDER: "Any such suspension will have a one year renewable time limit." In other words, you — the Board has suspended meetings for now several years, and it was based on one vote or one

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particular Executive Board, and what the proposal would do is say that if the Executive Board suspends meetings, then the next Executive Board also has to approve that, that it can't be our ongoing policy for years and years without — that we just suspend meetings, which is what it has been. Does anybody in the room have strong feelings about that?

MARGIE PRICE: Yes, Robert?

ROBERT COHEN: I just want to clear up -- you mentioned, this is only addressing the point that the membership is notified that we are suspending meetings on an annual basis, we're, in fact, keeping ourselves accountable for letting the membership know that we are suspending meetings.

SCOTT SCHNEIDER: And that it only be for one year at a time. What's happened right now, we've suspended meetings based on the decisions of one particular Executive Board. And that you can't put that every single — if we were to continue to suspend meetings, that each new Executive Board has to approve that as the policy for the year. So there might be — Bill?

BILL HARE: I just want to express the concern that the renewal seems to be at the discretion of the Executive Board, with no input from the membership in general, although they've been informed. Seems to me the constitution should require the membership to approve a renewal of suspension beyond the one year period.

SCOTT SCHNEIDER: I think I agree. Anybody?

MARGIE PRICE: So do we -- Bill, do you want to make -- are you making a motion that

we adjust our language?

BILL HARE: Yes.

MARGIE PRICE: Okay. Yes?

ROBERT COHEN: I think we already have that in there. If we want the membership, if 35 members want the meeting, then we have to go ahead with the meeting, and I think that addresses what Bill is saying. It's already in the constitution -- we can go ahead and suspend meetings, and I think what Scott is requesting, that we notify the members that we are suspending meetings, however, if 35 members get together and say we want the meeting, then we can have that meeting.

MARGIE PRICE: It supercedes the suspension.

SCOTT SCHNEIDER: Right, but we're also talking about the general membership. In other words, that's different from the general membership meeting.

ROBERT COHEN: Perhaps I'm reading Bill wrong, he's saying that if we suspend meetings, period, then what's the recourse. Membership can come to you, 35 members can come to you and request a meeting for a special purpose, and you stick to that special purpose for the meeting. It's already in our constitution.

SCOTT SCHNEIDER: I think that places -- I don't think that's what Bill is saying. I think it places an undue burden on the membership to generate a meeting, where what he was saying is that if it's going to be suspended for more than a year, it should be put to a vote of the general membership.

MARGIE PRICE: Ira?

IRA MONT: Well, actually I think the converse is true. You're putting undue burden on the Executive Board to have a meeting that for whatever reason they have deemed, is not purposeful. So I think that Bill's concern is correct, but as Robert points out, it is addressed in section 2, where if the Board has suspended the year of monthly meeting you can't suspend the annual meeting, but if you've suspended the year of monthly meetings and 35 members say but wait, there's this, that they can request a meeting. If there are 35 of them that request a meeting, then the meeting happens. Going back to the proposal, which I think, I don't know, I think the second sentence is a little inartfully crafted, but I'll leave that to somebody else who wants to play with it, but I see your point about the suspension shouldn't be in time immemorial. Every year the Executive Board needs to look and see how many meetings they want to have. I agree with that. I think Bill's point is well taken but not correctly addressed here, I think it's already addressed. He may disagree with me, but I agree with Robert. So I speak in favor of the proposal. I urge somebody who might be a little more versatile with their vocabulary at the moment to maybe look at this sentence.

ROBERT COHEN: I think we can address this by just eliminating that second sentence, and just say "the general membership will be notified in the event that the Executive Board suspends general membership meetings on an annual basis." You're just eliminating that second sentence.

IRA MONT: That's it.

SCOTT SCHNEIDER: Is that a motion?

MARGIE PRICE: Yeah, is that --?

ROBERT COHEN: Yes. IRA MONT: Second.

MARGIE PRICE: And all in favor of that new language? Robert, would you read that

again?

ROBERT COHEN: "The general membership will be notified in the event that the Executive Board suspends general membership meetings on an annual basis." Period.

IRA MONT: That's it.

MARGIE PRICE: All in favor? (Voice assent.) Any opposed? (Silence) And any abstain?

(Silence.) Thank you.

SCOTT SCHNEIDER: Okay. Can we move on?

MARGIE PRICE: Yes.

SCOTT SCHNEIDER: Great. Proposal eight, article 5, membership meetings. Section

seven, rules of order. This is really a housekeeping proposal --

ERIN SWANK: Page six in the constitution, for those following.

SCOTT SCHNEIDER: Yes. It currently reads,

"Parliamentary matters, rules, and regulations governing Membership Meetings shall be under the control of the Executive Board. Robert's Rules of Order as amended by the Association shall be the official rule book for the conduct of all Meetings." The proposal is to change the language so that it says, "the rules contained in the current edition of Robert's Rules of Order Newly Revised shall go into this association, in all cases to which they are applicable and which they are not in conflict with this constitution and by-laws and any standing orders which this association may adopt." Do we have any discussion on this?

IRA MONT: You have the endorsement from the floor on this.

MARGIE PRICE: All in favor?

IRA MONT: We've got to move the proposal.

MEMBER: Second.

MARGIE PRICE: We moving along or do we vote on that?

IRA MONT: We've been voting on it, we probably don't need to vote on it, but go ahead,

we should vote on it.

DAN ZITTEL: Go ahead and vote.

MARGIE: I'd better brush up on these (Laughter.) All in favor? (Voice assent.) Great. Any opposed? (Silence) And any abstain?

MEMBER: Aye.

MARGIE PRICE: Thank you. And we can move on?

SCOTT SCHNEIDER: Yes. Proposal nine, article 10, amendments. Let's see, that would

be page --

MEMBER: Page seven. Middle of.

SCOTT SCHNEIDER: This is how the language currently stands. "The Executive Board or any ten Full Members in good standing, by petition in writing addressed to the Executive Board, may propose amendment or repeal of the existing Constitution or adoption of a new Constitution. Any such proposal shall be submitted to the Membership in writing at least six weeks prior to the Annual Meeting, shall be discussed at said Meeting, shall be submitted to the Full Membership for referendum vote, and shall become effective if approved by at least two-thirds of the Full Membership." The proposal is to change the language so it reads: "Any such proposal shall be submitted for consideration to the full membership and discussion of any such proposal will be made part of the official business of the next membership meeting — in parentheses, annual, special or general membership — that follows submission to the membership by at least six weeks. After discussion at said meeting, any such proposal shall be submitted to the full membership in writing for a referendum vote and shall become effective if approved by at least two-thirds of the Full Membership." Do we have any comments on this?

IRA MONT: I move approval of the proposal.

MARGIE PRICE: All in favor? (Voice assent) Any opposed? (Silence) Any abstain?

(Silence) Okay. Proposal eleven?

MEMBER: Ten.

MARGIE PRICE: Ten. Sorry, sorry. (Laughter).

SCOTT SCHNEIDER: I'm sorry, I just want to address an earlier point. That Zoya specifically believes in -- that it was listed "and I propose" and that all of those early ones -- because the way we were amending the constitution, I had to write proposals that people therefore then signed onto. And the second section won't see any of that language because it was approved by the Board, starting with this one here. Which is article four, government, section 2, officers, that's back on page --

ERIN SWANK: It's page 4.

SCOTT SCHNEIDER: And this is a proposal with the specific duties of secretaries as they've evolved over the past several years. The following language was submitted by Dan, secretary Dan Zittel, for

those listening on --

ERIN SWANK: Well, it currently says --

SCOTT SCHNEIDER: Right. What does it currently say?

ERIN SWANK: "The Secretaries shall perform such duties as the Executive Board may from time to time determine." (Laughter).

MARGIE PRICE: And the proposed?

SCOTT SCHNEIDER: The proposed language is: "The primary responsibilities of the secretaries of the SMA are to maintain the membership record, respond to current and possible future members inquiries with regard to the circumstances concerning membership status, assist/support the Treasurer whenever possible with check deposits, forward mail to the Treasurer if needed, and distribute various notices to the membership." Any comments on this?

ERIN SWANK: Well, I have a couple of issues with it, because there's a couple things for me at this point to do. We have not quite figured out, it's part of the next Board meeting, to figure out, but knowing that Dan is going off of being co-secretary and right now the two people running who I assume since we are running unopposed will most likely be elected by the end of this meeting, one is in DC and one is in Colorado. Neither of us have access to the mailbox. So to be in charge of the mailbox right now is a little impossible, to do the check deposits, forward the mail, unless we figure out some other system.

MARGIE PRICE: Ira? And then Zoya.

IRA MONT: Erin's right, I think by simply editing slightly Dan's proposal, you'll achieve what he was suggesting and still make it workable for the constitution. So, if I may, "the primary responsibilities of the secretaries of the SMA are to maintain the membership record, respond to -- " delete the words "current and possible future members" -- "respond to inquiries with regard to the circumstances concerning membership status, assist/support the Treasurer whenever possible -- " delete "with check deposits," -- "and forward mail -- " delete "to the Treasurer" -- "if needed -- " "if needed" sort of leaves it a little --

ERIN SWANK: Vaguer?

IRA MONT: I mean, you could say "when possible," but I think if you say "if needed" it sort of achieves moderately the same thing. I would say, eliminate the "and" because I don't think it should be the last clause, "distribute various notices to the membership AND perform such duties as the Executive Board may from time to time determine." I think it is wise to leave that statement in there.

ERIN SWANK: And actually now that you mention it, taking out the thing about members, because I do a lot of responding to non-members.

MARGIE PRICE: Zoya?

ZOYA KACHADURIAN: So, I know things have changed and I know things are becoming much more electronic and I know that the secretary's job is largest and most hateful job on the planet. But there is nothing in here that says "correspondences," there's nothing in here that says "minutes," there's nothing in here that says in any way recording anything connected with any kind of meetings, and that is — whether you divvy the job into recording and corresponding secretaries, that is the job of secretaries in any organization, and it kind of troubles me that the traditional things are not — granted, what we had was pretty stupid, but in fact, that is, you know, what the secretary did. They kept the minutes and they published the minutes and this says nothing about that

ERIN SWANK: But in fact I'm not doing -- neither Dan nor I, I mean, we're recording right now, and I'm not the one -- I happen to be in charge of the recorder, but I'm not the one doing the minutes. Somebody else is going to be --

IRA MONT: But (inaudible) about you being in charge of --

ERIN SWANK: I'm in charge, okay. IRA MONT: You are responsible.

MARGIE PRICE: Right.

ERIN SWANK: Because I'm not typing it.

ZOYA KACHADURIAN: (Inaudible) -- whether we go to an outside group that's going to transcribe that, it's still, that is the essence of what the secretary's job is, and to respond to all correspondences, so I think that language should be in there.

ROBERT COHEN: Basically you just need a responsibility for disseminating minutes to the membership, something like that.

MARGIE PRICE: You want to offer actual language on that?

ZOYA KACHADURIAN: -- and shall be responsible for disseminating – ROBERT COHEN: Well, once you say you're disseminating minutes, the assumption is you're taking the minutes, or recording the minutes, or getting them in a portable form, but as long as you just say

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disseminating the minutes to the membership --

ZOYA KACHADURIAN: -- being responsible for the publishing and dissemination, which then implies going to the recording company or whenever your process is..

IRA MONT: Interestingly enough, the constitution doesn't require minutes to go to

anybody.

MEMBER: You are correct.

ZOYA KACHADURIAN: You're right that if it isn't in there, that's that, but I will tell you that in practice, I mean, that's what made this organization, you know, I've got more space in my files than I'd like to at this point, but that's how you would know what this organization was about. Somehow that language needs to be there.

ROBERT COHEN: But if you just say "disseminate minutes," then it has to be recorded somewhere, Zoya. It has to be written, it has to be published, whether it's through e-mail --

ZOYA KACHADURIAN: And deal with all correspondences. Again, it can be given off to someone else, that the Executive Board decides will have a little go for whatever, but it has to be somebody's responsibility.

ROBERT COHEN: Yeah, we just said, "the secretary's responsible for disseminating

minutes."

MARGIE PRICE: Great. That's what we want. Do we want to work on some language here, because it sounds like there's a couple of -- there's two ideas. The minutes, and just general correspondence of this association.

IRA MONT: Well, I think you could just add Robert's point at the front, "the primary responsibilities of the secretaries of the SMA are to disseminate the minutes of the association," because then that sort of leads that the dissemination of minutes from the membership meetings, that would be if the Executive Board asked for minutes to be taken at the Board meeting, that would be the dissemination of those minutes, so it would be "disseminate the minutes of the association" -- comma -- and continue "-- maintain the membership record, etc."

ZOYA KACHURDIAN: I think you still need to add "handle all correspondences." Then you don't have to go into the detail of, if it's new members, if it's old members, it's inquiries.

MARGIE PRICE: Inquiries, right.

ZOYA KACHADURIAN: Respond to --

ROBERT COHEN: Handle all correspondences.

SCOTT SCHNEIDER: Well, some of the correspondence, I mean, I don't know how it is right now, I mean, I get e-mail from Erin and Dan a lot, but I'm not sure how it's handled. I mean, it's possible that what Erin and Dan are doing is forwarding things to the chairs, and it's the chairs that are corresponding.

ZOYA KACHURDIAN: That's handling the correspondence.

SCOTT SCHNEIDER: I guess you're right.

ZOYA KACHURDIAN: Handling the same way as disseminating. Handling all correspondences, disseminating all minutes. How that plays out doesn't matter, but it starts there. Forwarding an e-mail is handling correspondence.

SCOTT SCHNEIDER: I think those are good trims and suggestions. I had a problem with this proposal in that is seemed to be a little too specific for the constitutional language. I think what we're going to is a lot better.

MARGIE PRICE: So can -- yes?

ROBERT COHEN: I guess you're just trying to say "disseminate minutes of all meetings and be responsible for the association's correspondence." Basically whether the secretary actually sends it out, at least it filters through the secretary, the secretary says "okay, Scott, you're going to take over sending out a Treasurer's report, Marjorie is going to send out notifications of meetings," or whatever, but at least the secretary is handling the correspondence, taking the responsibility for the correspondence.

MARGIE PRICE: I'm going to -- do you have another thought before I start -- MEMBER: No.

MARGIE PRICE: I'm going to — let me read this and see if I follow this. "The primary responsibilities of the secretaries of the SMA are to disseminate minutes of the association, maintain the membership record, respond to all correspondence, assist and support — assist/support the Treasurer, forward mail if needed, and distribute various notices to the membership, and perform such duties as the Executive Board may from time to time determine."

ERIN SWANK: Do we need the "various notices" if -- does is already fall under

correspondence?

MARGIE PRICE: Yes, it does.

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ROBERT COHEN: You don't have to forward mail and forward the correspondence, you

know?

MARGIE PRICE: Okay, great. So, okay, bear with me, folks, I'm going to do this one more time: "The primary responsibilities of the secretaries of the SMA are to disseminate minutes of the association, to maintain the membership record, respond to all correspondence -- "

IRA MONT: Right there, it's "be responsible for the correspondence of the Association."

MARGIE PRICE: Okay.

IRA MONT: Again, and that would be all -- it could be delegated and defined.

MARGIE PRICE: Okay, say that one more time for me.

IRA MONT: "Be responsible for the correspondence of the Association."

MARGIE PRICE: Taking that out, okay. Okay. "The primary responsibilities of the secretaries of the SMA are to disseminate minutes of the association, to maintain the membership record, be responsible for all correspondence of the association, assist/support the Treasurer -- "

IRA MONT: "Whenever possible."

MARGIE PRICE: "-- whenever possible, and perform such duties as the Executive Board may from time to time determine."

ROBERT COHEN: Pretty close. I just think you wanted to say "disseminate minutes to the membership." I think that you want to say -- where are you disseminating the minutes, that's a concern.

IRA MONT: Bill had a question, but my answer to Robert would be, but then who's responsible, I mean, the Board could appoint it, but it doesn't address disseminating minutes of a Board meeting to the Board, which is also something that the secretary should do.

MARGIE PRICE: So, it's basically, we're talking about just disseminating in general, be it to the membership or to the Board, that we perhaps don't need to specify that.

MEMBER: Right.

MARGIE PRICE: Okay, so, the language that we have on the table --

DAN ZITTEL: May I suggest something before -

MARGIE PRICE: Yes?

DAN ZITTEL: The assisting and support of the Treasurer, maybe just make in general -- MEMBER: It becomes "duties as deemed necessary," you can eliminate pressure.

DAN ZITTEL: Yeah. Both are not in New York now, so --ERIN SWANK: Well, that's most of what I deal with online now.

MARGIE PRICE: That's all right. Okay, I'm going to read this one more time, and then we should vote on it, because time is of the essence here: "The primary responsibilities of the secretaries of the SMA are to disseminate minutes of the association, to maintain the membership record, be responsible for all correspondence of the Association, and perform such duties as the Executive Board may from time to time determine." Great. All in favor of this language? (Voice assent) Any opposed? (Silence) Any abstain? (Silence) Great. Okay.

SCOTT SCHNEIDER: Proposal eleven.

MARGIE PRICE: What page is that?

ERIN SWANK: Four.

SCOTT SCHNEIDER: Article four, government.

ERIN SWANK: It's page four, everyone, if you're following along.

SCOTT SCHNEIDER: Section three, paragraph A, Elections. Propose the following language change: "Nominations for Officers and Members of the Executive Board of this Association shall be made at or before the General Membership Meeting held in April of each year." New language: "If no General Membership Meeting is held in April, the nominations shall be made no later than 28 days before the date of the Annual Meeting." Comments?

IRA MONT: It's sad, but it's good (laughter).

MARGIE PRICE: Any discussion? All in favor of this new language? (Voice assent) Great.

Any opposed? (Silence) Any abstain? (Silence) Okay. Thank you.

SCOTT SCHNEIDER: Proposal twelve, article four, Government, section three - am I

wrong?

ERIN SWANK: No, page four, same paragraph.

SCOTT SCHNEIDER: I brought rehearsal numbers (laughter). Section three. Propose the following language change regarding the make-up of the Nominating Committee: "Such Nominating Committee shall consist of at least three but no more than five Full Members," and that's the whole of the proposal.

MEMBER: And as it stands now?

MARGIE PRICE: There have to be five.

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SCOTT SCHNEIDER: Right.

MARGIE PRICE: Any discussion? (Silence) So, we move to adopt this new language as it's written here? All in favor? (Voice assent) Any opposed? (Silence)

MEMBER: We're getting tired.

MARGIE PRICE: That's true. All right, moving on. Number thirteen?

SCOTT SCHNEIDER: Thirteen. Article four, government, section three, paragraph A.

MARGIE PRICE: Same paragraph, everyone.

SCOTT SCHNEIDER: More new language. And current old language has "and delivered to the Secretaries of the Association at or before the General Membership Meeting held in April of each year." New language: "But in any case not later than 28 days before the date of the annual meeting." I believe this proposal comes from the same place as the previous one, basically.

ERIN SWANK: The secretaries have to print off things 20 days before the date, so it gives us a week to disseminate it all.

MEMBER: Come again?

ERIN SWANK: We have to do something by 21 days before the date, so this gives the

secretaries a week to --

MEMBER: Instead of 28?

ERIN SWANK: No, no, no, the reason this has to be accepted by 28 is so then the secretaries have a week to deal with it before then having to mail it out to the membership. It gives us a week.

MARGIE PRICE: Any further discussion? And can we approve this new language? All in

favor? (Voice assent.) Yes?

ZOYA KACHADURIAN: Point of order. Could I suggest from this point on that you get a sense of the meeting because I don't think you have a quorum. (Moans and groans).

MEMBER: You don't need to call for it.

IRA MONT: It's okay, (inaudible) us a sense of the meeting.

MEMBER: Oh, okay.

IRA MONT: If you don't actually call for it, then business continues, even without a

quorum.

MARGIE PRICE: I don't know the difference. (Much hub-bub regarding question of

quorum)

MEMBER: It's okay.

IRA MONT: It's still okay. Just educationally, we'll just move technically through numbers fourteen and fifteen. No matter what the discussion is here, fourteen and fifteen would have to, will have to go out to the members in the referendum as they are printed, because this — we are no longer in power to make any changes.

MARGIE PRICE: Okay.

SCOTT SCHNEIDER: Okay, so we're up to fourteen? Article four, government, section

one, Executive Board.

ERIN SWANK: Page two.

SCOTT SCHNEIDER: This is an elucidation of the third proposal, and it consists of adding this language -- I'll read it: "The governing body of this Association shall be known as the Executive Board --" blah, blah -- the new language: "Three regional representatives, one each from the Eastern, Central and Western regions of the United State (sic)." The new language: "These regions shall be defined using the geographical regions of Actors Equity Association as a guideline." Any discussion?

ERIN SWANK: There's a typo, it's "United States."

MARGIE PRICE: Okay. Got it. We're adding a letter which will go into the -- great. So.

MEMBER: So we can't do anything.

SCOTT SCHNEIDER: We can't do anything except if nobody wants to speak to it --

MEMBER: I move that we send it to (inaudible).

SCOTT SCHNEIDER: Okay. Proposal fifteen, article five, membership meetings, section 4, general membership meetings, and this is also more of an elucidation. This is interesting. The intent of the proposal is language to include methods for participation/observation for members outside of New York City, to propose a minimum number of meetings per year. "There shall be General Membership Meetings of the Association -- "new language, "scheduled at least four times per calendar year -- "end of new language -- "unless suspended by the Executive Board. Every effort will be made to alternate meeting days so that working members may attend." New language -- "Whenever possible, tele-conferencing will be made available to Members who cannot attend in person, especially members outside of the metropolitan New York area." Any discussion on this?

MARGIE PRICE: Yes?

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IRA MONT: Well, it's my intent to vote against this when it comes in the mail. I mean, I — there are only a few of us here, but what the hell, I'll say it anyway. You know, I think we sort of addressed it in terms of acknowledging the Board having to, you know, alert the membership every year, and I trust the Board, I think, when there can be meetings I think there will be. I think this sort of, it's sort of — you don't want a "best efforts" amendment in your constitution. You want your constitution to be what it is or what it's not, and empower somebody on some group of somebodies to do what it is you want to do the way it's outlined, so I'm going to vote against it.

MARGIE PRICE: Any other comments? Yes?

ZOYA KACHADURIAN: I'm not quite clear why you're voting. Maybe I'm not clear because I'm getting foggy about this. Isn't it -- I mean the important thing is that it is making, because I've heard that there's people who don't want there to be any membership meetings, you know, that it can all be done on the internet. And isn't at least holding the officers to the fact that there would be at least four real meetings? People sitting around, boring each other the way we are? And isn't the other just saying that we're getting on board with new equipment and trying to make it available? Am I misreading this?

SCOTT SCHNEIDER: No. I think that the general membership meetings are, that we already have specified that we have suspended, are the live meetings, that we (inaudible) meetings scheduled four times a year when we actually have them scheduled monthly, unless they're suspended.

ZOYA KACHADURIAN: Well, but this is saying, I mean it seems to me this is saying no matter what the Board wants to do, there have to be at least four meetings. That holds the board's feet to the fire if you newfangled kids decide that you just do not want any meetings.

IRA MONT: You're right. I read it as an insertion but it's actually a replacement. It's – the new language is to replace the current section four, which says --

SCOTT SCHNEIDER: "General membership meetings be held every month."

IRA MONT: Every month. Yeah.

SCOTT SCHNEIDER: This is actually making it --

IRA MONT: I read it wrong. So Zoya, you're right, and I probably will --

ZOYA KACHADURIAN: It's cutting back --

IRA MONT: - and I will vote for it.

ZOYA KACHADURIAN: That's why we meet in a room and talk.

SCOTT SCHNEIDER: Right. Exactly.

IRA MONT: Thank you, Zoya.

ZOYA KACHADURIAN: You're welcome, Ira.

SCOTT SCHNEIDER: I'd like to speak to this. I also have problems with

tele-conferencing being part of the constitution. There you go.

MEMBER: I think that we had such a history of meeting places, and now we don't have meeting places at all. But to be in this room and have the tele-conferencing available and all, that it's really quite a luxury that I don't know if the organization can be guaranteed every time we do deem it necessary to have a membership meeting. I don't know the technicalities of the conference call thing, I mean, I know it as a general service that you can call and use.

IRA MONT: Well, it's actually all about money. I mean, we got the room for free because of the arrangements that were made where the SMA is going to pay for this tele-conference, whatever it comes out to. The truth is, is that for whatever reason Equity couldn't, wouldn't, shouldn't, provide the room for free, there are countless conference places in the city. We could rent a room with tele-conferencing and just have to pay for all of it instead of none of it.

MEMBER: Okay.

MEMBER 2: You're right, it shouldn't be included.

MEMBER: Yeah, I just -- speaking to the idea of trying to keep the constitution not so full of minutia, that -- it's just a thought. I'll shut up.

MEMBER: No, don't shut up.

MARGIE PRICE: And just, for whatever it's worth, the language does have "whenever possible." So I think it's simply embracing the direction that the world seems to be going in, but understanding the limitations of the association and the venues in which it can hold its meetings.

MEMBER: That's a good point. MARGIE PRICE: Any other –

SCOTT SCHNEIDER: I still think tele-conferencing is too specific a particular word but,

um...

JANE NEUFELD: We can strike it.

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MARGIE PRICE: But we can't strike it at this point.

SCOTT SCHNEIDER: We can't strike it for this particular proposal, but I would intend to vote yes for the same reason. That's all.

IRA MONT: I just want to commend Scott for taking the time and the care and the thought to do this. It's been ten years since it was done last, and -- (inaudible under applause).

SCOTT SCHNEIDER: Thank you, Ira I do need to point out, though, that Margie really did shape and work with everybody to get this second half of proposals that the Board wanted up and going. And of course -- Robert?

ROBERT COHEN: Yeah, I just wanted to add something. Ira and I were -- started it. In this past Sunday's New York Times Book Review is an article called "Point of Order," and it addresses Robert's Rules of Order, and I have to say, there were a number of people who, when we were drawing up this constitution initially, were under the misconception that these were Robert's rules - myself. (Laughter) To this day, Mimi Apfel still thinks it was my railroading some of these (laughter) there are a couple of quotes in here that are worth noticing, that bear on the success of our organization and how people have adopted Robert's Rules over the years, and one of them, a couple are, in accommodating video conferencing was deemed okay as long as participants can discuss a matter at the same time. They frown on asynchronous meetings held by e-mail, and I think all of us, in light of what we were just talking about here, should really strive to get the members face to face in these tell conferencing rather than carry on one of our conversations by e-mail and that they get lost in the e-mail. And the final thing, which I think Ira just shed some light on, one of the most rewarding things is that when people say, I really don't like the outcome, but the process was fair. And I think that, coming together here after 25 years and hammering this out again, it speaks to the longevity and ongoing success of this organization. Thank you all. (Applause).

MARGIE PRICE: The last thing on the agenda, because we're finished -- TONY MELCHIOR: We're not going to get to the bonus topic? (Laughter).

MARGIE PRICE: I don't think so, because we've got to be out of the room in a half an

hour.

TONY MELCHIOR: But I've got a whole two hours prepared.

MARGIE PRICE: Well, guess what? If you can make it in twenty minutes, then you do it. (Inaudible 1:45:21) well, you know what, I'm the only member of the Nominating Committee that's in the room, so think I — am I supposed to read off that, or can you guys read that out?

DAN ZITTEL: All righty.

JANE NEUFELD: I'll watch him to make sure it's right.

DAN ZITTEL: Ladies and gentlemen, America has voted. (Laughter) The Executive

Board Members At Large are Robert Cohen and Richard Costabile. (Applause).

ROBERT COHEN: Thank you.

IRA MONT: And could you just -- who's rolling off of the --

MARGIE PRICE: Nadine, actually, is leaving us, the Executive Board, yes. And Andy is, he's our Second Vice-Chair, and Dan.

MEMBER: Wasn't there another?

MARGIE PRICE: But the two members, the Member At Large that was stepping down from the Board is Nadine.

MEMBER: But isn't there a past -

IRA MONT: Rich is moving from a Past Chair seat to a Board Member seat.

MARGIE PRICE: Yes.

IRA MONT: John Atherlay is moving into a Past Chair seat, correct?

ERIN SWANK: That's correct.

MARGIE PRICE: And actually Cheryl is taking Nadine's last year as Member At Large, so that we have a full compliment of Members At Large. But that will be held at a separate meeting.

DAN ZITTEL: And our Treasurer again is Scott Schneider (applause.) Our two secretaries are Erin Swank and Matthew William Shiner (applause.) Second Vice-Chair is David McGraw (applause.) Our First Vice-Chair is Sandi Bohle (applause.) And our new Chair is...Marguerite Price (applause.).

IRA MONT: How many -- what's our current active membership? How many valid ballots

came in?

JANE NEUFELD: 76 were valid, there were two invalid. IRA MONT: And what's our membership right now? MARGIE PRICE: She's looking at the — ERIN SWANK: Well, I don't have it, it's 264?

SCOTT SCHNEIDER: Somewhere around there.

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MARGIE PRICE: What's that percentage, you can get a percentage.

ERIN SWANK: It's like a third.

JANE NEUFELD: Better than America.

ERIN SWANK: Well, and that's actually, that's full, that's counting associates that can't

vote.

SCOTT SCHNEIDER: We have to do better on our referendums if we want any of these proposals to pass. We need two-thirds. My understanding of a referendum is, if we don't get votes back in writing, we can then start making phone calls, but I don't know if that's true or not. But we do need a much better return.

IRA MONT: Well --

MARGIE PRICE: Two-thirds of the full --

IRA MONT: -- who's in the room? Robert, I mean. It's two-thirds of the full membership, but not the membership that's on the rolls, it would be only those who actually cast a ballot.

MARGIE PRICE: Who can cast a ballot. Great. It's two-thirds of the voting membership. ROBERT COHEN: Two-thirds of the actual full membership who constitute those that

have paid their dues?

IRA MONT: Two thirds (in audible) are true; but -11-1

MARGIE PRICE: Can vote.

IRA MONT: Okay, so let's say there are 99 full members in the country, and 30 -- 30 percent's 33, right? -- 34 vote yes, 32 vote no, I'm not doing the math right. A member who doesn't send in a ballot, that is a de facto abstention, which is a vote cast and not affecting the outcome. It's two-thirds of the voting members, not two-thirds of the whole membership.

MEMBER: Correct.

MARGIE PRICE: He's saying if you don't vote, that's considered an abstention.

IRA MONT: That's correct.

SCOTT SCHNEIDER: I'm not sure -- I think that would probably be dependent upon what the intents were of the framers of our constitution. I would think normally speaking, they are pretty much – constitutions are constructed to be very hard to change, and oftentimes it really is meant as two-thirds, that you really need to get two-thirds of your membership, and if you can't get two-thirds of your membership to vote on it, then you're --

MARGIE PRICE: Then you don't send them a new membership card next year (laughter).

SCOTT SCHNEIDER: I like the other interpretation better.

IRA MONT: The sense is, is as it's comparable with some other documents. I mean -.

ZOYA KACHADURIAN: While we're looking that up, can I just say that I was very

impressed with the way you handled this meeting? (Applause).

MARGIE PRICE: Thank you.

ZOYA KACHADURIAN: You're charming and knowledgeable and it's great to know that you're going to be the chair.

MARGIE PRICE: Thank you.

JANE NEUFELD: And I think it's neat that Bill, Rebecca and Jan participated.

IRA MONT: Yes. (Applause)

MARGIE PRICE: Me, too Me, too Me, too

MEMBER: You guys still on?

MEMBER: We are.

MARGIE PRICE: All right. Bill's having a scotch, wherever he is. (Laughter).

IRA MONT: I think, truly, and I say this to all of you because there is no organization I'm aware of, including the United States government, that requires, except for amending the constitution of the United States, bus they sort of assume that all 50 states will actually cast some kind of a vote.

MEMBER: But you can't look at this like the United States. You have to look at this like — it's like Congress voting — if the law says two-thirds of Congress, then Congress must pass the vote. That's what you have to compare it to, not the voters in America.

IRA MONT: Yes.

MARGIE PRICE: Yes, Robert?

ROBERT COHEN: The thing in the amendments, it's the very last sentence that says, "it shall be submitted to the full membership for referendum vote. It shall become effective if approved by at least two-thirds of the full membership." So that means that you have to, not the voting membership, well, the voting membership is the full membership, in essence it's all full members, and that constitutes life members, and dues-paying members.

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ZOYA KACHADURIAN: Yeah, but there may be paid, full members that don't -- haven voted to date. The way it reads is, two-thirds of the full paid-in-full members.

IRA MONT: Most organizations don't, but Zoya's right, you could interpret this to operate the way Congress operates.

MEMBER: All I can say is after we spent this many hours, man, we better get the vote. I don't care how you do it.

SCOTT SCHNEIDER: My understanding of referendum is by not specifying that it's a written referendum we have our choice as how, how we want to do it, and we can -- it doesn't have to be a closed, one time only voting thing if you don't get votes back. I think you can call people.

JANE NEUFELD: Well, I also think you want to make it as easy as possible for people to reply. Postage-paid return will get more votes coming in.

MEMBER: And certainly we can send out some sort of an e-mail to the general membership, explaining how important this is and how many hours we put into it, that they really, you know, we're counting on them, just something that's worded in such a way to kind of make it important.

JANE NEUFELD: I think also, I just received a bunch of postcards back for a vote that we took for the Association of Theatrical Artists and Craftspeople and on the envelope, in the return address the top line says, "ATAC vote" in big letters, and we had a 50 percent return in the first week.

MARGIE PRICE: Well, if there's no further business discussion, can I have a motion to

adjourn?

ALL MEMBERS: So moved. MARGIE PRICE: All in favor?

ALL MEMBERS: Aye.

MARGIE PRICE: Great. Thank you all so much.

(Various goodbyes and chitchat)

MARGIE PRICE: There are some little post-it pads and note pads. This is our, well, it's my first time creating swag and, it'll look better next time, but, baby steps. And also, if you were not able to be here at the 25th anniversary party and did not receive the DVD and the program, we have extra copies, so see Cheryl, because she's got them.



September 5, 2007

Dear Fellow SMA Members,

There are several weather-related and dangerous situations in the news. If you have been affected in any way and need help, please contact me at chair@stagemanagers.org. Please know that you are in our thoughts and we hope that each of you and your families are safe.

Enclosed with this mailing you will find the transcript for the Annual Meeting that was held on May 22, 2007. In addition to officially thanking our Founding Members with Lifetime Membership, we devoted much of the meeting to the subject of our Constitution. This is an excellent document that our Founders created. Amendments were changed only once before and we are proposing additional changes to clarify, update and provide detail as we move forward and strengthen the Association. Later this month, you will be able to review and yote on the official language proposed for each amendment. In the meantime, we wanted you to have the transcript to read at your leisure. Hashing out the new language was an exhausting and, at times, confusing process, but now makes for fascinating reading! There were many knowledgeable people in the room that day. Thanks must go to Marci Glotzer, 2nd Past-Chair, who typed the transcript for us.

Our Discussion with AEA Senior Staff is being planned as part of the Fall General Membership Meeting this October. We will also commemorate the 25th anniversary of the vote to create five seats on Equity Council for stage managers. Details regarding time and place will be sent along in the weeks ahead.

Over the last several weeks, two CPR classes were held, one in Philadelphia, the other in NYC. I take this opportunity to encourage any of you, if you can organize a drink night, a CPR class, a computer class, a discussion with your Equity Liaison Committee, there are funds available to help cover your costs. Starting at \$200! Write to me at the address above, let me know what you are planning and we will send money your way. Go to the Regional Rep Committee page of our website to find information on how to get started.

Over twenty-five of you participated in our first on-line chat on August 20th. By all accounts it was a success and will become an on-going source of education and networking for our members. The transcript is now available at our website, www.stagemanagers.org, in the Members Only section under "Downloads". We thank the SMNetwork for sharing their space with us until our "new & improved" website is up and running. An ad hoc website re-vamp committee is in place to coordinate & oversee each step in the process. Keep a look-out for a special survey regarding your use of the website.

The Broadway Cares/Equity Fights AIDS Flea Market on September 23rd is fast approaching. Sandi Bohle, chair of the Flea Market Committee, still has slots available for people who want to be part of the fun and staff the table at the same time! If you have theatrical items to donate but cannot get to NYC for the event, please be in touch with Sandi. Contact her at: fleamark@stagemanagers.org.

The Executive Board is considering being an exhibitor at the January 2008 Entertainment Industry Expo. If any of you attended the Expo this past June, would you send me a message about your experience. In fact, as we weigh various means of increasing our visibility nationwide, consider this an invitation to offer suggestions and assistance in this endeavor.

And, the next issue of THE HEADSET will be out later this Fall!

Warmest Regards, Margie

Chair MARGUERITE PRICE

1st Vice Chair SANDI BOHLE

2nd Vice Chair DAVID McGRAW

Secretary MATTHEW SHINER

Secretary **ERIN JOY SWANK**

Treasurer SCOTT H. SCHNEIDER

Executive Board SHELLI ADERMAN JOHN M. ATHERLAY ROBERT I. COHEN RICHARD COSTABILE MARCI GLOTZER JON GOLDMAN IN GRAY . _.VY MELCHIOR

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