

San Diego's Finest City Squares
 29 April 2021 Special Board Meeting
 Via Zoom



Meeting Minutes

Present	Absent
Al Ouellett, Vice President	Larry Sopher, President
Philip Unitt, Secretary	
Tami Allemão, Treasurer	
Ed Jackson, Co-Caller Coordinator	
Kay Jackson, Co-Caller Coordinator	
Robert Swee, SDSA Representative	
Randy Dake, Media Coordinator	

Al Ouellett called the meeting to order at 7:10 PM.

Before the meeting, Ed had circulated information about need to incorporate to protect club officers and members from liability. Ed contacted Elizabeth Sanders, national insurance chairperson of the U.S. Square Dancing Association. Ed presented the background of the situation. In brief, if a suit against the club exceeds our existing coverage, the officers and members could be sued individually. Incorporation limits the liability of officers and members to the assets of the club.

Per the California Secretary of State's Office:

- If we e-file our "Articles of Incorporation," it usually takes 4-6 weeks to be assigned an entity number. Once we have that number, the state considers us Incorporated. It costs \$30 to file the Articles, and \$5 for a certified copy of the approved Articles that shows the entity number.
- As soon as we have the entity number, we need to file a "Statement of Information." This costs \$20 to file, and must be renewed every two years at a cost of \$20.
- As soon as we have the entity number we also need to file a "Submission of Exemption Request," which when approved exempts us (as a 501(c)7 social club) from paying the minimum annual corporation tax of \$800.
- That seems to cover the costs, $\$30 + \$5 + \$20 = \55 and \$20 every two years to maintain our status as Incorporated.

Robert moved, and Phil seconded, that we authorize a representative of the club to submit the forms and pay the fees necessary for the club to incorporate.

The president, secretary, and treasurer will need to be listed on the biennial “statement of information” that is submitted to the California Secretary of State.

Articles of incorporation need to be drawn up, replacing the articles of association.

1. Current articles of association need to be revised to replace the word “association” with “incorporation.”
2. Approval of this revision by the board, with transmission of approval to Tami.
3. Al must post the current version of the bylaws to the website.
4. Tami will apply to the California Secretary of State for the necessary documents (Arts MU and articles of incorporation), paying the required fees, including an extra \$5 for a certified copy.
5. Once we receive the entity number, we submit the Statement of Information and form 3500A for the exemption from the \$800 annual tax.

Motion passed unanimously.

Tami will circulate the revised articles to initiate this process (step 1).

Meeting adjourned 8:00 PM.