1. CALL TO ORDER

   a. The Regular Meeting of the Board of Directors of the California Society of Enrolled Agents was called to order on Saturday, July 14, 2012 at 8:01 am at the Red Lion Hotel Redding, Redding, CA. The President and Chair, Raven Deerwater, EA, and the Secretary, Susan Growney, EA, were present.

   b. Rex Cerro, EA, led the Pledge of Allegiance.

   c. Roll Call

<table>
<thead>
<tr>
<th>OFFICERS:</th>
<th>PRESENT</th>
<th>ABSENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Patricia Kappen (1st VP – Orange County)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Devang Mehta (2nd VP – Orange County)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Don Stacy (Treasurer – Inland Empire)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Susan Growney (Secretary – Sacramento Valley)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Jean Nelsen (IPP – Golden Gate)</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>DIRECTORS:</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Ronald Watts (Palomar)</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Robert Woodford (San Fernando Valley)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Lillian Meyers (Solano-Napa)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Benita Myers (Sacramento Valley)</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Laura Young (Central CA)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Kathy Rocha (Big Valley)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Douglas Pickford (North Bay)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Roger Garay (San Diego)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Rex Cerro (Far Northern)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>John Kristianson (Orange County)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Susie DiMaggio (Channel Islands)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Greg Cash (South Bay)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Jill Mendenhall (Mission)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Jamie Gibson (San Gabriel Valley)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Michael Huff (Golden Gate)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Jackie Kincaid (Inland Empire)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Pamela Price (Los Angeles)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Patricia Gail Nanbu (East Bay)</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Kittie Vicars (Central Coast)</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

ACTION The Chair declared a quorum present.

ACTION The Chair excused Ronald Watts, EA, of the Palomar Chapter and Benita Myers EA, of the Sacramento Valley Chapter. The Chair acknowledged that no one from the Palomar Chapter would be represented at the Board table. The Chair acknowledged that Nichole Ralls, EA, Sacramento Valley Chapter, would be seated at the Board table without a vote, but with full reimbursement privileges.
2. **WELCOME OF MEMBERS AND GUESTS IN ATTENDANCE**

**ACTION** The Chair welcomed the many Members and guests in attendance.

3. **INSTALLATION OF DIRECTORS NOT INSTALLED AT THE GRAND BANQUET DINNER CELEBRATION**

**ACTION** The Chair installed Roger Garay, EA, of the San Diego Chapter.

4.A. **PRESIDENT’S REPORT**

**ACTION** The Chair remarked on the following items:

The Board of Directors were reminded of the new committee meeting schedule; with the following being noted: the Audit Committee Meeting was postponed and will occur through a conference call. The afternoon meetings are scheduled differently than they have been in previous years with E & PC, Education, and PIA all beginning at 1:10. The Finance and Budget Committee will commence at 2:50, After F & B, there will be a Chair’s Council Meeting at 4:30, which is something new to be implemented at the request of many Board Members who asked for a recap of the committee meetings. At that meeting, the Committee Chairs (or their designee) will summarize their meeting, and the cognizant officers will report if there is any new business to be brought to the Board tomorrow. Between that meeting and the Member dinner, the officers will get together.

The Chair shared with the Board of Directors that on June 18, EVP Scarlett Vanyi sent a memo to Treasurer Cap Porterfield detailing a check written to the Grand Sierra Resort for $30,000 as a deposit for Super Seminar expenses. In the rush of things at Reno, Mr. Porterfield’s signature was not on the check. The memo included a copy of the cancelled check and the corresponding invoice, and the memo was copied to President Nelsen and the Chair. Aside from only one signature on the check, the check was issued appropriately in the appropriate amount. The Chair mentioned this to the Board for full disclosure. The Chair concluded by inviting those that wish to see a copy of the memo, check, or invoice; to see him.

The Chair mentioned that over the past few days, he had seen written remarks made about the disconnect between CSEA and the Chapters. He went on to share the message that he intends on delivering to the Chapters when he visits them: “There may have once been a disconnect, but where is the evidence that it still exists? When I selected the Chairs and Vice Chairs for CSEA, I did not give an iota of thought to what Chapters people were from. I selected the best people and ones I could work with. Well, 13 Chapters are represented on the current Chairs council. We are diverse and we are connected.”

Along the lines of connecting with Chapters, the Chair mentioned that in previous years, conference calls were held for the President’s Workshops every couple of months or so. The Chair advised that beginning this year, all CSEA Directors as well as Chapter Presidents will be invited to attend these calls, which will now be called “Chapter Connections” phone calls. It is hoped that these calls will foster better communications between Chapters and between Chapters and CSEA.
The Chair reminded the Board Directors that while they represent individual Chapters and that it is important for the Board to hear their Chapter’s concerns, they are obligated to vote in what they perceive to be the best interests of CSEA and the interests of the Society as a whole. The Chair stressed that this also pertains to the Board of Directors input on strategic planning, which will entail developing a plan that is in the best interests of the Society as a whole.

4.B. CRITICAL INFORMATION

ACTION The Chair indicated that the 2012-2013 committee Chairs listing, the 2012-2013 Board calendar, and the 2012-2013 committee meeting schedule were included for reference and requested that Board members complete and return their Board contact information, emergency notification sheet, and Chapter information sheet.

4.C. EXECUTIVE VICE PRESIDENT’S REPORT

ACTION Scarlett Vanyi, Executive Vice President, highlighted some of the accomplishments of staff by referring to item 4.C in the Board packet.

5. BOARD OF DIRECTOR’S ORIENTATION

ACTION Ms. Kappen led the discussion relative to the Board Orientation.

6. STRATEGIC ISSUES DISCUSSION – SESSION A


7. APPROVAL OF CONSENT AGENDA

ACTION The following change was noted: under number 5, page 22, “approval of the consent agenda”, it should be noted that the Board Meeting Minutes of January 7-8, 2012 were approved. With that change being noted, the Consent Agenda was approved as presented which included approval of the following items:

- Board Meeting Minutes: May 31-June 1, 2012
- Ratification of the PAC Chair and Committee members;
- Confirmation of the Audit Committee Chair and the addition of new members;
- Additional signatory on the CSEA accounts, who is in close proximity to the office;
- Bylaws Committee 2012-2013 Action Plans (addition);
- Legislative Committee 2012-2013 Action Plans (change).

The Board recessed at 8:50 am and will reconvene at 8:00 am on Sunday, July 15, 2012.
July 15, 2012

The Board was back in session at 8:02 am.

ACTION The Chair declared that discussions would follow Robert’s Rules of Order and that Vicki Mulak, EA, will serve as Parliamentarian.

ACTION The Chair acknowledged that the Public Information and Awareness (PIA) Committee had an item to come before the Board for its consideration. Because the item was not on the Board’s agenda and did not have background material in the Board Packet, the Chair indicated the need for Board approval that must pass by 2/3 vote to hear the PIA Committee motion.

*Action passed; added item to the agenda as item 9.F.*

8. STRATEGIC ISSUES DISCUSSION – SESSION B

ACTION Ms. Kappen continued the strategic issues discussion by following up on the Thursday’s Town Hall Meeting discussion.

The Board recessed at 9:35 am.
The Board was back in session at 10:04 am.

9. SPECIAL ORDER OF BUSINESS

MOTION # 1: The Ethics and Professional Conduct Committee moved that the Board of Directors direct the Bylaws Committee to research and develop Bylaw amendments that address legal counsel’s concerns over Article 5.04, Discipline.

*Motion passed.*

MOTION # 2: The Executive Committee moved that the Board of Directors approve the Board and Committee meetings, scheduled for May 27-29, 2013, be rescheduled in electronic format for Wednesday, May 22, 2013 and Thursday, May 23, 2013 as described on page 34 of the Board Packet.

*Motion failed.*

ACTION Item 9.C. Executive Committee Recommendation: Charter change was pulled from the Board agenda since the Executive Committee did not approve the proposed Charter changes.
MOTION # 3: The Executive Committee moved that the Board of Directors issue the following directive to the Bylaws Committee:

The Bylaws Committee is to propose Bylaw changes by the January 2013 Board of Directors meeting, which ensure that candidates for CSEA office declare their intent to run within an allowable period, whether the election is in person, by mail, or by electronic ballot.

AMENDMENT: It was moved and seconded to amend the motion by replacing the words “within an allowable period” with the words “at least 60 days prior to the election”.

*Amendment failed.*

MOTION # 3: The Executive Committee moved that the Board of Directors issue the following directive to the Bylaws Committee:

The Bylaws Committee is to propose Bylaw changes by the January 2013 Board of Directors meeting, which ensure that candidates for CSEA office declare their intent to run within an allowable period, whether the election is in person, by mail, or by electronic ballot.

*Motion passed.*

The Board recessed at 11:04 am.
The Board was back in session at 11:15 am.

MOTION # 4: The Executive Committee moved that the Board of Directors approve replacing the words “committee chairs” with “committee chairs and vice chairs” in each of the following Board Policies:

1.4.7.2 Conflict of Interest Policy
1.5.1 Committee Members
1.6.2.6 Reimbursement Request Process

as outlined on page 40 of the Board Packet.

AMENDMENT: It was moved and seconded to amend the motion adding the following words to the end of the motion: “Further, the Board of Directors directs the staff to identify a budget offset for the anticipated extra expense associated with this motion for the 2012-2013 fiscal year.

*Amendment failed.*
MOTION # 4: The Executive Committee moved that the Board of Directors approve replacing the words “committee chairs” with “committee chairs and vice chairs” in each of the following Board Policies:

1.4.7.2 Conflict of Interest Policy
1.5.1 Committee Members
1.6.2.6 Reimbursement Request Process

as outlined on page 40 of the Board Packet.

Motion passed.

MOTION # 5: The Public Information and Awareness Committee moved that the Board of Directors approve them to spend up to $15,000 from the EA Promo Fund to engage Avenue M to form a multi-year marketing plan for CSEA.

Motion passed.

10. UNFINISHED BUSINESS

ACTION The Chair asked if there was any Unfinished Business to come before the Board; there was not.

The Board recessed at 10:10 am.
The Board was back in session at 10:40 am.

11. NEW BUSINESS

ACTION The Chair called for self-nominations for the two Director positions on the Executive Committee.

ACTION The following Directors were self-nominated: Jamie Gibson, EA, Jackie Kincaid, EA, John Kristianson, EA, Jill Mendenhall, EA, Gail Nanbu, EA, Pamela Price, EA, and Kathy Rocha, EA.

ACTION The Chair asked for further nominations and there were none. The Chair declared the nominations closed.

ACTION The Chair appointed Gary Anspach, EA, as timekeeper.

ACTION The Chair appointed Kim Kastl, EA, Connie Ferrell, EA, and Irene Lawrence, EA, as tellers, with Kim Kastl, EA, as head teller.

ACTION The Chair asked the tellers to distribute the ballots.

ACTION The Chair asked the tellers to collect the ballots.

ACTION The Chair called for requests from any Director for an agenda items and there was one request.
ACTION  The Chair announced that because this new item was not previously published on the Board agenda, it would require a 2/3 approval by the Board of Directors to be heard.

ACTION  The Chair asked the Board of Directors if they wanted to hear the new request.

*Not approved.*

ACTION  The Chair called the Board of Director’s attention to item 11.C, hosting of future Annual Meetings.

ACTION  The Chair asked if there were any questions regarding any of the reports provided; there were none.

ACTION  The Chair declared that due to time considerations, agenda item 13, strategic issues discussion: session C, would be skipped.

ACTION  The Chair reported that 23 ballots were passed out and 23 ballots were collected.

ACTION  The Chair stated that only one person received the majority vote and announced that Director Kathy Rocha, EA, was elected to the Executive Committee.

ACTION  The Chair announced that a second ballot was necessary for the second Director to be elected to the Executive Committee.

ACTION  The Chair asked the tellers to distribute the ballots.

ACTION  The Chair asked the tellers to collect the ballots.

The Board recessed at 12:08 pm.
The Board was back in session at 12:17 pm.

ACTION  The Chair announced that there was not a majority vote for the second Director to be elected to the Executive Committee.

ACTION  Jamie Gibson, EA, withdrew his name from consideration to be on the Executive Committee.

ACTION  The Board of Directors decided to utilize Instant Runoff Voting to elect the second Director for the Executive Committee.

ACTION  The Chair reported that 23 ballots were passed out and 23 ballots were collected.

ACTION  The Chair reported that the second Director elected to the Executive Committee was Jill Mendenhall, EA.
ACTION  
The Chair asked if there was any other additional New Business to come before the Board; there was not.

12. ADJOURNMENT

ACTION  
There being no further business to come before the Board of Directors, the Chair adjourned the meeting at 12:40 pm. The Board of Directors will reconvene at 8:00 am on Saturday, September 22, 2012, at the Hyatt Regency Sacramento.

Respectfully submitted,

Susan Growney, EA  
CSEA Secretary  

Approved:  By Board of Directors    Date:  September 23, 2012