



# executive council minutes

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## **The Meeting of the Executive Council of the Grateful Dead Studies Association, Online Meeting, May 14, 2020.**

Minutes by Jan Wright and Nicholas Meriwether. Approved July 28, 2020.

The meeting was held via WebEx and was called to order at 10:30 a.m. (PST), with all members of the Executive Council present: Nicholas Meriwether, President; G. Ganter, President-Elect; Kurt Torell, Vice President; Jan Wright, Secretary; and Beth Carroll, Treasurer.

### *1. Websites*

Meriwether gave a status report on the Association and Journal websites. Both are nearly complete. Publication should wait until the bank account has been established and the membership application form is in place.

### *2. Journal*

Continuing the discussion begun at the August 27, 2019, meeting, the Council discussed how to handle initial print costs for the Jour-

nal, given that the costs for printing Volumes 1 and 4 already exceeded \$2,500.00 and there is strong likelihood that Volumes 2 and 3 will need to be printed before the Association is in a position to be able to pay for them. It was agreed that print costs would be reimbursed by initial sales until costs recouped with the Association accruing proceeds from all subsequent sales. Sales and receipts will be logged and reported.

### *3. Popular Culture Association*

Meriwether reported that as of May 12, 2020, the Grateful Dead area at the PCA/ACA conference has been approved. The first meeting is scheduled to be held in Boston, April 2021. We need an announcement to promote. Meriwether has completed a CFP.

### *4. Incorporation*

Meriwether reported that the IRS approved the Association as a charitable organization under section 501c3 on April 29, 2020. That status means that donations to the Association are fully tax-deductible. The Association now has to secure California state tax certification, which Meriwether is working on.

### *5. Finances*

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Meriwether researched a range of options, including both commercial banks and credit unions. The requirements are a checking account with no maintenance fees, no per-transaction costs, and no charges for cash deposits, given the likelihood of cash donations and/or transactions at conference meetings. The Association is also chartered in California, and that also limits options. Based on those criteria, only option emerged.

The Council agreed to move forward and asked Meriwether to complete the application. Discussion confirmed that the Association endowment fund will be entirely separate; its function is to generate interest to support projects and assist the Association in fulfilling its mission, so it must be invested conservatively, not speculatively. Initial research suggests that Fidelity is a good option; Meriwether will do additional research after the bank account has been established and report at the next Council meeting.

### *6. Advisory Boards*

The final steps in the incorporation process revealed additional governance and structural issues. Nonprofit corporations often have both a board of advisors and a board of donors, both of which would be appropriate for the Association and offer strategic advantages as well. A Board of Advisors would provide a mechanism for soliciting advice from individuals active now or in the past in the Grateful Dead's work, the subject of the Association's discourse, and a means of securing their imprimatur for the Association's efforts. The Board would be ex officio and provide non-binding advice to the

Council. Members would serve three-year terms, renewable. The Council unanimously agreed to include language for the Board in the bylaws and designated Meriwether to draft. Discussion of possible members followed and the Council charged Meriwether with making inquiries to see if they would be willing to serve.

Another standard mechanism for acknowledging and engaging donors in non-profits is a Board of Advocates. This would allow the Council to directly engage with supporters who contribute substantially, either monetarily or with professional services such as legal, financial, and tax advice. The Board of Advocates would be charged with providing Council with non-binding advice on development and fundraising, with members serving three-year terms, renewable. The Council concurred and noted that the Association had already benefitted from significant professional services. Meriwether will draft language for a decision at the next meeting.

### *7. Development Plan*

Discussion followed about how best to engage the Board of Advocates. It was agreed that Council should work with potential high-level donors to secure support for a long-term plan that will fulfill the Association's goals, allowing for flexibility and providing a range of sponsorship opportunities. Some Association goals are intrinsic: funding a conference session or meeting, or a volume of the journal; extrinsic opportunities can build upon that foundation by providing vehicles for enhancing the Association's public profile.

The recently signed Duke University Press series *Studies in the Grateful Dead* offers the Association an ideal pilot effort: the Association can sponsor the series by engaging donors for individual volumes, which would provide the Press with critical subvention funds. This would be a significant statement of the Association and its mission, materially strengthening the discourse by making possible high-level production values. A percentage of funds raised would be contributed to the Association endowment to cover Association administration costs.

Council agreed that the development campaign needs to include a budget for advertisements in music journals, academic journals, and other appropriate forums. Discussion noted that some CFP sites require funds but many do not. Calls for papers need to be included in a comprehensive marketing effort.

The development campaign should have a timeline tied to specific goals and outcomes, such as a volume in the Duke series or the next journal volume. The campaign should be comprehensive, from low-cost opportunities such as a conference session to ultimate goals, such as establishment of a part-time faculty position for the journal editor. Discussion of candidate for first Board chair followed; once the Association site is published and the two accounts are established, Council requests that Meriwether contact the prospective chair to see if he will serve. Council agreed that allowing his input into the campaign will be critical.

Council expressed unanimous enthusiasm for these ideas and asked Meriwether to draft a comprehensive development campaign proposal for presentation at the next Council meeting.

#### *8. Executive Director*

It was noted that the development work exceeds the job descriptions of current officer roles as defined by the bylaws. Additional issues and tasks not easily assigned to an officer position also emerged during the incorporation process, including organizational continuity, regulatory compliance, and other essential responsibilities not explicitly assigned to Council. The traditional solution is to designate an Executive Director position, appointed by the Council. This position would be responsible for fulfilling all state and federal compliance requirements, oversee development and other long-term efforts that exceed the specific responsibilities and often the terms of officers, and be able to perform other duties as assigned by the Council. The term of office should be longer than that of regular officers (e.g., three years), and be renewable.

4 | It was agreed that this would be an unpaid position and should not be an outside appointment: nominees need to be members of the Association and familiar with its mandate, institutional history, and culture; they should also be proficient in legal and statutory compliance. An essential aspect of the job is transparent communication and record keeping. The position should be defined in the bylaws. Council unanimously nominated Meriwether as first Executive Director and he accepted. Wright agreed to assist with documenting the obligations and responsibilities of the position, especially the statutory compliance requirements.

#### *9. Constitution*

Bylaws will be revised to include the Board of Advisors, Board of Advocates, and the Executive Director position and posted online for Council to review. Once finalized, constitution and bylaws will be published on the Association site; at that point, the constitution and bylaws are fixed, and once the Association begins to enroll members, amendments can only be made as stipulated by the constitution. Meriwether will provide draft language and Council members will vet and approve individually.

#### *10. Allied Organizations*

Torell continued the discussion raised at the February 20, 2020, Executive Council meeting of the possibility of affiliation and alignments with allied organizations, such as the Owsley Stanley Foundation, the Popular Culture Association, and academic music studies groups. Mutual support and greater visibility are the goals. Strategic connections could raise awareness and the public profile of the Association. Affiliation should be limited to an agreement to share links on websites and be revokable by either party.

MINUTES OF THE EXECUTIVE COUNCIL OF THE GRATEFUL DEAD STUDIES ASSOCIATION

Council agreed that this would be useful and Torell will research and compile a list of possible allied organizations for presentation at the next Council meeting.

The next meeting will be scheduled for the end of July. With no further business, the Council adjourned at 11:47 a.m. (PST).