

11/21/09 @ 2:00 p.m.

Stonewall Democrats of VA – Board Meeting at GMU Law

MINUTES

Present:

Roland Winston, Chair  
André Hakes  
Matthew Sullivan  
Charley Conrad (Va Partisans Pres)  
Terry Mansberger (Va Partisans Pres Elect)  
Alexandra Benenda (Va Partisans VP)  
Michael Barbour (Va Partisans)  
Kate Oakley – GALLA Pres.  
Nathan Mitchell – GALLA Treas.  
Nick Benton (Va Partisans Board)  
Maggie Sacra (SD Treas)  
Cindy (GCCR Outreach Coordinator)

\*Introductions: Names and activities during the past 6 months, relating to the election.

Roland Winston talked about Steve Shannon interactions from September 2009 through election. Shannon refused to come to GCCR Candidate Forum. SDVa sent letter. Shannon campaign then asked RW to act as surrogate at gay events. Shannon's Va State Bar debate w/ Cuccinelli surfaced. Shannon's campaign later said "sorry we couldn't participate". Roland called him. 10/30 – Peter Drummond called RW and wanted Stonewall do so something – help Shannon. Press Conference idea resulted – but we didn't have enough time. 2 days after the election – RW got a call from Steve Shannon thanking him for support during last days.

Roland Winston also talked about cancellation of Buju Banton concert.

The Board as it currently stands is:

President: Roland  
Treasurer: Maggie  
VP: Brian (not present)

RW nominated Andre Hakes to be Secretary.  
Maggie seconded.  
Motion passed.

The issue of Board membership was discussed:

The Congressional District Committees have not yet identified their Representatives, except for Maggie.

1<sup>ST</sup> Congressional District Representative: Maggie  
2<sup>nd</sup> Congressional District Representative: NONE  
3<sup>rd</sup> Congressional District Representative: NONE  
4<sup>th</sup> Congressional District Representative: NONE  
5<sup>th</sup> Congressional District Representative: NONE  
6<sup>th</sup> Congressional District Representative: NONE  
7<sup>th</sup> Congressional District Representative: NONE  
8<sup>th</sup> Congressional District Representative: NONE  
9<sup>th</sup> Congressional District Representative: NONE  
10<sup>th</sup> Congressional District Representative: NONE  
11<sup>th</sup> Congressional District Representative: NONE

RW moved to create a By-Laws committee. Maggie seconded. Motion passed.

RW talked about his actions in opposition to the Pam Stenzel speech to Douglas S. Freeman High in Henrico and Powhatan High and asked for feedback on that type of activity by the Caucus.

RW stated that the Caucus now has login to the VAN. A question has been added regarding: Do you support overturning Marshall Newman Amendment. Michael provided some information about VAN and how it works.

Maggie gave Treasurer's Report. AAH moved to approve. Maggie seconded. Motion passed.

Charley Conrad raised the issue of Nat'l Stonewall Democrats. Partisans is a chapter. Hasn't paid dues in 2 years, because they haven't done anything for Partisans. CConrad thinks it's not viable for Va. Charley Conrad suggested that By-Laws committee look at dropping the name Stonewall. Roland Winston disagreed. RW thinks the value is there for Nat'l Stonewall Dems. RW suggested that a proposal be made at the next meeting to change the name.

RW reported on 7<sup>th</sup> district meeting last week. The 7<sup>th</sup> District Committee put forth a request to the Central Committee to set up a Strategic Planning Committee with 2 members from each district to be selected by the district committees. RW suggests LGBT Caucus put forward a similar request, and add to it that a representative of each caucus be added to it. Also for a letter to Tim Kaine – will not pass. And for a vote of no confidence in the Chair of the Central Committee – didn't pass.

RW raised the issue of fundraising and budget. Michael suggested requesting a pledge of \$5/month. If we got it widespread, we'd make a lot of \$.

RW raised the issue of requesting a seat on the Steering Committee. He was told there was some logistic issue with 3 caucuses. After 2 2-year cycles, the caucus usually petitions the Steering Committee for a seat, and turns in a "justification" of what the Caucus has done in that time to earn a seat. RW would like us to create something like VAYD's justification list – including everything we've done. Ask Adam and David, Jennifer McClellan, Joe Morrissey, etc. for letters of recommendation. Ask for Third District Chair to make the motion and 7<sup>th</sup> District Chair to second it. Need to have it together by Friday, or else wait for Feb meeting.

Charley Conrad stated that he heard the GLBT caucus, and 3 other caucus chairs would be seated as steering committee members by motion. RW said that's not what he was told 2 days ago. Charley Conrad will work with Matt to get the figures together ASAP.

The issue of advertising, newspapers, website, etc. was discussed.

AAH moved that Maggie and AAH be elected to the ByLaws Committee. Maggie Seconded. Motion carried unanimously.

RW appointed AAH as Chair of the Bylaws Committee.

AAH will redraft the ByLaws to take the Committee Reps off the Board, and create new OFFICERS: VP Finance, VP Outreach, etc. She will let Roland and Maggie vet them. AAH will check whether or not the bylaw amendments have to be approved by DPVA, and if they do, AAH will find someone at the DPVA to vet them ahead of time.

Maggie raised the issue of obtaining a website. Matthew has someone who will set it up. The full name of the group will be used. There may be a vote later to remove "Stonewall" from our logo.

A discussion was had of the national organization: Stonewall Democrats. Charley Conrad is strongly opposed. RW says the issue has already been voted on, and the caucus is a chapter. Maggie raises the question of whether or not SD can run federal funds for us – so we don't need a federal PAC.

RW moves that the Caucus write the national SD a dues check. Maggie seconds. Carries.

8:30 a.m Board Meeting 12/5 – Central Committee Meeting. Staunton.

Procedure to amend By-Laws:

\*BOARD can recommend changes to the By-Laws.

\*By-Laws Committee reviews proposed amendments and makes recommendations to the Board.

\*Board's recommendations, and reasoning, must be reported to the Caucus before a vote.

\*"Chair" must inform members of proposed amendments by mail, or otherwise, at least 10 days before meeting where vote is taken.

12/5/09

Stonewall Democrats of VA – Board Meeting at Staunton DCC meeting

MINUTES

Present:

Roland Winston, (Chair)

André Hakes (Sec)

Maggie Sacra (SD Treas)

This meeting followed the Democratic Central Committee meeting, and a meeting with Tom Perriello, in which his support for ENDA was secured.

Plans were made for Maggie and André to meet and complete revisions to bylaws.

Future quarterly board meetings were tentatively set to take place in conjunction with central committee meetings.

The Jefferson Jackson dinner was discussed.

Minutes: Stonewall Democrats Membership Meeting 3/20/10

Call to Order by Roland Winston

Remarks by : Sen. McEachin, Del. Adam Ebin

Discussion and Vote on amendment of bylaws -- passed.

Remarks by: HRC, National Stonewall Dems, Robin Deane

Adjournment.

Minutes: Meeting of Stonewall Democrats Board 3/20/10

\*There was a meeting of the Board in February, however the Secretary was not present, and no one was appointed to take minutes during the meeting.

Present: Roland, Brian, Andre.

Absent: Maggie.

Introduction of new prospective board members. André Hakes asked that they say something about themselves before the vote. Each gave a brief summary of their qualifications and interest in the Caucus. Vote on adding new board members -- all passed unanimously.

New composition of board:

Chair: Roland Winston

Exec Vice Chair: Brian Boyce

Secretary: André A. Hakes

Treasurer: Maggie Sacra

Vice Chair for Outreach: David Cary

Vice Chair for Technology and Communication: Joel McDonald

Vice Chair for Development: Skip Kilpatrick

Vice Chair for Elections: Matthew Sullivan

All present except Maggie Sacra.

Roland Winston moved to approve the fundraising contract with Eric Payne and Cheryl Zando. André Hakes moved to table the vote until Maggie Sacra could be present. Discussion ensued. Ultimately, a vote to adjourn and continue discussion of fundraising contract at conference call Monday evening passed.

3/22/2010 Stonewall Dems Board Conference Call -- 7:00 pm

Present: Roland, Andre, Maggie, Brian, Joel, Skip, David, Matthew

Quorum established. Roland called meeting to order.

Roland asked if there was discussion of the contract.

Maggie opposes signing the contract at this time. She wants a bid process. She isn't satisfied with the clarity of what they will do for us. Maggie is concerned there's no incentive for the fundraisers to raise more than the \$2500 they will be paid per month.

Brian says Maggie raises a valid point -- the typical way this works is through a bid process.

Skip thinks Maggie has a reasonable point. However, the contract is for a very limited time. And has a 15 day out clause.

Maggie: We are committing to \$10K over 4 months. If they raise 10K, 100% goes to them, and caucus gets nothing. If someone realizes all you raise went back into the fundraiser instead of doing what they think the \$ is going to be used for, are they going to want to give \$ to us in the future.

David: Understood from talking to Cheryl and Eric they won't charge us more than they raise. Question about motivation -- Cheryl works with Jennifer McClellan. Her intentions are to help the caucus, not just business. There are other options not written out yet, but National SDs spoke about fundraiser with us in the future. David is open to looking at other options before we vote on this tonight. So far, David is in favor of working with Cheryl and Eric.

Maggie: Voiced she didn't think anyone was not being above board -- concern is that if all \$ is channeled directly into fundraiser, their incentive to raise stops there. She has seen that happen before. Another concern: We're in a very bad period for fundraising. 4th Qtr 2009 was worst quarter ever. Last 8 quarters have trended down. Climate in VA is good now for LGBT fundraising -- but there are competing causes, which are seeing only small 10-25\$ donations trickling in. Maggie's worried if they can do this or not. We might see NO \$ for the 4 month period.

Skip: Thinks the nature of the economy is a good reason to have professionals involved in fundraising. Thinks \$2500 investment is not unreasonable.

Maggie stated she did leave a copy of a proposed budget with AAH at the meeting. AAH notes she did not pass it out. Roland advised he thought it was just a Treas. Rpt. and did not address it.

Maggie points out we have \$1200 gross in our acct right now. And we have not adopted a formal budget. We have brought in \$2368 total so far this year. We need to raise our profile and increase giving -- but her problem is we might not get a dime -- we could have no more than we started with, but everyone would have expected us to raise a substantial amount to do something with. Ask later -- what have you done? Ans: we paid the fundraiser.

Brian: There was a big scandal in DC area over AIDS Ride and \$ collected. Maggie has a point. The reason they're giving the \$ is to see things happen for the GLBT population in VA. We're a transparent org. It would be very obvious if what we gained from using outside source is exactly what we paid them -- and all \$ donors gave us only went to pay salary. Wonders is that's a standard way things are done in the political arena. In medical collections -- it's by percent. 10% of what they bring in. Ensures incentive, and larger % is going to people who raise the money.

Joel: Looking at K -- Section 3 is marked for deletion. Where did the % language come from?

Roland: has spoken to a # of people -- 10-20%. 38%. Etc. But thinks fundraisers will meet their goals, and end up around 10% or less.

Joel: Would like a % structure.

Roland: Notes the names that will be added to our file, background information, etc. has value -- so can't count everything in \$ value.

Joel: Understands there are other pros - not just \$.

Maggie: Agrees we need to do something. But doesn't think when people look at a budget next meeting -- and see the fundraisers got all the \$ -- that they will think about the other benefits. Maggie thinks it is vital that as part of the contract, we also consider what they're going to do, and what they expect us to do as a board. They're not saying THEY'LL raise all this money, but that they'll do some things, and the board will do some things, etc. Maggie just got this K for the first time in email today -- thinks it's too rushed, and we need more time to consider and analyze it.

Roland: Notes that we did not have enough of a working board before to get there. Notes that we have some opportunities now, with HRC, National Stonewall, David Mixner call -- etc. But we can't do it if only Roland has time to work on it. Roland is not prepared to lead without being able to -- this is dragging him down. Roland can't do all we are in the firestorm of having the opportunity to do by himself. Cheryl will be working as a sounding board, secretary, etc. 4 month term is short. \$2500 salary /month for 2 professionals of their caliber is not much.

Maggie: Notes that the board is now 8 people. Notes that Roland has chosen to do many things by himself, and not consult others, because he thought they would be "hard to convince". Maggie thinks Roland needs to slow down.

Brian: Recognizes Roland has done a lot of work. Notes this is the first he's heard of some folks wanting liaison, etc.

Roland: notes that just came up Sat.

Brian: Suggests we set up better communications. Perhaps Joel can help. Suggests people would feel more included on the day to day.

Roland: Moves for approval.

Mathew seconded.

Roland: Y

David: Absent

Joel: Y

Skip: Y

Andre: N

Brian: N

Maggie: N

Matthew: Y

Measure passes.

Roland moves to amend, temporarily, our policy on membership dues -- allow anyone who pays dues between March 1 and June 30 to be considered to have paid dues from 2010 - 2011 term.

Maggie thinks there might already be a provision like that.

Roland: Thinks there isn't.

Maggie: Checks the bylaws -- it appears there is only one amount listed for individuals and couples, and no provision ...

Maggie: If you become a member between March and June 30, membership would be good through June 30 of next year.

Issue is raised of whether or not dues are required -- Roland clarifies they're not. Can be waived.

Skip seconded.

Joel: Y

Matthew: Y

Skip: Y

Andre: Y

Brian: Y

Maggie: Y

David: Y

Unanimously passed.

Roland raised the issue of the next meeting. Wed is bad for AAH this week. Thurs and Fri are bad for Brian this week - but it will be evening call.

Meeting adjourned.

**Stonewall Caucus of VA -- Meeting minutes -- teleconf 4/25/10**

\*On 3/24/10 there was a meeting with Eric Payne and Cheryl Zando. At that meeting, Maggie Sacra and Brian Boyce resigned. Maggie Sacra submitted a formal letter of resignation, which is attached hereto, and requested that it be made part of the minutes. There followed a series of informal mediations, involving the members of the board, Terry Mansberger and Charley Conrad of Virginia Partisans, Brett Burnham of National Stonewall Democrats, and Caucus members Abbi Easter and Cindy Bray. At one of those mediations, it was decided that this meeting would be called, to consider reinstating Maggie and Brian to the Board.

PRESENT:

David Cary  
Matthew Sullivan  
Skip Kilpatrick  
Maggie Sacra  
Andre Hakes  
Joel McDonald

MISSING:

Roland Winston

David Cary called the meeting to order at 7:08 pm.

DC raised the issue of reinstating Maggie. Mentioned Roland is wondering if Maggie will run next month. Mentioned Maggie's conditions: We need better notice of new plans, and voting. So if there's a major change, we need to set down guidelines for getting the info to board members, and giving a specific amount of time between introducing the plan and voting on it.

Roland joined call.

AAH voiced support for Maggie.

Matthew voiced support for Maggie.

Skip voiced support for Maggie.

Joel voiced support for Maggie. Doesn't think whether or not Maggie is running is a necessary concern.

Roland has "no objection" to Maggie's condition.

Maggie stated the need to act as a group and have better notice.

Brian agrees with Joel -- it doesn't matter if people are going to re-run for their current positions or not.

AAH moves to reinstated.

Joel seconds. David Carey also seconds.

Skip: Aye

AAH: Aye

Matthew: Aye  
Joel: Aye  
Roland: Aye  
David: Aye  
Passes unanimously.

Skip moves to reinstate Brian to the board.

David asks if before we vote -- what Brian's conditions are, and how we can do better moving forward.

Brian: Agrees with Maggie's comment -- clear ideas, moving cohesively. His bottom line was all the things happening Maggie's resignation. That was the major rift for him. He has no conditions other than what Maggie has mentioned.

#### DISCUSSION:

David: It's best to have everyone working together. Communication needs to be better. Positive attitude is important.

AAH: Wants Brian back for status-quo ante.

Matthew: Agrees. Values Brian's opinion and thinks his voice will be an asset to the board.

Skip: Looking forward to working with Brian.

Maggie: Definitely. Important to go back to how things were before the rift.

Joel: I think Brian would be a valuable member of the board, passionate activist.

Roland: Said in a previous meeting there was a lot in his letter that wasn't fact. Roland stands by that position. Wants to know what Brian would contribute to the caucus.

Brian: I am the current Richmond chair for Partisans. Has contacts. And it's good to have central committee, original founding members. I am always willing to participate, and I think I can do more, if we follow what Maggie has suggested-- preparing for things more in advance.

AAH Moves

Maggie Seconds.

#### VOTE:

David: Aye

Skip: Aye

Roland: Aye

AAH: Aye

Matthew: Aye

Maggie: Aye

Joel: Aye

Passes unanimously.

David: We now have Brian and Maggie back on the board. Welcome back. Off of this call, we'll lay out some specific plans for improved communication in the future.

David: Next order of business: PARTISANS

David: We should focus on our principles -- LGBT Rights -- over the personalities of individuals, disagreements over power and control. Full merger and overhaul should probably wait until after the elections in November, if we're going to do it. For the time being let's cooperate as closely as possible. Brian should help act as liaison with Partisans. Try to be transparent - between the two groups. Consider 2010 elections a test-run for 2011. Proposes an informal cooperation with Partisans for now.

AAH: Was originally not in favor of waiting, but can see why we should focus on elections for now. Thinks Stonewall should become a real "caucus", and wants to merge.

Matthew: Wants to withhold comment at this time re: merger with Partisans.

Skip: Is of two minds -- understands focus on here and now. Premature to do anything other than work toward Nov. elections. But on the flip side -- we don't have any idea how Terry and Charlie's meeting went with Partisans this weekend. Thinks keeping open communications with Partisans is a good idea. The idea is new -- just thrown out last weekend. Re: "Caucus" -- there are some different definitions, as to whether or not it has to be made up of only Central Committee members. Thinks we should go forward with the plans as if we weren't merging, but keep communications open.

Maggie: Thinks it's a good idea to look at the possibility of merger and continue with that concept as we move toward elections. Important to work together with Partisans, united, not at cross-positions. Maggie has been a member of Partisans for years -- they were very key to the Caucus becoming a caucus. We need to work hand in hand with them. We all have one ultimate goal -- equality. So we need to work together with all other groups -- but considering Partisans is the other democratic group in the state -- we need to not be on another page. Otherwise can send confusing message about what it is to be an LGBT Democrat. So we should continue investigating merger. "Caucus" -- What Skip says is true. Many of the caucuses act as constituency groups, and call themselves caucuses. One of the concepts put forward in Cville was to make the caucus a true caucus -- central committee members only. Maggie supports putting together a group from the Caucus to work together with Partisans to make a plan for the next month, 3 months, and 6 months. Whether that means a merger in the end, or just close working together.

Skip: Is totally on board with what Maggie is suggesting.

David: Our only in depth discussion of this topic was in Cville. Explains to Brian that one concept is caucus becomes solely central committee members, everyone else blends into Partisans, possibility of Caucus being Richmond or Central Va chapter of partisans, talk of merging and putting some caucus board members on board of Partisans.

Brian: Hasn't heard anything from Partisans about merging or not. Willing to be a liaison to Partisans. Partisans have been very successful and very active in fundraising, and have a recognized PAC and have made important contributions all over VA -- even though they're concentrated in NOVA. The most active chairs besides NOVA: Brian in Richmond, Tidewater, and Charlottesville.

AAH: Clarifies her position is we should move forward -- but recognizing it won't be done overnight.

Maggie: Highlights her plan for 1, 3, 6 months -- long term planning, perhaps culminating in merger.

Joel: Attended both meetings feeling like he understood a little more about where the Partisans were when they decided to create the caucus. They didn't mean to create a competitive entity -- but they have. Thinks it matters how many organizations are working through the politics. Thinks that we seriously need to look at how we can take the energy from the caucus -- activist energy -- and blend that in with the Partisans. For efficiency and effectiveness. It has felt like Partisans have been NOVA -- but they have contributed elsewhere. They're ramping up to do what we're doing -- statewide. If Partisans are willing to do that, he's all for combining those goals with what Partisans have been doing. Thinks the idea coming out of Cville is: Both Partisans and Caucus need to put some power behind the meetings, and suggests putting together a committee tonight to help with that.

Roland: The presentation from Terry, and Roland's questions went unanswered -- made it look like to him that a whole lot of this is about Partisans feeling threatened. That may be untrue, but -- my questions went unanswered. Roland knows from party officials the Caucus is not in violation. The woman's caucus is the same way. The two organizations absolutely need to work together -- there has never been an intention not to. There is too much at stake in this upcoming election to be distracted from the fight, so more meetings are fine, but focus on election.

Brian: Partisans does not feel threatened by the Caucus.

Joel: Thinks there is a significant difference between Women's Caucus and LGBT Caucus. There's no organization out there doing what the women's caucus is doing. But Caucus and Partisans have overlapping goals. Would rather have strong, efficient pursuit of goals going forward.

David: Recap

1. Not to rule out merger
2. Communicate with Partisans
3. Acknowledge Caucus has a grey definition -- what is a caucus? DPVA approved it
4. Brian is willing to be liaison
5. Partisans helped to make the Caucus what it is, and has done lots of good work in VA
6. Everyone wants to cooperate with Partisans -- same goal. But somewhat inefficient.

Continue what we're doing now, but coordinate our efforts. Don't commence a large overhaul of the two groups at this time.

Skip: Do you think maybe a committee to talk to them and find out what they're thinking? We have no idea what they're thinking.

Roland: Thinks Abbi was planning for next meeting to be maybe committee.

Maggie: Wants to see committee/liaison group to work with Partisans, to form action plan 1-3-6-12months. If it leads to repositioning, re-writing bylaws, etc. -- Offer that up to them. Tell them we would like to work with Partisans.

Matthew: Thinks working closely with Partisans doesn't make sense -- Partisans is failing, Stonewall is succeeding.

Brian: Suggests coming up with a list of roles and responsibilities that we share, and use it as a starting point -- invite them to select a group of people to talk about what they're going to cover and what we're going to cover.

Roland: It's too soon to do that.

Brian: Took issue with Matthew's comment that people "got in bed" with the Caucus and not Partisans.

Roland: Thinks there are no partisans members -- other than central committee. Thinks Abbi and Brett both said it's premature to ask for information from Partisans.

Skip: Notes that he hasn't signed on to any merger. Just that it might make sense to have a smaller group to meet with them and talk.

Maggie: The question now isn't whether or not we need to merge with them, but improving communication and cooperation. There are huge rifts that have occurred -- and we need to get that back on track. If we all want to attend the next meeting, that's fine. But soon we should have a small group of core people who will liaison with them, make sure we're not replicating things, doing same activities at same time, etc. If at some point over the next month, 6 months, whatever -- we move more toward working together by some sort of quasi-merger, that would be an offshoot.

David: We're getting into some pretty specific stuff here -- in the interests of time and this meeting tonight, can we all agree that we want to cooperate with Partisans, a merger is not ruled out, but this is not the time to do it. Form a committee to work with them?

Skip: We're still scheduled to meet with them at Grapevine -- May 4 at 6:30 pm.

AAH: Suggests sometime calling a meeting of both boards at the same time, where they can break apart, come together, make decisions.

David: Thinks the liaison situation is getting a bit specific. Let's eliminate that from the 7 points. We can decide later if we want to designate a specific committee of people to do this.

Maggie: So we've come no farther than where we started. We're all going to the meeting on the 4th.

Roland: Thinks a committee was mentioned before -- Because Charlie said he would serve on it.

Skip: What if we appoint 4 people and let them appoint 4 people, to discuss, and any resolution that comes from that mixed board goes back to the Boards for approval.

David: We don't need to set down a formal committee now, and everyone doesn't need to go to this next meeting.

AAH: Let's have Brian communicate to the Partisans that we're still discussing it. And we haven't really reached any decisions.

Roland: That's pretty good. We're willing to continue talking about it.

AAH: Then how about Brian tells them we're still talking about it, open to further discussions. AAH will send out minutes.

Matthew: Agrees.

Skip: Agrees.

Maggie: Definitely.

Brian: Willing to do it.

Joel: Yes. As a side note -- the process for caucus board elections is ongoing. Nominating committee has launched that process -- so current board members must go to website and fill out filing form.

Roland: Concur.

David: Next communication will be AAH sending out the minutes. Reminder to all that if you want to be on the board next year -- need to file. Welcome back Brian and Maggie.

Maggie: I need the treasury documents back.

Skip: I have them. Call me.

Meeting adjourned.

**Margaret A. "Maggie" Sacra CPA  
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Roland Winston, Chairperson  
LGBT and Families and Friends Stonewall Caucus of the DPVA  
and  
Board Members of the LGBT and Families and Friends Stonewall Caucus of the  
DPVA

March 23, 2010

Re: Complaint of Board Circumvention and Resignation as Treasurer

Dear Mr. Winston and other Board Members,

Over the last several weeks there has been an increasing rush to push forward activity of the LGBT and Families and Friends Stonewall Caucus of the Democratic Party of VA ("Caucus") by the chairperson without the inclusion of Board members in those decisions. On several occasions the chairperson has taken it upon himself to make decisions and enter into discussions and agreements that should have been left to a full discussion of the Board. These instances include but are not limited to an announcement at a meeting held February 23, 2010 that certain persons would be named to certain officer positions as soon as the bylaws revisions were passed, without previous consultation of the full Board or vote of the Board as indicated in the bylaws, and a discussion with persons to do fundraising work, which included an e-mail to the fundraisers saying "I know there will be some who are concerned about an agreement where the consultant might get all the money. I am not..." and then later "I will sign the contract.", which was sent days before any discussion of the Board was held on this matter.

I confronted Mr. Winston with my concerns for proper Board procedures and specifically about the fact that the following should occur:

- 1) The idea of a fundraising contract should have been discussed with the Board.
- 2) A plan for accepting bids should have been put into place.
- 3) Bids should have been accepted and reviewed by ALL Board members in a timely manner.
- 4) A consensus on the manner of fundraising and the terms of the financial specifics of the contract should have been discussed by ALL Board members, including but not limited to a full proposal by all fundraising organizations providing a bid, and
- 5) That only after a complete agreement on contract in fiscal responsibility and in content of action was reached that the Board should move to vote on accepting the contract.

Roland Winston, Chairperson  
LGBT and Families and Friends Stonewall Caucus of the DPVA and Board  
Members of the LGBT and Families and Friends Stonewall Caucus of the DPVA  
March 23, 2010

Mr. Winston failed to perform his fiduciary responsibilities as a chairperson by actually circumventing me while pushing the proposal without proper open discussion, because as he said he "knew I would be the most difficult to convince".

I expressed these concerns explicitly in a lengthy phone conversation with Mr. Winston on March 22, 2010 before a scheduled phone conference of the Board to be held later that day. In that meeting I also expressed my dire concerns that fiscally the contract was inappropriate as the first \$2,500 each month for four months would go directly back to the fundraisers, which could result in us giving 100% of our funds raised to the fundraisers if only \$2,500 was raised each month of the contract. Mr. Winston ignored my request to have a formal process, hear a presentation of the fundraisers, and have a full discussion after all information was available of the Board. He moved directly to vote on the contract as the first utterance from him after the Board conference call began on March 22, 2010. Only after I again requested some discussion was any had on the aforementioned phone conference of the Board held March 22, 2010.

In my opinion, this is one of the most egregious circumventions and abuses of Board power perpetrated by a chairperson of any organization with which I have ever been in association. The current pattern of disregard for the opinions of the other Board members by the Chairperson when he feels they will not agree with him, the questionable fiscal responsibility of the decision to move forward which was made by the Board's 4-3 decision in favor (Boyce, Hakes & Sacra choosing to vote nay), make my decision to resign from the Board the only one that I can make. My position as Treasurer of the Caucus requires me to perform my Caucus functions with transparency and honesty, and my professional responsibility as a certified public accountant of the Commonwealth of Virginia requires of me a certain level of ethical fiscal responsibility that I feel that I can no longer provide given the climate of the Caucus as led by Mr. Winston. I therefore feel that in good conscience I must resign as Treasurer effective immediately citing an opinion of no confidence in Mr. Winston.

I wish the Caucus well and hope that this will cause a re-examination of the way that business is performed in the future. The value that a strong Caucus can have for the LGBT community of the Commonwealth is clear. I hope only positive things for the Caucus and the Democratic Party of VA.

Sincerely,

Maggie Sacra CPA