



**BLACKSPIRE**  
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## CORPORATE MINUTES OF THE MEETING OF Board of Directors, Blackspire

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### I. Call to Order

A meeting of the Board of Directors of Blackspire was held on February (03), 15th day, 2026 at 7:00 pm in the “Board of Directors” voice channel of the Official Kingdom of Blackspire Discord server.

The meeting was called to order by Sarah Strohmeier, at 7:06pm, followed by a statement from the Oregon Nonprofit Corporation Handbook stating that this is an official meeting and regardless of not being physically in person, official business may be transacted and the directors who participate are considered present, in person, at the meeting.  
A quorum was achieved, allowing the proceedings to commence.

The following directors were present:

Sarah Strohmeier (Aurora) - President  
Marcus Chatfield (Brodar) - Assistant Operations Officer (Regent)  
Morgan Brown (Emmering Rook) - Incoming Financial Officer (KPM)  
Cody Sanders (Theorem) - Adjudication Chief (KGMR)  
TJ Foltz (Oso) - Director of Records Management (none-voting/Outgoing Monarch)  
Chaunda Smith (Tara Redgrave) - Treasurer  
Christopher Hyde (Faclan) - Secretary  
Ray Sullivan (Keriz) - (Regent)  
Cian McCarron (Vladimir)  
Talieson (Talieson Solmon)



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Bailey Boaz (Galinmorn)  
Wicke (Wicke)

Absent:

Courtney Wukasinovich (Falcon) - Outgoing Financial Officer (KPM)  
Jacob Cooksey (Brago) - Outgoing Operations Officer (Monarch)

### Ia. Initial clarifications.

As per our handbook it was confirmed that we can have BoD meetings and decisions entirely online if needed too. Like if we need to have an emergency meeting. But this was shortly followed by some confusion if the outgoing KPM still holds their seat even if they stepped down. Is it shared between them and the pro temp? Moved to future talks and potential policy changes.

#### **ACTION ITEMS:**

- Potential policy clarifications for how pro-temp positions and stepping down members fill seats on the BoD.

### II. Old Business/updates to same

IIa) Insurance and future alcohol policy. (Cian)

As researched by Cian he reached out to the Oregon Liquor Control Commission (OLCC) to discuss our situation as Blackspire and found out we can get an Exemption. This would, once we fill out a form and apply, would have us need to follow some basic rules but would allow us to directly serve alcohol at events. Up to 40 days a year! There would need to be a central area where it is served, and the drinks cannot leave this position to wander around (in addition to several sites not allowing this normally), but personal drinks can still be kept at personal camps. There would need to be designated volunteers who are the only ones allowed to serve but this would allow us to legally serve alcohol while also allowing us to receive donations of either



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money or alcohol to go straight back into Kingdom funds. We would just need to also budget out buying the central store of alcohol in an events budget as well.

However as this will be a new item for us there will likely need to be some additional policy written and approved for limits and what to do should someone consume too much or otherwise become a problem. As well as making sure this is done properly and legally.

**ACTION ITEMS:**

- Cian is going to take some questions other members had and re check in with the OLCC to get answers so we can start working on policy for this.

**IIB) None Profit Organizations grant updates. (Ray)**

Not good news at the start as both Oregon Community Foundation (OCF) and the Oregon Cultural Trust (OCT) required a \$500 fee to even begin their process which Ray was unwilling to do. We also do not have our financial Audit available for over twelve months ago. This makes those who issue grants concerned as they are unsure about our reliability. They often require five years if possible.

The Oregon Cultural Trust may be able to waive the fee after further discussions but it is still an ongoing process so besides the removal of OCF there is not much new to report.

**Action Items:**

- Ray will try to work with our new KPM (Morgan Brown) to try and acquire our audits from previous years. Wicke may be able to assist with Marion County specific grants as that is where Blackspires mailing address is.

**IIC) Corporal Committee and legal compliance update. (Marcus)**

Marcus Chatfield (Brodar) is now in the legal team emails as well. And was able to provide a quote and image to go along with it from the legal organization, who are an NPO specific group, who has offered to read our documents to ensure we are in legal compliance.



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### **Project 1: Review Governing Documents and Provide Recommendations to Blackspire** **\$2,800**

This project includes reviewing the bylaws, constitution, and governing documents for Blackspire, an Oregon non-profit mutual benefit organization. The attorney will identify any areas of concern and ensure legally advisable provisions are included, recommend updates to conform with current law and address any specific concerns of the nonprofit organization, including liability issues and lobbying restrictions. Attorney will provide written recommendations, identify red flags, and suggest additions to ensure compliance and clarity of the bylaws. Attorney will provide written recommendations to you, followed by up to one hour of meeting time to discuss recommendations and answer questions. If an amendment to the organization's Articles of Incorporation is needed, the attorney will provide counsel to the organization for making that change, or will provide a project quote to prepare and file that amendment.

#### **Additional Legal Counsel and Advice**

If additional legal matters arise that you'd like to discuss with attorney Lindy Laurence, you can schedule time on her calendar to connect. You can schedule a 30 minute call using [this link](#), or an hour call using [this link](#).

#### **What happens next?**

**Let us know which project(s) you would like to pay for.** We will send an invoice through MyCase, along with any additional items we need to begin. A 3% administrative fee will be added to all projects. Once the invoice is paid, your case will be added to our project calendar.

\*\*Our payment portal now offers a "Pay Later" option. Click [here](#) for more information.

**These project quotes are valid for 30 days.** If your circumstances change or some time has passed and you did not move forward, no problem! Let us know and we will update the scope of work and quote for you.

By submitting payment for any project, you are hereby consenting to the following [Terms of Representation](#).

Most projects include **one follow up meeting**, scheduled within **30 days** of receiving your draft. If that deadline does not work for you, please let us know so we can adjust accordingly. Your attorney will reach out to schedule this session when the time comes.

Any work outside the project scope defined above, will be billed at the firm's hourly rate of \$350. We will always discuss this with you in advance before doing so.





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We have thirty days to reply to this, and the email was received March 11th. There was a vote to provide the funds required to begin this process. With an additional 30 minutes of funds paid for if we have any further changes. Totalling \$2800 for the base price and an extra \$350 for potential extra time due to changes. The populace will be informed that there will be a moratorium on changes to our bylaws and policies while we wait. Chaunda will also be brought into the chats to help simplify and record the money being spent.

### **Action items:**

- Marcus, Chaunda, potentially Morgan will go forward with the approved funds to have the legal firm look at our documents.

### **IID) Update on the Pacwar Audit. (Morgan)**

The numbers are still being clarified and entered into our records. We also need the attendance numbers which have a few different recorded amounts. Working on finding the real number. Marcus is also working on being added to the account for the proper authority if required. There was some confusion on if the Kingdom needed a public vote to move funds out of the Pacwar account into the kingdom one. But Morgan confirmed that we do not need to do that. So the funds will be moved shortly and numbers confirmed.

### **Action Items:**

- The Pacwar funds will be moved shortly into the main Blackspire account and final attendance confirmed.

## ----- New Business -----

### **III) New Business**

#### **IIIa) Trailer and Storage Discussion (Cian/Morgan)**

The current holders of the Kingdom trailer are Courtney Wukasinovich and Jacob Cooksey, absent from the current meeting, and it is currently on their home insurance. As both are leaving the monarchy positions we need a new Quartermaster to hold it. Cian and Morgan have been



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looking through several options and currently have either one in Salem for \$85 or \$88. The issue however is this is quite far from either of them so would make airing it out and picking it up a pain. There is one closer to Cian but it is \$150. Morgan moves to approve \$150 of funds to pay for one month of storage at Sentinel in Sherwood as a fallback in case the trailer needs to be moved very shortly from the previous holders.

Wicke was good here and let us know with the current spending we are getting close to our 15% limit. Thank you Wicke.

### **Action items:**

- \$150 was approved to buy a month of storage space in Sherwood in case the trailer has to be moved very shortly.

### IIIC) Internet and online storage. (Cian)

Courtney was not present to discuss this issue but Cian took over and explained that we are almost out of the online Cloud space. It was not clear at the time of the meeting if Courtney had paid for the two Terrabyte of space so other options were also discussed. The most likely solution was moving to either Google Work Space or Microsoft Teams to provide much more space. The new Director of Records Management (DRM) position will take charge of this issue. Wicki also provided a helpful link which could get Blackspire a discount as we are an NPO; <https://www.google.com/nonprofits/workspace/compare/>

### **Action items:**

- Nothing besides agreement that DRM will look into this once Courtney's potential storage payment is confirmed. But other options exist if needed.

### IIID) Proposals Discussions (Role charters) (Sarah/Morgan)

Morgan requested that the Financial Officer, Treasurer, Webmaster, and DRM position should all have access to the Kingdom Paypal. To help facilitate easier payment and review of funds in



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case one person is absent or unreachable. As well as this upcoming bylaw addition. Which may need to wait depending how fast the legal team will be sent our Bylaws for review;  
Added 3.10.4 Official change of power and Board of Directors responsibilities shall happen at Coronation for respective Officers.

Administrative addition to comply with legal requirements of listed timing for Board of Directors seat placement.

The main thrust of this section however was the new positions that we are working to codify to make it more clear what listed positions will have what responsibilities and requirements for their office. Here is the link for the main proposals;

[Role Charters - BOD Positions - Google Drive](#)

### IIID 1

Designated Banking Liaison

[PROPOSED - BOD Designated Banking Liaison \(DBL\) Role Charter - Google Docs](#)

Currently tabled as Judy Wright was not present to discuss new information gathered after the questions the BoD and Blackspire had last meeting. As such questions about Stripe and the functions of the position will be discussed next time.

### IIID 2

Director of Records Management (DRM)

[BOD Director of Records Management \(DRM\) Role Charter - Google Docs](#)

Cian and Wicke requested that the cloud management was under this position rather than the Webminster who more so does social media. It was voted to remove this redundant section in the Webminster document (2.4.2.5) and instead move it to the DRM document (2.5.2.3). The vote passed unanimously. There were also concerns what Blackspire would do if the DRM was no longer able to perform their job - but Cian would hold the account on One Pass so others would be able to get access to it should that happen. Following this there was a vote for Cian to take the DRM position. Unanimous yes with Cian abstaining. Cian is now our DRM, woo.

### IIID 3





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Board of Directors President

[BOD President Role Charter - Google Docs](#)

Mainly a discussion about the duties and a double reinforcement that one of their biggest duties is point 4. To ensure documents and other articles are submitted by their due dates. The exact term length of the President is currently in a proposal but otherwise the vote to pass this charter into action was passed unanimously.

#### IIID 4

Board of Directors Secretary

[BOD Secretary Role Charter - Google Docs](#)

Nothing major discussed besides going through the document. It was then voted on and passed unanimously to now be live and active.

#### IIID 5

Board of Directors Treasurer

[BOD Treasurer Role Charter - Google Docs](#)

Nothing major discussed besides going through the document. It was then voted on and passed unanimously to now be live and active.

The charters make it much more clear which job will handle what duties. Thank you Morgan and Sarah for working on them for transparency and concise information.

#### **Action Items:**

- Cian is now DRM. Charters for President, Secretary, and Treasurer are now live.  
Banking Liaison is tabled until the next meeting.

## IV. Other new business

IVa) Disciplinary Guidelines and Mediation Framework (Cian/Bob Wright)



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Cian would like to first let the populace know that this will not be voted on soon. This is just to get the information out to Blackspire as a whole for discussions and refinement as we move forward. Here are the documents;

[Code of Conduct Investigation Guidelines and Processes \(Rough Draft\) - Google Docs](#)  
[Mediation Framework - Google Docs](#)

Ray suggests that we table this so Bob Wright who wrote the CoC investigation Guidelines will be present to help explain his proposed changes. These are from the Kingdom of the Golden Vale. This was passed but Cian, who wrote the Mediation Framework, also wished to explain the broad strokes to get it in our minds to begin to think about it. The main goals of both documents is to make the BoD disciplinary committee not the final word in disputes and to put power back in the specific Holdings. Cian hopes to train holders and other park/holding officers to better mediate potential issues and problems that arise at their locations. To hopefully stop issues before they grow and fester. There will also be a public comment section to get the populace more involved in the entire process rather than having everything be in the private BoD disciplinary chat.

After the explanation there was a vote to table until the next meeting. Passed unanimously.

### V. Closing

The next BoD meeting is scheduled for April (03), 12th day, 2026 at 6:00pm in the Blackspire Discord server in the bod-voice channel.

I, secretary, am putting this break in here to make it clear that the next BoD meeting will be starting one hour earlier at 6:00 PM.

The motion to close was made by Sarah Strohmeier to Adjournment, seconded by Ray. The meeting adjourned at 9:30pm. The public meeting has now closed. The board will now move over to the Blackspire Disciplinary Committee discord server for a private disciplinary meeting.



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Minutes submitted by:

CJ Hyde

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**Secretary Signature**

Christopher John Hyde

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**Secretary Full Name**

Approved by:

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**Chairperson Signature**

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**Chairperson Full Name**