

The Cultural Exchange Society, Inc Board of Directors refutes 24 points from the COVEN Manifesto.

Regarding the 14 points of the manifesto not mentioned below:

These points were not brought to the board's attention before our first meeting with COVEN.

The "Talk to the CESI Board" page has a total of two posts: One asking for parking reimbursement, and a request for funding for the map. On board meeting minutes posted in the all-staff "Ohayocon HQ" page, we received only two questions: How to find the resolutions, and if we follow Robert's Rules of Order. The only proposals we received from outside the board of directors were for the map layout, a daycare, radios, and staff vests. No other comments, questions, or requests regarding the board were given to the board through any other means.

Preamble part 1: Whereas, we have long suffered myriad abuses and ineptitudes at the hands of the owners and board officers of Ohayocon and the Cultural Exchange Society, Inc. (CESI), and we unite in solidarity against further exploitations and impulsivities, and

This introduction leaves no room for collaboration and cooperation between the CESI board of directors and COVEN. From the beginning of this document, the members of the board of directors are vilified and mocked.

Preamble part 2: Whereas, the Cultural Exchange Society, Inc., board president has tactlessly eroded our community relationships, appointed kin and close friends to board seats with no elected representation from the staff, spearheaded creating a farcical mission statement, embargoed information relating to board discussions and finances from most of our leadership, willfully ignored our organizational structure, maintained creative control in alignment with her close friend's personal interests, argued that labor performed outside of Ohayocon's operating hours should not count toward a worker's service quota, begrudged us any form of compensation beyond expenses incurred, held inconsistent definitions of incurred expenses, required us to give up meal tickets in order to elect to stay in the Drury, refused to grant budgets and required us to submit funding requests for every small expense, and

Regarding the formation of the board: The Board of Directors was created in July 2022, a half a year away from our event in 2023. As we wanted to begin the process of non-profit incorporation as soon as possible, the members of the board were selected, including two members who acted as staff representatives. Before we began our journey into becoming a non-profit, the organization was a sole proprietorship with no voting needed for decision making. We are making progress into adding more democracy to the organization, not less.

Regarding the "farcical mission statement:" A mission statement is required for non-profit registration. In order to be approved as a non-profit organization, the mission statement has to reflect the service we provide for the greater good. Additionally, any member of the Board of Directors was free to propose a change to the mission statement or bylaws at any time¹, and no member proposed such a change at any time since their creation.

Regarding "creative control with her close friend's personal interests:" The only instance that could fit this description was the election of Emily DeJesus as art liaison. Emily DeJesus

¹ [CulturalExchangeSocBylaws-7-23-2022](#)

was elected as art liaison during our August 17th board meeting with unanimous consent, including approval from Sophia Legrand, who signed this document².

Regarding embargoing “information related to board discussions and finances from most of our leadership:” The Finance Committee sets forth the rules that govern how we handle money, how it’s accounted for Finances and the practices of a non profit be set forth by the Finance Committee Chairman³. This role was given to Sophia Legrand. No proposals were given to us from this committee, so we defaulted to the rules of standard business practices. Standard business practices dictate that you do not share how much you pay to vendors with anyone. Our relationships with our vendors, guests, and other third party partners can be damaged if this information is shared. Every step should be taken by our board and leadership to secure and safeguard these relationships.

Regarding begrudging compensation beyond expenses incurred: We do compinstate volunteers who do projects for the convention, outside of the overtime bonus that we also provided this year. The only example that could fit the description of “begrudging” compensation beyond expenses incurred was compensation for the gaming trophies, where we were not given an invoice or expected cost until the trophies were already completed. The invoice eventually provided was for \$4,948. Melissa Phelps did pay for the trophies, but expressed that an invoice should be provided before completion in the future.

Regarding inconsistent definitions of incurred expenses: We do not know what this is referring to.

Regarding the meal tickets and the Drury: This is something that the Board of Directors, including Sophia Legrand, discussed and planned during our September 2nd board meeting. The goal was to see how feasible it would be to use the Drury’s complimentary food as a replacement for Staff Suite, as we can no longer cook food in hotel rooms. Volunteers that signed up for the Drury were warned several times that they would not be given food from Staff Suite **before**⁴ and **after**⁵ signing up for a Drury room. Even after the repeated warnings, volunteers that elected to stay at the Drury were still given meal vouchers after they reported that they would be unable to make the Drury mealtimes during the convention.

Regarding budgets: Melissa Phelps did create and propose a budget to the Board of Directors, but it was rejected by Sophia Legrand for not having exact justification for the expenses. We did not have exact numbers for expenses after we parted ways with the previous co-owner, so an exact budget was not feasible. Additionally, funding requests were not “required for every small expense,” and we would regularly reimburse purchases that were made by Leadership without prior approval.

Preamble part 3: Whereas, we condemn the board president’s requests for a large compensation package, which began when the organization had very little in the bank and have shamelessly increased to a total of \$59,300, and

² <https://public.3.basecamp.com/p/tJnpCsvARgzs56G9pb6uwyHY>

³

<https://www.nonprofitaccountingbasics.org/reporting-operations/finance-committee-committee-chair-responsibilities>

⁴ <https://forms.gle/RsDpz59CxoZ4xE3D9>

⁵ [📧 Drury Email](#)

While Melissa Phelps did request a salary, it was not for her role on the board of directors. The title for the position proffered was Business Manager of CESI⁶. This role is specifically for the oversight of our business modules, including interfacing with local and federal government agencies, tax responsibilities, banking needs, as well as any issues that arise during a business day with our partners, vendors, and other stakeholders. A \$15,000 reimbursement was approved by the board to Melissa Phelps for the time spent preparing the non-profit filing in 2022, at a rate of \$10 an hour. \$44,880 was the proposed future salary for this role, as a typical business cost substantially lower than other non-profit business managers both in and outside our industry. While this proposal was submitted to the board on January 3rd, we chose to table the discussion of further payment until after we closed the books on 2023. The approved reimbursement of \$15,000 was paid in February, after all of our outlying bills were paid. The proposal for \$44,880 is still yet to be discussed⁷.

Furthermore, other non-profit anime conventions, including Tekko and Anime Expo, pay their owners for the work they provide. Based on their respective most recent tax returns, Tekko paid their CEO \$60,000 in 2020⁸, while Anime Expo paid their CEO \$237,500 in 2019⁹.

Preamble part 4: Whereas, we recognize the establishment of the board as a ruse to offload responsibility onto others while using it as a cudgel of manufactured legitimacy, and

A non-profit structure has more oversight than a sole proprietorship, both by the government and in the organization. It is not something that is created to “offload responsibility,” as it is more work for less control.

Preamble part 5: Whereas, we believe the attempt to establish CESI as a charity is an attempt to evade tax responsibility from the state and federal governments and to mislead us and our community into believing we are serving some greater good rather than the board president's interests, and

Conventions that are registered as non-profits are registered as 501(c)(3)s, also known as “charities.” This includes Anime Expo, Tekko, and many others. Furthermore, the owner of any 501(c)(3) still has a personal tax responsibility.

As the non-profit GAMA (the Game Manufacturers Association) is frequently brought up during these discussions, we would like to point out that while GAMA is not a 501(c)(3), and does host an event similar to a convention, they are considered a trade association for game manufacturers¹⁰. This is something that we would not be able to qualify for.

⁶ [Business Manager Proposal 2023](#)

⁷ [Cultural Exchange Society Inc January 3rd, 2023 Meeting Minutes](#)

⁸ http://www.pittjcs.org/wp-content/uploads/2022/06/8.-PittJCS-Inc.-990-Form_2020.pdf

⁹ <https://projects.propublica.org/nonprofits/organizations/943156848>

¹⁰ https://en.wikipedia.org/wiki/Game_Manufacturers_Association

Preamble part 6: Whereas, the board president has demonstrated contempt for present and former Ohayocon workers who bring grievances to light: Therefore, we declare these universal rights of convention workers and enumerate our demands against the exploitation of Ohayocon's loyal and dedicated staff.

Once again, this does not leave any room for partnership or progress. This is a personal attack against Melissa Phelps and the members of the board of directors.

1:3. All workers shall be informed of their organization's ownership structure, current owners and/or board members, incorporation status and for-profit, nonprofit, stock or nonstock status during the onboarding process and any time that the organization changes its structure or status.

The list of the board of directors and their roles is publicly available in the 2023 Leadership Directory¹¹. It has not yet been updated since Sophia Legrand removed herself from the board on March 1st, mostly due to our meeting with COVEN immediately afterwards. Additionally, CESI's non-profit status is publicly available on Ohio's online non-profit database¹². Melissa Phelps also provides updates on this status during Leadership meetings. Currently, we are registered as a non-profit only in the state of Ohio, as we needed materials from the 2023 convention to prove our charitable status for our federal filing. We also have never had any plans to become a stock corporation.

1:6. All workers shall be given equitable opportunities for lodging during functions of their organization at which they are in attendance, and the specifics of such lodging shall not be altered from the beginning to the end of each function except as provided in their organization's code of conduct.

The only times that the "specifics of such lodging" are "altered from the beginning to the end" are either when a volunteer stayed an additional day before or after the convention OR if there is a problem with the roommate assignments or room.

We reserve a few hotel rooms to accommodate people who need to stay an extra day each year. To make it so these people do not have to move rooms or change roommates for these extra days, we would need to finalize the list of people who are staying an extra day early on and assign them rooms and roommates solely based on those who are also staying for the extra day(s). This would prevent us from adding last minute additions for people who need to stay an extra day.

1:8. Board members shall be entitled to vote on funding or investing in other business or organizations and all workers shall be notified prior to such investments and funding.

We have never done any of these things, nor do we have any plans to in the future.

¹¹ [20221205_CY23-Directory](#)

¹² <https://businesssearch.ohiosos.gov/>

2:1. Immediate adoption of a bylaws amendment to require at least a majority of the seats of the CESI board be held by people duly elected from and by those who have performed work for any CESI function (including Ohayocon) who are regularly considered to have worked at least two years within the past three years, and

The intention of the CESI board of directors was to have two staff representatives on a five person board. These two members are to be voted on by the general staff body of volunteers at the end of their terms. This process is to be determined and we are working on refining these processes.

The CESI board of directors is a hybrid of a functional board and a representative board structure. The functional structure is to represent the community that the event is created to serve. As we grow and acclimate to how a board operates, we plan on adding 2 more members to the board of directors.

At this time, every member of the board of directors has worked for Ohayocon for more than 2 years in leadership roles.

2:2. Immediate adoption of a bylaws amendment to prohibit board members from receiving compensation in excess of the average compensation value of staff leaders who do not sit on the board, and

This is the same point as Preamble part 3. The payment to Melissa Phelps was not for her role on the board of directors. It was back-pay for her work as the non-profit business manager at a rate of \$10 an hour.

2:4. Immediate adoption of a bylaws amendment to require board members to publicly disclose conflicts of interest on at least a semiannual basis, and abstain from voting if those conflicts arise in a board decision, including but not limited to contractual relationships with CESI and/or Ohayocon, and

Our bylaws already specify that we do not vote on conflicts of interest. We would be willing to publicly disclose conflicts of interest, but **this has never been requested until now.**

2:5. Regular reporting to staff leaders of our recognized nonprofit status, and

Once again, this is publicly available information online, and Melissa Phelps already reports this during Leadership Meetings.

2:6. Prompt incorporation of CESI/Ohayocon as a mutual-benefit nonprofit corporation or nonprofit social club, and

Anime conventions that have achieved non-profit status are registered as 501(c)(3)s, including Tekko, a convention close to our size¹³.

¹³ <https://tekko.us/about>

We were only able to find one anime convention that was registered as a mutual-benefit corporation—Kumoricon¹⁴—and they have currently switched their registration to a public benefit 501(c)(3)¹⁵.

It does not seem possible to incorporate as a nonprofit social club, as it requires that any money received outside of membership dues be kept to a trivial amount¹⁶. This would most likely prevent us from having a Dealers Room, Artist Alley, or collaborative sponsorships, unless they were provided at membership prices.

2:7. Immediate resignation or removal of Molly Phelps from the board on the grounds of her relationship with her mother, the board president, and

At no point has the board received any complaint about Molly Phelps being on the board of directors, nor has anyone proposed her removal, before now. Board members have abstained on any vote that would have a conflict of interest, as instructed in our bylaws¹⁷. This includes the vote for payment for Melissa Phelps.

If this is a concern about the legality of having family members on the board of directors: The IRS has no restrictions on relatives on the board of directors for private foundation 501(c)(3) organization. This would be the type of non-profit that CESI would be defined as. The harshest restriction for family members on the board of directors is for public charity 501(c)(3)s, which are required to have at least 51% of the board of directors be non-related by the IRS. The CESI board of directors is legal in both of these cases¹⁸.

2:8. Prompt revision of the CESI mission statement according to edits adopted by a majority vote of staff members, and

We previously had no complaints about the mission statement, nor have we received any proposals for possible changes. We would be happy to accept a proposal for the mission statement, as long as it still fits the requirements for a non-profit organization.

2:10. Engagement of an independent, trained individual dedicated to handling harassment claims during Ohayocon (including resolving conflict and enforcing the harassment policy), and

We are already trying to do this.

2:11. Hiring of a credentialed accountant or controller, HR administrator, and independent conduct compliance officer, and

We are already trying to do this.

¹⁴ <https://www.kumoricon.org/sitehistory/2016/www.kumoricon.org/index.html>

¹⁵ <https://www.kumoricon.org/about>

¹⁶ <https://www.irs.gov/charities-non-profits/other-non-profits/social-clubs>

¹⁷ [CulturalExchangeSocBylaws-7-23-2022](#)

¹⁸ <https://www.501c3.org/kb/related-board-members-of-a-nonprofit/>

2:13. Implementation of appropriate and just compensation for each staff member, and

This year, we offered more benefits to volunteers than we have ever done in the past, including \$10 meal tickets redeemable in the food court, parking passes, and payment for staff to work overtime after pre-approval from their Department Head. This caveat that the \$50 overtime payment should be pre-approved by Department Heads was proposed by Sophia Legrand during our board meeting on December 20th¹⁹. This is the first time we have tried to run payment through official means, and was intended to be a trial run as we learn how to better compensate volunteers. We are aware that this needs to be improved upon, so please give us the opportunity to learn from this year as we attempt to become a federal non-profit organization.

2:17. Adoption of a recruitment practice that determines labor allocations based on need rather than an arbitrarily chosen number, and

This is not something that the CESI board was in charge of.

The Convention Chair, Cody Marcum, allocated staff based on Leadership demand, specifically through a Google Sheet that Department Heads had access to. This spreadsheet was introduced during the December 13th leadership meeting²⁰.

The amount of staff requested from that sheet after rounding up for each department was **258 staffers**²¹. Before the convention, we had 303 staff expected to arrive. In total, **279 staff** ended up checking in to HR and working the convention. Even with this large loss, this would still fit the requested labor hours.

This number does not include the 38 members of BGSU's GAME, who also volunteered for the convention outside of their performances.

This also does not factor in the 50 people who worked extra hours and received an overtime bonus.

If we were to assume that each department did not factor in their leaders' labor hours and we need to separately add in "senior leadership," which would be 28 people based off of Basecamp, **this would take the number up to 286 people needed**. Counting the additions of GAME and the overtime workers, this would still be obtainable according to the spreadsheet.

During conversations about staff additions with HR, Cody Marcum also expressed that he did not want to add additional staff and he was "purposefully trying to let attrition reduce us."²²

2:19. Lodging of staff on site or in a hotel connected to our venues via an indoor passage and in the same room with the same roommates (except with explicit permission of said staff members) for the entire duration of their stay, and

¹⁹ [Copy of Cultural Exchange Society Inc December 20th, 2022 Meeting Minutes \[quotes redacted\]](#)

²⁰ https://ohayocon.org/archive/cy23/meetings/12/20221213_AllLeadership.m4a

²¹ [CY23 Labor Requirements by Department](#)

²² [HR Communication with Cody Marcum](#)

Regarding the hotel connected to the venue: Last year, the only rooms that did not fit this criteria were 6 rooms in the Hilton Canopy, which was next door to the Sonesta which did have an indoor passage to the Hyatt Regency. Next year, we are looking to add more rooms from the Hilton Columbus Downtown, which is connected to the Columbus Convention Center.

If this is about keeping the Drury, the rate we get for the Hilton Columbus Downtown is much cheaper than the rate we get from the Drury, in addition to being nicer.

Regarding the same room with the same roommates: This is the same point as point 1:6. Changing the current accommodation system would either eliminate roommate choice from those that stay for extra days while barring any last-minute additions or would force us to add at least two extra days to each hotel room as a large and unnecessary added expense.

2:20. Reaffirmation of the commitment to provide daily parking accommodations for staff who wish to lodge off site or at home, and

We have never had any intention of stopping compensated parking for staff. This is also the first year that we publicly handed our parking passes during the convention without prior compensation arrangements. The system surrounding parking for volunteers has only improved.

2:23. CESI's outright purchase and ownership of Ohayocon's brand materials, including logo and mascot, at market value, and prohibition of any individual or different organization from owning Ohayocon's trademarks, logos and any other marks or imagery, and

This is not up for the board to decide. Studio Capsule owns the rights to the Ohayocon logo and Lindsay logo assets as the original creators, and it is their decision whether they want to relinquish ownership to Ohayocon. We support the right for artists to maintain creative control and rights to their intellectual property.

2:24. Recognition of the right for our organization to commission and use creative assets from parties unrelated to Robert DeJesus and/or Studio Capsule, and

We have always been able to use artists other than Robert DeJesus/Studio Capsule.

Regarding the program guide: Since 2015, we have featured Alicia Eades, Lulu VanHoagland, Dan Hess, Rinkelle, Amy Stroffolino, Calmakesart, Katie Phelps, Kevin Bolk, and more in our program guides. The current Director overseeing marketing, Sophia Legrand, was an editor for the program guide during these years and was familiar with the program guide featuring several artists.

If you have questions about possible nepotism with the featuring of Katie Phelps, they were the artist that drew the art for our lanyards and staff shirts for Ohayocon 23, and it was decided on in the September 21st Senior Leadership meeting.

Starting in 2022, when Sophia Legrand took over the marketing department, she switched the program guide to clip art. At least two of our previously featured artists were still in the Ohayocon Marketing chat through 2022—Lulu VanHoagland and Calmakesart—but were ignored and not asked to contribute art for 2022 or 2023. They eventually left the Marketing chat shortly

before our 2023 convention. The program guide for 2023 featured only Robert DeJesus and Kevin Bolk, as they were guests of honor that Emily DeJesus was in charge of. No additional artists were recruited by Marketing or Sophia Legrand, nor did Marketing or Sophia Legrand ask for assistance in recruiting artists.

Regarding other departments: No other department was stopped from using their own artists, namely Gaming and Indie Gaming Showcase. Privately, there was concern about the Gaming pin violating Robert DeJesus's trademark of the Ohayocon logo, but they were still permitted to distribute the pins. Leading up to the event, there was also concern about Indie Gaming Showcase creating their own marketing without approval from the Marketing department and Art Director, as it could look incohesive with the other branding materials, but they were still allowed to use their own mascot and art. Indie Gaming Showcase, specifically, has been using their own promotional art outside of the marketing department for years.

| Signatures of the CESI Board of Directors |
|--|
| <i>Molly Phelps</i> |
| <i>Melissa Phelps</i> |
| Emily Brown DeJesus |
| <i>Abigail Berding</i> |