# Agenda/Minutes 

CBA Board Meeting
April 282016
Spring Conference
Board members

1. Herb Upham *
2. John McLellan *
3. Dave Carroll *
4.Shawn Lovell
4. Tom Owens *
5. Anton Standteiner
6. Francis Leidinger *
8.Mike Mumford *
7. Jack da Silva *
8. Mark Kochan *
9. Paul Boulay *
10. Andrew Pellissier
*Indicates present
Guests:
Board members not attending:
Shawn Lovell
Anton Standteiner
Andrew Pellissier

## AGENDA

1. Attendance - Herb Upham
a. Roll: Board Members (9) Guests (2)
2. Approval of Agenda - Herb Upham

Approved ...
3. Approval of Minutes - Herb Upham
a. Approved by e-mail January 13, 2016 and posted on calsmith.org web site
4. Treasurer's Report - Tom Owens

Treasurer's Report 3-31-2016

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1. To summarize the cash flow for the end of the fiscal year we received $\$ 150,283.53$ in income from dues and event income and had $\$ 194135.54$ in total expenses. We showed a loss for the year of $\langle \$ 43,852.01\rangle$. Our last quarter was good, our new membership program has enticed many of our members to sign up early. I will defer to Herb to verify the actual numbers but I have $660 \pm$ as active. Fourth Quarter Income was $\$ 42,682.22$ and expenses were 26,447.27.
2. I have increased this fiscal year 2015-2016 budget based on numbers. The big question for me in putting this together is the conference. I'm eager to see the turnout and final costs. The budget shows a small profit.
3. The Forge Building Class was funded with $\$ 8000$, initially. Income of $\$ 5335$ was returned. Our costs for 11 forges was 2665 or $\$ 242.27$ apiece.
4. The Managed investment account is back up to $\$ 49,646.06$ as of the end of the fiscal year. I hope the market is better this year.
5. I don't want to sound alarmist again but we have not had the revenues we have seen in the past from conferences. We just need to watch out flows. Last year's conference, albeit fun, was very expensive.

## Thomas J. Owens

## Treasurer

PS. Please note on the yearly Profit and Loss Statement. In the second item of the income column there is an amount of Uncategorized Income of $\$ 2003.50$. This is not an income but a correction. Last year when I sent out the Grant checks I didn't notice that Beth Holmberg did not cash that first check and I accidently marked it cleared. When she called me later in the year I deleted that original check and issued a new check. Apparently Quickbooks didn't like the way I did that and changed the reconciliations for the last 6 months. I have it corrected but it now shows that there was an adjustment which I will correct at the next reconciliation. The $\$ 3.50$ was a correction for an undownloaded service fee. I have this all documented.

## Committee Reports:

1. Spring Conference 2016 - Joe Koches

Tom needs to work with Joe to resolve financial issues
Reg ~ 270
2. Spring Conference 2017

ACTION: needs budget Tom to work with Dave Carrol to refine budget to be e-mailed prior to April meeting ... Started

Dave reported on progress at Vista ... planning theme of joinery including forge welding ... Daniel Miller may be asked to be an instructor, also Bret Moten.

Needs to focus on advertising
3. Spring Conference 2018 - Dennis Dusek

Fair grounds under contract, demonstrators are verbal contract now $\$ 250$ for fire marshal... fairgrounds have approved food trucks, working on committee structure
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4. Membership - Currently CBA has 722 members and 356 that have not renewed yet
5. Magazine Editor - Mike Mumford

Editor Inputs for CBA Apr 2016 board meeting
18 Apr 2016

1. General: Things are moving along pretty much on a normal pace. I have the July-Aug 2016 roughed out. I want to propose a policy change regarding Bulletin Board ads.

Status: I have all the grant articles in hand from 2015 grants. We have a decent backlog now of articles ready for future editions, although I would like to get more on certain subjects such as bladesmithing and related sharp-pointy-things.

The Instructor Certificate demo articles trickle in. It's mainly a matter of keeping in contact with the Education folks so that I know about these demos, and get the info to create an article based on them.

I'm hoping to get a good set of short articles (1-pagers) based on thoughts from the Old Guys demonstrators at Spring Conference.

The major update to the website is the Find A Blacksmith page. It should be live soon, perhaps by the date of this meeting.
3. Operations: As always, I'm searching for more home-grown articles. (Every newsletter editor has this problem). Kindly help push people to create articles for us.

PLEASE: as always, do not assume that I hear about an event, class, or happening. I would much rather be told about something by many people than not know about it.

There have been a few issues that have come up lately about deadlines. I am determined to keep our schedule, and not force any of our paid staff to work on a "surge" basis. I would appreciate it if you would respond by deadline. If not received, I usually will not chase you - we'll go to print without you.
4. Statistics: The Mar-Apr edition printed 1047 copies. We averaged 895 print copies over the 20152016 FY.
5. Article reprints: We have had 4 articles reprinted thus far in 2016 in other newsletters.

## 6. Bulletin Board - Proposed Policy Change

As you know, we offer Bulletin Board ads free to all. The BB has become mostly a place for commercial offerors to place ads. I propose that we change this policy to: free for CBA members, $\$ 25 /$ insertion for non-members.
7. Editor exchange: Slowly we are converting the Editor's Exchanges over to pdf exchange. This makes it nearly free to exchange info. If you are interested in seeing other organization's newsletters, let me know.
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## 8. Magazine Content

## 8a. Instructor articles

Need to stay on top of this.
8b. My challenge to the board continues: help me find articles!
This doesn't mean you have to write: help me find writers/articles
Please respond with a tip for "I thought everybody already knew this."
Do you know of a special demo, event, etc: let me know so that we can make arrangements to cover

Respectfully Submitted,
Mike Mumford
Editor, California Blacksmith Magazine
6. Web Site Update:

New find a blacksmith is ready ... go live next week or so
Jack suggested having a search feature on our web site could be good ...
7. Library - Alan Drew

Leftover books from Norm Larson estate gift available for IIH etc and Coat rack made by Darryl Nelson for auction
8. Grants - Dennis Dusek \& Kirk McNeil

Dan asked to re-consider two left over grants from last year.
Last year requests are being "held over" until April Board meeting ....
New process:
2 grant cycles per year
4 scholarship cycles per year
Victoria Patti requests $\$ 975$, Celest request $\$ 2000 \ldots$ Dennis proposes using them at Placerville SC Approved ...
9. Education - Mark Kochan

Discussed Instructor hand book ... board liked
Gas forge workshop proposed ... to meet the needs of urban smiths
Coal/coke forges acknowledged as very good accomplishment
Suggestion is to increase gas forge training to meet the needs of urban smiths
10. Election Committee - John McLellan Paul Boulay

Results:
Eric Chang 35 E
Jack da Silva 56 R

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Chad Gagnon 31 A
John Johnson 20
Mark Kochan 68 R
Russell Lo Bue 17
Joe Matthews 13
Randy Tuell 15
$\mathrm{E}=$ elected
R = Reelected
A = Alternate
11. Safety Committee - Georg O'Gorman, Jack da Silva

No formal report
12. Policies and Procedures - John McLellan

No new

## Old Business:

1. CBA grant process, (call for applications, procedures, IRS guidelines for applicant qualifications)
a. Grant guidelines need to be updated for clarity including submission schedule
b. Announce winners in magazine and web site
c. Need to be compliant to IRS regulations
d. Dennis and Kirk are the committee ... along with Tom Owens
e. Action: Jack da Silva will send out suggestions for all to read

Move to strike item 10 in proposal ... motion failed on vote 5 no 3 yes
Motion to approve new guidelines ... motion 8 yes 1 no motion passed
Motion to make this document and supporting documents available in magazine and be shared with members in the July and September issues of California Blacksmith ... motion Passed
2. Agenda item - I've sent a proposal to Tom (don't recall but think it also went to all officers) to change our policy on Bulletin Board items.

Because the BB has been mostly overtaken by non-CBA commercial listings, I propose that we institute a new policy: BB listings are free to CBA members, and have a monthly insertion charge for nonmembers.

I don't know what to ask for non-member fee, but $\$ 25 /$ month $/$ insertion is a starting point.
Mike M. A

Motion approved

## New Business:

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1 Conflict of Interest Policy Paul Boulay ... Draft Approved
2 Approval of 2016-2017 Budget Tom Owens Approved
3 New Board officers voted in ...
a. Pres John McLellan
b. V Pres Paul Boulay
c. Sec Herb Upham
d. Treas Tom Owens

## Correspondence:

None ...

## Comments and questions:

None ...
Adjourned: 7:53

## Conflict of Interest Policy

A basic starting point article and set of pointers on Conflict of Interest policy.
https://www.councilofnonprofits.org/tools-resources/conflict-of-interest
There are some sample Conflict of interest document documents there more appropriate for organizations with executive directors, staffs and 10 's of millions on up in annual budgets.

That article references this one for a more nuanced view:

## Nonprofit Conflict of Interest: A 3-Dimensional View <br> http://www.blueavocado.org/content/nonprofit-conflict-interest-3-dimensional-view

A good article that explores the ways that conflict of interest can arise.
The basics are that everyone with a personal or other interest (usually financial but not necessarily so) has a duty to disclose those interests. This disclosure must occur whenever the organization proposes any transaction where the organizations interest and the individuals' interest are in any sort of potential conflict. The Board decides whether the individual must recuse him/her self. The document should be signed yearly by everyone on the board, officers and members of significant committees. I would expect that to include the education chairs, grants committee and the conference chairs.

From that article a basic sample policy with a few modifications to suit our situation:
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Informal policy: this informal approach speaks to the spirit more than the documentation of the issue, and may be more appropriate for community nonprofits, especially since conflict-of-interest policies are seldom, if ever, brought to court.

## Draft of

Conflict of Interest Policy for the California Blacksmith Association
The standard of behavior at the California Blacksmith Association is that all officers, board members and members of any committee with board of directors delegated powers scrupulously avoid conflicts of interest between the interests of the California Blacksmith Association on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the California Blacksmith Association's decision-making process, to enable our members and the general public to have confidence in our integrity, and to protect the integrity and reputations of all officers, board members and members of any committee with board of directors delegated powers. Upon or before election, hiring, or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family, and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

## Signed:

Date:

As we have no staff, that can be omitted.
"Volunteers" is unnecessarily broad but I propose using "member of any committee with board of directors delegated powers" (out of the IRS document) instead.

Pointer to the IRS document. Seems to be cluttered with legalese and definitions that cloud the meaning.
https://www.irs.gov/instructions/i1023/ar03.html

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Another sample policy. More words than the simple text above but not all that different in essence.
http://www.independentsector.org/uploads/About_IS/ISConflict_Interest.pdf

Yet another sample version. This one spells out sanctions for failure to follow the policy.
$\underline{\text { https://www.compasspoint.org/sites/default/files/documents/conflictspolicy.pdf }}$

Balance Sheet
Apr 16, 16
ASSETS
Current Assets
Checking/Savings
1170 • Edward Jones Asset Acct. 49,646.06
1000 • Checking
New Merchant Acct. 8,201.68
1005 • Main Checking 2865 46,977.86
1035 • Library Acct 8622
1050 - Sect. Acct 6404
57.62

1000 • Checking - Other
2,652.50

Total 1000 • Checking
1,464.45

1100 • Savings
1106 • Toomey Memorial
59,354.11

1115 • Bedayn Thomson
7,013.88

1105 • Savings 0334
4,645.63

Total 1100 • Savings
Total Checking/Savings
Total Current Assets
TOTAL ASSETS
7,651.21
19,310.72
$128,310.89$
$128,310.89$
$128,310.89$
LIABILITIES \& EQUITY
Liabilities
Current Liabilities
Accounts Payable
20000 • Accounts Payable

| Total Accounts Payable | -20.80 |
| :--- | ---: |
| Total Current Liabilities | -20.80 |
| Total Liabilities | -20.80 |
| Equity |  |
| $3000 \cdot$ Opening Bal Equity | $8,487.23$ |
| $3100 \cdot$ Funds |  |
| $3120 \cdot$ Grant Fund | $41,736.80$ |
| $3160 \cdot$ Memorial, Toomey | $6,500.00$ |
| $3180 \cdot$ Bedayn Thomson Grant Fund | 500.00 |
| $3200 \cdot$ Operating Budget | $71,250.00$ |
| $3100 \cdot$ Funds | $119,986.80$ |
|  |  |
| $3300 \cdot$ Allocated Funds | $112,986.80$ |
| $3900 \cdot$ Funds Balance | $93,902.38$ |
| Net Income | $18,942.08$ |
| Total Equity | $128,331.69$ |
| TOTAL LIABILITIES \& EQUITY | $128,310.89$ |

Budget vs Actual


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|  |  |  | 5004 Printing | $17,144.63$ | $11,006.60$ |  | $6,138.03$ | $155.77 \%$ |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
|  |  |  | Total 5000 • Magazine |  |  |  |  |  |

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|  |  |  | Total 5300 • Ed/Training | $5,590.00$ | $6,000.00$ | -410.00 | $93.17 \%$ |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
|  |  |  | $5400 \cdot$ Scholarships and Grants |  |  |  |  |
|  |  |  | $5405 \cdot$ Grants |  |  |  |  |

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|  | $\begin{gathered} \text { Apr '15- Mar } \\ 16 \end{gathered}$ |
| :---: | :---: |
| Ordinary Income/Expense |  |
| Income |  |
| 4298 - Unrealized Gain | -997.84 |
| $49900 \cdot$ Uncategorized Income | 2,003.50 |
| 4000 - Dues | 41,222.37 |
| 4100 - Conf income |  |
| $4101 \cdot$ Registration | 56,298.78 |
| 4103 - Iron in hat | 2,439.00 |
| 4104 Auction | 14,294.76 |
| 4105 - Refund | -1,072.00 |
| 4106 - Merchandise Sales | 5,899.36 |
| 4110 - Misc conf revenue | 409.00 |
| 4100 - Conf income - Other | 422.00 |
| Total $4100 \cdot$ Conf income | 78,690.90 |
| 4200 Event income |  |
| 4201 - Evt registration | 24,096.27 |
| 4204 - Evt Iron in hat | 879.00 |
| 4207 • Evt Auction | 4,365.00 |
| Total $4200 \cdot$ Event income | 29,340.27 |
| 4299 - Bank interest | 24.33 |
| Total Income | 150,283.53 |
| Gross Profit | 150,283.53 |
| Expense |  |
| 5650 - Promotions | 5,236.82 |
| 66900 - Reconciliation Discrepancies | 2,100.50 |
| 6200 Special Projects | 4,175.34 |
| 5000 - Magazine |  |
| 5001 - Magazine office | 15,700.00 |
| 5003 - Magazine postage | 729.63 |
| 5004 - Printing | 17,144.63 |
| 5005 - Magazine Editor | 3,600.00 |
| Total $5000 \cdot$ Magazine | 37,174.26 |
| 5050 - Web Expenses | 6,765.66 |
| 5100 - Conf expense |  |
| $5101 \cdot$ Site/setup | 17,846.67 |
| 5102 - Demos | 18,810.00 |
| 5103 Lodging | 14,689.59 |
| 5104 - Sales exp | 4,344.34 |


| 5106 • Food exp | 8,996.92 |
| :---: | :---: |
| 5107 - Supplies | 6,674.56 |
| 5108 - Misc conf exp | 8,822.71 |
| 5100 - Conf expense - Other | 705.89 |
| Total $5100 \cdot$ Conf expense | 80,890.68 |
| 5200 - Event expense |  |
| 5201 Evt site/setup | 3,923.66 |
| 5202 - Evt demos | 7,104.01 |
| 5203 Evt lodging | 1,236.12 |
| 5204 - Evt sales exp | 200.00 |
| 5206 - Evt food | 9,590.99 |
| 5207 • Evt supplies | 1,715.66 |
| Total $5200 \cdot$ Event expense | 23,770.44 |
| $5300 \cdot \mathrm{Ed} /$ Training |  |
| 5306 • Ed. Event Demonstrator | 2,515.00 |
| 5305 - Misc. Ed. Expense | 2,000.00 |
| 5303 - Instructor training | 175.00 |
| $5300 \cdot \mathrm{Ed} /$ Training - Other | 900.00 |
| Total $5300 \cdot \mathrm{Ed} /$ Training | 5,590.00 |
| $5400 \cdot$ Scholarships and Grants |  |
| 5405 - Grants | 7,000.00 |
| Total $5400 \cdot$ Scholarships and Grants | 7,000.00 |
| $5800 \cdot$ Safety, Ed/Training | 328.07 |
| 6000 Admin |  |
| 6015 - Secretary's Expense | 476.94 |
| 6010 Bookkeeping Expense | 399.90 |
| 6011 - Tax Preparation | 574.00 |
| 6012 - Board meetings/travel | 1,992.74 |
| 6014 - Office expense | 190.29 |
| 6016 - Postage | 352.97 |
| 6018 - Officer Stipend | 9,000.00 |
| 6020 - Taxes \& fees | 60.00 |
| 6030 - Bank charges | 532.81 |
| 6040 - CC Discount Fees | 1,151.64 |
| 6050 - Lease, CC Machine | 950.48 |
| 6060 Membership | 2,720.00 |
| Total $6000 \cdot$ Admin | 18,401.77 |
| 6100 Ins | 2,702.00 |
| Total Expense | 194,135.54 |
| Net Ordinary Income | -43,852.01 |
| Net Income | -43,852.01 |



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|  |  | 6050 - Lease, CC Machine | 153.38 |
| :---: | :---: | :---: | :---: |
|  |  | 6060 - Membership | 2,720.00 |
|  |  | 6065 - Contributions/Donations | 0.00 |
|  | Total $6000 \cdot$ Admin |  | 18,581.22 |
|  | $6100 \cdot$ Ins |  | 2,702.00 |
|  | Total Expense |  | 192,414.99 |
| Net Ordinary Income |  |  | -6,370.37 |
| Net Incom |  |  | -6,370.37 |

## Thomas Owens

From: Thomas Owens
Sent: Monday, March 21, 2016 1:53 PM
To: 'Mark Kochan'; John@McLellanBlacksmithing.com
Cc: 'herb upham'; jack@jackdasilva.com; 'Paul Boulay'; 'Dennis Dusek'; 'Toni Standteiner'; 'Kirk McNeill'; 'Kirk McNeill'; 'Tom Owens'
Subject: RE: Sunday April 10.
The majority of committee members have spoken. We will hold the Steering Committee meeting on April 10th, 2016 at John McLellan's Forge beginning at 8:00 am and proceed until all matters are resolved. (Lunch will be provided) If you volunteered for this committee make it a point to be there, after all, YOU did make a commitment.
Matters to be discussed:

1. Grant and Scholarship Process.
A. What is the process for distribution of grants and scholarships? Will it be competitive?
B. Who is eligible?
C. Size of grants?
D. Will changing create the necessity of a new application?
E. Open discussion on other topics.
2. Education Program and Recordkeeping.
A. Is curriculum adequate?
B. Do we have a record keeping system in place?
C. Upkeep of status?
D. Workshops and Seminars. CBA sponsored or not. What is the criteria?
3. Instructor Training and Recordkeeping.
A. Is curriculum adequate for instructors?
B. Instructor level maintenance?
C. Do we have a record keeping system in place?
4. By-Laws and the internet.
A. ABANA is revising their By-Laws; do we need to look at this?
B. Our By-Laws are on the website. How many officers have looked at them?
5. Community Exposure (Promotions)
A. How do we market CBA more to the populace?
B. How can we market CBA members to their communities?
C. What about an Art Show open to the public?
6. Other Topics

This is just a list of things that have been discussed over the years and things that came to mind. If you have anything you would like to add let me know and will add it. In addition, if you have any documentation from your research and

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you would like to distribute it prior to the meeting for other committee members to review and assist in the discussion please get that to me by April 3rd at the latest. Once resolution has been made on the topics above, we will present the results to the Board at the next Board Meeting at Ferndale.
Please Acknowledge your recent of this message to all. Thank you.
Thomas J. Owens, P.E., P.L.S.
Owens Design Consultants
"Design engineered for the built environment"
Civil Engineering, Architectural Engineering, Land Surveying, Master Planning, Spatial Art, Graphic Design.
Ph. 209-522-8031
2
Fx. 209-522-4738
check our website at www.ODCengr.com
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-----Original Message-----
From: Mark Kochan [mailto:ivorytower@pixelgate.net]
Sent: Monday, March 21, 2016 11:55 AM
To: John@McLellanBlacksmithing.com
Cc: 'herb upham'; Thomas Owens; jack@jackdasilva.com; 'Paul Boulay'; 'Dennis Dusek'; 'Toni Standteiner'; 'Kirk McNeill';
'Kirk McNeill'; 'Tom Owens'
Subject: Re: Sunday April 10.
Hi ,
Redefining the CBA, a five year plan.
I will be at John McLellens on April 10th from 8 am till we are done.
When we know, please post a list of who will be attending and their agendas.
I will be focused on redefining long term goals for CBA education, certification and equipment related to training. Mark Kochan

Here is a proposed set of changes to the Grants and Scholarships programs emerging from discussions at the recent CBA Steering Committee meeting.

1) We want to be sure that the membership knows about the program and is invited to participate. This is to be done by more visibility on the web site, on social media, at membership meetings and with magazine articles. Other communication channels will be pursued as opportunities arise.
2) By doing so we expect to have more participation in the program. Planning for more participation while acknowledging that increased funding will not necessarily be available we plan to make the awards on a competitive basis based on merit among the applications received in time for the appropriate board meeting.
3) The membership needs to have reasonable expectations on timelines and feedback. Completed applications are required a month before the next board meeting.
4) The proposed schedule is that grant applications will be considered by the board 2 times per year during the Spring Conference and Oktoberfest board meetings.

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5) Scholarship applications will be considered 4 times per year, at the spring and fall meetings as for grants and also during the winter and summer board phone conference meetings.
6) Grants are to be evaluated by considering the benefit to the members of the CBA generally. Scholarships can be evaluated on the basis of the likely degree of self-improvement of the scholarship applicant.
7) The Grants and Scholarship committee will work with the Treasurer to establish budgets for each of the above board meetings
8) Grants shall requite some sort of pay back effort. This usually includes magazine articles and demonstrations ay CBA event. In most cases, $50 \%$ of the grant will not be disbursed until the pay back effort has been completed.
9) Propose raising the maximum amount of a scholarship to $\$ 800$. (The $\$ 400$ amount was established many many years ago. Today a week long course at the John C Campbell Folk School is over $\$ 1000$ not counting transportation but including dorm type lodging. Assisting with this type of classes was the original intent of the Scholarship program. )
10) CBA Board Members and Officers are not precluded from participation in these programs but the Conflict of Interest process must be scrupulously observed.
11) These proposed changes will result in modifications to the "Guidelines for the Bedayn-Thomson Grant Fund" and the Grants and Scholarship Committee job and procedure descriptions as posted on the website and in the organizations records.


[^0]:    Income Summary

