

Friends of Multi Arts Center –Regular Board Meeting

October 13, 2015 - Minutes

Prepared by Daisha Pennie in absence of Secretary

In Attendance: Rhonda Plake (President), Kathy Legako, Daisha Pennie, Claire Zevnik, Mike Smolen, Dena Rice, Buck Dollarhide

Staff: Executive Director Nicki Wood

Excused Absences: Surekha Sheorey (Treasurer), Diane Graalman (Secretary), Valerie Bloodgood (Past-President), Illene Ozment

Guests: Sam Hand (Oklahoma Wondertorium), Rob Ponce (General Member), Andrea Drain-Langston (General Member)

Lawrence Robinson resigned his position on the Board as of 10/02/2015. His resignation was sent via email to the Director, who forwarded it to the President.

It was determined that, while there were a majority of Board members present at the meeting, including one officer, a quorum as stated in the Operational Procedures was not reached. The Operational Procedures define quorum as:

SECTION 6. *A majority of the active Board members, including at least three officers, shall constitute a quorum.*

President Plake announced that Judy Laine (President-Elect) had resigned from the Board effective today, leaving three other officers active on the Board besides President Plake.

Present Board members discussed option of holding a Bylaws committee meeting in order to discuss Bylaw changes. Concerns were expressed regarding urgency for the Board to vote to approve the Bylaws prior to distribution of Bylaws to the membership. It was read aloud that the Bylaws state:

ARTICLE XI. AMENDMENTS

Written notice of any proposed changes to the Bylaws must be submitted to the Board of Directors. The Board of Directors shall provide written or electronic notification to the general membership 30 days prior to any vote. The Bylaws may be amended by a simple majority vote of the members in good standing present at a general membership meeting or by electronic communication.

It was determined that neither the current Bylaws or Operating Procedures required a Board vote or other Board approval of Bylaw changes prior to vote to ratify by the membership. The option of a Bylaws committee meeting to allow for questions and concerns to be addressed was suggested.

Upon question, present Board members discussed the Bylaws and Operating Procedures regarding quorum requirements for conducting business and holding meetings. It was suggested to reschedule the meeting. Concerns were raised including scheduled membership meeting for November 15, 2015 and Board member elections to be held. The Bylaws and Operating Procedures were reviewed for requirements regarding Board member elections and Officer elections. It was determined there were no requirements in the Bylaws or Operating Procedures which required urgency when rescheduling the Board meeting. Upon question, Present Board members discussed Bylaws and Operating Procedures regarding Officers and Officer Elections. It was determined that the Bylaws and Operating Procedures provide for Officer elections to take place in January and that a roster of Officer candidates is provided in December.

Present Board members discussed when the Bylaw changes would be in effect following membership vote to ratify at the November 15, 2015 meeting. Options discussed were effective immediately or in January. Present Board members prepared to discuss this and other related items in a Bylaws committee meeting after rescheduling the Board meeting. Option of having the President determined the best time for the Officers of the Board to attend a meeting.

Present Board members discussed quorum concerns for conducting future Board business. It was discussed that the Bylaws are the governing documents of the Organization and they were reviewed regarding quorum. It was determined that conducting Board meetings and/or quorum were not covered by the Bylaws at all. The quorum statements (above) in the Operating Procedures were addressed and the Present Board members determined a quorum is only defined, but not applied within the document to meetings of any kind. Present Board members discussed at length whether or not to proceed with a Board meeting or to have a Bylaws Committee meeting. Concerns regarding frequent absences by Board members, including Officers, and tonight's missing Board members were raised and discussed. There was further discussion on holding a meeting, including statements in support of having the meeting without violating the Bylaws due to no included quorum requirement, and with the attendance of a majority of the total Board members (11 total in office, and 7 present at meeting). Concerns were raised regarding what constitutes a vote of the Board to conduct business and it was determined that neither the Bylaws nor the Operating Procedures provided information on what constitutes a vote.

Claire Zevnik motioned, with a friendly amendment by Buck Dollarhide, to have the meeting this evening due to a lack of quorum requirements in Bylaws and Operating Procedures. Motion seconded. Vote resulted in four in favor, one opposed, and one abstention. Motion passed.

President Plake called the meeting at 6:35pm

Review Minutes

Amendments requested to Short Term Goals item one and to partial attendance to remove Buck as arriving late.

Treasurer's Report

Concerns expressed and discussed regarding report layouts and confusion. Buck Dollarhide will send an email to Treasurer Sheorey regarding report layout changes desired. Further discussion on liabilities and use of funds intended to be reserve funds. Discussion also included revenue sources and fundraising needs. Finance Committee will address not including liabilities from the financial reporting.

Director's Report

Upon question, Director Wood informed she has not yet received a response from CREC regarding request for extension on our grant.

Executive Session – Not needed

Old Business

President Plake requested discussion on three short term goals for Board members and committees to work toward, to include a clear goal and the timeline and due date. The following goals were decided: Raise \$2,500 by soliciting from local businesses and community members

No further discussion needed.

Promote Zombie Walk and Halloween Event through flyers, Banners, and social media. Each Board member to obtain a door prize, sponsorship funds, or silent auction item for the Halloween Event.

Flyers and their distribution, options for supplies needed for events, and donation sources was discussed. Need expressed for mugs to be made and prepared for the event.

Status of Halloween activities

See *Zombie Walk* agenda item (above).

New Business

Point of Service Sale research

Tech Committee Chair, Ms. Kathy Legako, presented information on recently completed demo of Consignment Till Point of Sale system. Costs for this option lie mostly with hardware replacement needs. A Quick Books demo is

planned for tomorrow. Final option is Harbor Touch which has online demo videos to watch.

Bylaws revision discussion and approval for membership vote

Due to earlier discussion regarding quorum requirements, revised Bylaws quorum requirements were reviewed and discussed at length, including discussion of use of Robert's Rules of Order. Changes were requested to include a *Board Meetings* section of the Bylaws which covers meeting items and requirements. Also requested to add "any / all meetings" to the statement on quorums (Article 4, 4.16 currently).

Request to remove time set aside for public comments in meetings and instead have option for Board to restrict visitor input as desired.

Election voting was discussed, including nomination list and nominations from the floor, notification of nominations, and nomination list ahead of time instead of having nominations from the floor. Changes were requested to: state "November" membership meeting instead of "Fall", provide 45 days-notice of impending annual election with request for membership to nominate candidates for the Board within 30 days of the meeting, and nominations list to be provided within 15 days of the meeting.

Discussion on Board member removal options, willful resignation for egregiously low Board meeting attendance were discussed. Officer elections were discussed, including past election procedures, current Bylaw and Operating Procedures applicable, membership voting rights, term and rotation tracking with officer terms extending Board member term beyond end date, and concerns regarding new Board members being made Officers without knowing their abilities to perform the Officer duties well.

Tracking terms and rotations were discussed as a reason to specify Officer eligibility and requirements for rotating off the Board after term end date and being elected back to the Board before being eligible for Officer positions. It was discussed that Organizational historical minutes are missing Board term and rotation information in order to facilitate tracking of Board member rotations and terms to today were cited as reason for outlining terms and rotations in a way which facilitates documentation and tracking of Board member terms and rotations. Due to discussion on ease of tracking terms and rotations, Board discussed Officers change in revised Bylaws from President-Elect, President and Past-President succession to Vice President and retaining Past President. Officers changes were also discussed regarding pros and cons of

Presidential succession and traditional Vice President option. Further discussion covered the number of Board members and value of small or large Board.

Discussion returned to revised Bylaws ratification effective date – immediately or waiting until January. Need to use the Bylaws for grant writing was discussed. Concerns regarding complications if implementing immediately vs. implementing in January, short period of time between November 15, 2015 membership meeting and January 1, 2016, and likelihood of needing to apply for a grant in that amount of time were raised and discussed. In the context of ratifying Bylaws effective immediately, agreement reached that ratification of Bylaws should follow the Board member election in the November 15, 2015 meeting, due to specifications on elections which are outlined in the revised Bylaws.

Discussion on committees changes including elimination of the Bylaws standing committee, addition of the Governance Committee, and responsibilities of Executive and Personnel committees. Discussion on who hires or fires the Executive Director, the President's responsibilities, and who will be considered the Executive Director's 'boss.' Option for Board policies and procedures to stipulate the Executive Director's direct report were discussed. Past events of the Organization which caused problems with regards to management of the Executive Director were discussed as a lesson to learn from with the new Bylaws. Agreement reached to have the Executive Committee complete the performance evaluation of the Executive Director and report results to the Board with recommendations, such as raises, disciplinary action, or termination.

Concerns were raised and discussed regarding keeping the Bylaws simple while covering necessary items. Due to previous discussion on requirements for ratification of the Bylaws, Chair of the Bylaws committee, Ms. Daisha Pennie, will update the Bylaws according to discussion topics, submit revised document to the Board tomorrow (10/14) before distributing Bylaws to the membership on 10/15.

Current Board member terms and rotations resolution

Discussion began to determine how many openings for Board elections there would be. President Plake informed that in addition to the most recent resignations of Judy Laine and Lawrence Robinson, the following members have expressed their intent to resign in December 2015: Valerie Bloodgood (Past-President), Diane Graalman (Secretary), Surekha Sheorey (Treasurer),

Illene Ozment, and Rhonda Plake (President). It was discussed that Diane Graalman had previously stated in other meetings her intent to resign in December.

The Executive Director provided Board candidacy forms or information on three (3) persons who have agreed to be nominees, and has one (1) whose form and information is outstanding. Three (3) other candidates who have agreed to be nominees were named by Board members, with one (1) providing a Board candidacy form, and the other two (2) with forms and information outstanding. In total, seven (7) potential Board members were briefly named, but not discussed.

Issue of open rotations was discussed. Five (5) Board members were elected to office last year (December 7, 2014) for three (3) year terms: Kathy Legako, Claire Zevnik, Buck Dollarhide, Michael Smolen, and Daisha Pennie. Remaining Board member, Dena Rice, informed she was told her term would be for three (3) years, and she took office in October of 2014.

It was discussed that in order to comply with Bylaw and Operating Procedures, one third (1/3) of the Board will be voted onto the Board for three (3) year terms. It was discussed that one-third of the ranging total nine (9) to thirteen (13) Board members is either three (3) or four (4) to be voted onto the Board for three (3) year terms. Further discussed was the staggered rotation resulting from the one-third rotation Bylaws requirement, which results in the need for a group of Board members who will serve for one (1) year, to complete a three (3) year, unfilled rotation.

Concerns were raised and discussed regarding determining who will serve in what rotation (for one (1) year or for three (3) years). Options discussed included allowing Board candidates to provide input on which time commitment they would prefer or allowing the Board to evaluate nominees and prepare rotation candidates according to Board preference.

Due to concerns over the amount of time this discussion had taken thus far, no decision was reached, and discussion was tabled for a future special meeting.

Board member general election at the November 15, 2015 membership meeting

It was determined that there was no discussion needed on this item.

Board member nominees, open terms and rotations

See “*Current Board member terms and rotations resolution*” above. Further discussion expected at special meeting.

Officer Elections

Due to previous discussion on Officer Elections, in which it was determined that the Bylaws and Operating Procedures do not require Officer elections to take place prior to the Board elections, no further discussion was required on this item.

Stillwater Chamber of Commerce Jingle Bells 2015, shop local campaign on the agenda.

<http://www.stillwaterchamber.org/page/home/events-programs/jingle-bells-sweepstakes/jingle-bells-participation>

The registration fee is \$350, with an October 28 deadline. Daisha would like to pay \$175 toward this, and would like a vote on FoMAC funds to match her donation to cover the rest of the fee.

Due to October 28, 2015 deadline for entry in this campaign, discussion for this item was tabled for special meeting.

Committee Reports

All committee Reports were tabled for discussion at the special meeting.

Personnel

Executive Committee

Membership

Gallery

Publicity

Grants

Bylaws

Finance

Fundraising

Building/Facilities

Technology

Building/Facilities

Announcements

Public Comments

Next Meeting/Adjournment

Special meeting scheduled for Monday, October 19, 2015, at 5:30pm to discuss the following tabled items:

Chamber of Commerce Jingle Bells campaign, Committee Reports, and Open and Current Board member terms and rotations.

Meeting adjourned at 9:22pm

Next Meeting

Regular Meeting: October 13th at 5:30pm

Meeting adjourn at 8:15pm