

Friends of Multi Arts Center –Emergency Board Meeting

October 15, 2015 - Minutes

Prepared by Daisha Pennie

In Attendance: Kathy Legako, Daisha Pennie, Claire Zevnik, Mike Smolen, Buck Dollarhide

Staff: Executive Director Nicki Wood

Excused Absences: Dena Rice, Illene Ozment

Guests: Sam Hand (Oklahoma Wondertorium), Rob Ponce (General Member)

On October 13, Rhonda Plake submitted her resignation as President and from the Board of Friends of Multi Arts Center. No rotation or term end date is known.

On October 15, Diane Graalman submitted her resignation as Secretary and from the Board of Friends of Multi Arts Center. No rotation or term end date is known.

On October 15, Valerie Bloodgood submitted her resignation as Past-President and from the Board of Friends of Multi Arts Center. Elected term end date Dec. 2013; Past-President term end date Dec. 2015.

On October 15, Surekha Sheorey submitted her resignation as Treasurer and from the Board of Friends of the Multi Arts Center. No rotation or term end date is known.

Board members Kathy Legako, Daisha Pennie, Claire Zevnick, Buck Dollarhide, and Michael Smolen called an emergency meeting of the Board. The Bylaws and Operational Procedures of the Organization do not provide any guidance for the Board in the event of a lack of all Officers. An email notice of the emergency meeting was sent to all remaining Board members and all members were called by telephone. Illene Ozment was called twice, receiving a notice that the number dialed was not accepting calls at this time. Dena Rice was called and voice message was left. Emergency meeting notice sent by email included intent to appoint interim Officers for the purpose of resolving signatory responsibilities of the Board financial accounts, a plan of action for Monday, October 19, 2015, 5:30pm, special meeting, and telephone contact information of two present Board members in order to facilitate attendance via teleconference which has previously occurred in the Organization Board meetings according to past minutes.

The meeting was called at 6:40pm.

A majority of the currently serving Board members are present. Seven Board members remain on the Board, none are Officers. Five of those Board members are present for the Emergency Meeting.

Interim Officer appointments

Motion made to appoint Claire Zevnik the Interim President as she is the only Board member with previous Friends of Multi Arts Center (FoMAC) Board service, as one year's FoMAC Board experience is required to be elected President. Motion seconded. All in favor.

Concerns were raised and discussed regarding outstanding and upcoming treasurer duties, including filing of the 990. Discussion consisted of option to determine if former Treasurer Surekha Sheorey will return as treasurer or will assist with transition to new treasurer. Ms. Legako offered to reach out to Ms. Sheorey. Discussion also included option to have Ms. Sheorey continue as Ex Officio member of the Board in 2016 for period of time required to facilitate transition to new Treasurer.

Motion made for Daisha Pennie to be appointed as Interim President-Elect. Motion seconded. All in favor.

Motion made for Buck Dollarhide to be appointed as Interim Treasurer. Motion seconded. All in favor.

With three officers and a majority of the current Board members in office present, quorum as stated by Operating Procedures reached.

Ms. Zevnik, Ms. Pennie and Mr. Dollarhide will attend banks with minutes of emergency meeting, to resolve signatory duties of the Board Officers.

Monday Special Meeting

Discussion included plan of action and agenda for meeting scheduled in October 13, 2015 regular Board meeting for October 19, 2015 at 5:30pm. Intention for Monday meeting includes appointment of new Board members in order to fill the Board to the total of nine (9) Board members required by the Bylaws of the Organization. Discussion covered option of appointing new Board members to one (1) year terms, with terms ending December 31, 2016, in order to resolve Board rotation schedule which is an outstanding item of Board business. Discussion included Board member Dena Rice who was told at appointment she was appointed to a three (3) year term. Concerns raised and discussed regarding appointments under current Board composition could not be for three (3) years, but only one (1) or two (2).

Motion made to appoint Dena Rice to one year term (ending Dec. 31, 2016) to end Board rotation position and for new rotation tracking. Motion seconded. All in favor.

Motion made to offer one year term (term ending Dec. 31, 2016) to new Board members appointed on Monday, October 19, 2015. Motion seconded. All in favor.

Interim President Zevnik to prepare agenda. Agenda items identified for Monday, October 19, 2015, meeting:

Chamber of Commerce *Jingle Bells* campaign

Fundraising Committee report

Appoint new Board members

Elect Officers to complete 2015 Officer terms.

Ad Hoc Committees needed for membership meeting and Holiday Gift Gallery

Next Meeting/Adjournment

Special meeting previously scheduled and to be held Monday, October 19, 2015, at 5:30pm

Meeting adjourned at 8:15pm