

Friends of Multi Arts Center –Special Board Meeting

October 19, 2015 - Minutes

Prepared by Daisha Pennie in absence of Secretary

In Attendance: Claire Zevnik (President), Buck Dollarhide (Treasurer), Mike Smolen, Daisha Pennie (President-Elect), Jeff Southwick (Appointed 10/19), Sam Hand (Appointed 10/19; Secretary – elected 10/19), Andrea Drain-Langston (Appointed 10/19)

Staff: Executive Director Nicki Wood, Ingrid Hendrix, Margie Ponce

Excused Absences: Illene Ozment, Kathy Legako

Guests: Rob Ponce (General Member), PK Work (General Member), Nadia Thomas (Leadership Stillwater Intern)

Dena Rice resigned her position on the Board as of 10/19/2015. There is one year remaining on her term; ending December 2016.

Interim-President Zevnik called the meeting to order at 5:33pm with a quorum present.

Approval of Agenda

Amended to add Director to inform Board on financial part of City Council presentation and discussion on guidelines for Board Member discussions outside of Board meetings under New Business.

Motion to approve agenda as amended, seconded and all vote in favor.

Review Minutes

Motion to approve August 18, 2015, October 13, 2015, and October 15, 2015 minutes, seconded, and all in favor.

Treasurer's Report

No report available.

Committee Reports

Fundraising – Make and take event brought in \$200 and other potentially related items brought another \$200. All Board members and members encouraged to assist and spread the word on the Halloween event.

Gallery – No committee meeting currently. Discussion to take place under New Business agenda item.

Old Business

Appoint new Board members

Discussion on vacant terms, rotation of one-third of the board, and rotation groupings. In the October 15, 2015 Board meeting, the Board decided to have members appointed in this meeting serve for one (1) year to fill needed rotation grouping. Discussion on preferences of Board member numbers, benefits or conflicts regarding minimum Board member total (9) or maximum Board member total (13). Due to current Bylaws requirements, Board must appoint three (3) persons immediately. Motion made to appoint three (3) persons in this meeting to fill total of Board members up to nine (9). Motion seconded. All in favor.

Motion made to have secret ballot voting following discussion of potential Board members, with each voting Board member to write three (3) names of the potential Board members down and have tally results decide appointment. Motion second. All in favor.

Director Wood presented potential Board members and each nominee provided information on their interest and relevant biographical information. Potential Board members: Andrea Drain-Langston, Sam Hand, Rob Ponce, and Jeff Southwick.

Ballots distributed, votes recorded, collected and counted by Director Wood and Ingrid Hendrix. Results presented, appointees to Board: Andrea Drain-Langston, Sam Hand, and Jeff Southwick.

Full Board of nine (9) members reached as required by the Bylaws.

Officer Elections

Officers elected to complete vacant Officer terms ending December 31, 2015. Discussion on requirement of President to have served at least one year on the Board. It was determined that Claire Zevnik is the only Board member with the required experience to serve as President. Motion made to elect Claire Zevnik president. Motion seconded. All in favor.

Motion to elect Daisha Pennie President-Elect. Motion seconded. President called for other nominations. Motion to elect Sam Hand President-Elect. Motion seconded. Call for vote by acclamation to see Daisha Pennie as President-Elect. Call for vote by acclamation to see Sam Hand as President-Elect. Majority vote in favor of Daisha Pennie as President-Elect.

President called for nominees or volunteers for Secretary. Sam Hand volunteered to be Secretary. Unanimous vote in favor to elect Sam Hand as Secretary.

Motion to elect Buck Dollarhide as Treasurer. Motion seconded. All in favor.

Chamber of Commerce Jingle Bells Campaign

Discussion on use of advertising budget funds for this purpose. Director Wood was asked to advise on funds available for this matter. Remaining funds needed \$125, as \$225 has been donated already toward the \$350 entry fee. Director Wood expressed concerns regarding spending any funds currently. Discussion on value of participating in this program versus past Gallery advertising methods. Members present offered donation pledges to reach the \$350 goal. Discussion on best method of collecting funds and disbursement for entry fee for participation in program. Staff to create targeted donation SKU for use when collecting pledged donations. Following receipt of all funds for this targeted donation goal, Director to disburse funds for entry by October 28, 2015 entry deadline.

Membership Meeting

Discussion on responsibilities and needs for preparation and execution of the meeting. Agreement to have President Zevnik create sign-up genius for bringing food items and volunteering as man-power. Discussion on distribution of invitation to meeting. Discussion on membership meeting agenda and what should be included in the notice. Discussion on how many persons may attend. At most, 120 could be expected.

New Business

Holiday Gift Gallery Committee

President Zevnik gave brief history of Holiday Gallery activities, including artists attending on certain dates they signed up for, snacks and coffee provided, and gift wrapping volunteering. Holiday Gift Gallery Committee to help getting items out, help with set-up and other preparations. Discussion on expectations of artist responsibilities when providing gallery submissions and staff insistence that artists follow expectations. Nadia Thomas, Andrea Drain-Langston, and PK Work volunteered to help with this committee. Discussion on expectations of this committee. Committee to promote Holiday Gift Gallery,

determine artist participation, Holiday Gift Gallery activities, and other setup and preparations.

Director information on financials included in City presentation

Director Wood informed on Lake McMurtry presentation which was offered as an example of what the City Council wanted of our presentation with regards to financial information. Director Wood informed on what plan was for presentation; what items of interest to cover and the YTD and budget financials. Presentation to City Council is to be scheduled for a future date and Board members are encouraged to attend in support.

Board member discussions outside Board meetings

Discussion on complications, conflicts, concerns and implications of Board member discussions outside of Board meetings. Brief discussion without action is the guide for the Board. Board members to feel comfortable and confident expressing need for bringing items to Board for discussion and ending discussions when Board action is required or discussion makes a Board member uncomfortable if continued without Board input. Suggestion expressed that Board members represent the organization as Board members at all times.

Discussion on Board strength and confidence to utilize Bylaws option to remove problematic Board members in order to avoid polarization or other related conflicts. Concerns expressed for Bylaws feedback to be solicited prior to the Membership meeting to prevent lengthy discussion and heavy amendment of the document at the time of voting. Agreement that feedback is welcomed. Bylaw Committee members expressed concern for extensive amendments at the membership meeting and tracking those amendments. Discussion of option to invite members to sign up Bylaws Committee members for next year. Support expressed for approving Bylaws as they are currently with understanding that future amendments will be easily accomplished and encouraged. Support expressed for restricting time for discussion at the membership meeting. Support expressed for requesting feedback on apparent conflicts or major issues with document as is and setting aside minor changes for later date.

Discussion on having Bylaws Committee send Call for Feedback on the revised bylaws to membership. Bylaws Committee to determine if submissions are necessary, such as an obvious conflict or glaring issue, prior to vote or if submission can wait for next year's Bylaws committee to resolve. Executive Committee to set agenda for the membership meeting.

Public Comments

Next Meeting/Adjournment

Meeting adjourned at 7:40pm

Next meeting is regular meeting, November 10, 2015 at 5:30pm.

Next Meeting

Regular Meeting: October 13th at 5:30pm

Meeting adjourn at 8:15pm