

Mendocino Art Center

Board of Directors

Meeting Minutes for January 7, 2010			
Call to Order	4:09 PM at MAC		
Adjourned	7:15 PM		
Board Members			
Tom Becker	Present	Don Paglia	Absent
Dr. Richard Miller	Present	Terry Lyon	Absent
Mike Dell'ara	Present		
Leona Walden	Present		
Ex Officio Board Members			
David Alden			
Guests			

Motion ID	Motion	1 st , 2 nd	Disposition
M010710-01	Extend term of office for Leona Walden through next annual meeting	Richard Miller, 2 nd Mike Dell'ara	Unanimous
M010710-02	Extend the term of the Board officers until the Annual meeting rescheduled for Wednesday, April 28, 2010	Richard Miller, 2 nd Mike Dell'ara	Unanimous
M010710-03	A review of Minutes and Bylaws indicates that membership election of a portion of Board members should be reestablished. See attached Important Announcement re Election of MAC Board Members.	Richard Miller 2 nd Mike Dell'ara. Unanimous	Unanimous
M010710-04	Board Meeting for 2010 to be the fourth Wednesday of each month at 4pm. Unanimous	Richard Miller 2 nd Mike Dell'ara:	Unanimous
M010710-05	Approval of Board Member Agreement, previously distributed by email with one amendment indicating that membership fee required be the basic membership fee. See Board Membership Agreement for additional information.	Tom Becker, 2 nd Richard Miller.	Unanimous
M010710-06	Moved to give authority to the Interim Executive Director (IED) as required in Article VII, Sections 4 and 5 of MAC Bylaws authorizing: a) The IED as signer on all MAC Bank Accounts and Safe Deposit Records. Note: Two signatures are required on all checks exceeding \$500.00 and 2 signatures are required for entry into MAC's safe deposit box. b) Approval to enter into contracts or execute any instruments in the name of the Corporation as may be necessary to conduct the ordinary business of the Corporation; however, contract amounts that would exceed \$5,000, liquidate corporate assets, or pledge corporation credit will require a 2nd signature by a member of the Executive Committee. c) Approval of non-budget approved expenditures exceeding \$2,500 will also require a 2nd signature by a member of the Executive Committee.	Leona Walden, 2 nd Richard Miller.	Passed unanimously as written above.

Special Board meeting held at the request of Tom Becker.

Board Members/Meetings

1. Accept Terry Lyons resignation for the Board of Directors.
2. Strategic Planning meeting scheduled for Wednesday, January 13, Tom will invite Jean Cunnington to participate.
3. Annual meeting rescheduled from January 2010 to Wednesday, April 28, 2010.

Bylaws review

1. As legal advisor, David Alden stated because recent changes to MAC-Bylaws were not made with the consent of its members we may have some difficulties if previous actions were challenged, however the Board's judiciary responsibility is to act in the best interest of the organization regardless. See the attached Report Regarding Role of Members of MAC in Selecting Board of Director Members. The current number of members is uncertain. Currently do not have anyone who can access the database.

2. A review of Minutes and Bylaws indicates that membership election of a portion of Board members should be reestablished See attached Important Announcement re Election of MAC Board Members.

1. Snail mail mass mailing for Membership Renewal and request members in good standing, if they so choose, to nominate candidates for the Board of Directors. Request email addresses for future contact regarding voting.
2. Nomination committee will contact most popular nominees for resume, letter of intent, Art Center membership and to familiarize them with the responsibilities of being on the Board of Directors.
3. Email ballot - list top member candidates (maximum of 5) along with qualifications.
4. Vote via email by members in good standing for up to 2 candidates. (deadline April 15) Print ballots to be available at the Art Center at the same time.
5. Announce results of the election at Annual meeting on April 28, 2010 Processing timeframes to be established by the Executive Director.

6. Motion by Richard Miller 2nd Mike Dell'ara: Board Meeting for 2010 to be the fourth Wednesday of each month at 4pm. Unanimous

Board Make-up

1. Review of Board Member agreement
2. Discussed the appointment of Janis Porter and Terry Lyons as Board Members Emeritus at the 1/21/2010 Board Meeting.
3. Discussed the appointment of new voting board member(s) for remaining term of previously resigned board members, maximum one year appointment. Appoinytmnts postponed to regular January Board meeting.
4. Richard Miller would like to determine the desired structure of the board before adding new members. What is the focus of the board: Fundraisers, assist Executive Director, artistic concerns, etc.? Discussion postponed.
5. Our current Board Candidates are: 1) Jean Cunnington 2) Dennis Freeze (web designer) 3) R. Kelley Gibbs, CPA (will serve on Financial Committee); 4) Tomas Dertner (construction experience, willing to serve on Facilities and Gallery committees); 5) Nick Schwartz (education/artist) (willing to serve on Education Committee); and 6) Ron Blett (builder, artist

Executive Director Position

1. Review and approve employment agreement prepared by the Board President, Tom Becker for David Alden, as Interim Executive Director

2. Moved to give authority to the Interim Executive Director (IED) as required in Article VII, Sections 4 and 5 of MAC Bylaws authorizing:

- a) The IED as signer on all MAC Bank Accounts and Safe Deposit Records. Note: Two signatures are required on all checks exceeding \$500.00 and 2 signatures are required for entry into MAC's safe deposit box.
- b) Approval to enter into contracts or execute any instruments in the name of the Corporation as may be necessary to conduct the ordinary business of the Corporation; however, contract amounts that would exceed \$5,000, liquidate corporate assets, or pledge corporation credit will require a 2nd signature by a member of the Executive Committee.
- c) Approval of non-budget approved expenditures exceeding \$2,500 will also require a 2nd signature by a member of the Executive Committee.

Motion by Leona Walden, 2nd Richard Miller. Passed unanimously as written above.

3. Approved Job Description of the Interim Executive Director as previously distributed by email.

MAC Fire update (date of fire 11/23/09)

1. Report by Executive Director, David Alden see attached report
2. Awaiting insurance adjusters estimates. Code upgrades not being taken into consideration, but will negotiate with adjuster who will issue a check.
3. Tom taking inventory regarding lost equipment, added labor needed, cost of moving alarm, computer and phone systems ~\$3000. Environmental clean up \$35,000 so far – covered by insurance. Used staff to do physical work. Space is difficult. No private spaces. Take over old computer arts and apartment
4. MHRB = Michael St. John. Bldg Dept = Abby Stockwell. Currently renting three storage units. Plan to reduce it to two. Will review contents carefully before tossing. Lucia Zacha has been contacted regarding possible storage space in Mendocino.
4. Richard recommended an office trailer. Possibly too expensive; Dave to research and advise.
5. Phones, alarms, servers & computers all working, Installed point of sales terminal which gives inventory control by Jessica Jade.
6. Insurance has been renewed as of Jan 1, 2010. Premium increased 30% from about \$9000 to \$12,000 for Commercial, Liability and Fire Insurance. D&O is not at 2 million.
7. ~~Mike~~ David Alden has taken on safety issues in Metal Sculpture and Jewelry department. Still no locks or meters on gas tanks.
8. Mendo Arts is going to press on March 1 – Lost many advertisers as a result of the delay.

Old Business: Festival Latina final report has been sent to the Irvine Foundation.

New Business: Miasa sister city exhibit in main gallery in May 2010.
Tom Kravis sponsoring Japanese concert and special meal.

Meeting Adjourned at 7:15 PM

Respectfully submitted, Leona Walden, Secretary of Board of Directors
Mendocino Art Center