

# Mendocino Art Center

## Board of Directors

Meeting Minutes for February 1, 2010			
Call to Order	6:05 pm by Tom Becker, President		
Adjourned	7:03 pm		
Board Members			
Tom Becker	Present	Don Paglia	Absent
Dr. Richard Miller	Absent		
Mike Dell'ara	Present		
Leona Walden	Present		
Ex Officio Board Members			
David Alden			
Guests			

Motion ID	Motion	1 <sup>st</sup> , 2 <sup>nd</sup>	Disposition
M020110-01	Elect Jean Cunnington to the Board of Directors with her term to expire in 2011 at the Annual Board Meeting (filling vacancy of Janis Porter).	Leona Walden, 2 <sup>nd</sup> Mike Dell'Ara to	Unanimous
M020110-02	Elect Jean Cunnington as Assistant Secretary until the Annual Board Meeting in April of 2010.	Tom Becker, 2 <sup>nd</sup> Leona Walden	Unanimous
M020110-03	Elect Nick Schwarts to the Board of Directors with his term to expire on 4/28/2010 (filling the term of Terry Lyon). Unanimous.	Tom Becker, 2 <sup>nd</sup> Mike Dell'Ara	Unanimous
M020110-04	Appoint R. Kelley Gibbs, as Assistant Treasurer, an non-voting Advisory Board Member assignment, and Co-Chair of the Finance committee.	Tom Becker, 2 <sup>nd</sup> by Leona Walden and Mike Dell'Ara	Unanimous

Action ID	Description	Owner	Date Due	Status

Special Meeting called by Tom Becker.

1. Becker: There may be a problem having a quorum for the next two meetings. It is time to elect two new board members: Jean Cunnington and Nick Schwartz

*Motion by Leona Walden, 2<sup>nd</sup> Mike Dell'Ara to elect Jean Cunnington to the Board of Directors with her term to expire in 2011 at the Annual Board Meeting (filling vacancy of Janis Porter). Unanimous*

*Motion by Tom Becker, 2<sup>nd</sup> Leona Walden to elect Jean Cunnington as Assistant Secretary until the Annual Board Meeting in April of 2010. Unanimous*

*Motion by Tom Becker, 2<sup>nd</sup> Mike Dell'Ara to elect Nick Schwarts to the Board of Directors with his term to expire on 4/28/2010 (filling the term of Terry Lyon). Unanimous.*

*Motion by Tom Becker, 2<sup>nd</sup> by Leona Walden and Mike Dell'Ara to appoint R. Kelley Gibbs, as Assistant Treasurer, an non-voting Advisory Board Member assignment, and Co-Chair of the Finance committee. Unanimous*

2. Tom Becker was appointed as Chair of the Finance Committee. He declined, stating concerns about conflicts of positions.

3. Becker moved to reconstitute the Executive Committee which will consist of Board President, First VP, Secretary or Assistant Secretary and one Board member initially Mike Dell'Ara. The board will be asked to reappoint the 2<sup>nd</sup> VP and Treasurer when these positions are available to attend meetings. The Executive Committee will also serve as the Nominating Committee and Personnel Committee.
4. Additional candidates proposed for Board of Directors - Liliana Cunha, Maggie O'Rourke, Marge Stewart. Candidates were referred to the Nominations Committee for consideration. Board members expressed a concern about Marge Stewart's potential conflict of interests and will seek for a legal opinion from Attorney Maggie O'Rourke. Marge Stewart is currently an employee of the Art Center and partnered with Tom Becker. Bylaws and "Conflict of Interest" policy recently adopted will be provided to Ms O'Rourke by Board President Becker.
5. Event Planning. The Board discussed the need for such a position, perhaps scheduling some type of commission basis for this position. Inquiries about such a position will be obtained for future board consideration.

Meeting adjourned at 7:03 PM

Respectfully submitted,  
Leona Walden  
Board Secretary