

# Mendocino Art Center

## Board of Directors, Special Session

Meeting Minutes for March 9, 2010			
<b>Call to Order</b>	Open General Session – 4:15 PM Close General Session/Open Closed Executive Session – 4:16PM		
<b>Adjourn</b>	06:16 PM		
Board Members			
Tom Becker	Present	Don Paglia	Present by phone
Dr. Richard Miller	Absent	Nick Schwartz	Absent
Mike Dell'ara	Present	Jean Cunningham	Present
Leona Walden	Absent		
Ex Officio Board Members			
David Alden	Present		

1. Attending board meetings by phone. - Per David Alden: There is no provision of the bylaws that requires board members to attend in person. Copied from David's email of 3/8/10: "There is nothing in the bylaws that prevents a board member from fully participating in a meeting by telephone and there is no requirement that board members be physically present for purposes of establishing a quorum. Where the bylaws do not specify otherwise, the provisions of the Nonprofit Act apply. The Act permits participation by telephone."
2. No quorum was present. Don Paglia was in attendance by phone and has come off medical leave as of 3/9/10. He will attend the 3/24/10 board meeting by phone.
3. Quorum present.
4. Opening of the general session at 4:15 PM.
5. General Session Closed/Closed Executive Session opened at 4:16pm
6. Summary of Closed Executive Session
  - Tom Becker rescued himself from the meeting and appointed Mike Dell'ara as meeting chair.
  - Tom Becker's request for Medical Leave of Absence was discussed. Tom retracted his request.
  - Employee health insurance benefits – policy discussion.
  - Tom Becker excused himself from the remainder of meeting due to possible conflict of interest.
  - Nominees for member-elected Board of Directors position were reviewed. Conflict of Interest policy was reviewed and discussed. Final list of nominees will be contacted to verify that they are willing to serve.
  - Changes to the Executive Director's contract were reviewed.
7. Meeting closed at 6:16 PM