

# Mendocino Art Center

## Special Board of Directors Meeting

### General Session

Meeting Minutes for June 7, 2010			
<b>Call to Order</b>	4:02 pm by Board President, Tom Becker		
<b>Adjourned</b>	6:50pm and moved to Executive Session		
Board Members			
Tom Becker	Present	Nick Schwartz	Present
Dr. Richard Miller	Present	Jean Cunnington	Present
Mike Dell'ara	Present	Sarah Logan	Present
Don Paglia	Present	Rick Keller	Present
Joe Deakins	Present		
Ex Officio Board Members			
Tom Becker	Acting ED	Marge Stewart	Advisory Board Member

Motion ID	Motion	1 <sup>st</sup> , 2 <sup>nd</sup>	Disposition
M060710-01	Revise the bylaws, as stated in the 6/7 minutes, section 3.	Tom Becker Rick Keller	Unanimous
M060710-02	Nominate Marge Stewart as advisory board member. Term ti expire in Jan 2011.	Joe Deakins On Paglia	Unanimous Tom Becker recused.
M060710-03	Nominate Jean Cunnington as President	Richard Miller Joe Deakins	Unanimous
M060710-04	Nominate Richard Miller as 1 <sup>st</sup> Vice President	Mike Dell'ara Nick Schwartz	Unanimous
M060710-05	Nominate Don Paglia as 2 <sup>nd</sup> Vice President	Mike Dell'ara Joe Deakins	Unanimous
M060710-06	Nominate Patrick (Rick) Keller as Secretary	Joe Deakins Mike Dell'ara	Unanimous
M060710-07	Identify a person to act as board scribe/transcriptionist under direction of the board secretary	Jean Cunnington Joe Deakins	Unanimous
M060710-08	The Executive Committee is to be comprised of the board officers and Mike Dell'ara	Tom Becker Richard Miller	Unanimous
M060710-09	Cancel the fall semester and the fall catalog and support no more than 8 regular courses for the fall term.	Joe Deakins Richard Miller	Unanimous

1. Call to order
2. Roll Call: Quorum established
3. Bylaws Revision was approved by the board:

#### Section 2: Number, Election and Tenure of Officers

The members of the Board of Directors of this corporation shall be no less than 7 and no more than 15. New members of the Board, after a thorough screening by the existing Board, shall be elected by a 2/3 vote of the existing Board. The standard term of office is 3 years. The Board may, from time to time, appoint by appropriate vote, non-voting members as described in section 2a.

\*\*\*New Text:\*\*\*

#### Section 2a: "Board Member Emeritus" and "Advisory Board Members"

Non-voting members will be approved by a simple majority vote of duly constituted members of the Board of Directors.

Board Member Emeritus

The Board may appoint non-voting members who shall have the title "Board Member Emeritus." Such a Board member shall have a lifetime term on the Board, as long as MAC membership annual dues are paid current. Emeritus members will receive open meeting agenda notices and minutes of previous open meetings, they are encouraged to attend and participate in all open board meetings. Emeritus Board members will not participate in Executive, closed, Sessions of Board Meetings, unless he/she is specifically invited to attend because of specific knowledge that would be helpful during a specific discussion item. All other provisions of these bylaws dealing with board member rights, duties and responsibilities will apply to this position.

Advisory Board Member

The Board may appoint non-voting members who shall have the title "Advisory Board Member." Such a Board member shall be appointed to a term that will expire each succeeding year at the Annual Board Meeting as designated in Section 5 of this Article. Advisory Board members are required to keep current on annual dues to remain in this appointment. The maximum number of Advisory Board members serving at any one time is 3 (three). Advisory Board Members will be allowed to participate in all board discussions until a motion is presented and seconded. Advisory Board members will not participate in Executive, closed, Sessions of Board Meetings, unless he/she is specifically invited to attend because of specific knowledge that would be helpful during a specific discussion item. All other provisions of these bylaws dealing with board member rights, duties and responsibilities will apply to this position.

4. Marge Stewart was appointed as an advisory board member. Her term will expire in January, 2011. Tom Becker recused himself from voting on the motion. Marge was asked to join the meeting.
5. Nomination and Election of officers. The slate approved by the board is as follows:
  - Jean Cunningham, President
  - Richard Miller, 1<sup>st</sup> Vice President
  - Don Paglia, 2<sup>nd</sup> Vice President
  - Rick Keller, Secretary
  - Mike Dell'ara, Adjunct Executive Committee Member
  - TBD, Treasurer
6. Duties of the secretary were discussed. There is no provision that prevents the board from appointing a recording secretary to take and transcribe minutes. The duties of the board secretary are to keep the board records, verify accuracy of the minutes, distribute minutes for approval and record approvals. The recording secretary would work under the direction of the board secretary.
7. Executive Director's Report
  - 7.1. Tracey Hillman has resigned as Educational Director effective 7/9/10. Her resignation has been accepted
  - 7.2. Tom Becker has contacted Dennis Freeze to discuss how to upgrade our website and IT infrastructure supporting registration and marketing. Tom will come back to the board with a proposal.
  - 7.3. Facilities Advisory Committee will meet to discuss plans for the fire damaged area.
  - 7.4. Garden tour – push to sell tickets. 80 sold to date
  - 7.5. Summer fair – Jimma Abbott will qualify vendors. Sarah Logan and Peggy Templer will manage the fair.
8. Need and expense for hiring consultants was discussed. We will continue to look into the possibility of hiring a consultant. There are options that may not cost money: Penny Burke and others in the community.
9. Fall Semester Status
  - 9.1. Discussion centered on not offering any workshops or offering a limited set of workshops. There are some instructors who may be important to the art center. Canceling may affect "good will" with the instructors. Two ceramics instructors have been identified. Don Paglia and Programs Advisory Committee will work with staff to recommend which courses will be offered vs. which will be offered in Spring.
10. Meeting closed at 8:30pm.