

IMPORTANT ANNOUNCEMENT REGARDING ELECTION OF MAC BOARD MEMBERS

Nominations Sought

As announced at recent Board meetings, the Board of Directors of the Mendocino Art Center has been examining the history of how the MAC has been managed and evaluating how the governance of the organization should best be structured. This is to let you know that the Board is recommending that MAC's bylaws be amended to provide that (1) the MAC Board of directors should be no less than 7 and no more than 15, and (2) that up to two members of the Board be elected by the MAC membership, subject to the availability of qualified candidates willing to serve. Accordingly, the Board is hereby soliciting nominations for two seats on the Board. After nominations are received, a ballot will be distributed to paid-up 2010 members in **mid-March**.

A Bit of Background

The MAC Board currently consists of between 5 and 15 board members who serve staggered three year terms, and whose successors are selected by the Board itself. This is the way most nonprofit organizations are organized and run. It is also the way MAC was organized and run for the first 32 years of its existence, between 1959 and 1991. During that period, the paid members of MAC played no part in the selection of directors. In 1991, the Board amended the bylaws to provide that some of the available board seats would be filled by directors elected by the MAC membership, with the majority of directors being selected, as before, by the existing board. This system was used throughout the 1990's. For a variety of reasons, including the cost and administrative difficulties that were encountered using this system, the Board amended the bylaws again in 2002, eliminating the membership-elected system and reverting to the old system, which continues today.

Reasons for this Change

The benefits of having a privately selected board of directors are, primarily, that it is less costly and less cumbersome to manage, and that it is easier to assure that the board reflects a balance of the variety of backgrounds and skills useful to managing the organization, such as experience in the arts, accounting, business management, marketing, legal and fund raising, etc. A member-elected board, on the other hand, is more costly and cumbersome to manage - primarily because of the election process itself - and does not necessarily optimize the chances of having the balanced and varied skill-sets

desired on a nonprofit board. Its benefits, obviously, are that the board gets the benefit of, and the membership is assured of, a direct membership representation on the board.

The hybrid system which was experimented with during the 1990's appears to offer a good balance of these benefits. Two member-filled seats would be proportionately similar to the system which existed during the 1990's. Despite the increased costs and administrative burdens it will create for the MAC, the Board has concluded that the MAC will benefit from having direct membership input on the Board.

How the Election Will Work

Any number of nominations for director will be accepted through and including **February 28, 2010**. Nominations may be submitted in writing to the Executive Director, Mendocino Art Center, 45200 Little Lake Street, P.O. Box 765, Mendocino CA 95460 or by email (director@mendocinoartcenter.org). Both the nominating party and the nominee must be MAC members. After all nominations have been received, nominees will be contacted to confirm that they are able and willing to serve, if elected, and that they understand and are willing to abide by the Agreement all directors are asked to sign setting forth the principles and guidelines for serving on the Board. To download this agreement, visit our About Us page at <http://www.mendocinoartcenter.org/level2/about.lasso>.

Up to five nominees (ranked by number of nominations received) who have met these criteria will then be placed on a ballot, along with a brief written bio/statement they will be asked to provide, and the ballots will be distributed **by email** on or before **March 15, 2010**. Hard copies of the ballots will also be available for pickup at the MAC gallery.

The ballots will ask for: 1) a vote (yes or no) on whether the bylaws should be amended to provide for a Board of Directors of no less than 7 or more than 15, with two board seats to be filled by membership-elected candidates; and 2) a vote for no more than two of the nominated candidates. All ballots must be returned by email, or by being delivered to the MAC gallery, by **5:00 p.m. April 15, 2010**. Only ballots submitted by paid-up 2010 members will be counted.

The two candidates receiving the highest number of votes will be inducted onto the board at the April 28, 2010 annual Meeting of the Board. If there is a tie for second place, the winning candidate will be selected by a flip of a coin. The two elected candidates will be asked

to draw straws (this first year only) to determine which of them will serve a 2 year term, and which a 3 year term, so that the terms may be staggered along with the other members' terms.

Sincerely,

Tom Becker
President, Board of Directors