

Milton Artists Guild Annual Meeting
MAG Art Center

June 15, 2017
6 – 8:30 pm

Attending:

Allyssa Adams, Darren Adams, Adam Alpert, Gisela Alpert, Ann Allen, Cheryl Alwine, Frank Alwine, Carolyn Beaulieu, Doris Bergeron, Ann Bissonnette, Donna Blatchly, William Boccio, Colleen Bunnell, Heidi Chamberlain, Amy Cook, Janet Dooley, Deborah Dolby, Claudette Eaton, Barry Genzlinger, Maureen Genzlinger, Mary Ann Duffy Godin, Annette Hansen, Jacob Hemmerick, Cathy LaClair, Christina Lesperance, David Lesperance, Lisa Liotta, Lori MacLaughlin, Lorraine Manley, Frank Mason, Sue Mason, Ray McClure, Sheila Mizzi, Charlotte Parot, Pilar Paulsen, Christine Porter, Cindy Provost, Michael Purcell, Sharon Radtke, Longina Smolinski, Joel Stech, Linda Stech, Judy Taylor, Chuck Toner, Leslie Toner, Valerie Ugro, Gary Walz

President's Address - Gisela welcomed everyone. This is the first annual meeting at our art center.

She started the meeting by acknowledging and thanking those who volunteered for service to the MAG. Maureen Genzlinger has served as treasurer for the past three years. Gary Walz and Elizabeth Finstad served as Directors. Linda Stech has served as Vice President. Mary Ann Godin served as interim Director. Christina Lesperance served as interim secretary. Lorraine Manley was recognized as a founding member of the Milton Artists Guild since its inception in 1988, and now serves as the curator for the art center.

Gisela read aloud our mission statement from our Bylaws. She gave a brief description of our values, our conscious growth and our path to reaching our dream of having an art center. She said that we should be focusing on positive energy; with growth comes fear of the unknown. We cannot let fear overtake us, handicap us, thwart our growth, or push us into making wrong decisions.

She said that the list of our accomplishments is long. We have gained name recognition from the Milton Hannaford Art Park that was a call to MAG artists in 2013 from Mr. Ernie Pomerleau, and have formed a relationship with him. In the past year, she and Linda Stech approached Ernie Pomerleau with the art center proposal and negotiated a 13 month rent-free lease.

We should be focusing on matters that will get us closer to our ultimate goal

- Growing the local economy by robustly encouraging the arts in the local community
- Foster greater community involvement in the arts by making art and the artistic process more accessible
- Providing local artists with suitable facilities to help them promote their work within the community and/or impart their knowledge to others interested in the arts or becoming artists
- Serving as a resource for local agencies/governments in search of artistic/esthetic guidance in due course for conducting infrastructure and zoning/planning activities likely to impact the nature and character of the community
- Encouraging harmony and community spirit within the locality
- Assuring that the Milton Artists' Guild remains financially sustainable

She issued a reminder that MAG is a volunteer organization, and volunteers are hard to come by. It takes someone willing to volunteer many hours to achieve a success. A reminder is to please volunteer to man the art gallery; these are only four hour shifts that we ask of members once per month.

She spoke about some members' fear of power control. Regarding dual positions, this is part of our history. There have been several members who have served on two positions before, out of necessity. She mentioned that in her years since 2010, she has served in dual positions in the past, as well as other members who have served in dual positions. When she started, she was president and treasurer because there weren't enough volunteers. She mentioned the recent string of emails regarding an addition to our bylaws preventing officers from holding more than one position; and thinks it would be a costly mistake. She said that although it is unusual for a president to also serve as director, it is perfectly legal; and for the past six years, the officers and directors have been working as a team. The only dual position that a president cannot jointly hold is that of secretary.

The directors will evaluate the art center on quarterly intervals. The sales and foot traffic are slow, but steady. Although the sales are not huge, we are making sales every day. The visitors have expressed appreciation and pride of having the art center in the community. We have to focus on the positive energy to make this continue. She said that if we elect all the nominees on the ballot, she was confident that this leadership team would bring this organization to the next level of growth. The goal is to stay in this same spot until March 2019/20, and in the interim, start working towards to the goal of a permanent art center. She said that it will be a lot of work, but it can be done with the right team members. She said that we didn't think that we would ever get an art center, but now we have it.

She next spoke about the ballot; her name is there as both president and director. By definition the board runs the guild, but we have a history of working together as a team. We have worked together as a team since becoming a nonprofit. She mentioned the two other persons who accepted the nomination for director positions; Cathy LaClair is an experienced businesswoman and has and is serving on other boards. Briar Alpert runs an international company, serves on many boards, and has well placed connections. She said that we will need some serious income to grow this to the next level.

The **Nominating Committee** was introduced, Janet Dooley and Deborah Dolby. Janet gave a brief explanation of their role. She stated the committee received a total of twenty nominations. Most people who declined cited personal reasons and lack of time. Only two persons mentioned the lack of insurance as an issue, and only one, after declining for other reasons. Six people accepted their nomination.

Dues Increase – The motion was made to increase the dues from \$30 to \$50. The motion was seconded. The discussion points that followed:

- the increase was expensive and that we would risk losing members
- the new price is worth it, but also thought it was expensive for non-exhibiting artists
- could be two levels of membership, or perhaps a sliding scale
- since moving into the art center, there are bills coming due such as for electricity, etc., and we have to be prepared
- since we are not guaranteed the space past next April, why are we raising money
- we have to build our coffer for unforeseen expenses and our future
- the Milton Artists Guild is a very good value in comparison to other groups
- our long range plans are to move to new accommodations and we need to be ready
- there are unseen costs, such as that for advertising
- a member stated that it was an honor to be part of the growth, this is an amazing feat, and expressed thanks to Gisela for her work
- membership could be split so as to have a separate level for those who exhibit in the gallery
- a member stated that we don't want to split us into two entities
- the issue was too complex to separate out the advertising benefit

The motion was put to a show of hands, with four opposed; the motion passed, effective immediately.

Google Groups Drive – Some members have asked to be taken off the google groups list because the amount of emails has become overwhelming. Gisela stated that she has to maintain a separate list for members who only want the minutes and pertinent information. Betsy Finstad has created a forum page on the guild website for discussion. It's fairly easy to log into the site, it can be done with Facebook or with Google. Please contact Betsy if you have difficulty logging on.

The recent group email discussions have become bothersome enough for more members that they have asked to be taken off the google groups list.

The discussion points that followed:

- a member stated that google groups was preferable because of easy access
- another member agreed, but there was a huge difference between 'reply' and 'reply to all'
- It was mentioned that we have tried educating members about this in the past, to no avail to some.
- a member mentioned that the email chains were getting so long they were hard to read
- Darren said that as a member of a Milton Town board, they use the BCC (blind carbon copy) address line feature so that responses only come back to them, instead of the whole group.
- a member asked if a directory of members could be made available
- a motion was made to remove discussion emails from the google drive; it was seconded
- a member stated that traditionally, email addresses are confidential unless the member gives explicit permission that it can be shared with others, and that the forum was important because it protects email privacy

The motion to remove discussion emails from the google drive passed by a majority show of hands.

Insurance – Gisela stated that we are already covered by a general liability insurance policy at the art center for \$2 million general aggregate, personal injury for \$1 million each occurrence, fire for \$300,000, and \$10,000 medical. Our insurance bill runs from one June to the next, and Maureen just sent out the check to pay for the next year. The artists who exhibit sign liability waivers and are responsible for insuring themselves in case their art is damaged. Postponing the decision regarding purchase of an Officers and Directors policy until the annual meeting was intended to allow the members to participate in the decision, as we are all volunteers and have to raise the money. As we

are still rather small, \$800 would be a significant part of our budget. Unfortunately, as happened, a director and the former secretary resigned six weeks ago, citing the lack of insurance as the reason. When the news of the resignations and the reason given, it had been announced at that time that the topic would be discussed at the June meeting, and also members encouraged to independently become more knowledgeable about any benefit/risk of it. Gisela checked with lawyers and our insurance company and they confirmed that there has never been a case of nonprofit arts group of directors or officers sued in the State of Vermont. This type of insurance relates mostly to organizations who have paid employees and the issues covered are commonly related to the leadership team and the mismanagement of funds, hiring, firing, employees, supervisors, sexual harassment, and discrimination in the workplace.

The discussion points that followed:

- a member suggested that the decision should be tabled and left to the new directors
- a member stated that it was important that the nominees were made aware of the level of risk
- a member suggested that it should be members telling the board what to do, if it was a question of cost, there was money, but the budget was very tight
- a member stated that it was a financial decision, and we must weigh the risk versus benefit of having the insurance
- a member stated that it was a big chunk of money in proportion to the budget available
- Adam stated that this is an administrative matter and should be decided by the board. His company has never been sued, and his company is a for-profit and the company is nearly 50 years old.
- Linda stated that this was not a one-time expense, the \$850 would be due annually.
- Barry stated that under the Vermont Statutes for nonprofit organizations clearly states that provided the Officers and Directors are working within the realm of their defined roles, they can't be sued; they are covered by statute; it's when they get outside their defined roles. We aren't gaining anything by having the insurance.
- A member asked if the disclosure of having no (O/D) insurance was made to the nominees; Dave stated that he was fully aware that there was no insurance. Cathy stated that it was discussed and that she was aware.
- Linda stated that this was an agenda item last April, and at that time all members were encouraged to do independent homework and learn more about the risks and benefits of buying an insurance plan for officers and directors; and the topic is in the April minutes.

- Lori stated that she resigned because she was uncomfortable with not having the insurance.
- Amy offered to pay for it.
- Barry asked for a consensus of the group

Through a show of hands, the proposal to purchase officers and directors insurance was defeated.

Members of the group asked for completion of the agenda to be postponed until after the meal (three banquet tables awaited). Gisela said that we were almost done; there was only the Bylaws section left on the agenda before voting for nominees. Members said to go ahead with the Bylaws discussion and hold off dinner a little longer.

Bylaws – Gisela stated that the current Directors and Officers wrote proposed changes to the Bylaws and according to those Bylaws, the Secretary sent them out to the membership before the 30 period (article 11, 2015 Bylaws). She offered copies of the ‘side by side’ comparison of the 2015 and the proposed bylaws for reference. A motion was made to accept the proposed Bylaws as written. Because there were outstanding proposals for amendments to the bylaws presented on May 14, each had to be voted on separately according to Robert’s Rules of Order.

A motion was made regarding Article 4.1, to insert a second sentence, “A Director may not also hold the office of President, Vice President, Secretary or Treasurer.”

The discussion points that followed:

- if bylaws don’t preclude it, It’s perfectly legal
- Amy stated that two years ago the Bylaws were changed so that there were overlapping terms for the new directors, and asked why that was changed. She suggested that the person who won two positions must choose one or the other.
- Adam asked for rejection of the motion. It’s tough to get volunteers for any charity. Don’t legislate against volunteers; figure out how to leverage your best talent. To legislate in a way that prevents taking advantage of the talent offered is risk. He stated that there was no history in organization of bad acts, and urged members to reject the motion.
- Another member stated that there is a limited number of individuals who are available to serve in these roles – Gisela has boundless energy and passion. Our safety net is limiting terms to one year (service).
- Gary stated that the dual role is OK with him; we can address this again in the future.
- David said that although he was not in favor of both, we have to take advantage of those willing to serve. He wished that more people would volunteer. It’s a heavy load and wants others to step up.

- a member suggested that there could be a conflict of interest, directors shouldn't be members
- It was suggested that if two directors were elected, they could appoint a third director.
- Cheryl stated that Gisela really wanted to be a director, but no one wanted to be president. If we accept a dual role, that person must recuse themselves from discussion of their position as officer.
- Leslie stated that we must weigh the benefits versus the risks. We have a volunteer so it's a bad idea to exclude anyone.

The motion was brought to a vote by a show of hands, only 9 were in favor, the motion to insert a sentence involving dual roles was defeated.

A motion was made regarding Article 4.2, to add the following sentence, "Meetings of the Board are open to all members."

The discussion points that followed:

- Cindy stated that she has served on other boards, and felt that having open board meetings compromises the work of the board.
- Cathy stated that she is on other boards, the Rotary, where the meetings are open (to others), but cannot speak; no decisions or voice are allowed.
- Adam thought it is dangerous as there is a possible conflict of interest if someone is also serving on boards of other organizations, it is a risk to MAG proprietary information. He urged the members to reject the proposed amendment.
- Gisela stated that there are often sensitive issues discussed.
- Adam stated that it doesn't happen in private corporations. There is a loss of value if a competitor attends the meeting. We are a nonprofit with a fiduciary responsibility to the greater public at large. We recognize that we are in a competitive environment, even as a nonprofit, our goal is to be the best we can be; we discuss sensitive topics in a confidential setting. The Officers and Directors discuss new ideas.

The amendment to open all board meeting was defeated by a show of hands.

A motion was made regarding Article 5.3.4, to keep the non-budgeted expenditure at the 2015 amount of \$250, instead of the proposed increase to \$500. Gisela stated that the Directors and Officers discussed this, including Maureen. In the past years, there have been no bad acts, so why the sudden fear.

The discussion points that followed:

- a member questioned the amount of \$500, and wanted to know where it was going
- a member said that we should be moving forward and not 'nickel and diming'

- Dave said that we have financial controls for the organization, although it's not as tight as it should be, maybe \$500 is too much, but there should be a discretionary fund built into the budget.

The motion was called to a vote by a show of hands, and defeated.

A motion was made regarding Article 7.3, to be rewritten as follows, "The annual meeting will be held on the third Thursday in June of each year. Elections of Officers and Directors shall be held at the time of the annual meeting. Members in good standing shall vote by written ballot on the candidates presented by the Nominating Committee or by write-in. Positions are filled by candidates who receive the highest number of votes. Terms of office shall commence immediately thereafter."

The motion was put to a vote by a show of hands, 17 in favor, 14 opposed. The motion passed.

The members voted for the new Officers and Directors prior to the meal break.

Afterwards the Nominating Committee announced the results of the election:

Briar, director

Cathy, director

Gisela, director

Gisela president

Linda, vice president

David, treasurer

Tina, secretary

Respectfully submitted by Christina Lesperance