

Art Alliance of Idyllwild Board Meeting

Date: June 3, 2015

Purpose of Meeting: General Board Meeting **Location:** Creek Stone Inn

Members present:

Board Member	Present?	Board Member	Present?
Shanna Robb, President	Yes	Cate	Yes
Byron Ely, Vice President	Yes	Darcy Gerdes	Yes
Erin O'Neill, Vice President	Yes	Gerry High	Yes
Veda Roubideaux, Secretary	Yes	Terryann Halloran	Yes
Del Marcussen, Treasurer	Yes	Peter Szabadi	Yes

Notes transcribed by: Veda Roubideaux

Quorum Met: 10 Present

Others Present: Gary Glasheen, Beth Severance, Dave Robb

Meeting called to order at 6 pm by Shanna, President of Art Alliance of Idyllwild (AAI)

Approval of Minutes

Motion by Shanna second by Darcy to accept minutes dated May 16, 2015.

Vote: 10 in favor, 0 opposed, 0 abstain

Action: Shanna to post board and membership meeting notes on AAI web site with link in future newsletter sent to members.

Treasurer report

Del read the treasurers report (see Treasurer Report dated 6/3/15). Discussion among the board included asking if new books were necessary, if old board were to be asked for assistance in understanding past details. To prevent comingling of old accounts, Del clarified that new QuickBooks accounting data would be started as of January 1, 2015, and that a new series of financial tracking forms would be utilized. These forms included petty cash/sales tracking, check requests (reimbursement and event/project requests) and a formalized check approval sign-off with two signatures. Process and forms would be revisited, if need be, in the future.

Action: Shanna to send electronic copies of forms to board members, who in turn can share with Event or Project Chairs in the future.

Del explained BBVA Compass for Your Cause charity program. Erin also mentioned a program for charitable donation through Amazon.

Motion by Terryann second by Peter to share BBVA Bank program with members on website and in future AAI newsletters to members.

Vote: 10 in favor, 0 opposed, 0 abstain

Action: Shanna to see what needs to be done to get it started

It was clarified that all check requests would require two signatures for approval and that the \$500 maximum had been changed, as outlined in the treasurer report. It was agreed that Event or Project Chairs would be one of the signatures of the two required on payment requests. At least one of the request signers must be a board member before a check is issued. Checks will be cut twice a month versus the 6-8 week turnaround experienced in the past. Checks will require two signatures versus one as outlined in Treasurer Report. Prior financials will be handed over to an EA or CPA. Future bylaws and/or SOP references would outline procedures for items such as this.

Del reported that 2014 taxes have not been filed contrary to the previous board statement in their April 10th, 2015, meeting minutes. There also does not appear to be any tax extensions filled by the prior board or by Mr. Adams' office, so penalties may apply. A local accounting business has offered their services to file the 2014 tax forms for pro-bono (asking for reimbursement of costs only) and work with Del on 2015 taxes.

Del reported she was in contact with another accounting firm off the hill that also offers legal assistance to assist with verifying that all non-profit paperwork with IRS and California State Attorney were up-to-date. This was discussed with the local accounting business too, who felt it would make sense to have the other firm involved to ensure we are fully compliant in all paperwork. Since this was not a normal transition between leadership and there are a number of specific forms required to maintain our non-profit 501c3 status, this was recommended. It will also give us a list to hand over to the next board as a road map.

Motion by Shanna second by Erin to accept local accounting firms offer to help AAI with the 2014 taxes and 2015 tax year.

Vote: 10 in favor, 0 oppose, 0 abstain

Action: Shanna will forward 2013 Form 990 and coordinate handing over documentation given to us by Mr. Adam's office on May 16th. Del will contact and work with them on tax situation and the QuickBooks reports needed to file 2014 taxes.

There was discussion regarding what needs to be confirmed in regards to documentation. We agreed that the first step is to get a quote of cost before proceeding in hiring second firm.

Action: Del and Peter to have a conference call with firm about getting a Quote and a Retention letter.

Membership report

Erin gave a breakdown on number of members and membership categories. Erin, Darcy and Gerry have been working together on membership issues. It was emphasized that the AAI is a membership-driven organization.

Lapsed and overdue members and bundled artist with Galleries and Businesses was discussed. We have approximately 290 memberships, of which approximately 70 are deemed "overdue" and 30 "lapsed". Erin pointed out that there are a number of members who have not paid because they reported they were given free memberships. A preliminary review of prior minutes that could be located did not indicate any Board motions or actions taken where free memberships were given. On May 19, Adrian Adams, Esq. interim director of the AAI was contacted for clarification of members who stated they have been given free memberships. He replied that if the previous board voted and recorded in their minutes that a free membership

was given, then it is valid for that time period. If not so recorded, then the free membership is not valid.

Motion by Erin seconded by Del that in the future we do not provide free memberships.

Discussion: Peter asked how many free memberships are there. Shanna explained how administrators in the website can provide a free membership and that it is not easily tracked. Amendment to motion was recommended by Peter that the board should be able to give free memberships by a board vote. Del suggested instead of free memberships we should create a scholarship. Erin said that a meritorious type of award could be considered appropriate and voted upon in the future by the board. Peter withdrew his amendment.

Motion revisited by Erin seconded by Del that in the future we do not provide free memberships.

Vote: 10 in favor, 0 oppose, 0 abstain

Action: The board will not provide free memberships from this point forward. If free memberships are noted in prior minutes, they will be honored until their renewal date is met.

It was noted that the previous board members were listed as sponsors and had been awarded free memberships. By virtue of the fact that they have resigned and are no longer board members they should not continue to have free memberships. Any reference to free memberships that may be found in the future will be removed, although none such has been found to date. The current board agreed that we would all be paying members and would remove any reference to free memberships for board members.

Action: A letter will be drafted by Peter and reviewed by the current board that will be sent via the AAI g-mail account to the previous board stating their membership will be returned to their individual previous membership level with appropriate dues payable. Once letter is sent, Shanna will show Erin how to change membership levels and remove board sponsorship level that currently has free membership.

Erin pointed out that there was an increase on the website for silver and business membership dues (\$125 vs \$100). No one remembered receiving notification of the due increase by the prior board and there didn't appear to be a motion called out in available old meeting minutes. Erin felt it was a mistake and should remain as it has been in the past.

Motion by Erin seconded by Peter that the AAI will stay with established membership fees for Silver and Business memberships as of January 1, 2015, or \$100. If anyone had paid the higher rate, they would be refunded.

Vote: 10 in favor, 0 opposed, 0 abstain

Action: Shanna will show Erin how to change the membership fee structure back to \$100 for Silver and Business Members.

Storage Unit

Terryann informed the board of progress in inventorying the storage shed and organizing the contents. Terryann, Veda, and Shanna have keys to the storage. A check in and out sheet will be developed and used to keep track of items as they leave and are returned to storage.

There was discussion about the 2015 calendars, which are now six months old. There are approximately 130 calendars. It was suggested that they be given to galleries and inns as advertising. All thought this was a great idea.

Action: Terryann to get final count of calendars after our June 14th event and provide list of locations plus quantities for each. Shanna will forward Del price of calendars and Del will in turn do a journal entry in QuickBooks for 2015.

Veda explained cost of mugs and profit from selling to businesses and selling by AAI. We have 30 mugs left. Question was put to board whether we should order more. All agreed we should.
Action: Veda to contact mug company to get current price and shipping charges for 288 mugs.

There were no art tags in storage. Shanna ordered 500 from Arrow Printing, as they are needed for upcoming shows. In future, printing will be quoted by other resources to ensure best price.

Discussion on how to promote the Trail of the Deer was tabled due to time constraints.

Bylaws and Inventory requested from Mr. Adams

The board has received a draft of bylaws from Mr. Adams and a committee will be formed to review them and report to the board. Darcy, Erin, and Peter volunteered to be on the committee. Patrick Barry and Dave Robb have also shown interest in participating. Discussion on creating committee with other members will be led by Darcy, Erin, and Peter.

The inventory previously emailed to Mr. Adams office on May 11th, 2015, was reviewed. Based on what has been located to date there are approximately 11 to 15 items still needed to perform effectively on behalf of the membership. As per Mr. Adams instructions during the May 16th executive meeting, we will reach out to Marc Kassouf, prior AAI President, for assistance in locating these items.

Action: A list will be drafted by Shanna and letter reviewed by Peter that will be emailed to Marc Kassouf via the AAI g-mail account with copies to the entire board and Mr. Adams.

Sizzling Summer Update

As of 6/3/15, we have 24 artist signed up with 4 renewing their members to participate and 2 new artist members. We have been advertising in new ways hoping to get the word out to many more artists. Beth Severance will be handling Hospitality for this event. Gerry has been contacting the galleries about working artists at the galleries.

Action: Gerry will contact the Nature Center concerning additional popups needed.

There appears to be a rumor that we strategically planned our event on same day as the 2nd Saturday in effort to undermine their efforts. Erin emphasized that the rumor is untrue; as we were trying to prevent cancelling events and the original date was not doable. We agreed that this is not in conflict and it is good to have multiple art events in an art-focused town.

Erin shared that Wilder Cabins will donate money from rent of cabins to artists that weekend to be used for an art scholarship. An art scholarship will need to be created after the event.

Motion by Byron second by Del that the AAI match Wilder Cabins' donation for the scholarship.
Vote: 10 approve, 0 oppose, and 0 abstain

Action: Write scholarship after event is completed.

Banner project discussion tabled for now due to time constraints.

Proposed Board Structure to Determine and Fill Last 5 Leadership Positions

Byron presented a mind map that is a visual tool to discuss a proposed structure of the board. He explained the mind map and position titles for the proposed chairs. Discussion continued about who should fill the new positions and whether the titles for these positions could be

changed over time. Questions included, “Can board members work with more than one category?” and “Are all the board members comfortable with this mind map concept?”

Action: Board members will review the mind map and the 5 new titles. They may make suggestions for perhaps different title name and duties. Changes and/or recommendations will be sent to Byron, who will make any necessary changes and redistribute. Timing considered critical, as we have events pending.

Due to time limit the rest of the Agenda items were tabled. Next meeting to be scheduled by e-mail

Action: Shanna will send email out with any items that were tabled that are time sensitive. Minutes will be completed by Veda and voted for, as outlined by email from Mr. Adams’ office, via email and captured in next meeting notes.

Motion to adjourn meeting by Byron, second by Darcy:

Vote: 10 in favor, 0 oppose, 0 abstain

Action Meeting adjourn at 8:15 pm