

**Auburn Old Town Gallery
Board Meeting Minutes
June 29, 2024**

Call to Order: Connie called the meeting to order at 4:37 pm

Roll Call: Connie, Louise, Lorna, Diane, Cathy, Janis, Linda, Kirsty
Not in attendance: Suzanne

Agenda Adjustments: Linda sent an item to add to the agenda.
May Meeting Minutes are approved as read

Treasurer's Report: Will forward financials once Sandy has prepared them and they are available.

President Report: Very pleased to announce the PG&E bill for June was \$231.00. Connie had shared a slide show with us and commented on the presentation.

Vice President Report:
No report

Secretary Report: Janis Quinn

Talked about 4th of July and the confusion with the schedule. It will all be fine, it is getting sorted out – but on record, and in my own opinion, this could have been avoided.

Membership

Janis reported in Suzanne's absence that 2 of our 5 new members are fully trained (Carol Black and Chuck Borgardt); 2 are have trained (Livia Kerr and Kimber Chin) and Darien Hamilton will begin training in July

Publicity Reports: Lorna Misner

Lorna reported new member Kimber Chin is helping with social media. She is thrilled to be accepted to AOTG.

Lorna recently spoke with a lady from KVIE who manages the raffles for them. In connection with the September KVIE Auction, any of our members are invited to bring a piece to the auction the evening prior and enter their art for the raffle. The forms is attached to the email Lorna sent previously

Special Events: Diane Tharp

Very quiet period of time for events. Next event is the August Art Walk on August 2nd 5-8pm. Diane will send emails out with information as the event approaches.
Everyone has now paid their \$10 fee for appetizers during 2024.

Display: Cathy McAllister

Four new artists, very excited and have already had sales.

Cathy will be disassembling Todd's display in August as he is leaving the gallery.

Facilities: Linda Whiteside

Closet un-manageable again. Will remind members that they should be checking closet routinely to see if there's something they need to take home.

Old Business:

Lengthy discussion regarding two missed shifts recently and our protocol in managing the fine. Kirsty did share she recently spoke with our bookkeeper and learned she needs to be notified by the 30th of each month if anyone needs the \$100 fine imposed.

While it is difficult to do, the two members who missed shifts will be notified of payment due in the month of July.

In discussion we decided that two notes should be included when the monthly shift calendar goes out. Janis will ask Therese to please add to her email that 'X number of extra shifts are assigned this upcoming month' and then list the members that have one.

Also, she will see if Therese can add to the bottom of the shift calendar "Any member aware of a missed shift should notify one of the board members by text, phone or email"

Notified board members will ensure Kirsty is made aware so she can work with our bookkeeper on the fine.

Kirsty will make the announcement at the July Membership meeting about the importance of working your shifts and that the fines for missing them will be imposed

Kirsty offered to advise the two members who missed shifts in May of the imposed fee.

New Business:

The large issue for discussion regards our Gallery's business structure. This came to light as a result of working with our CPA, Jennifer Starbuck, and her advice to change our filing status with the IRS. We identified the need make our By-laws consistent with our filing status, and in doing so consulted several lawyers to review them. President Connie revised our documents and then presented both the revisions and our current documentation to attorneys during several free consultations. She was advised that AOTG has been established incorrectly since its inception. Most notable error is the fluctuating, 50-member organization being structured as an LLC, not as a cooperative, which it seems is an error and leaves both the Board and members liable for potential regulatory issues.

We also learned through attorney research that in 2015, in a gross oversight, the gallery paid its taxes to the Franchise Tax Board but did NOT file a 2014 tax return. This resulted in a fine to the gallery that went unpaid and ignored in 2017, and more fines were imposed. In 2018 the gallery paid \$13,000+ dollars to rectify the situation!

We are waiting for at least a few of the lawyers she spoke with to provide either a bid to do our work for us, or to refer us to another attorney who would be more familiar with our organization type.

Our hope is to secure a relationship with them and have them craft the proper bylaws, Articles and filing status. We are hopeful this can be accomplished within the next few months.

We talked about whether we should ask Jennifer to go ahead and change our filing status now – but no decision was reached. This seems a bit premature until we know more from whatever attorney we hire.

We also discussed applying for an Insurance Policy for the board for our protection. It seems it would run at a minimum about \$150 a month. In checking with other galleries we learned that some have it, some do not.

No decision was reached at this point

More discussion to follow....

Management of record-keeping:

Linda Whiteside suggested we add another layer of record-keeping that would help pinpoint board activity during present and past years. Her suggestion is to create a document following the meeting that highlights the ‘important’ work. Board motions, discussion such as the one above. Her idea is this be created yearly and stored on a thumb drive that the current board could access to ‘search’ for key things they might be looking for.

Nothing was decided.

Janis motioned to adjourn the meeting. Linda seconded

Meeting Adjourned at 7:00 PM

Respectfully Submitted,
Janis Quinn
Secretary