

Auburn Old Town Gallery
218 Washington Street, Auburn, CA 95603
Membership Meeting Minutes
August 19, 2024

Call to Order: This meeting was called to order by President Connie McLennan at 6:30 pm. Members absent: Mary Lou Anderson, Don Antram, Louise McGowan Bezark, Jessi Brooks, Sandy Delehanty, Kaz Huetter, Stacey Lamothe, Sierra Mohr, Jenn Norpchen, Doug Parks, Janis and Kelly Quinn, David Roseberry, Ronald Runtenelli, Kathy Triolo.

Introduction of New Members: Connie introduced each of the new gallery members: Carol Black-Addyman (printmaker), Charles Bogardt (ceramics), Kimber Chin (fiber artist), Darian Hamilton (painter), and Livia Kerr (slate mosaics). We are so happy to welcome these new artists to our membership!

Approval of May Membership Minutes: The May Membership Meeting Minutes were approved as amended.

Treasurer's Report, Kirsty Roberts: Kirsti reviewed the latest financial report as follows:
Money Market account: \$10,987.65
Checking account: \$22,466.08
Total including petty cash: \$33,653.00
The end of July resulted in a balance of negative \$1,164. Year to date balance is negative \$1,323.10. It was pointed out that this is typical for past years at this time.

Secretary's Report, Janis Quinn: Janis was not able to attend this meeting. Connie gave her report. Therese May is leaving the gallery. Christina Salazar has volunteered to replace Therese as Scheduler for the gallery. Thank you, Christina!

President's Report, Connie McLennan: Connie had several reminders to share with the membership:

- **Who to Call for Help:** With problems with the POS system call Doug Parks or Stacy Pedri. There are green markers on the phone roster with members who can assist with problems that may arise during your shift.
- **Change for Cash Drawer:** If this should happen, one of the shift workers should go and get change. Wells Fargo will no longer give change without an account number. The local gas station has given change in the past. It would be helpful if the closing member who notices change is low would contact the opening shift member and let that person know that change is needed.
- **Closing Cash Drawer and locking cabinets:** Please be sure to lock the cash drawer and return the key to the Treasurer's folder. Cash drawer should always be locked.
- **Master File for Forms:** Occasionally we run out of the Cash Count and Happy Calls forms. There will be a master copy placed in a file in the drawer. Use this master to make new copies, then return the master to the Master file.

- **Promo photos for Feature Wall:** Be sure to send in photos of the artwork you submit to the feature wall! Send to AOTGpress@gmail.com. Sonja sold a painting this month as a result of a customer seeing it in the press release! It is important to collect customer information for the artist when artwork is sold!
- **Wrapping 2D art, corner protectors:** Please use those corner protectors and wrap wall art carefully.
- **Meeting Minutes:** Please read and stay informed of gallery business!
- **Alarm Emergencies:** If the alarm goes off accidentally, there is a card below the alarm keypad with directions to disarm. Review these directions in case you should ever need them!
- **Calls for shift trades:** Remember not to tag these requests on to other gallery emails. It would be helpful to include the day of the week along with the date of the trade you need.

Committee Reports:

Membership, Suzanne Hambleton: Suzanne could not attend this meeting so Connie gave her report. The training of the new members is almost complete. We currently have 2 open spaces. There will be another jurying of potential members in September. So far we have only one application. The Call to Artists postings on our social media have been excellent. Members are encouraged to invite their artist friends and acquaintances to apply. Also, Suzanne will not be serving as Membership Chair next year so we will need another member to volunteer to fill this position. Contact Suzanne if you have questions about this important position.

Events, Diane Tharp: Diane shared that the recent Art Walk was a great success thanks to Lorna's and Sonja's wonderful demonstrations and the support of 9 members who came out to support this event. Having a large artist turnout adds to the impact and fun of these events. Please support our events and keep in mind your responsibility of supporting at least one event each year.

Our Anniversary Sale of 20% discount has been reduced from one whole week to one weekend on September 7-8, with a reception on Saturday, September 7th from 5-8 pm. Diane plans to have a sheet cake and beverages and hopefully music for this reception. Please come and support this event and promote your art! Consider doing a demonstration during this event. Share about this sale on your own social media and email lists. We are holding off promoting this event until after August 24th and at that time will send out promotional flyers and images you can use.

September 19th is the Octoberfest Co-op in Old Town from 5-9 pm. We stay open during this Co-op and we get a lot of traffic from these events. You are welcome to come and help with this event also. Artist demonstrations are always welcomed!

The Placer Artists Tour is coming up November 8-10 and 15-17. The gallery paid the \$350 fee to join the tour as a gallery, which means each member gets to participate in the tour as part of our gallery! You are welcome to come and set up a demonstration, bring in extra items, and greet customers. We get a lot of extra traffic in the gallery during the tour. We will not be using

the banner this year to save the costs of updating and hanging it. We will also not be having a raffle.

Publicity, Lorna Miser: Lorna shared that we paid for an ongoing ad in the local publication, Explore Auburn for \$450 for ¼ page. This ad will run all year. It is a great resource for advertisement for the cost! Lana Federico and Linda Whiteside did an interview on Good Day Sacramento and promoted our gallery! Remember to send in images of the artwork you have on the Featured Wall. Meg Black-Smith, who is our liaison with Old Town Business Association, reported that there is an exciting new board for the association with Brad Baldwin from Sierra Moon as president. She will continue to attend and report about their meetings.

Display, Cathay McAllister: Mary Lou Anderson volunteered to update our Artist Bio Book and will find a place to display it in the gallery. Linda Miller got the approval of the board to use the empty glass display case in the back suite for an innovative short term display of artist works. Artists can rent one shelf for \$20 per month to show any work that meets the quality requirement of display. New or different work from their juried medium will be allowed. This will be allowed until the case is needed for a new juried member. Contact Linda if you are interested.

Facilities, Linda Whiteside: The closet is a constant project. Please do your best to keep it organized. Do not store items against the door at the back of the closet. Break down boxes and take home or put in garbage. Linda asked for a group consideration about our bag color. She has been purchasing black bags because the burgandy color is no longer available, but bright red is available. The membership supported the black bag color.

Old Business:

Documents and Organization Update: Connie reviewed the history of the problem with the gallery's tax designation and bylaws legality. In May our CPA suggested changing our LLC designation to a C Corp and then members could receive 1099s instead of K-1 reporting forms. As this was explored it became evident that our current bylaws were outdated and likely invalid. It was also discovered that we do not have contract signature pages for all members. Connie looked for an attorney to help with correcting this issue. She talked to 7 attorneys and only one agreed to accept us as a client. A 50 member LLC is highly unusual. Our gallery was intended to be a nonprofit cooperative but in actuality is a for profit LLC. Connie found a Cooperative Law Specialist, Therese Tuttle. She has already given Connie one half hour of free consultation time and did a Zoom meeting with the board again giving a half hour of free time. These key issues were determined:

- LLC's don't have Bylaws. They have Articles of Organization.
- Our documents need to be updated and signed. They were formed 29 years ago and are out of date and out of compliance with California Labor Laws.
- We don't have liability insurance for our board members.

The board recommends we hire Therese to help us. We are hoping she will recommend that we modify our LLC and file as a CCORP (and file 1099's), or we may have to transition to a true cooperative which will be more expensive. We need the membership vote to spend more than \$1,000. The first retainer will be \$2,500 which goes into a trust. Therese's hourly rate is \$450. She has a Specialist Assistant that charges \$400/ hour and a legal assistant that charges \$100/hour. The projected amount of time to do this is 14-16 hours, and there is no determination which hourly rate this might involve. Connie has rewritten much of the Bylaws language so this will save some hours. We will be billed every two weeks. The total cost should be under \$8,000 and could be less if assistants do much of the work. The gallery has \$10,000 in the Money Market account that hasn't been touched in years so this will be the source. However, we don't want to consume all of our reserve. After some discussion there was a motion to earmark up to \$8,000 of our \$10,000 reserve to go towards legal fees to create a memorandum clarifying what legal changes are needed to correct our tax designation and gallery documents. The motion was made by Karen Dukes and seconded by Sandy Lindblad. The motion passed unanimously.

Announcements:

Doug Parks will be taping for the KVIE auction and needs artists involved to email him.

Patty will be participating in a coastal Art Walk Labor Day Weekend.

Susan Stoll and Jay Stargard are doing a show together at the Artery in Davis September 6-10. Reception is Friday, Sept. 13 from 6-9 pm.

Lorna will be interviewed by Good Day Sacramento next Tuesday at her home studio in Fair Oaks next Tuesday between 8am and 9am approximately. Watch for this! Good Day Sacramento is always looking for stories and interview sources so artists could reach out to them if interested.

Adjourn: The meeting was adjourned at 7:51 pm, the motion made by Cathy McAllister and seconded by Patty Pieropan Dong.

Minutes submitted by Diane Tharp