

**Auburn Old Town Gallery
Board Meeting MINUTES
December 10, 2024**

- DRAFT -

Call to Order: Connie called the meeting to order at 4:56 pm

Roll Call: Kirsty, Linda, Suzanne, Lorna, Connie, Diane, Cathy

Absent: Louise

Agenda Adjustments: None

Minutes – November Board Meeting Minutes are approved as submitted

Treasurer’s Report:

MMA: \$10,988.01

LLC Ckg: \$19,294.00

Petty Cash: \$200.00

Total of \$30,557.01

Negative -\$5800.89 YTD

Negative - \$2961.30 November

President Report:

No report

Vice President Report: Louise

Not present

Secretary Report: Janis Quinn

No report

Membership – Suzanne

We made an offer to Carol Clark, glass artist to join gallery. Carol is a fused glass artist and has been on our wait list for some time. She accepted our invitation to join the gallery! January 7th start date for training. Her mentor is Suzanne Himmler.

12 people responded to wanting to be on the jurying panel.

Met with Gia McNutt who has lots of new ideas and is enthusiastic about coming in next year as our Membership Director.

Publicity Reports: Lorna Miser

Held a Sip n Shop last Saturday. Didn’t necessarily bring people into the gallery, but it the atmosphere was warm and inviting and that felt good. It was good to have an activity occur at same time as Old Town Merchants were also participating in an event.

Kimber is very connected to businesses in Old Town and will continue to reach out to them to create a unified partnership and keep abreast of activities being planned.

Special Events: Diane Tharp

Two remaining events, Classic Christmas. Musicians will be on site. Still has enough money from the \$10 collected at beginning of year to cover the Musician expense and the snack items. She and Liv have talked about how to share the co-position next year. Liv will work one shift per month and Diane will work two as well as participate in the Board Meetings. Will share managing the events.

Display: Cathy McAllister

Currently have 4 openings available. Meeting with her team on 12/18/24. Only one artist is scheduled to move, which will occur in January. Darien has moved to new spot.

Facilities: Linda Whiteside

No an official report, but noted in July she ordered the POS stickers thinking we would have huge inventory to last forever. Two rolls purchased with 3000 stickers each role and we are OUT! Have reordered.

Old Business:**Membership – Suzanne**

Been working on the application, have made some modifications. Will incorporate the new Membership Agreement once our new document has been finalized.

The new jurying panel will meet on January 21st to jury potential artist work. Several meetings will occur prior with the Membership Committee to establish procedures.

K-1 Statements – Janis

Connie and Janis meet with CPA Jennifer Starbuck on December 4, 2024 to review the K-1 disclosure we will be providing to existing artists and all new artists as they join the gallery. The document was reviewed, discussed and approved for use! This document will serve as our compliance requirement to ensure all artists understand our LLC entity, their role as member/owner and to understand the K-1 purpose of disclosing their own personal income (annually) from sales as well as their portion of profit as an owner of the LLC.

**Election Results and steps forward –
2025 Leadership Options – Janis**

Shared the results of the December election as well as the ‘write-in nomination’ for President, Vice President and Display Direction. Janis will reach out to the nominees to see if they have interest in running for the office. If successful in securing nominees she will distribute a new ballot for voting.

Streamlining Bookkeeping tasks

Tabled

General Liability and Directors & Officers Insurance:

The board’s motion to initiate a D&O Insurance Policy was presented at November 2024 Membership meeting.

In discussion several questions were raised.

Motion tabled for now.

New Business

Statement of Information (SOI) filing –
Kirsty confirmed it has been filed and accepted by the State

Beneficial Ownership Information (BOI) filing – requirement HALTED by Judge. Nothing for us to do at this point

Tuttle Memorandum

Awaiting receipt of the finalized LLC document from Tuttle

Membership Agreement & Operating Agreement (formerly called ByLaws)

Working from Connie's November 22nd edited documents, the Board reviewed both documents page by page to review, propose edits, formalize a few questions. Janis will submit these to Tuttle Law Group ASAP and hope that their own review and suggested changes can occur with minimal turnaround time.

Year-end email and Presentation to Membership?

Unclear what this note means. No action taken

Cathy

Shared that a gentleman came in from Placer Express Magazine to determine our interest in advertising in his magazine. \$20 per person per year to advertise our personal business by pictures of our art or even business card. Diane Tharp will handle it.

Linda motioned to adjourn the meeting. Suzanne seconded.
All in favor AYE, any opposed NO

Meeting adjourned at 6:53 PM

Respectfully Submitted,
Janis Quinn, Secretary