

**Auburn Old Town Gallery  
Board Meeting  
November 11, 2024**

**Call to Order:** Connie called the meeting to order at 6:05pm

**Roll Call:** Janis, Linda, Cathy, Kirsty, Louise, Suzanne, Lorna, Connie, Diane

**Agenda Adjustments:** None

**Minutes – October Meeting** – October Meeting Minutes are approved as submitted

**Treasurer’s Report:**

MMA: \$10,987.92  
LLC Ckg: \$16,916.41  
Petty Cash: \$200.00  
Total of \$28,179.33

Cathy noticed that the report indicates rent was paid twice this month! Kirsty will check into that.

**Month to Date -\$4006.57 YTD -\$6977.78**

**President Report: Connie**

**Vice President Report: Louise**

Nothing to report

**Secretary Report: Janis Quinn**

The December calendar will be going out in next few days. There are two extra shifts

**Membership – Suzanne**

Carrie will finish up training in December. Stella is trained. Both on December calendar  
Has not been able to find anyone interested in director position for 2025

**Publicity Reports: Lorna Miser**

No report

**Special Events: Diane Tharp**

Art tour went okay this weekend, though attendance was low. Finds statistically that the first weekend is typically a quieter weekend. Hopeful next weekend will be busier. Has not heard anything about sales totals

In December we will have Classic Christmas December 14<sup>th</sup> and 21<sup>st</sup>.

Diane will ask members for the annual donation of \$10 at our first meeting in 2025.

**Display: Cathy McAllister**

One person moves in January, no moves in December

**Facilities: Linda Whiteside**

No report

**Old Business:**

**Membership Discussion – Suzanne**

Connie presented a drafted outline of the proposed process for streamlining jurying steps. We visited former conversations regarding how the duties of the membership committee might handle jurying process. Agreeing that the committee can work out the details. Offered a few idea of how simplification of initial review of applicants work might be passed among the committee for review prior to inviting them to come in for jurying. Linda suggested the membership committee be responsible to go to the Membership Team email to review applicant's work to decide if they wish them to bring in their art for jurying.

**2025 Leadership Options – Janis**

Janis reported that calls from nomination committee have circled through membership. Members are willingly ready to keep current committee positions, but no one is stepping up for the offices of President, Vice president, Treasurer, Membership Director or co-chair to special events.

We discussed some possible scenarios of how to move forward should these positions not be filed. Our current bylaws require that we hold an election every 60 days until positions are complete. In the period of absence the Board of Directors could rotate facilitating the board and membership meetings.

Connie suggests that in lieu of a Treasurer position, a finance committee be created with one person acting as liaison to our bookkeeper. This would create opportunity for that team to have shared input on gallery finances and work with teams on a budget for activities (ie., publicity team, special events team).

Another idea was to create a Steering Committee in place of a Board that rotate through leading meetings and overseeing Gallery business. Or perhaps to rotate in members into the positions that are not filled. This would allow for more members to become involved at the board level but on a temporary basis.

Membership meetings monthly in place of board meetings.

It was agreed that we would move forward as is and allow the 2025 Board to participate and have input on any changes. Connie, who is drafting our new Operating Agreement and Membership Agreement will build in options that can be utilized when we find ourselves in these situations going forward.

Lorna emphasized that we need to impress on our members that they are OWNERS of this gallery, not just members. Run it like you would run your own business.

Leadership can make day-to-day decisions, but decisions that affect the whole membership need to be approved by membership.

Connie suggests we continue to look at the operating Agreement annually to ensure it's comprehensive and possible. We need to be sure everything is covered.

During the discussion Kirsty agreed to keep her name on ballot as Treasurer for 2025. Thank you Kirsty!

### **Streamlining Bookkeeping tasks**

During October meeting we discussed some ideas of requiring members use automated processes as a way to streamline bookkeeping tasks, specifically paying monthly rent and payment of commission checks. In follow-up with Sandi, Kirsty reported that we are actually using the least expensive process of managing these tasks with the Quickbooks program.

Apparently Quickbooks charges a fee for each transaction processed through that program, and that the manual process we use actually costs us less.

Lorna suggests that we set up an ACH transaction through our own individual banks to set up automatic rent payments. Kirsty will continue a conversation with Sandi on the topic.

### **General Liability and Directors & Officers Insurance:**

Janis motioned:

I propose that we initiate a policy with our current insurance agent for liability insurance for the Directors & Officers.

Cathy seconded the motion:

All in favor AYE Non-opposed.

Will be presented to Membership on 11/18/24

### **Completion of Operating Agreement and Membership Agreement and LLC Discussion**

It's been confirmed that Jennifer Starbucks will continue to work with AOTG going forward. Members will be reminded at the November 2024 membership meeting that we, individually, are not Members are not to contact Jennifer Starbucks. Members will be told they should contact their own tax consultant with regard to K-1 Statements and their individual tax returns.

At the November 2024 membership meeting, Connie will share that we are continuing to work with our attorney's and that new documents are being prepared and will be shared with membership once completed. At that time all members will be required to sign a new Membership Agreement.

Connie reported as of November 6<sup>th</sup> Paola said they were preparing an estimate for the documents. Also waiting to hear from Jennifer for some basic explanation regarding a disclosure for the K-1 documents and hasn't heard back.

Suzanne suggests we hold off on jurying until we get further along in our disclosures and Operating Agreement.

### **New Business:**

#### **Secretary of State Filing**

Kirsty has offered to be the Agent for Service of Process. She will ensure the filing occurs annually and her name will be submitted as the agent.

**Diane:**

Several members would like to hold classes in the gallery. Suggestion is that a small area can be formed to hold classes with maybe 9 members. Jenn is prepared and willing to put together a proposal for the Board to review.

**Linda:**

A few members recently mentioned some frustration regarding artists leaving gallery and the membership not being informed. The Board had earlier agreed that it is our responsibility to notified different team leaders of an exit so that the workflow stays intact – but we felt it should be up to the departing artists to notify members.

In discussion we agreed we could announce departures at membership meeting when we introduce the new artists that have joined.

**Suzanne:**

Questioned the previous discussion regarding adding a second card rack. Will wait to implement until after Christmas and the trees are removed.

Connie suggests our last meeting of the year to be in person at Cathy McAllister's home. We agreed that is a good idea. December 9<sup>th</sup> at 4PM. 564 Sawka Drive Auburn. Bring appetizers!

Lorna motioned to adjourn the meeting. Cathy seconded  
All in favor AYE - Meeting Adjourned at 8:05 PM

Respectfully Submitted,  
Janis Quinn, Secretary