

**Auburn Old Town Gallery**

**Board Meeting**

**October 14, 2024**

**Call to Order:** Connie called the meeting to order at 6:03 pm

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

**Agenda Adjustments:** None

**Minutes – September Meeting -** September Meeting Minutes are approved as submitted

**Treasurer’s Report:**

MMA: \$10,987.83

LLC Ckg: \$21,266.73

Petty Cash: \$200.00

Total of \$32,454.56

Month to Date -\$287.87 last year same time, apx -600.00. YTD – \$2971.21

**President Report: Connie**

Resignation of Kathy Triolo effective December 1, 2023 due to low sales, feels she hasn’t found her niche.

**Vice President Report: Louise**

Has not heard back from any insurance agents on the officers insurance. Need to be better about communicating to next shift person when drawer is low and we need change. Will reiterate at next Membership Meeting.

Louise also suggests we remind members to leave a note for the next shift person if change is needed so they can stop and get some. She also suggested we add this as a note on the balance sheet.

**Secretary Report: Janis Quinn**

The November calendar will be going out in next few days

**Membership – Suzanne**

Stella’s art is on display and her training has begun. Her mentor is Sandy Delahanty.

Carrie’s training will begin with Suzanne Himmler on Friday.

**Publicity Reports: Lorna Miser**

Suggests Kathy Triolo (who will be leaving the gallery and thus the Publicity Team), talk to Kimber about social media, as they are both on the Publicity team.

Explore Auburn Guide – Ad is approved and in publication. Kirsty signed the contract and our bookkeeper paid the invoice.

**Special Events: Diane Tharp**

Trick or Treat on October 31<sup>st</sup>. Diane has sent email to membership asking them to drop off candy as they can and to see who will be able to participate. Her preference is to use candy members donate as opposed to dipping into our ‘event’ fund.

Placer Artists Tour – email sent out asking members to sign up to help or to perform demonstrations. She’s asking members to let her know when they can come in. Musician will play on Saturday, November 9<sup>th</sup> and may pay a musician to play the following Saturday. Diane will encourage artists to bring in extra art to be on display on a small table in their space during the tour.

**Display: Cathy McAllister**

Everything is going well, nothing to report

**Facilities: Linda Whiteside**

Will be spending a bit of money to ensure we have supplies for the holiday season. Tim Turney outfitted a new hanging role under the existing roll of brown paper. Being tested now to see if it is holding the bags effectively. Sounds like there has been a little issue with bags falling off, Linda will talk to Tim.

Louise said that last Saturday the monitor was not working and they couldn’t resolve it. Linda will follow up.

Jenn has recently offered to donate very nice gift boxes to our inventory of supplies.

**Old Business:**

**Streamlining Bookkeeping tasks**

Janis presented two ideas of efficiency and streamlining.

1. To require members pay their monthly rent via the ACH system offered thru QuickBooks
2. That commission money is distributed thru QuickBooks and eliminates paper checks.

Kirsty said she would have this discussion with Sandy to see if the QuickBooks version she uses can support these initiatives and to understand if there is an additional fee to incorporate the features/functions.

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

Louise has reached out to an insurance company to see if she can get a quote for this coverage. At meeting time she had not yet heard back from anyone.

**Questions for Legal consultation**

Janis, Cathy, Lorna, Connie, Diane met last week to discuss the memo received from Tuttle Law. We had a very productive meeting and generated a list of questions to ask them. These questions were reviewed with the Board and general discussion regarding their suggestions took place.

It is clear that we (at this point) need to remain as an LLC operating as a COOP. To convert to a different structured entity would create the need of a complete reorganization and be subject to new filings, expense and documentation. It would be a large project, that could be done, but this Board is not prepared to tackle that at this time.

**BOARD RECOMMENDATION:**

Janis motioned:

I motion that we continue operating as a LLC operating as a CO-OP as described by legal counsel with recommended changes as they suggestion.

Cathy seconded motion.

All in favor AYE None opposed.

This will be presented to our Membership for vote at the November Membership Meeting.

As we know the pushback with our existing entity lies with the issuance of required K-1 Statements to members annually, Linda suggests guidelines regarding what to do with the K-1 that explains this for the members. Have an accountant write brief explanation on K-1's, the steps this is what it is what it does

Provide link to IRS page that describes use of documents

Next steps:

- Presentation/vote at Membership Meeting November 18<sup>th</sup>
- Therese (attorney) to finalize the memo based on our future discussion.
- Will have one more opportunity to discuss with her after those changes.

Connie has **generously** offered to continue fine-tuning our Operating Agreement and By-Laws.

### **2025 Officers & Directors Discussion**

Legal recommended we shift from a Board to management by all members, saying we should consider removing the Board of Directors and replacing it with specified rotating duties and committee roles or, if naming officers is necessary, rotating officer roles. We propose re-framing the use of a Board of Directors and instead calling those positions Officers & Directors or Leadership Team. We will discuss this with the attorney and incorporate these changes into the upcoming election.

We've had some email correspondence among the board with regard to our individual interest in staying in our respective positions in 2025. We have verified those that will include:

Louise Bezark – Vice President

Janis Quinn – Secretary

Cathy McAllister – Display Director

Lorna Miser – Publicity Director

Linda Whiteside – Facilities

Diane Tharp – Special Events / Would co-chair the position if legal issues are not yet settled

All members are invited to run for any of the above positions if they'd like. But we really need to focus on securing names on the ballot for the offices of:

President

Treasurer

Membership Director

Janis has spoken to Christina Salazar who manages the nominations/telephone committee. They will begin calls to members around October 28<sup>th</sup> to determine interest in any office and which committee they would like to join. Prior, Janis will send an email out from the Board to membership to explain the process and encourage them to contact Christina ASAP with their interests.

**New Business:**

### **Membership Discussion – Suzanne**

The Membership Committee Team met Sunday evening., October 13<sup>th</sup>. In their effort to streamline and become more efficient in the jurying process, the team suggests several options in managing the jury process.

Several commented on previous ways jurying was handled at AOTG and experiences with how other galleries manage the process, which goes along with Membership Committee ideas. We need to ensure our discussions with potential artists do not come across as an employee interview, but to always stress we are MEMBER-MANAGED – we all own the gallery and its decisions.

While some worry the membership may feel jurying/voting is taken out of their hands, we agree it is not. **ANY and ALL members** could come to the meeting where potential artists bring in their work for review. Everyone that wants a vote will absolutely have it!

With amended motions, the Board arrived with the following

**BOARD RECOMMENDATION:**

Connie motioned: We empower the Membership Committee the ability to create a panel of no fewer than nine, consisting of themselves and other willing members, to choose which artists we will select to accept as gallery members.

Louise seconded  
All in favor AYE  
Any opposed **one** opposed  
Motion carried.

An application from potential members would still be required. As is currently done, this would be reviewed by the Membership Committee and decision made if that person will go to next round, which is invitation to present their art in person to the panel for jurying. Any and all other member artists will be invited to the panel presentation and have a vote in the jurying.

Membership suggests next jurying occurs in March.

- To follow-up to recent email from Doug – Connie will let him know that, yes, please do remove the 75+ names of artists that have left the gallery from the POS system!
- Louise: Observation  
Is there a day of the week where sales are low and consider closing on that day of each week? Ie., Tuesdays. Or consider shortening closing earlier.  
Kirsty will ask Stacy to please pull the numbers of sales and we can continue discussion from there.
- Connie posed the questions about what tasks must be completed before year-end. Agreed that we must ensure
  - K-1 statements are prepared and distributed to all members
  - Documents get updated to legally support our existing entity
  - Connie shared that we have continued conversations with Jennifer Starbuck, including requesting she please issue the 2023 K-1 statements. We are awaiting her response.

Suzanne motioned to adjourn the meeting. Cathy seconded  
All in favor AYE - Meeting Adjourned at 7:42 PM

Respectfully Submitted,  
Janis Quinn, Secretary