

**Auburn Old Town Gallery
Board Meeting MINUTES
March 10, 2025**

Call to Order: Louise called meeting to order at 6:07 PM

Roll Call: Louise, Lorna, Kirsty, Diane, Livia, Linda, Janis, Stacey, Gia

Absent: None

Agenda Adjustments: None

Approval of February Minutes – Submitted as approved

Treasurer's Report:

MMA: \$10 988.28

LLC Ckg: \$20,851.80

Petty Cash: \$200.00

Total of \$32,040.08

Kirsty confirmed to an earlier question that we have 46 Members in January and 45 in February 2025

President Report:

No report

Vice President Report: Louise

No Report

Secretary Report: Janis Quinn

Committee signups – All new members have selected a committee to join. Janis will update committee lists and distribute out.

Membership – Gia

We are in the process of accepting applications for Membership through March 23rd, with jurying to occur on April 3rd. Gia will be sending an email out to Members requesting participation to join the jurying panel on April 3rd. We currently have 4-5 applicants and expecting one more.

Display: Stacey Lamonthe

Next few months have planned moves. End of March there will be two spaces ½ for 2D artists. And one tall glass case for small works

Special Events: Livia Kerr/Diane Tharp

April is Photography month. Email will go out to see if our photographers would like to have an Artist Reception during that Month.

The Old Town Co-op schedule has changed from their usual 5 annual events to 3. The scheduled event dates are May 15, July 17, and September 18

5-9PM – all on Thursday's.

There are new, exciting plans for the Art Walk this year. The Art Walk will be divided into 3 regions, Old Town, Midtown, Downtown. There will be two Art Walk Receptions, Dates are June 6th 5-8 and August 1st 5-8. Transportation will be provided between Old Town and Downtown. Diane is the Art Walk manager for Old Town and will be recruiting businesses to participate. There is a plan to have raffle prizes and discount coupons for those who visit all the sites in an Art Walk Region. Applications will soon be available and more information will follow.

Publicity Reports: Lorna Miser

Lorna was able to sign up to be part of recognizing Photographers as part of the Sacramento Viewpoint Photographic event today. We participate by recognizing our Gallery Photographers during the month of April, and the AOTG will be included in that organizations Marketing material.

In addition, the AOTG is offered a free booth space the evenings of the 3 scheduled Co-ops. Lorna went ahead and reserved our booth (in front of AOTG) those evenings.

Facilities: Linda Whiteside

Doing well, we are well stocked with members notifying her if things are running low. Diane communicated that our ladder is unsafe, as one leg is longer than the other. Diane thinks this is the 5' ladder. Linda will check this out as well as looking at the lights in the closet as Diane thinks it is burnt out and needs replacing.

Landlord is aware of roof leaks and is having them checked. Down hallway, ceiling has had a leak. Recently checked and it is fine.

Old Business:

2025 Election – Janis

We continue to operate without a President. Our thanks to VP Louise for stepping up to cover vacancy. Janis confirmed that our current bylaws do not require we hold an election every 60 days until position is filled (as we previously thought). The Board agreed to discuss the vacancy at the 3/17/25 Membership Meeting and see if anyone is interested in filling the position. If yes, a ballot will be created and sent for vote.

Legal Update – Janis

Janis provided a brief overall process of the work that's been taking place with Tuttle Law to update our Membership Agreement and Operating Agreement (formerly called ByLaws) to the Board. Prior to meeting she distributed the latest draft of both documents and then reviewed the major changes to each. While each document has been thoroughly reviewed and discussed with Therese at Tuttle Law, there actually are minimal changes to the documents. Most important is any reference that might question Member rights and to make a very clear distinction that our members are owners of AOTG and not employees.

The documents are very close to being presented to the Members. Janis will try to wrap this up and send to Membership prior to the 3/17/25 Membership Meeting, but care needs to be made to ensure they have a long enough review period prior to the meeting.

Janis fielded questions from the Board. The Board is in favor of where we are with minimal follow-up questions.

Agreed Janis would provide an update at the Membership Meeting and would point out the major changes to the documents. If the documents have been finalized and presented prior to that meeting,

questions answered to satisfaction and a motion made and voted in favor of adopting, Janis will prepare an online ballot following the meeting and take this to a formal vote. Approval will require a quorum (66%) approval to adopt. All current members will then be required to sign a new Membership and Operating Agreement signature page to show acceptance and agreement to terms of Membership at AOTG.

BOI Filing – Janis

The Government continues to have a hold on this report filing. Kirsty agreed to continue monitoring on a monthly basis to check status and initiate filing should it be reinstated.

Director & Officer Insurance – Janis

Janis provided the legal opinion from Tuttle Law as to why AOTG should purchase Director & Officer Insurance. Discussion followed, but we did not get to the point of a vote.

Damage Reports Update -

This was not addressed at meeting

Annual Business

K1 Statements

Kirsty will be picking up the K1 Statements from Jennifer Starbuck CPA office on Tuesday and filing them in the Members folders that same day. She will include a copy of the K1 Disclosure in each folder.

Chamber Membership

Question regarding maintain our membership with the Chamber, as we do not have anyone attending these meeting. The Board agreed to drop membership at this time; we currently pay an annual fee of \$165.

New Business

Bookkeeper position

Sandi Sherwood, the AOTG Bookkeeper gave a brief history of her background and how she came to work with us. She has been with AOTG for close to 6 years as our bookkeeper, and is now ready to retire! She was invited to the meeting to give us a general overview of her duties and assist us in finding a replacement. Sandi is very generous and will continue to work for us during this process as well as train a replacement. She has not given a hard date as to when her last day will be.

She confirmed Gia's question asking if any procedures have been written. Yes, she and Kirsty have worked together on this and procedures are documented and in place.

Sandi has written a general job description, which Gia provided copy of during meeting. With a few edits it is ready to be distributed out, perhaps as an email blast to our contacts. She confirmed that she is able to complete her tasks within the 30 hours/month timeframe, but of course how a new person manages their work could change their ability to do so. Initially it may take more hours and we need to be prepared the expense may increase. This is a minimum wage position, which may be difficult to fill, but we will try before thinking about increasing hourly wage.

Also confirmed the expense will increase as Sandi is training, as we will be paying two bookkeepers rather than one. Sandi suggests we consider how to move bills from automatic payment from her

Bookkeeping credit card to a new employee and cautions we be careful before giving someone full access from beginning.

2025 Holiday Calendar

Board will present proposed Holiday Calendar at Membership Meeting. Our goal is for consistency and not evaluating as holiday's come up and we think about modification. Proposal is to be CLOSED on Thanksgiving and Christmas, and to remain open from 10-2PM on Easter, 4th of July, New Year's Day. This will be presented at meeting. Will require a motion and vote to incorporate. If passed, our scheduler will take care to ensure those typically scheduled for a shift on the CLOSED or MODIFIED dates is scheduled for another time period.

Roster - Adding back addresses, mailing or physical or both?

Question arises whether we need to bring back addresses to our roster. They had been removed for space in adding FB and Instagram information for Members, which is useful when Members are posting to social media sites. Space constraints keep us from having all this information in our current roster, the solution would be to create another document, but then we have something else to maintain. Where is the most value?

This will be presented at the Membership Meeting on 3/17/25 for their opinion/thoughts.

Louise motioned to adjourn, Diane seconded.

Meeting adjourned at 7:55 pm
Respectfully Submitted,
Janis Quinn, Secretary