

**Auburn Old Town Gallery
Board Meeting MINUTES
April 14, 2025**

Call to Order: Louise called meeting to order at 6:00 PM

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

Absent: Lorna and Gia

Agenda Adjustments: None

Approval of February Minutes – Motion made by Kirsty to approve, Livia 2nd. All in Favor.

Treasurer's Report:

MMA: \$10,988.38

LLC Ckg: \$17,917.97

Petty Cash: \$200.00

Total of \$29,106.35

March monthly totals are down, negative -\$2900.50. Contributing to that are two payments in March, one to CPA Jennifer Starbuck, \$1158.00 and Attorney Tuttle Law, \$600.

-YTD \$3455.89

President Report:

No report

Vice President Report: Louise

Louise is unable to be at meetings in May. After discussion the Board decided we would manage anything that comes in through email and not hold a May Board Meeting. Louise asked that emails that need attention have Reply Requested in the subject line to ensure to catch the attention of the reader.

Either Janis or Linda will facilitate the May Membership Meeting.

Secretary Report: Janis Quinn

Janis shared that we will have 11 extra shifts in the month of May. We discussed and agreed it seems the number of extra shifts has grown and thought about why. It was felt that perhaps this has resulted from having fewer half space members, causing the number of member overall to decrease.

Reviewed a few options: One being to go to a two-shift day (like Tuesday's) on Thursdays; to consider closing one day per week; to continue as we are. Felt we could discuss the situation at the May Membership Meeting, realizing we may need to do nothing if Membership is comfortable with how things are and realize we could all be working three extra shifts per year as opposed to what has been two.

At this point this is just discussion, and sharing what we see happening with the Membership.

IMPORTANT POST MEETING NOTE:

Linda suggested during the conversation that artists not participating on committees (which is required) may be tapped to work additional shifts. Janis confirmed following the meeting that this provision IS stated in our Membership Agreement. See language below and note: members MAY agree...it can not be assumed

Under A. General Guidelines, #9.

Members must support the gallery in one of the following ways:

- a. serving on the Board of Directors
- b. participating in a committee
- c. engaging in a special project
- d. **members not participating in one of these ways may agree to cover additional shifts.**

Membership - Gia

Gia was not in attendance, but provided the following report.

We juried 4 candidates on April 3. We did not accept Jeff Brickell, stained glass artist.

We juried in 3 candidates:

Pam Kinzie: To start immediately. Ceramic artist.

Michelle Magnus Brown: To start immediately but couldn't train until May 16. Therefore she will join us at that time.

Lori Hunt: On the waiting list.

Our 5th candidate, Kate Proctor, did not show up for the jurying; apparently she missed some emails from the team.

Display: Stacey Lamonthé

The new jurying process is going well. What's difficult is a Member saying they will participate in the jury panel, and then cancelling right beforehand. This makes it really hard to ensure we will have a minimum of 9 members jurying, and also ensure we have the 'expert' for each medium being juried. Display and Membership Committees will work on tightening up communication between the artist who agreed to participate.

Carrie Gerard will be showing work she'd like to bring to AOTG at the next membership meeting.

New shelving coming in for the new potter, Pam. Carrie will now be helping Sierra with pedestal maintenance.

When bringing in new members the focus should be in concentrating on who is the best candidate to fill available space.

Special Events: Livia Kerr/Diane Tharp

Auburn Arts & Culture and Creativity Fest was held over last weekend. Sonja, Ann, Lorna, Diane provided demonstration. Felt the traffic was a little larger than normal, likely due to rodeo weekend and more people being in town.

First coop May 15 9-5pm. Information will be sent to membership. Gathering information on future co-ops.

First art walk, June 6th from 5pm-8pm.

Collected \$523 from Membership to help cover costs for the special events. All but 2 members have contributed at this point. Our membership was very generous, with some Members contributing more than the requested \$15 per artist

Publicity Reports: Lorna Miser

No report

Facilities: Linda Whiteside

No report

Old Business:

2025 Election – Janis

Nothing to report

Legal Update – Janis

The new Membership & Operating Agreements were presented to Membership for Vote on March 23rd. We've had 43 members respond, all with YES votes to adopt our updated documents. The vote will close on April 23rd and at that point we will move to collecting signatures from each artist on both documents. The Board reviewed ways to accomplish this task.

Janis will send an email out on April 24th with instructions. Janis will set up a space on the counter for each artist to pull the signature pages off a clipboard, sign and then place in her folder, and provide the follow-up to ensure this task is completed within 30 days.

We agreed these signed pages should live with the Membership Committee, as this team is responsible for the distribution of the Membership & Operating Agreements and obtaining signatures when a new artist joins AOTG. We also agree the signed documents should be scanned and stored on the AOTG Google Drive. Currently Darlene Riel manages this drive and is agreeable to this initial task.

The processes need to be fine-tuned and documented. For now the task at hand is obtaining signatures.

Janis also shared that she is working on a 'summation' of things learned through the process of updating our documents. The hope is to provide a guideline of operational integrity so that, over time, the documents do not get tweaked in a way that lands us back in the situation of our documents not being in line with our entity structure, and not being in compliance. Therese Tuttle/ Tuttle Law has agreed to review this summation for us at no charge to AOTG.

This memo, along with the initial recommendations from Tuttle Law and a clean set of Membership & Operating Agreements will be filed in the President's binder.

Keys

Louise recently identified the need to develop a process in managing the keys at AOTG. While the Membership Committee has been responsible for handing out and collecting keys as Members come in and leave our Membership, there isn't a real formal process in process for tracking keys. Louise has offered to put this together with team member Suzanne Himmler (Membership Committee)

BOI Filing – Kirsty

Kirsty filed report early March

Director & Officer Insurance – Janis

The topic of obtaining D&O insurance comminutes to be discussed. This is an emotional discussion, which is mixed between our Board, some feeling we should have it/some do not. We believe the quote was around \$162/month. Our Attorney, Tuttle Law has strongly suggested we purchase a policy. The topic continues to be tabled.

Chamber Membership

It is to be dropped per last month's Board Meeting

Annual Gallery Calendar (10-2)

Our goal is to have consistency in how we treat Holiday's from year to year. This was discussed at the March Membership meeting. It seemed our Members agreed we should be:

Closed on Thanksgiving & Christmas Day

Easter, 4th of July and New Years Eve hours, 10-2pm

Open, New Year's Day

This will be presented at the May Membership Meeting.

Roster: Add back addresses?

The topic of adding back mailing addresses was again discussed. It seems the request for access to this information is only impacting a few Members. A solution was adopted!

Carol Addyman (manages our roster) has offered and will create a separate list of addresses and share with Barbara Hoffman (Sunshine) and also place in a folder in Gallery or place it online in the Member section on our website. Anyone that needs an address may access it.

Louise will follow thru on this

Damage Reports Update -

This was not addressed at meeting

New Business

Bookkeeper position

Bookkeeper GLENN KRAMER has been hired by Auburn Old Town Gallery and is currently in training
Sandi _____?

Training is going very well. Kirsty has been checking in with Glenn Kramer and he appreciates the transition process with Sandi that has been provided.

Glenn will be added as an authorized signer to our Bank Accounts.

To Note:

Effective Immediately, Glenn Kramer is has accepted the position of Bookkeeper for Auburn Old Town Gallery and is authorized to act as a signer on our Wells Fargo Bank accounts. This action is Authorized by the AOTG Board of Directors.

Processes

Louise made the suggestion that as we each navigate our tasks we make note of the DO'S/DO NOT'S that make things work. This would be very helpful to transitioning to those managing the processes in future years.

Sandwich Board / Easel

Sandy Delahanty has offered to purchase a professional Sandwich board/Easel for AOTG. Before she conducts a lot of research on this she had Janis present the idea and determine interest from the Board. We all agreed it is a generous offer and we want to see more!

Stacey motioned to adjourn, Linda seconded.
All those in favor, AYE! None opposed

Meeting adjourned at 7:17 pm
Respectfully Submitted,
Janis Quinn, Secretary