



BOARD OF DIRECTORS MEETING
January 18, 2011 11:00 am
Columbia Public Library Meeting Room A
100 W Broadway
Columbia, MO

ROLL CALL

Peggy King
Bill Merritt
Jeff Walker

Joyce Rosen Vic Barr
Pamela Outersky Smith

Jeanne Scott
Tresa Killion

Martha Greer Mary Beth St. Clair Danita Allen Wood Mary Benjamin

CALL TO ORDER

Peggy King called the meeting to order at 11:15 am.

Vic Barr made a motion that the minutes from the November 16, 2011 Board Meeting be approved including a correction changing a fiscal figure from \$2000.00 to \$8000.00. Jeff Walker seconded the motion. All approved.

BOARD OF DIRECTORS ORIENTATION BY EXECUTIVE DIRECTOR

Martha Greer extended a welcome to all newly elected Board Members and welcomed back those who will continue to serve. Martha then asked that we each introduce ourselves and express to the group why we enjoy being involved with MAA/BOMH and what we hope to gain from the group and from Board of Directors' participation. Common themes presented were networking, creativity, passion, support and service.

Martha presented a printed list of active Board Members, current Advisory Board Members and a paid contractor list. She discussed the structure of the organization in order to help new Board Members understand how the Board of Directors functions within the organization.

She then presented a brief history of the organization, discussed the mission statement and bylaws, funding structure and membership benefits.

Martha reminded the full Board that in order to operate efficiently we must contact the Executive Director or President to submit topics for the meeting agenda and/or committee discussions. If the topic warrants full Board discussion it will be entered into the agenda and addressed at meeting.

Committees and their work are the backbone of our organization and Martha encouraged the Board Members to find areas of interest and become involved in committee work that will be reported to the full Board. She further encouraged each committee chair to try to set specific goals for achievement and reminded the Board that too often work that should be done in committee is done by the Board, and that this practice had proven detrimental. Vic Barr reminded us that the Board of Directors represents the core group of interested members and encouraged us all to become active committee members or chairs.

Martha reminded us that we all serve as ambassadors for the organization and must present it in a positive light, that meeting attendance and communication feedback is essential and that timely communication is a necessity. She also emphasized the necessity for critical analysis of current practices and programs as we move forward.

Martha passed out brochures for membership to help illustrate the many benefits of joining MAA/BOMH. It is very important that the Board can clearly express membership benefits to potential members and to renewing members.

PRESIDENT'S REPORT

New Contracts

Peggy King distributed Board of Director contracts and Conflict of Interest Policies to all attending Directors. Contracts were signed and returned to Secretary Jeanne Scott. The signature page of the Conflict of Interest Policy was not included. Jeanne agreed to send out complete copies of the Conflict of Interest Policy to all elected Board Members and ask that they complete them and return a signed copy to her for appropriate record keeping.

Jeanne will also send electronic copies of the Board of Directors contract to all absent Directors and ask that they return a signed copy to her.

Bylaws Revisions

In reviewing the current bylaws Peggy King pointed out areas of concern and a necessity for some amendments. Changes regarding the composition of the Advisory Board and the length of service on that Board need to be considered. It was recommended that the Advisory Board be developed and maintained at the discretion of the current President. Further bylaws review of standing committees, election cycles, membership designations and officer's duties needs to be considered. Jeanne Scott is reviewing the current bylaws and will present suggestions for changes to the Executive Board for review.

Mary Beth St. Clair expressed that bylaws changes need to be reviewed by an attorney before being submitted to the IRS and the State of Missouri. Martha Greer agreed to

research the requirements for reporting changes to corporate bylaws and report back to the Executive Board before any changes are made.

TREASURER'S REPORT

Vic Barr reported a year-to-date profit of \$242.12 and total assets of \$56,472.90. Vic further reported that he is coordinating with Peggy King as our new bookkeeper and that they are both using Quickbooks to conduct and document the financial operations of the organization.

Vic Barr reported that Peggy made a number of improvements to the bookkeeping upon taking over those duties. Peggy reassured the Board that the bookkeeping was in good order.

Vic Barr made a motion authorizing new signatories for the Capaha Bank CD as follows: Martha Greer, Executive Director; Vic Barr, Treasurer; and Margaret (Peggy) King, Bookkeeper. Jeff Walker seconded the motion. All approved. Capaha will also be notified of MAA/BOMH contact names as follows: Martha Greer (Executive Director); Vic Barr (Treasurer); and Jeanne Scott (Secretary) in order to complete the necessary paperwork.

Vic Barr made a motion approving signatory and contact persons for the Alliance Bank CD be Martha Greer, Executive Director; Vic Barr, Treasurer; and Margaret (Peggy) King, Bookkeeper. Jeff Walker seconded the motion. All approved. Additionally, the Bank will be directed to change the mailing address on the account to the BOMH official address of 2012 W Broadway, #322; Columbia MO 65203.

Vic Barr made a motion approving that the Bookkeeper apply for a MAA/BOMH Corporate Credit Card from Bank of America. Discussion followed regarding the credit limit for the account.

A \$10,000.00 limit was discussed and Jeff Walker suggested that this was probably not a high enough limit given the kind of charges that may be necessary for Conference reservations. The board agreed that most expenses could be paid by check and that \$10,000.00 was enough as an initial limit and that that number could be reviewed later as we better understand how the card will be used.

Tresa Killion seconded the motion. All approved.

Vic Barr made a motion that the contact name on the MAA/BOMH Paypal account be changed to Martha Greer. Jeff Walker seconded the motion. All approved.

SECRETARY'S REPORT

Jeanne Scott reported that she is currently reviewing the bylaws and making the changes that have been suggested. Several grammatical corrections and capitalization

inconsistencies are also being addressed. All changes will be submitted to the Executive Board for review before being presented to the full Board of Directors for approval.

These reviews are a part of the effort to update the operating guidelines of the Board of Directors and the Board of Directors Handbook before the new website goes live so that the new information may be presented there.

VICE PRESIDENT'S REPORT

Joyce Rosen presented a slate of nominations for officers for election for the 2012 calendar year. The slate is:

President:	Joyce Rosen
Vice President:	Don Crozier
Treasurer:	Vic Barr
Secretary:	Jeanne Scott

EXECUTIVE DIRECTOR'S REPORT

Citizen's Day at the Legislature

Martha Greer reported that Citizen's Day at the Legislature is February 8, 2012 and encouraged Board participation in the event. She will be attending and will report back to the Board on her experience.

Newsletter

Our Newsletter is now public! Martha wrote several of the articles in the January edition of the Newsletter and is very excited about the opportunity to send our Newsletter to regional arts organizations throughout the state.

501C6 Filing Status Update

Martha reported that she is continuing work on the establishment of 501C6 filing status with the help of Robert Hoffman from VLAA. We need to establish a name and mission statement for the new organization. Martha asked that we all brainstorm regarding the name and offered a mission statement for the Board to consider:

“will promote the artistic activities of its membership and will promote the cultural and economic welfare of its membership.”

Names that were presented are: Missouri Arts Market, ShowMe Art Market, and Best of Missouri Art Marketplace. Bill Merritt expressed concern at removing “Missouri” from the name of the organization. He believes this will be a great error.

Danita Allen Wood suggested that the “Best of Missouri Hands” brand is so well known that it would be a shame not to use it.

Jeff Walker offered that the “Best of Missouri Hands” Trademark is owned by the Missouri Artisans Association. Mary Beth St. Clair stated that the original intention of the Missouri Artisans Association was to use the “Best of Missouri Hands” title for 501C6 designation. It was agreed that it would be worthwhile to ask whether this is still advisable considering how long MAA had been listed as d.b.a. BOMH.

Danita and Jeff checked online to see if any of the suggested names were available for incorporation. MO Art Market and MO Arts Market were both available.

Martha Greer reminded the Board that Mr. Hoffman expressly stated that the name of the 501C6 entity should not be similar in any way to the 501C3 (Missouri Artisans Association d.b.a. Best of Missouri Hands).

All suggestions for names and mission statements should be sent to Martha within the next week and she will compile a list for review. Peggy King suggested that Martha review the Board suggestions and make recommendations to the Executive Board. All recommendations should then be reviewed by Mr. Hoffman before being submitted to the IRS.

The Executive Board will continue to review this information and the application form 1024 with Mr. Hoffman to pursue 501C6 filing status and will report back to the full Board of Directors.

Martha further reported that we will be able to place a link to the MAA/BOMH website on the 501C6 website. Vic Barr suggested reciprocal links on the respective websites.

ArtSmart! Conference 2012

Martha reported that she continued to work on breakout sessions and topics for discussion at ArtSmart 2012. She also contacted Jason Horejs to help him tailor his presentation and sessions for the Conference.

Martha sent out several letters seeking donations for the Conference.

Board Orientation and Committee Restructuring

Board of Director orientation is a legal responsibility of the Executive Director. In order to fulfill this responsibility Martha developed a presentation to inform new Directors of their rights and responsibilities, discuss the structure of Board operations and encourage involvement. She presented these new materials for the first time at the opening of the meeting earlier today.

Martha also made a thorough review of all current committees and presented suggestions for changes that will facilitate the work of the Board and further the mission of the organization. She handed out printed suggestions for Board review and feedback and asked that all Board Members review her suggestions and follow up with her directly regarding their thoughts.

ACTIVITY REPORT—Status Reports

ArtSmart! Conference 2012

Joyce Rosen continues to develop the activities for the 2012 ArtSmart! Conference. She asked that each Board Member solicit three Silent Auction Donation items from outside sources and report progress to her.

Joyce is following up on the availability of food and drink items for the Hospitality Room at the Conference. She reported that we will not be able to supply perishable items for the Hospitality Room including alcohol. There is still some confusion about donated items versus items for sale and Joyce will follow up on these topics.

The registration deadline for the Conference is February 15, 2012. This is the early bird registration date and registration after February 15 will cost an additional \$20.

A brief discussion of the keynote speaker, Jason Horejs, followed. Vic Barr stated that he is very impressed with Mr. Horejs' material and presentations and that he will be a great asset to the Conference.

Silver Dollar City Made in Missouri

Peggy King reported that she needs all final revisions for the Made in Missouri brochure/application as quickly as possible. Peggy will forward the final brochure/application to Jeff Walker.

Jeff Walker reported that Silver Dollar City will want to approve all changes to the application and will print the brochure/application. Jeff asked to be provided with mailing labels for all Juried Members and Juried Studio Members. Silver Dollar City will mail out applications for the exhibit.

Discussion followed regarding the dates for jury and application to the show. Vic Barr suggested that all members of MAA/BOMH be able to apply for exhibition and then back out if necessary if they miss a jury date or fail to pass the jury. Vic suggested that we send out an email blast to the entire membership and include an announcement for the Made in Missouri show in the Newsletter including information on application requirements and deadlines.

Jeff Walker reported that he expects increased applications for the 2012 Made in Missouri exhibition and that some changes in the jury process are being established. Jeff will sit on the jury this year and that the first round of the jury process will be a simple yea/nay majority vote to speed the process.

Vic Barr expressed that he believes that the competition for acceptance will be great this year and that interest in the show will continue to grow.

Festival of American Craftsmen

Jeff Walker reported that Sam Davisson has taken over scheduling for the Festival of American Craftsmen at SDC and has filled the 2012 festival. Martha Greer expressed that Sam is doing a great job, but that he really should be a current member of MAA/BOMH to continue in his position.

ArtStravaganza! 2012

Joyce Rosen, Vic Barr and Don Crozier have agreed to work on ArtStravaganza! 2012. Vic Barr reported that the 2011 show traffic was terrible and that a repeat should be avoided.

Joyce Rosen reported that a return to Third Degree Glass would only be feasible if a third Friday date were available. Because no third Friday dates are available discussion turned to a change of venue.

Vic Barr proposed that the committee try to secure the St. Louis Artists Guild facility for the last weekend in October. Joyce agreed to contact the St. Louis Artists Guild and it was agreed that if that date were not possible that the committee would not pursue other dates or venues for the event.

Martha Greer suggested that the Board review and reassess all existing programs to decide whether they are worth continuing, should be restructured or should be replaced.

Kirksville Arts Association Mixed Media Exhibit

Jeanne Scott reported continuing negotiations for a May-June 2012 mixed media MAA/BOMH Juried Artists and Studios exhibition. This exhibition will be held during the dates of graduations from Truman State University and Andrew Taylor Still University ensuring large crowds.

The Kirksville Arts Association has agreed to charge a 20% commission on all sales of work. The remaining 80% of the sale will be paid directly to the artist. This is their membership discount commission. There will not be a fee for application to exhibit and all MAA/BOMH juried work will be considered qualified to exhibit, but the KAA Board of Directors reserves the right to refuse to exhibit work at their discretion.

Jeanne plans to try to secure guaranteed patronage from the Board of Directors of the Kirksville Arts Association. She will encourage the KAA Board Members to seek out art purchase pledges in the community and surrounding areas. Jeanne and Martha Greer are working together to develop a set of requirements for regional arts organizations to host a MAA/BOMH Juried Exhibition.

This is the first of this kind of Regional Outreach Exhibition for MAA/BOMH. As we continue to pursue 501C6 corporate designation we hope to be able to rent Regional Arts Organizations spaces for exhibitions and collect commissions on sales through the 501C6. We hope to build on this model to include one exhibition in each of the eight regions of the state recognized by MAA/BOMH.

Jeanne will write an ad for a Juried Member/Studio e-blast notification of this opportunity. Depending on the feedback received the number of artists/pieces for exhibition may need to be limited. In the meantime Jeanne asked that each Board Member either participate in the show or find a Juried Artist/Studio to participate.

MEMBERSHIP COMMITTEE REPORT

Carol Knox was unable to attend the meeting. Carol did send out a report that we currently have 123 members who have not renewed their memberships. Peggy King offered to double-check that number against her bookkeeping records and report back to the Board.

Peggy King and Martha Greer expressed concern about Carol Knox's health, as she is dealing with serious health concerns. Further, there is concern about her being able to continue giving the level of attention necessary to maintain the membership records in a timely manner should her health concerns persist.

Carol's condition has created a concern about having the membership data in Access Software, as no other Board Member has a working knowledge of this program. Vic Barr stated that the skill set required to maintain an Access Database is not the same as what is needed to encourage membership and it was agreed that the primary focus of the membership committee should be to encourage membership.

Martha Greer presented a restructuring of the membership committee duties that would remove the administrative component from a volunteer to a paid contractor position. She suggested that for under \$1,000.00 a year we could hire out the database management and that we could probably find a student to do the work.

Jeff Walker made a motion that we approve up to \$1,000.00 annually for membership database management.

Mary Benjamin asked whether we should offer the work to Carol as a courtesy before trying to find someone else to do the work. Peggy King reminded the Board that we had just established a policy by which paid contractors could not also serve as voting Board Members due to the possible appearance of conflict of interest.

Joyce Rosen seconded the motion. All approved.

It was agreed that the newly elected President would contact Carol Knox to communicate the Board of Directors' intentions regarding the future activities of the membership committee. The transfer of database management responsibilities will take place as soon as we fill the new position.

JURY COMMITTEE REPORT

Lisa Becker, the Jury Committee Chair, was not able to attend the meeting to deliver a report.

OLD BUSINESS

Spring Fundraiser

Joyce Rosen is continuing to work with Amy and Bogden Susan on a fundraising event that will be held in Columbia this spring. Joyce reiterated that she will need donations of artwork for auction at the fundraiser. She encouraged Mary Benjamin to introduce herself to the Susans as she is willing to help with the event.

Website Development

Martha contacted Digital Ninja, LLC to follow up on questions and concerns the Board expressed at the last meeting. She felt confident that all concerns are being or will be addressed and is moving forward with the project. She will report back to the Board regularly regarding the status of the new website.

Membership Survey

Martha Greer reported that she believes the surveys that have been conducted are very useful and asked the Board for future direction. It was agreed that we should continue to use surveys to find out how to better serve the membership.

Governor's Mansion Display

Michael Gaines and Mary Beth St. Clair are moving forward with the display.

Election of new Officers

Joyce Rosen presented a proposed slate of officers for the 2012 calendar year which included herself as President, Don Crozier as Vice President, Vic Barr as Treasurer and Jeanne Scott as Secretary. Nominations from the floor were asked for and none were made. Vic Barr made a motion to close nominations. Tresa Killion seconded the motion. All approved.

Discussion followed regarding voting for new officers. Jeff Walker expressed that he does not approve of voting by slate and that he would rather vote for individual offices. His grievances were noted.

Peggy King called for a vote on the slate of officers. Seven yeas were given and one nay. The slate of officers was approved. Peggy King passed the President's gavel to Joyce Rosen.

NEW BUSINESS

Big Red Box and ArtStravaganza!

Martha Greer expressed her concern that we need to reevaluate all current programs and exhibitions before deciding whether to continue them. She is developing a method for

critique that will include how successful the events are, whether they can or should be restructured and how well they help us achieve our mission as an organization.

Board of Directors Elections

Jeanne Scott recommended to the Executive Board that Board of Directors elections be moved to reflect the fiscal year calendar adopted by the 2011 Board of Directors. Vic Barr recommended to the full Board that we elect new Board Members in time to reflect the fiscal year calendar. The current board will serve an extra six months (through June, 2013) to facilitate this action. Jeanne will research what changes need to be made in the Bylaws/Policies to accommodate this change.

Outgoing President's Gift Presentation

Peggy King was presented with a gift of artwork and dichroic glass as a gift for her services to the organization during her tenure as President.

New Committee Formulation

In an effort to encourage committee participation the Board of Directors listed the new committee designations made by Executive Director Martha Greer and attempted to fill as many positions as possible. Results are as follows:

Nominating Committee—Don Crozier, Chair

Development Committee—No Chair

Don Kelley

Terri Merritt

Regional Exhibitions/Activities—Jeanne Scott, Chair

Jeff Walker

Programs/Exhibits Committee—No Chair

Mary Beth St. Clair

Vic Barr

Educational Outreach Committee—Tresa Killion, Chair

Bill Merritt

Ellen Klamon

2012 Conference Committee—Joyce Rosen, Chair

Pamela Smith

Mary Benjamin

Jeanne Scott

Martha Greer

Membership Committee—Carol Knox & Lori Purk, Co-Chairs

Pamela Smith

Don Crozier

Jury Committee—Lisa Becker, Chair

Marketing/Public Relations Committee—No Chair

Danita Allen Wood

Terri Merritt

Peggy King has offered to serve as a Committee Administrative Support Assistant to all active committees. This position will be defined as we go.

Martha Greer asked that each new Committee Chair develop a very brief description of duties. Vic Barr added that one or two lines to describe the committee work would suffice. Martha also encouraged all new Committee Chairs to develop one or two goals they hope to achieve through committee work for the upcoming year.

New Board Calendar

It was agreed that the Board of Directors would continue to meet on the third Wednesday of the month for each month that we meet. The 2012-2013 calendar of meetings was established as:

March 9, 2012—Pre-Conference Meeting
March 11, 2012—Post-Conference Meeting
May 23, 2012—Regular Board Meeting
July 18, 2012—Regular Board Meeting
October 17, 2012—Silver Dollar City Board Meeting
January 16, 2013—Regular Board Meeting
March 8, 2013—Pre-Conference Board Meeting
March 10, 2013—Post Conference Board Meeting
May 15, 2013—Regular Board Meeting—Nomination of New Board Members
June 2013—Election of New Board Members
July 17, 2013—New Board Member Orientation, Election of New Officers

Adjournment

Vic Barr moved to adjourn the meeting at 4:10 pm. Joyce Rosen seconded the motion. All approved.

Respectfully Submitted,
Jeanne Scott--Recording Secretary