



## **BOARD OF DIRECTORS MEETING MINUTES**

**November 16, 2011                      11:00 am**  
**Columbia Public Library Meeting Room A**  
**100 W Broadway**  
**Columbia, MO**

### **ROLL CALL**

Peggy King	Joyce Rosen	Vic Barr	Jeanne Scott
Brenda Beck-Fisher	Jeff Walker	Stephanie Witte	Bill Merritt
Carol Knox			
Martha Greer	Mary Benjamin	Michael Gaines	Mary Beth St. Clair

### **CALL TO ORDER**

Peggy King called the meeting to order at 11:00 am. Peggy asked for a motion to approve the minutes from the August 31, 2011 Telephonic Conference Board Meeting. Joyce Rosen moved that those minutes should be approved. Jeff Walker seconded the motion. All approved. Peggy King then introduced Pamela Smith as an attending incoming Board Member.

### **PRESIDENT'S REPORT**

#### **Challenge to Board Members**

Peggy King reminded the Board Members to renew their memberships sooner rather than later. She further stated that not all active Board Members participated in the election of new Board Members and reminded us that it is important to do so.

#### **Board Member Contracts**

Discussion followed regarding Board of Directors Contracts and the need for a clause for automatic removal from the Board of Directors for any Director who fails to honor their standing contract. From time to time circumstances arise that make it impossible for a duly elected Director to fulfill their contracted duties. Current policy requires a letter of resignation from the Director and Board quorum approval of that resignation. Sometimes this is not offered or obtainable. Because a quorum of elected Directors is necessary for

business to be conducted, Board business is sometimes hindered by non-attendance and lack of a quorum.

Jeff Walker asked that Jeanne Scott be directed to write a policy regarding the automatic removal of any Director who is unable or unwilling to fulfill their contractual obligations. It is understood that this policy is not intended to remove any duly elected Board Director without absolute necessity, but that it is good business to have such a policy in place. The automatic removal policy will be included in the new Board of Director Contracts at the January 2012 meeting.

### **Contract for new Bookkeeper**

Peggy King will be taking over MAA/BOMH bookkeeping duties officially as of January 19, 2012. Carol Knox is currently performing bookkeeping duties and is the Membership Committee Chairperson. It was felt that performing both duties at this time of year was too much of a burden for one person. In order to facilitate a smooth transition of bookkeeping duties during our membership renewal season it was recommended that Martha Greer ask Peggy to take over the bookkeeping responsibilities as quickly as possible, rather than waiting until January 19. Carol and Peggy will work together to transfer all relevant bookkeeping information. Peggy King offered to volunteer her services as bookkeeper until her position becomes official next January.

The Board agrees that it is poor policy to have paid contractors also serve as elected Board Directors. While it is not currently prohibited by our bylaws or policies, having seated Directors also serving as paid contractors of the Board of Directors could present an appearance of conflict of interest. It was agreed that a policy should be written to prevent this situation in the future and that it should be presented at the January, 2012 Board Meeting for approval.

Peggy King offered her resignation from the Board of Directors as of January 18, 2012 so that she may continue fulfilling bookkeeping duties as a paid contractor. Vic Barr moved to accept Peggy's post-dated resignation. Joyce Rosen seconded the motion and all approved.

**Addendum:** As of December 7, 2011 Peggy King has received all relevant bookkeeping materials from Carol Knox and has taken over as the operating bookkeeper. Peggy has agreed to volunteer her services from December 7, 2011 through January 18, 2012. Carol Knox will be compensated according to all active contractual obligations.

## **TREASURER'S REPORT**

### **Financial Report**

Vic Barr reported a net loss of \$14,403.23 for the fiscal year-to-date. This negative balance will be offset by grant income that is not yet available, a liquid funds transfer, Membership dues, ArtSmart Conference attendance fees and the spring 2012 fundraiser. Total assets for MAA/BOMH currently stand at \$41,314.51.

## **VICE PRESIDENT'S REPORT**

### **Results of Board Elections for term beginning January, 2012**

Joyce Rosen reported that 49 yes votes and 4 no votes were received for the election of the January 2012 slate of officers. Jamie Carey-Humphries, Pamela Outersky Smith and Don Crozier were all elected to the Board of Directors. Nancy Burdick withdrew her nomination for election on November 14, 2011 and provided written correspondence to Joyce of her decision.

Discussion of the election process followed. It was generally agreed that an email ballot is a good option for elections and that a link to vote should be included on the new website. Pros and cons of voting for a slate of Board nominees versus individual nominees were discussed but no consensus was reached as to which method is better suited to our organization. Offering a choice of voting for a slate of Directors or for individual Directors was discussed briefly and it was agreed that the option is a good idea.

### **Slate of Officers to be elected at January, 2012 meeting**

Joyce Rosen proposed the following slate of officers for election at the January, 2012 meeting: Joyce Rosen, President; Don Crozier, Vice President; Vic Barr, Treasurer; and Jeanne Scott, Secretary. Joyce also announced that all positions are still open for nominations.

**Addendum:** Joyce sent out an official announcement to the full Board of Directors of the above slate of officer nominations on December 16, 2011. She also asked that any other nominations be forwarded to her via email by January 13, 2012 in order to include them in the election process. Nominations will also be accepted from the floor at the January 18, 2012 meeting.

### **Fundraiser**

Joyce Rosen reported that the annual fundraiser originally planned for October, 2011 in Columbia, MO has been pushed back to a spring date. The date will still fall within the current fiscal year. Amy Susan has agreed to Chair the fundraising committee. Amy is the Marketing Director for the Department of Labor in Jefferson City and works directly with the Governor's office. Amy and her husband Bogdan, a Columbia attorney, will be planning the event. Diana Moxon plans to donate gallery space for the event and we need to clear a date with her. This fundraiser would ask MAA/BOMH artists to donate work for auction.

## **ACTIVITIES REPORT—Status Reports**

### **ARTstravaganza! 2011**

Joyce Rosen reported that ARTstravaganza! 2011 was held November 11-13, 2011 at Third Degree Glass Factory. Joyce Rosen, Vic Barr and Don Kelley served on the 2011 committee. Twenty-two artists participated in the event. Income was reported as \$8,594.00 and total expenses were \$8,550. Though there was extensive advertising for

the event, the traffic seemed light. Participating artists expressed an interest in returning to the venue in 2012 if it could be combined with the Third Fridays events held at the Glass Factory. There are no Third Friday dates available for 2012. Returning to the St. Louis Artists Guild was discussed. We are currently looking for a Committee Chair for the 2012 event.

Martha Greer reported that a Missouri Humanities Council grant in the amount of \$2,250.00 was awarded to MAA/BOMH to support the Folk School of St. Louis Master Musicians performances at ARTstravaganza! 2011 and to offset a portion of publicity and venue costs.

### **Big Red Box**

Martha Greer reported that 22 artists are slated for the December 4-5, 2011 event at the Foundry Arts Center in St. Charles, MO. Martha stated that more advertising was needed. Vic Barr suggested that participating artists should be encouraged to use their personal mailing lists to encourage attendance.

### **Silver Dollar City**

Jeff Walker reported that the 2011 Made in Missouri exhibition at Silver Dollar City was a success. 180 applications for participation were received and 59 pieces of artwork were chosen for exhibition. Silver Dollar City management has expressed a desire to move ahead with a 2012 Made in Missouri. Jeff expressed that SDC is willing to commit \$3,000.00 for the 2012 exhibition and that MAA/BOMH needs to exceed that financial commitment. The Board agreed that a \$4,000.00 commitment would be made for the 2012 Made in Missouri exhibition. Jeanne Scott moved that \$4,000.00 be budgeted for the 2012 Made in Missouri exhibition. Stephanie Witte seconded the motion. All approved.

Jeff Walker further reported that he needed all changes for the application within thirty days. It was agreed that the application fee per entry would be changed to \$10. Martha Greer expressed a desire for the MAA/BOMH website address to be included in the new application. It was agreed that considering the financial commitment MAA/BOMH is making to the event that our organization should be represented as a co-sponsor if possible. Jeff agreed to follow up with Silver Dollar City regarding this.

Martha Greer agreed to follow up on a situation regarding a current Juried Artist member who will be moving out-of-state but who wants to continue to participate in the Festival of American Craftsmanship at Silver Dollar City through MAA/BOMH. The Board agreed that as defined by the bylaws of our organization we are unable to extend Juried Artist or Juried Studio status for any member who does not maintain a physical residence in the state of Missouri.

**Addendum:** Martha discovered that the concerned member will maintain a physical address and voting registration in Missouri. As such she may continue as a Juried Artist member.

## **ArtSmart 2012**

Martha Greer reported that planning for the 2012 ArtSmart Conference is moving forward. The venue, the Inn at Grand Glaize in Osage Beach, Missouri, is set for March 9-11, 2012. Discussions with Board Members Stephanie Witte and Jeanne Scott and general member Wanaree Tanner led to initial plans.

The 2012 event will feature one keynote speaker, Jason Horejs, instead of two. Jason's entire fee will be \$1,200.00 and includes travel expenses, a keynote address and at least four breakout sessions or workshops. The Missouri Arts Council provides funding in the amount of \$2,000.00 for presenters' fees, which leaves \$800.00 to fund additional presenters. It is acceptable to use our members as paid presenters and would be a good way to allow our long-term/more experienced members to participate in the conference and share their knowledge.

Martha further reported that the following sessions and participants have been confirmed:

- Legal Issues for Artists—Volunteer Lawyers and Accountants for the Arts
- Artists Connecting with Communities—Michael Gaines, Missouri Association of Community Arts Agencies
- Artists Working with Local Schools to Develop Residencies and Educational Programs—Julie Hale, Missouri Arts Council
- 4 Workshops/Breakout Sessions at our discretion—Jason Horejs

Current members Don Crozier, Dodie Eisenhower, Kim Carr, Bari Precious and Gail Kelley have provided input and are willing to help with planning. The position of Conference Committee Chair is still open.

**Addendum:** As of December 18, 2011 Joyce Rosen has volunteered to fill the position of Conference Committee Chair. Dodie Eisenhower, Kim Carr, Bari Precious and Jeanne Scott have all offered to help onsite at the conference and the choices for the menu for the conference have been made.

Artists will be able to exhibit work for sale at the 2012 conference through the Artisan's Showcase. Our VLAA lawyer has advised that we will need to post signs that state that all proceeds from sales of artwork go directly to the artisans. More planning is still needed to work out the details of the size of the Artisan Showcase and whether or not we will be able to open it to the public. Bill Merritt offered to advertise on local radio if we choose to open the Showcase to the public for sales.

## **EXECUTIVE DIRECTOR'S REPORT**

### **501 c3/501 c6 Status**

We opened discussion regarding the necessity for 501 c6 filing status in order that a legal entity exists for member artists to directly benefit from sales of artwork and that the collection of commissions on sales of their work may be used as a fundraising source for our organization. According to the 501 c3 filing status and Mission Statement of Missouri Artisans Association d/b/a Best of Missouri Hands (The Best of Missouri Hands

is dedicated to the development and recognition of Missouri's artists and artisans through education, interaction and encouragement.) this is not possible.

Seeking further clarification on the differences between 501 c3 and 501 c6 capabilities a December 5 2:00 pm appointment was confirmed with Robert W. Hoffman through VLAA.

**Addendum:** Joyce Rosen, Vic Barr, Jeanne Scott and Martha Greer attended the December 5 meeting with Mr. Hoffman. Mr. Hoffman provided detailed information regarding the operating capabilities and application procedure for establishing a 501 c6 mirror corporation/board of directors to MAA/BOMH. All relevant information will be forwarded to the full Executive Board and we will proceed with establishing a name and Mission Statement for this new entity in order to begin the application procedure.

### **Status of Grants and Sponsorships**

Martha reported receiving a Missouri Humanities Council Grant in the amount of \$2,250.00. She also submitted a request to Boeing for ArtSmart 2012 sponsorship and received an email notification that all sponsorship funds were depleted. Boeing did follow up with encouragement that they were impressed with our work and feels that it is closely aligned with the mission of the St. Louis Arts Education Collaborative grant. Martha has been in communication with the director of the St. Louis AEC grant and has been encouraged to apply for 2012-2013 funding.

Martha has just received the Missouri Arts Council grant agreement. Though the funding period and programs began in July this grant has not yet been invoiced.

Martha is working to complete the Regional Arts Council requirements to invoice for ARTstravaganza! 2011 expenses. Martha will meet with Lisette Dennis in December to discuss the 2012 RAC grant.

Martha and Joyce Rosen have compiled a list of potential sponsors for the ArtSmart 2012 Conference. Martha plans to contact individuals as soon as someone else takes over planning for the conference.

### **Wholesale Shows**

Martha reported that Kentucky Crafted is the only wholesale show that MAA/BOMH is currently participating in. Michelle "Mike" Ochonicky is the member liaison for the show.

### **Missouri Arts Council Honors:**

Peggy King has been granted the honor of making artwork for the Missouri Arts Council Honors awards. Martha wrote the nomination for Michael Gaines who will be presented with the award for Arts Leadership. Martha suggested that we should make our membership aware of the application process for these awards.

### **Activities Report**

Martha attended the “Meet the Artist” reception at the Celebrating Creativity exhibition at William Woods University in Fulton, Missouri.

Martha also delivered artwork to the Made in Missouri SDC exhibition and helped set that show. She attended the first and last weeks of the show and talked with member artists participating in the Festival of American Craftsmanship at SDC. She followed up with notes of appreciation for the SDC staff.

Kirksville, Hannibal and Marceline arts organizations have all expressed interest in hosting a BOMH exhibit. A discussion followed regarding using established regional arts organizations as outlets for our artists to exhibit their work. It was generally agreed that this is a good option for showcasing MAA/BOMH artists and also a wonderful outreach and networking opportunity for our organization. MAA/BOMH already divides the state into 8 different geographical regions and that perhaps we should contact existing arts organizations to try to have one show per year in each region in order to further awareness of MAA/BOMH.

**Addendum:** Jeanne Scott is meeting with Sharon Pritchard and Linda Colton from the Kirksville Arts Association on December 20, 2011 to work out the details for an exhibition of MAA/BOMH ceramic artists slated for May-June, 2012.

### **Future Goals and Development of BOMH**

Martha reported that the Board should evaluate all current and standing committees. The Board should seek out interested members to serve on committees. In order for events, programs and initiatives to be successful the full committee must be engaged.

The establishment of a Fundraising Committee seems necessary to develop a plan, course of action and reasonable goals for fundraising. The committee, Executive Director and Board should all work in conjunction.

Martha expressed a need to reevaluate current programs and exhibitions. We need to decide what is working and what isn't, and if we want to try to fix problems or move in new directions.

### **MEMBERSHIP COMMITTEE REPORT**

Carol Knox reported that fewer than fifteen memberships have been renewed, but that it is still early for renewals. Discussion followed regarding the best way to contact members to remind them to please renew their memberships. It was agreed that all Juried Artists and Studios as well as Corporate Members should receive invoices. The possibility of sending out a Holiday postcard thanking members for their participation and asking them to please renew their memberships as quickly as possible was discussed.

### **OLD BUSINESS**

#### **Governor's Mansion Display**

Michael Gaines reported that a full-year exhibit of paintings will be hung in the Governor's Mansion.

**Website Status Upgrade**

Martha Greer reported that several bids have been received and are now being reviewed. A formal recommendation will be made to the Executive Board and the full Board of Directors at the January 18, 2012 meetings.

**Fundraiser Status**

Joyce Rosen reported that a spring 2012 fundraiser in Columbia, Missouri is being planned. For more information please see the Vice President's report.

**NEW BUSINESS**

**Newsletter Editor Replacement**

Terri Merritt and Garnetta Sullivan have submitted proposals to take over as Newsletter Editor. The Board determined that Newsletter costs should be limited to a per-issue maximum of \$300 for six issues annually. Martha Greer will follow up with Terri Merritt and Garnetta Sullivan.

**ADJOURN**

Bill Merritt moved that the meeting should be adjourned at 3:00 pm. Jeff Walker seconded the motion. All approved.

Respectfully Submitted,  
Jeanne Scott  
Recording Secretary