

The Arts Guild of Old Forge, Inc.

Board of Director's Meeting

June 23, 2010 Minutes

**PRESENT:** Deb Carhart, Patty Foley, Chris Gaige, Rex Germer, Susan Hazard, Kevin Jost, Gary Lee, Katie Noonan, Debi Ritz, Kerry Rogers, Bill Simpson, Joan Spring, Ed Stafford, Bob Stanton and Jennifer Potter Hayes, Executive Director

**EXCUSED:** Helene McAleese, John Munyan

**CALL TO ORDER:** The monthly meeting of the Board of Directors of the Arts Guild of Old Forge, Inc. was called to order by Vice President Deb Carhart at 6:30 PM. Deb welcomed new Board member Chris Gaige.

**MINUTES:** The May 26, 2010 minutes were discussed. A change was made regarding the meeting with Dave Upcraft. "Exit interview" was changed to "audit report" located in the narrative of the Treasurer's Report. Kevin Jost moved and Patty Foley seconded a motion to accept the minutes of the May 26, 2010 meeting. The motion was carried. The minutes of the Board of Director's special meeting via email was discussed. Ed Stafford moved and Kevin Jost seconded a motion to accept the minutes of the email special meeting. The motion was carried.

**TREASURER'S REPORT:** Treasurer Debi Ritz presented the following reports that were emailed to all members prior to the meeting: Finance Committee Meeting Minutes from 6/22/10, Profit and Loss January through May 2010, Profit and Loss Budget vs. Actual January 1 through June 21, 2010 and Balance Sheet as of May 31, 2010. She noted that Ed will contact Timm Associates to add "Moving Across the Street" to the For Sale Sign. Dave Upcraft reviewed the 2009 Audit Report by Moore & Hart, CPA, answered questions and made suggestions to implement notations in the report at a Finance Committee Meeting held on June 22, 2010. A letter of acceptance of this audit and review by the Finance Committee was signed by Deborah Ritz, Treasurer and returned to Moore & Hart. All Board members received a copy of the report via email. Discussion took place regarding the possibility of a presentation to the full Board by Dave Upcraft on his annual report. This may be a good idea in the future. However, everyone was invited to this meeting with Dave and the Finance Committee. A review and approval of the New Building Financials will be presented later in the meeting. The schedule of the next three Finance Committee Meetings has been changed to the following dates: July 27th at 2:00pm, August 24th at 3:00pm and September 21st at 3:00pm. Finance Reports will be emailed to all Board members on the Thursday before the monthly meeting to provide everyone with a chance to read them before the meeting. This schedule is just for the next three months as we go through the process with the USDA. Gary Lee moved and Rex Germer seconded a motion to accept the Treasurer's Report. The motion was carried. Kevin Jost expressed his public appreciation for the hard work that Debi Ritz and the Finance Committee have put forth to date.

**MEETING DATE CHANGES:** Deb Carhart announced that there will be date changes for two meetings of the Board of Director's due to the holidays. The November meeting will take place on Monday, November 22nd and the December meeting will be on Monday, December 20th. Both meetings will be held at 6:30pm.

**EXECUTIVE DIRECTOR'S REPORT:** Jennifer presented the Executive Director's Report that was emailed to all Board members prior to the meeting. She highlighted the following parts of the report: Gary Lee's Field Trip; the work that is being completed on the revision of Quick Books; Exhibition Committee Meeting and the possibility of moving some of the exhibits to ensure that the juried shows are scheduled in "prime time"; acknowledgement of Clark Lubbs who photographed the Pastel Catalog; announced that the Fall/Winter Program Brochure deadline is July 21st; commented on three partnership meetings she attended with the CAA, TOW

Board and Non-profit Leaders in the Adirondack Park; the new building administrative building furniture bid process; the three summer “awesome” interns; an update on the half time records clerk position; the design and professional look of the new e-newsletter; and an activity scheduled for July 17th at the new building focusing on the community and the workers in our community, great band “Banjo Dan”, beer and hotdogs etc will be served, possibly 5-8, several sponsors have been secured.

Jennifer distributed a proposed revised Mission Statement that was written by Jennifer, the staff, Bill Simpson and Tom Costello. After several suggestions and comments the Board asked Jennifer to revise the proposed mission statement to include the suggestions that were made during this discussion as best she can. She will email everyone the updated draft for approval.

Jennifer distributed three different rack cards advertising upcoming events. A short discussion took place regarding the name of our organization and the appropriate place to have it featured on the rack cards that are being produced and distributed.

**NOMINATING COMMITTEE REPORT:** Ed Stafford added more information to the printed report emailed to all Board members prior to the meeting. He announced that there will be two vacancies on the Executive Committee-Vice President and Secretary. All were encouraged to think about individuals who could fill those positions.

**BY-LAWS COMMITTEE UPDATE:** Patty Foley reported on the work the By-Laws Committee has completed to date. This committee meets every Tuesday morning for an hour and a half. The section on Membership has been completed as well as other sections that were non-controversial. The committee will be working on the annual meeting and elections next week. After the final draft is completed it will be sent to Peggy O’Shea and Linda Cohen for suggestions. It will be ready for approval at the Annual Meeting September 13th. It was suggested that we could post the final draft on the website and place a notice of availability in the local papers so that those interested could receive a hard copy or check the website. Deb Carhart offered to look it over and share her expertise and experience working with such documents.

A discussion took place regarding the Annual Meeting and the legal public announcement of that meeting. Patty Foley moved and Debi Ritz seconded a motion to amend the By-Laws to read “ In order to bring our By-Laws into conformity with actual practice of many years and with the provision of Not for Profit Corporation Law Section 605 (a) (permitting notice by publication for organizations with more than 500 members) we hereby amend our By-Laws to read as follows: RESOLVED, that, in any year where our total membership equals 500 or more, notice of the Annual Meeting served by publication in a local newspaper for three weeks preceding the meeting shall be deemed sufficient notice.” Ed Stafford questioned the number of members needed at the Annual Meeting and the use of proxies. A suggestion was made to confer with Attorney Mark Levitt regarding the proposed amendment and the issue of attendance/proxy votes. The vote on this motion will take place at the July monthly meeting of the Board of Directors.

**COMMITTEE REPORTS:** The following reports were emailed prior to the meeting: Antique Show, Nominating

**CAPITAL CAMPAIGN:** Jennifer announced the new name for the Capital Campaign-MOVING MOUNTAINS: The Campaign for the Arts Center/Old Forge. She presented a list of the campaign events that have been scheduled to date. These events will feature simple catering, an address by Jennifer and informational packets to all who attend. Each event will target a specific audience or donor list. Board members are invited and encouraged to attend all of the gatherings. Jennifer shared the fact that there has been a campaign leadership group identified and will be trained by Tom Costello. An outline of the items that will be included in the packets was distributed. These packets should be ready by July 5th. Please see Jennifer’s Director’s Report for

more details on the Capital Campaign.

Kevin continued the discussion by saying that the Capital Campaign Committee has been very busy interviewing, collecting and documenting information on possible donors. Kevin presented a very detailed "picture" of where we stand with the money raised to date and the funds needed for completion. He addressed a number of issues including the cost to raise the money needed, transition costs, the use of endowment monies and interest costs. He provided numerical figures to illustrate exactly where we stand. There will be a special meeting with the Finance Committee to review all of the numbers the first week in July.

Rex Germer questioned Kevin as to where to funnel names of sources who may have funds available for us to obtain or who wish to partner with us in an art related activity. Tom Costello would welcome that information.

Deb Carhart distributed a chart that depicts all public funding that we have received in the past; awarded, but not received; and pending. One of the pending items is \$300,000 from Senator Gillibrand which is included in the 2011 budget. The Art Center has actually received \$628,000 to date from public funding. We could possibly receive \$1,501,000 if one totals the funds received to date, the awards made without funds received and the amount pending. Usually organizations receive 10 to 20% of their total project from public funding. This may indicate that we may have already received our share. It will be a tough call with the budget issues facing the state and federal governments.

Bill Simpson offered a suggestion. The Blue Mountain Museum Gala will be held on July 31st. Perhaps it would be a great opportunity to have a representative from the Art Center speak for a few minutes to the audience and present an update on our status. He will make a call and check on that possibility

**OFAC CONSTRUCTION PROGRESS UPDATE:** Kerry Rogers informed the board that the Construction Committee met just before this meeting and will continue to meet on the 4th Wednesday of the month at 5:00pm.

Kerry Rogers made a motion upon the recommendation of the Construction and Finance Committees, and the approval of the USDA, I would request that the Board of Directors of the Old Forge/Arts Center authorize the request for reimbursement to the Old Forge/Arts Center new building fund in the amount of \$10,055.50 from the USDA funding. This reimbursement is for a down payment for public seating purchased from the Boat-house, Inlet, NY. Chris Gaige seconded the motion. The motion carried.

Kerry Rogers made a motion that upon the recommendation of the Construction and Finance Committees, and the approval of the USDA, I would request that the Board of Directors of the Arts Center/Old Forge, authorize the request for payment in the amount of \$7,509.76 from the USDA funding, for technical services associated with the new building, to Saratoga Associates. Debi Ritz seconded the motion. The motion carried.

Kerry Rogers made a motion upon the recommendation of the Construction and Finance Committees, and the approval of the USDA, I would request that the Board of Directors of the Arts Center/Old Forge, authorize the request for payment in the amount of \$349,033.00 from the USDA funding, for construction work associated with the new building to Charles A. Gaetano Construction Corporation. Rex Germer seconded the motion. The motion carried.

Kerry commented on the relationship among the Art Center staff, the contractors and the sub contractors. It is outstanding! He updated the Board on the progress of the project. They are in the drywall stage. The building is about 80% complete. The siding is 95% complete. He cautioned the Board as to the need for active communication regarding the on site activities that have been planned to date as to what is happening and when. Kerry contacted the insurance company and we do have premise liability on the building policy. We need to be

respectful of work being conducted on site.

Comments were made on the solar panels that can be seen from Route 28. Perhaps an article focusing on this “green piece” could be written and submitted to the local papers.

Jennifer announced that there are only 9 Hornbeck Canoe tickets left.

Ed Stafford made a motion to adjourn the meeting. Bob Stanton seconded the motion. The meeting was adjourned at 8:10 pm.

The next regular Board of Director’s meeting will be held on Wednesday, July 28, 2010 at 6:30 pm.

Respectfully Submitted,

Joan Spring

Secretary