

# ***MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE MORONGO BASIN CULTURAL ARTS COUNCIL – MBCAC***

A regular meeting of the Board of Directors of the above Corporation was held on **September 3, 2020**, via digital conference call using Zoom.

The meeting was called to order by President Marcia Geiger at 5:04 PM.

## ***Board Members Present:***

Marcia Geiger (President), Ed Keesling (Past President), Karan Murphy (Vice President), Raini Armstrong (Secretary), John Henson (Treasurer), Bill Green (Communication Director, Art Tours Director), Mitch Miller (Registrar, Membership Director), Sherri Sullivan (AIPP Director)

## ***Others present:***

Aimee Buyea (Galleries Director)

## ***Not present:***

QUORUM was established

## **PRESIDENT’S REPORT:**

President Geiger has been managing several grants throughout the year, and summarized what they were to the Board.

The California Arts Council Administrators of Color Fellowship ended up being partially applicable to MBCAC. It is a two-part grant that includes money covering an administrative position as well as a ‘Host Organization’. The Fellow receives a \$50,000 stipend and the Host Organization receives \$35,000.

MBCAC received an additional \$1,000 from the COVID-Compliant Business Partnership PPE grant. Since we manage two galleries, we were able to receive additional support. The County Health department also donated 100 masks to MBCAC.

MBCAC was approved for the IECC Developmental Grant, so \$5,015 will go toward developing the website and the point of sale system.

The Bank of America account has been closed. There was a \$15 monthly charge that we were able to stop upon closing out the account. All MBCAC banking is done through Chase.

Geiger shared an 18x24 poster created by the Arts Action Council. The poster was designed by Shepard Fairey. The posters will be delivered to Buyea to be hung in the windows at Gallery 62 and JTAG.

## **VICE PRESIDENT’S REPORT:**

Murphy had nothing to report.

## **PAST PRESIDENT'S REPORT:**

Keesling informed the Board that JT Storage has not received payment yet. Late fees will be applied, which are increasing from \$15 to \$20. Geiger suggested that we consider a yearly contract, rather than the monthly, since we will continue to need a storage unit. Geiger added this consideration to New Business. [ACTION ITEM]

The 29 Palms Art Gallery will be open Fridays-Sunday with a maximum of 6 people at a time allowed inside the gallery - masks required. They will have a soft opening held outside with packaged snacks available. The 29 Palms Art Gallery is following the County COVID guidelines for a gift-shop storefront.

Keesling shared that he could not find where the MBCAC Board positions were listed on the website. He was looking to review the Board position descriptions.

## **SECRETARY'S REPORT:**

The minutes of April, May, June, and July 2020 had been shared digitally with the Board for review. Votes for approval of the minutes listed came back as - April with 4 of 6 required, May with 4 of 6 required, June with 2 of 6 required, and July with 3 of 6 required.

A digital poll was recently shared with the Board for the June and July 2020 minutes as well, but a limited number of Directors have been able to review the June and July minutes as written..

None of the minutes had been reviewed by the majority of Board members to initiate a vote to approve. The minutes will be revisited during the next meeting.

## **TREASURER'S REPORT:**

The bank balance at the beginning July 2020 with Bank of America was \$9,453. The bank balance at the end of July was \$6,856. The bank balance at the beginning of August 2020 was \$6,856. The bank balance at the end of August was \$0.00 because the account at Bank of America was closed out.

The bank balance at the beginning of July 2020 with Chase was \$18,389. The bank balance at the end of July was \$27,712. The bank balance at the beginning of August 2020 was \$27,712. The bank balance at the end of August was \$30,298. The corporation remains solvent.

Henson provided the Financial Position Graph that covers the entire year. The MBCAC financial position is looking good because of the incoming grants that the President has applied for. If nothing changes by the end of the year, we are looking at having about \$30,000 in the bank after expenses.

Expenses were summarized at - \$6,500 for gallery expenses, \$700 for insurance, \$900 for the accountant and web development

Income was summarized at - United Jewish Foundation grant at \$500, the Inland Empire grant at \$5,000, the county DPE grant at \$3,500, the CAC grant at \$1,500, and membership at \$870. Geiger reminded the Board that we are also expecting the \$18,000 from the Local Impact grant.

Buyea reminded the Board that MBCAC can re-apply for the PPE loan. MBCAC had used the money received to cover payroll and gallery expenses. The original loan covered a certain amount of time, but

since the COVID situation has gone longer than expected. Henson offered to look into when we will be able to apply for the loan again. [ACTION ITEM]

### **GALLERIES DIRECTOR REPORT:**

Mural update - the mural has been installed successfully at JTAG featuring Bill Green's art. A call for art has been shared on the MBCAC website in preparation for the next mural hanging opportunity.

Sculpture update - The Call for Art for a new Gallery 62 sculpture went out on social media but only two individuals were interested. The sculpture will tentatively be done by Susan Seville who shared a few possibilities. Seville invited the Galleries Committee and the Board to visit her studio and review other sculptures. Scott Doten will remove his work mid-September in preparation for the new work.

The NEA Big Read event book and art gallery will be held every Saturdays, 9-2pm at JTAG. Twenty artist participants were scheduled to drop off their work by appointment, over four days, to allow for social distancing. Green asked if the art intake was challenging with COVID protocols. It took longer to accept art – four days instead of one day, and a lot of correspondence was done over email, but otherwise the by-appointment art intake worked well. Buyea is merging her normal galleries commitment hours with the NEA Big Read responsibilities. The organization plans on paying \$500 to help pay for rent of JTAG.

The January show at JTAG will be curated by Susan Ross. This curated show has already been postponed once as it was originally scheduled for November.

Buyee shared her thoughts on the art galleries' COVID-19 compliance issues. Buyea has been in constant contact with San Bernardino County, watching for the latest updates on whether art galleries can be open. The issue currently is that the County organizes art galleries and museums together, and these 'social gathering' locations are not authorized to be open yet. There is also a concern regarding losing funding for non-profit organizations if they do not pay close attention to being COVID compliant.

The Galleries Committee discussed ideas to increase compliance – no publicly accessible bathrooms, keeping front doors locked until a visitor knocks on the door, mandatory mask use, and limiting the number of visitors within the gallery. Future considerations include installing plexiglass at the register, and installing double action hinges or a sliding glass door at JTAG. Separating entry and exit doors would be great as well, if such a possibility was feasible.

The Board will support Buyea's decision to keep the galleries closed to regular art shows until the County officially allows gallery spaces to open under appropriate guidelines.

Green informed the Board that John Stevens was injured recently. He has served both galleries for a long time as an artist and handyman. He led the CleanTeam. He asked MBCAC to consider donating money. Green will provide a link to the GoFundMe page that his wife started. The man is at Desert Regional in the Acute Care Ward, to be moved to long term care soon.

### **ART IN PUBLIC PLACES:**

Sullivan shared that she has someone interested in being a manager of two locations – preferably Pappy & Harriet's and another venue, but discussions will not progress until venues can open. The name of this individual was not provided. The Senior Center in Yucca Valley is interested in becoming

another art venue, but they cannot discuss details until they are able to open again.

Pie for the People is supposed to be open soon, once they finalize their move to Yucca Valley in the Home Depot shopping center. Sullivan is concerned about the venue's track record of being difficult to work with.

Geiger mentioned the Park Rock Café will open soon, sharing that and it might be a wonderful venue to incorporate in the AIPP program. Sullivan shared that the Park Rock Café must follow an agreement with their neighboring, the Joshua Tree National Park Visitor Center - anything hanging or sold in the café cannot compete or conflict with the Visitors Center. This agreement might be tricky to work with, so further discussion would be necessary. [**ACTION ITEM**]

Armstrong brought up the possibility of managing art sales at difficult venues through the Square system, instead of relying on the vendor to manage sales. This system has its own challenges, but it is something that might be helpful to consider once the point of sale system is set up. The possibility of setting up the correct capabilities through Square is possible but further research will be needed. The venue would also need a way to confirm that an art piece was properly paid for before the art walked out the door. Another option is to set up a QR code on the art for purchase online, with the receipt of purchase being shared with the venue's clerk before walking away with the art. [**ACTION ITEM**]

### **MEMBERSHIP DIRECTOR'S REPORT:**

Membership is at 232 active members, 4 members are overdue on their membership, 3 of these being considered lapsed, and no new members have signed up in the last thirty days. Everyone that lapsed in July have been archived.

### **COMMUNICATIONS DIRECTOR'S REPORT:**

Miller has been streamlining the guidelines and moderation duties for managing MBCAC social media accounts. Facebook pages include MBCAC and HWY 62. The ultimate goal is to have a more cohesive social media presence across all entities - AIPP, Art Tours, JTAG, Gallery 62 and MBCAC. In the future, the Registrar and Membership Director roles should be familiar with these social media guidelines in order to provide the community with a unified experience.

Internal communications are being refined to provide applicable news to artists and the general public. The creation of a style guide could help team members and volunteers in the future to create newsletters and news flashes to the various recipient groups.

The establishment of a set of rules/best practices will also help volunteers to guide them in their roles as moderators of specific communication focuses - social media or news.

### **OSAT (Open Studio Art Tours):**

The Art Tours 2021 budget was approved over email. Green is getting ready to pull the trigger on app creation. Spring 2021 registration is tentatively planned to start on October 1, ending January 7. Early bird registration rates will be the same as they were when OSAT 2020 was cancelled, lasting until December 1, before increasing to the regular rate. As the app is created, temporary repetitive content will populate the system to provide an example for reviewers, before real content is added.

Green wants to provide something to support the participating artists, and to create excitement for the live Spring 2021 session of the Open Studio Art Tours. The plan is to display participant's art in a

Collective show during the month of October - if the County COVID guidelines allow for a live show. A virtual art display is also being considered that would last the entire registration period. Some logistics must be developed for when sales occur - artists should be ready to provide a few art display backups for those that sell.

## **OLD BUSINESS:**

## **NEW BUSINESS:**

Geiger will look into paying JT Storage on a yearly basis rather than monthly. [**Action Item**]

### ***Bylaws Review Special Committee Report***

A special committee was created to review, and potentially revise, the MBCAC bylaws. The committee was composed of Mitch Miller, John Henson, and Bill Green. Miller was impressed by how the 29 Palms Art Guild had conducted their board member voting process back in May 2020 and wondered if MBCAC could and should emulate. Multiple sources were reviewed, including the State of California's Non-Profit Public Health Corporation laws, other Art Guild bylaws, and a nonprofit blog, for reference.

The blog listed a list of pros and cons for a nonprofit organization that provided structure for a board of directors and voting membership.

Miller provided a summary of findings to the Board. The voting membership structure provides a democratic voice to stakeholders, may help develop financial support and community involvement, and may serve as a check and balance. The disadvantages include delays in important decision making while membership reacts to a proposal. Voting members also have the right to sue Directors of the organization. It seemed clear why the founders of MBCAC chose the structure that they did.

MBCAC instead imparts a democratic process by:

- 1) regularly mentioning that artists are welcome to attend all board meetings
- 2) solicit from the artists nominees for the various board positions as they become open
- 3) publish, monthly, the volunteers that the organization is looking for
- 4) future possibility - publish a calendar of events

In the process of reviewing MBCAC bylaws, the original concept of changing the voting membership structure was abandoned. Instead, a refinement of the corporation bylaws documentation was started. Also considered were incorporation of ethics and other topics needed to supplement the longstanding bylaws we already use.

The committee considered the following amendment:

1. Staggering Board Member replacements. In odd years, the positions of AIPP, Secretary, and Membership can be shared publicly, in search of interested volunteers
2. Adding an Advocate/Supporter category as a membership option
3. Avoiding major changes that would require the bylaws to be changed, as such alterations require a sign-off by the Secretary of State
4. Meetings frequency – the original bylaws list June as the month that MBCAC votes on Directors, which hasn't been true for a long time - voting occurs in December, and the term for elected positions begin in January
5. Director terms should last two years rather than one year, to include adequate time for

staggering retirements

Geiger suggests that in addition to creating an Advocate membership level, we also create a Benefactor membership level for those interested in larger donations. These membership roles would likely be used by non-artists, and might help to differentiate membership into those that receive a general newsletter, and those that receive the calls-for-art, show opportunities, and other artist information shared to art members.

Green suggested that we also come up with a way to provide thanks to our committee volunteers. The Board should also come up with a way to announce all upcoming open positions, for those people interested in supporting the organization in smaller ways, if they cannot commit to the Board roles.

Keesling mentioned that there are disadvantages to creating term *limits*, and if we were considering them, he would not recommend defining term limits, so as to avoid sudden vacancies of Board members. Geiger shared that sudden vacancies are already covered in the bylaws. She read out the wording directly from the MBCAC bylaws on vacancies and how the President will deal with them. The wording suggests that the President can elect an interim person to fill the position until an interested party joins.

Green shared that he is working on an employee handbook for MBCAC from discussions with an individual that has experience with defining these handbooks across states. Rough drafts of these documents will be submitted to the board for input, refinement and/or other suggestions to help shape them. [ACTION ITEM]

## **GUEST COMMENTS/ANNOUNCEMENTS:**

### **NEXT MEETING:**

The next regular meeting of the Board of Directors will be held on October 1, 2020, at 5:00 PM. Zoom online conference will be used. The meeting invitation will be sent out prior to the meeting date.

There being no further business, the meeting was duly adjourned at 7:09 PM.

These Minutes are certified by the Secretary.

Signature \_\_\_\_\_ Date 1/4/2021