

Mendocino Art Center

Board of Directors

Meeting Minutes for January 7, 2010			
Call to Order	4:09 PM at MAC		
Adjourned	7:15 PM		
Board Members			
Tom Becker	Present	Don Paglia	Absent
Dr. Richard Miller	Present	Terry Lyon	Absent
Mike Dell'ara	Present		
Leona Walden	Present		
Ex Officio Board Members			
David Alden			
Guests			

Motion ID	Motion	1 st , 2 nd	Disposition
M010710-01	Extend term of office for Leona Walden through next annual meeting	Richard Miller, 2 nd Mike Dell'ara	Unanimous
M010710-02	Extend the term of the Board officers until the Annual meeting rescheduled for Wednesday, April 28, 2010	Richard Miller, 2 nd Mike Dell'ara	Unanimous
M010710-03	A review of Minutes and Bylaws indicates that membership election of a portion of Board members should be reestablished. See attached Important Announcement re Election of MAC Board Members.	Richard Miller 2 nd Mike Dell'ara. Unanimous	Unanimous
M010710-04	Board Meeting for 2010 to be the fourth Wednesday of each month at 4pm. Unanimous	Richard Miller 2 nd Mike Dell'ara:	Unanimous
M010710-05	Approval of Board Member Agreement, previously distributed by email with one amendment indicating that membership fee required be the basic membership fee. See Board Membership Agreement for additional information.	Tom Becker, 2 nd Richard Miller.	Unanimous
M010710-06	Moved to give authority to the Interim Executive Director (IED) as required in Article VII, Sections 4 and 5 of MAC Bylaws authorizing: a) The IED as signer on all MAC Bank Accounts and Safe Deposit Records. Note: Two signatures are required on all checks exceeding \$500.00 and 2 signatures are required for entry into MAC's safe deposit box. b) Approval to enter into contracts or execute any instruments in the name of the Corporation as may be necessary to conduct the ordinary business of the Corporation; however, contract amounts that would exceed \$5,000, liquidate corporate assets, or pledge corporation credit will require a 2nd signature by a member of the Executive Committee. c) Approval of non-budget approved expenditures exceeding \$2,500 will also require a 2nd signature by a member of the Executive Committee.	Leona Walden, 2 nd Richard Miller.	Passed unanimously as written above.

Special Board meeting held at the request of Tom Becker.**Board Members/Meetings**

1. Accept Terry Lyons resignation for the Board of Directors.
2. Strategic Planning meeting scheduled for Wednesday, January 13, Tom will invite Jean Cunnington to participate.
3. Annual meeting rescheduled from January 2010 to Wednesday, April 28, 2010.

Bylaws review

1. As legal advisor, David Alden stated because recent changes to MAC-Bylaws were not made with the consent of its members we may have some difficulties if previous actions were challenged, however the Board's judiciary responsibility is to act in the best interest of the organization regardless. See the attached Report Regarding Role of Members of MAC in Selecting Board of Director Members. The current number of members is uncertain. Currently do not have anyone who can access the database.

2. A review of Minutes and Bylaws indicates that membership election of a portion of Board members should be reestablished See attached Important Announcement re Election of MAC Board Members.

1. Snail mail mass mailing for Membership Renewal and request members in good standing, if they so choose, to nominate candidates for the Board of Directors. Request email addresses for future contact regarding voting.
2. Nomination committee will contact most popular nominees for resume, letter of intent, Art Center membership and to familiarize them with the responsibilities of being on the Board of Directors.
3. Email ballot - list top member candidates (maximum of 5) along with qualifications.
4. Vote via email by members in good standing for up to 2 candidates. (deadline April 15) Print ballots to be available at the Art Center at the same time.
5. Announce results of the election at Annual meeting on April 28, 2010 Processing timeframes to be established by the Executive Director.

6. Motion by Richard Miller 2nd Mike Dell'ara: Board Meeting for 2010 to be the fourth Wednesday of each month at 4pm. Unanimous

Board Make-up

1. Review of Board Member agreement
2. Discussed the appointment of Janis Porter and Terry Lyons as Board Members Emeritus at the 1/21/2010 Board Meeting.
3. Discussed the appointment of new voting board member(s) for remaining term of previously resigned board members, maximum one year appointment. Appoinytmnts postponed to regular January Board meeting.
4. Richard Miller would like to determine the desired structure of the board before adding new members. What is the focus of the board: Fundraisers, assist Executive Director, artistic concerns, etc.? Discussion postponed.
5. Our current Board Candidates are: 1) Jean Cunnington 2) Dennis Freeze (web designer) 3) R. Kelley Gibbs, CPA (will serve on Financial Committee); 4) Tomas Dertner (construction experience, willing to serve on Facilities and Gallery committees); 5) Nick Schwartz (education/artist)(willing to serve on Education Committee); and 6) Ron Blett (builder, artist

Executive Director Position

1. Review and approve employment agreement prepared by the Board President, Tom Becker for David Alden, as Interim Executive Director

2. Moved to give authority to the Interim Executive Director (IED) as required in Article VII, Sections 4 and 5 of MAC Bylaws authorizing:

- a) The IED as signer on all MAC Bank Accounts and Safe Deposit Records. Note: Two signatures are required on all checks exceeding \$500.00 and 2 signatures are required for entry into MAC's safe deposit box.
- b) Approval to enter into contracts or execute any instruments in the name of the Corporation as may be necessary to conduct the ordinary business of the Corporation; however, contract amounts that would exceed \$5,000, liquidate corporate assets, or pledge corporation credit will require a 2nd signature by a member of the Executive Committee.
- c) Approval of non-budget approved expenditures exceeding \$2,500 will also require a 2nd signature by a member of the Executive Committee.

Motion by Leona Walden, 2nd Richard Miller. Passed unanimously as written above.

3. Approved Job Description of the Interim Executive Director as previously distributed by email.

MAC Fire update (date of fire 11/23/09)

- 1. Report by Executive Director, David Alden see attached report
- 2. Awaiting insurance adjusters estimates. Code upgrades not being taken into consideration, but will negotiate with adjuster who will issue a check.
- 3. Tom taking inventory regarding lost equipment, added labor needed, cost of moving alarm, computer and phone systems ~\$3000. Environmental clean up \$35,000 so far – covered by insurance. Used staff to do physical work. Space is difficult. No private spaces. Take over old computer arts and apartment
- 4. MHRB = Michael St. John. Bldg Dept = Abby Stockwell. Currently renting three storage units. Plan to reduce it to two. Will review contents carefully before tossing. Lucia Zacha has been contacted regarding possible storage space in Mendocino.
- 4. Richard recommended an office trailer. Possibly too expensive; Dave to research and advise.
- 5. Phones, alarms, servers & computers all working, Installed point of sales terminal which gives inventory control by Jessica Jade.
- 6. Insurance has been renewed as of Jan 1, 2010. Premium increased 30% from about \$9000 to \$12,000 for Commercial, Liability and Fire Insurance. D&O is not at 2 million.
- 7. ~~Mike~~ David Alden has taken on safety issues in Metal Sculpture and Jewelry department. Still no locks or meters on gas tanks.
- 8. Mendo Arts is going to press on March 1 – Lost many advertisers as a result of the delay.

Old Business: Festival Latina final report has been sent to the Irvine Foundation.

New Business: Miasa sister city exhibit in main gallery in May 2010.

Tom Kravis sponsoring Japanese concert and special meal.

Meeting Adjourned at 7:15 PM

Respectfully submitted, Leona Walden, Secretary of Board of Directors
Mendocino Art Center

Mendocino Art Center

Board of Directors

Meeting Minutes for January 21, 2010			
Call to Order	4:00 PM by Tom Becker, President of the Board		
Adjourned	6:47 PM		
Board Members			
Tom Becker	Present	Don Paglia	Absent
Dr. Richard Miller	Present		
Mike Dell’ara	Present		
Leona Walden	Present		
Ex Officio Board Members			
David Alden	Present		
Guests			
Sunshine Taylor, Janis Porter, Terry Lyons, Geraldine Pembre, Janet Ecklund, Margaret Paul, Marge Stewart , Jean Cunnington, Dennis Freeze, Nick Schwartz, Larry Wagner, Tomas Dertner, Toby Wade, Jeff Deakins, Garth and others			

Motion ID	Motion	1 st , 2 nd	Disposition
M012110-01	Approval of Minutes of the 12/10/2009 Board Meeting and 1/7/10 Special Board Meeting approved unanimously.	Mike Dell' Ara, 2 nd /Richard Miller,	Unanimous.
M012110-02	Offer David Alden the position as permanent Executive Director at the same benefit package offered to previous Executive Director, not to include an apartment or off-site paid storage space. Acceptance required by January 31, 2010.	Richard Miller, 2 nd Mike Dell' Ara	Unanimous.

A. Certificates of Appreciation, in honor of Board Member Emeritus presentations- to Janis Porter and Terry Lyon for service to and support of the Mendocino Art Center.

B. Strategic Planning report by Larry Wagner: *"No organization deserves to survive."*

1. Four Board members and MAC's Executive Director comprise the Strategic Planning committee. Thus far we have worked on Mission Statement, Principles, defined the Products and Services, and the Benefits.
2. The big challenge is to determine if/how the Art Center can be successful.

C. Board President's Report – Tom Becker (previously sent by email)
see report copy attached

Becker asked for a board agreement to make resolving our financial records and documentation a priority for MAC – all Board Members indicated agreement. Becker thanked the committee chairperson, Marge Stewart, and all that participated in the various activities that supported the 50th Anniversary celebration.

D. Annual Board Meeting rescheduled to 4/28/2010. The board acknowledged that the Annual Board Meeting Date is the January Board Meeting, but agreed, for this year only, to reschedule the Annual Board Meeting for 4/28/2010.

E. Bylaw reviewed was completed: see David Alden's report attached.

F. 2010 Board Meetings will be on 4th Wednesday of each month at 4 PM. Agenda and notice of meetings will be posted on the website.

G. Executive Director's Report – David Alden (previously sent by email)
See attached report

H. Old Business Items

1. Since MAC does not currently have a Board Treasurer and no Board Member is willing to take on this position Tom Becker was appointed to oversee resolving financial records all deficiencies outlined in the Management Review Report of 5/09 into compliance. Becker declined this appointment.
2. Thus far \$15,178 has been received as matching funds for Paglia's \$10,000 donation.
3. Fire insurance requires rebuilding plan drawings. Architect Luz Harvey has been contacted by Leona to perform this proposal. The board authorized up to \$3,000 to cover costs and the architect will be asked for a 90-day billing, if possible.
4. Apartment 4 now used for Marketing and Bookkeeping Office. The Library serves as the Executive Director's Office. Education Director and Registrar are now located ~~is~~ in Apartment 5.

K. New Business

EXECUTIVE SESSION: The board moved into Executive Session to discuss personnel issues and legal issues.

Adjourned 6:47 PM

Respectfully submitted, Leona Walden
Board Secretary

Mendocino Art Center

Board of Directors

Meeting Minutes for February 1, 2010			
Call to Order	6:05 pm by Tom Becker, President		
Adjourned	7:03 pm		
Board Members			
Tom Becker	Present	Don Paglia	Absent
Dr. Richard Miller	Absent		
Mike Dell’ara	Present		
Leona Walden	Present		
Ex Officio Board Members			
David Alden			
Guests			

Motion ID	Motion	1 st , 2 nd	Disposition
M020110-01	Elect Jean Cunnington to the Board of Directors with her term to expire in 2011 at the Annual Board Meeting (filling vacancy of Janis Porter).	Leona Walden, 2 nd Mike Dell'Ara to	Unanimous
M020110-02	Elect Jean Cunnington as Assistant Secretary until the Annual Board Meeting in April of 2010.	Tom Becker, 2 nd Leona Walden	Unanimous
M020110-03	Elect Nick Schwarts to the Board of Directors with his term to expire on 4/28/2010 (filling the term of Terry Lyon). Unanimous.	Tom Becker, 2 nd Mike Dell'Ara	Unanimous
M020110-04	Appoint R. Kelley Gibbs, as Assistant Treasurer, an non-voting Advisory Board Member assignment, and Co-Chair of the Finance committee.	Tom Becker, 2 nd by Leona Walden and Mike Dell'Ara	Unanimous

Action ID	Description	Owner	Date Due	Status

Special Meeting called by Tom Becker.

1. Becker: There may be a problem having a quorum for the next two meetings.
It is time to elect two new board members: Jean Cunnington and Nick Schwartz

Motion by Leona Walden, 2nd Mike Dell'Ara to elect Jean Cunnington to the Board of Directors with her term to expire in 2011 at the Annual Board Meeting (filling vacancy of Janis Porter). Unanimous

Motion by Tom Becker, 2nd Leona Walden to elect Jean Cunnington as Assistant Secretary until the Annual Board Meeting in April of 2010. Unanimous

Motion by Tom Becker, 2nd Mike Dell'Ara to elect Nick Schwarts to the Board of Directors with his term to expire on 4/28/2010 (filling the term of Terry Lyon). Unanimous.

Motion by Tom Becker, 2nd by Leona Walden and Mike Dell'Ara to appoint R. Kelley Gibbs, as Assistant Treasurer, an non-voting Advisory Board Member assignment, and Co-Chair of the Finance committee. Unanimous

2. Tom Becker was appointed as Chair of the Finance Committee. He declined, stating concerns about conflicts of positions.

3. Becker moved to reconstitute the Executive Committee which will consist of Board President, First VP, Secretary or Assistant Secretary and one Board member initially Mike Dell'Ara. The board will be asked to reappoint the 2nd VP and Treasurer when these positions are available to attend meetings. The Executive Committee will also serve as the Nominating Committee and Personnel Committee.
4. Additional candidates proposed for Board of Directors - Liliana Cunha, Maggie O'Rourke, Marge Stewart. Candidates were referred to the Nominations Committee for consideration. Board members expressed a concern about Marge Stewart's potential conflict of interests and will seek for a legal opinion from Attorney Maggie O'Rourke. Marge Stewart is currently an employee of the Art Center and partnered with Tom Becker. Bylaws and "Conflict of Interest" policy recently adopted will be provided to Ms O'Rourke by Board President Becker.
5. Event Planning. The Board discussed the need for such a position, perhaps scheduling some type of commission basis for this position. Inquiries about such a position will be obtained for future board consideration.

Meeting adjourned at 7:03 PM

Respectfully submitted,
Leona Walden
Board Secretary

Mendocino Art Center

Board of Directors

Agenda for February 24, 2010		
Time	4:00 pm	
Location	MAC Nichols Gallery	
Tom Becker – President, Board of Directors		
David Alden – Executive Director		
Dr. Richard Miller	Mike Dell' Ara	Leona Walden
Don Paglia	Nick Schwartz	Jean Cunnington

1. Call to order
2. Roll Call
3. Approve Meeting Minutes
 - 3.1. 10/29/09 Special Board Meeting
 - 3.2. 01/21/10 General Board Meeting
 - 3.3. 01/21/10 Executive Session
 - 3.4. 02/01/10 Special Session Board Meeting
4. New Business not on Agenda
5. Public Comment- 30 minutes- Please limit comments to 3 minutes per speaker.
6. Board Discussion
 - 6.1. Board Logistics – Jean
 - 6.2. Executive Director Comment/Report
 - 6.3. Strategic Planning update
 - 6.4. Review open action items
 - 6.5. February Board Meeting
 - 6.5.1. 1st VP may need to chair as Bd Prez will be in SF VA Hospital on day before Board meeting.
 - 6.6. Schedule two Executive Committee Meetings (Nominating Committee activities) on March 1, 2, 03 to review MAC Member Nominations, set-up a schedule to contact candidates and a follow-up meeting to certify the top 5 candidates in a timeframe that will allow David to mail out the final election ballot.
 - 6.7. MAC Policy updates needed for: Check Disbursement Policy; Accounts Receivable Policy; Restricted Funds Policy; and Personnel Procedures Policy.
 - 6.8. March Board Meeting
 - 6.8.1. 3/1/2010 latest date for approval of MAC's 2010 Budget.
 - 6.8.2. Review slate of new board members to be elected by board members.
 - 6.8.3. Review those willing to serve as Board officers.
 - 6.9. April Board Meeting
 - 6.9.1. Annual Board Meeting, see bylaw requirements
 - 6.9.2. Election of Board Members
 - 6.9.3. Announce two Board Members voted on by MAC members
 - 6.9.4. Election of Officers
 - 6.9.5. Committee Assignments
 - 6.10. MAC Health Insurance - David
7. Public Meeting closes.
8. Executive Session

I. Open Action Items

Action ID	Description	Owner	Date Due	Status
A012110-01	Who owns "Tiger-Tigress" MAC or County of Mendocino.			
A012110-02	Discuss Virtual Meeting Attendance by board member.			
A012110-03	Discuss, can Nonprofit Boards vote by email.			
A012110-04	Remove references to Scholarship and Endowment Funds on web site -.	Becker		
A012110-05	Create Community Advisory Committee	Becker		
A012110-06	Review bylaws for updates needed.			
A012110-07	Completion of a Strategic Plan.			
A012110-08	Fire insurance reimbursement and facility repairs/renovation/rebuild.			
A012110-09	Correction of May 2009 deficiencies noted in Management Review Report prepared by Jerry Murphy, CPA, and CPA review of all 2009 transactions and reporting			
A012110-10	Status of Rotary Grant request.			
A012110-11	Updating all MAC contracts and resolve risk management issues as necessary			

Mendocino Art Center

Board of Directors

Meeting Minutes for February 24, 2010			
Call to Order	4:05 pm by Tom Becker, President		
Adjourned	5:45pm. Opened Executive Session at 6:20pm		
Board Members			
Tom Becker	Present	Don Paglia	Absent
Dr. Richard Miller	Absent	Nick Schwartz	Present
Mike Dell’ara	Present	Jean Cunnington	Present
Leona Walden	Absent		
Ex Officio Board Members			
David Alden	Present		
Next Board Meeting			
Wednesday, March 24, 2010			
4:00pm at the Mendocino Art Center Gallery			
Agenda will be posted on the MAC website			
March 22, 2010			

Motion ID	Motion	1 st , 2nd	Disposition
M022410-01	Approve meeting minutes for 10/29/09, 1/21/10 and 2/1/10	Mike Dell'ara, Dr. Richard Miller	Unanimous.
M022410-02	Extend nomination period for board elections to 3/7/10 to accommodate mail in nominations.	Mike Dell'ara, Nick Schwartz	Unanimous.

1. Welcome new board members Nick Schwartz and Jean Cunningham. Accepted signed board agreements and conflict of interest statements
2. Approve Meeting Minutes
 - 2.1. 10/29/09 Special Board Meeting - approved
 - 2.2. 01/21/10 General Board Meeting – approved
 - 2.3. 02/01/10 Special Session Board Meeting – approved
3. Board Discussion
 - 3.1. Board Logistics
 - Schedule for Preparation of Board Agendas.
 - Draft agenda will be sent to all board members 1 week prior to the meeting.
 - Comment on the agendas is due back to the secretary by end of day Friday.
 - Final agenda will be sent to all board members on the Monday before the meetings
 - Final agenda will be posted on the MAC website on Monday
 - 3.2. Financial Update
 - Jan. 2010 loss \$21,700 Jan. 2009 loss \$10,000. Increase in Jan 2010 figures may be fire related.
 - Fundraising income is up (matching funds donation). Total Income down by \$4,392.
 - Expenses for repair and maintenance increased by \$10,000. Some of this may be fire related.
 - Expenses increased by \$7,700
 - Operating loss: 6 year average for 2004-2009: \$83,000
 - Summary: MAC continues to operate at a loss.

Discussed exploring ways to increase operating revenue and fundraising: increase class enrollment, marketing, increase memberships and increase fundraising. The lack of a volunteer coordinator and an event coordinator are hampering our ability to put on large fundraisers. David will be meeting with some members of the community to discuss options for event management. Board needs to develop a plan for fundraising and creating long term relationships with donors.

3.3. Executive Director Comment/Report

- David Alden sent out a copy of his report. Highlights discussed.
 - 7 people have been nominated for two MAC member elected board positions. Top 3 have received multiple votes. Approx 2500 people have received email notices. Membership mailing will also include information about the board nomination and voting process. Because the bulk mailing has taken longer than anticipated, the deadline for nominations was extended to March 7, 2010 to allow people to respond to the mailing. Nominees will be contacted to verify that they are willing to serve if elected. Copies of Board Agreement and Conflict of Interest agreement will be sent.
 - Meetings with College of the Redwoods and San Francisco Art Institute. High level of interest in collaborating with MAC. Additional meetings planned. Richmond Art Center is also interested in collaborating with MAC.
 - Dennis Freeze has completed a review of the MAC website. The review includes short term and long term recommendations. Dennis is scoping the effort required to implement the short term fixes for web site performance and search engine optimization. Arts Council of Mendocino Mega Website is still under investigation.
 - David has been in contact with a law firm that offers estate planning seminars that offer an opportunity for the MAC to host one of these seminars.

3.4. Strategic Planning update

- Larry Wagner, Tracey Hillman, David Alden, Kelley Gibbs, Mike McDonald have been meeting to define the income stream for the art center. They will be meeting again with Larry over the next 2 weeks.
- From Larry Wagner: “ 1. We have general agreement on what the mission statement is after reviewing it at the last meeting. 2. Jean will give a report on the status of the exploration of what other art centers do to be successful. 3. Nothing has been done on the projection of costs and earnings for the educational department of the art center. I talked with David and Tracey today and the efforts to get this year's program going has taken all their time. This is worrisome, as continuing to do what we did in the past and expecting different results is not likely to happen. 4. We will continue the business planning efforts when the results from item 2 are in.”
- R. Kelley Gibbs has been asked to be assistant treasure and will be involved in resolving financial issues and the finance portion of the strategic planning process.

3.5. Review open action items.

4. Executive Session Summary – 2/24/2010. All non-voting board members were asked to leave. Kelley Gibbs was asked to remain for the discussion on financial reports and related issues.

4.1. BOD approved a retroactive leave of absence for board member Don Paglia for the period of 11/15/2009 to 5/15/2010.

4.2. Nominated Marge Stewart as a non-voting Advisory Board Member. President Tom Becker excused himself for motions and voting, as he felt there was a possible Conflict of Interest if he were to participate.

4.3. Discussed the status of a possible legal matter dealing with an ongoing personnel issue.

4.4. Discussed the status of MAC's visitor housing units and an ongoing legal battle between the Board of Supervisors and a Village resident/business owner.

4.5. Approved a draft employment agreement for MAC's new Executive Director.

Mendocino Art Center

Board of Directors, Special Session

Meeting Minutes for March 9, 2010			
Call to Order	Open General Session – 4:15 PM Close General Session/Open Closed Executive Session – 4:16PM		
Adjourn	06:16 PM		
Board Members			
Tom Becker	Present	Don Paglia	Present by phone
Dr. Richard Miller	Absent	Nick Schwartz	Absent
Mike Dell’ara	Present	Jean Cunnington	Present
Leona Walden	Absent		
Ex Officio Board Members			
David Alden	Present		

1. Attending board meetings by phone. - Per David Alden: There is no provision of the bylaws that requires board members to attend in person. Copied from David's email of 3/8/10: "There is nothing in the bylaws that prevents a board member from fully participating in a meeting by telephone and there is no requirement that board members be physically present for purposes of establishing a quorum. Where the bylaws do not specify otherwise, the provisions of the Nonprofit Act apply. The Act permits participation by telephone."
2. No quorum was present. Don Paglia was in attendance by phone and has come off medical leave as of 3/9/10. He will attend the 3/24/10 board meeting by phone.
3. Quorum present.
4. Opening of the general session at 4:15 PM.
5. General Session Closed/Closed Executive Session opened at 4:16pm
6. Summary of Closed Executive Session
 - Tom Becker rescued himself from the meeting and appointed Mike Dell'ara as meeting chair.
 - Tom Becker's request for Medical Leave of Absence was discussed. Tom retracted his request.
 - Employee health insurance benefits – policy discussion.
 - Tom Becker excused himself from the remainder of meeting due to possible conflict of interest.
 - Nominees for member-elected Board of Directors position were reviewed. Conflict of Interest policy was reviewed and discussed. Final list of nominees will be contacted to verify that they are willing to serve.
 - Changes to the Executive Director's contract were reviewed.
7. Meeting closed at 6:16 PM

Mendocino Art Center

Board of Directors

Meeting Minutes for March 24, 2010			
Call to Order	4:05 pm by Tom Becker, President		
Adjourned	5:45pm. Opened Executive Session at 5:52pm		
Board Members			
Tom Becker	Present	Don Paglia	Present
Dr. Richard Miller	Present	Nick Schwartz	Present
Mike Dell’ara	Present	Jean Cunnington	Present
Leona Walden	Present		
Ex Officio Board Members			
David Alden	Present		
Next Board Meeting			
<p style="text-align: center;">Wednesday, April 28, 2010 4:00pm at the Mendocino Art Center Gallery Agenda will be posted on the MAC website April 26, 2010</p>			

Motion ID	Motion	1 st , 2 nd	Disposition
M032410-01	All financial statements that are approved by the Board of Directors will be posted on the MAC website	Mike Dell'ara Jean Cunningham	Unanimous

1. Quorum present. Don Paglia has joined by telephone.
2. Meeting minutes for 2/24/10 approved. Meeting minutes for 3/9/10 approved with amendments 1) Quorum present with Don Paglia attending by phone 2) Tom Becker recused himself as chair of the meeting.
3. Public Comments
 1. Thirteen people attended the board meeting. The Board thanked everyone for attending.
 1. Commemorative tiles for Peggy Templar and Al Pine
 2. College of the Redwoods closing art classes including textiles, photography
 3. Calendar sales profit and selling the remainder at a discount
 4. Textile coordinator
4. Executive Director's contract approval was moved to the closed session because of request for additional discussion
5. Election of new board members at annual meeting
 1. Discussion of individuals who might be nominated to the board, and members of the board nominated to the Executive Committee was moved to the closed session.
 2. Current bylaws state that the range of board members is a minimum of 5 to a maximum of 15. Amendment if approved will change the range from minimum of 7 to maximum of 15.
6. Strategic Planning
 1. Some of the detailed research has been done, but not completed. Discussion regarding change of focus for strategic planning. Can the board go forward without the detailed financial information? Issue is staff time required to complete the "bottoms up" data requested by Larry Wagner.
7. Executive Director's report
 1. Re-energizing the Art Center.
 1. Live artist working in person each weekend.
 2. Re-instate the art auction. Solicit donations from artists, galleries, students and post on the website for viewing. Targeting Labor Day.
 2. Visit with the San Francisco Art Institute. Follow up meeting to discuss collaboration.

3. Studio Management – Slowly attending to studio cleanup. Ceramics in good shape. Jewelry and Metal sculpture in progress. David Alden to put together a group to assess needs of the textile studios.
4. Event Coordinator – discussed modifying one employee’s job to be half time event coordinator. May need to hire someone to focus on administrative tasks.
8. Financial Reports
 1. Discussion regarding the accuracy of the financial data for the art center. Data is in QuickBooks and accurate but the current set of reports does not accurately categorize data. Resulting reports are not an accurate representation of the financial situation and the Board does not want to publish them until they can be corrected. Lack of finance committee and treasurer prevent the board from presenting financial summary and analysis. It is the intent of the Board to publish the approved financial statements on the website.
 2. Kelley Gibbs has prepared forecasting tools for use in preparing the budgets and financial assessments. He will also prepare a “runway” tool to assess future financial viability.
 3. Financial information audit will be scheduled to flow chart how information flows through the art center. This audit will allow for synchronization between QuickBooks and Registration.
9. Summary of Executive Session

Mendocino Art Center

Board of Directors

Meeting Minutes for April 28, 2010			
Call to Order	4:00pm by Board President, Tom Becker		
Adjourned	5:35pm and moved to Executive Session		
Board Members			
Tom Becker	Present	Nick Schwartz	Present
Dr. Richard Miller	Present	Jean Cunnington	Present
Mike Dell'ara	Present	Sarah Logan	Present
Leona Walden	Present	Rick Keller	
Don Paglia	Present and attending by telephone		
Ex Officio Board Members			
David Alden	Present		
Next Board Meeting			
Wednesday, May 26, 2010			
4:00pm at the Mendocino Art Center Gallery			
Agenda will be posted to the MAC website on May 24, 2010			

<u>Motion ID</u>	<u>Motion</u>	<u>1st, 2nd</u>	<u>Disposition</u>
M042810-01	Approve 3/24/10 meeting minutes	Richard Miller Leona Walden	Unanimous
M042810-02	Approve Nick Schwartz's nomination to BOD for 3 year term	Tom Becker Mike Dell'ara	Unanimous
M042810-03	Approve Leona Walden's nomination as Emeritus board member	Tom Becker Richard Miller	Unanimous
M042810-04	Approve Jean Cunningham's nomination as board secretary	Tom Becker Richard Miller	Unanimous

1. Quorum Established. Don Paglia terminated his board approved medical leave of absence and attended the 3/24/2010 and 4/28/2010 board meeting by telephone,
2. Meeting minutes from 3/24/10 approved.
3. Action items reviewed and updated.
4. Update on Wood block print and Carter/MacCallum house suit vs. BOS
 1. Wood block print created Toshi Yoshida and presented to the "Community of Mendocino" is stored at the County Museum in Willits. MAC had no place to store them. They have been in storage in Willits for about 16 years. At issue is the provenance and who owns them. There is some agreement that the prints should be displayed at MAC but belong to the county. There needs to be some investigation via newspaper archives, or any kind of communication that can help establish the provenance of the prints. Suggestion put forth that they be displayed in an environmentally controlled "pocket wall".
 2. Carter / MacCallum House have files a lawsuit that asks the court to overturn the Board of Supervisors' decision to stop the transfer of 4 rental housing units from MAC to MacCallum House. David Alden attended a hearing on April 23, 2010 where the judge recused himself from the suit and will be rescheduled to a future date. Terry Gross is the County Council handling the case for the BOS.
5. Public Comment
 1. Leona Walden's service to the Mendocino Art Center was acknowledged. She is stepping down from the Board of Directors.
 2. Group effort gathering donations for Al Pine memorial tiles.

3. Tom Becker responded to a fundraising question stating that he had appointed Nick Schwartz to co-chair the Board's Funds Development Advisory Committee. An additional Board Member co-chair has not yet responded to this assignment request. . First meeting will be scheduled for May 3rd. Suggestions from the community include reinstating some of the monthly dinners, dances in the Stephenson Gallery, AIRs donate to an art auction, wine tasting/art auction.
6. Executive Director's report
 1. MAC funding – 20% of funds come from fundraising. Some other art centers show 60% of funding come from fundraising. Need to implement fundraising plans/activities, but also need to develop a target to match fund raising activities to amount of funds needed.
 2. Discussion regarding program events vs. fund raising events. Part of MAC's charter is program events that involve artists and the community. Also discussed re-aligning staff assignments to apply focus on program/event planning and development
 3. See ED report dated 4/27/10.
7. Annual Board Meeting – President Tom Becker
 1. Thanked all that participated in MAC's 50th Anniversary activities.
 2. MAC membership report
 1. 12/3/2009 – 480 members, 4/11/08 - 341 members, 4/11/09 - 366 members
 3. Ballot Results – Approve a change to the MAC Bylaws from a minimum of 5 and maximum of 15 to a minimum of 7 and a maximum of 15. Approved by 99% of those voting.
 4. Ballot results – MAC members have elected the following individuals to the Board of Directors
Sara Logan – Term expires on date of 2012 annual meeting
Patrick (Rick) Keller– Term expires on date of 2013 annual meeting
 5. Nominations to the Board Nick Schwartz, 3 year term expiring at the 2013 annual meeting.– approved.
 6. Board of Directors member whose term is expiring. Leona Walden, Emeritus Board Member – approved.
 7. Election of Board officers to serve until the 2011 Annual Board meeting. Secretary , Jean Cunnington – approved. Election of all other offices will be postponed to no later than 9/30/2010.
 8. Annual Report – see attached unaudited financial statement for fiscal year ending 12/31/2009.
Board President Tom Becker presented the unaudited financial report. Acknowledged the work of Kelley Gibbs to develop a forecasting and planning tool based on 4 years data, that will aid budget developed, predicting revenue and cash flow trends,
8. Closed General Session at 5:35pm and move to Executive Session after a break.

**Updated 4/29/2010
by: T. Becker**

Mendocino Art Center 4-Yr Budget Review 2006-2009

Worksheet #1

[illegible]

**Updated to 3/31/2010
by: T. Becker**

Mendocino Art Center 2010 Budget and Cash Flow

Worksheet #2

[illegible]

Updated: 8/15/2010
By: T. Becker

Mendocino Art Center
Updated 2010 Budget/Cash Flow

Worksheet #3

INCOME	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Education	570	1,415	10,809	9,568	29,943	22,813	43,565	40,000	8,720	11,430	1,520	0
Rentals	4,658	6,816	12,459	8,732	13,041	5,696	4,836	4,144	6,000	6,000	6,000	6,000
FundRaising	19,753	3,931	13,460	7,072	21,240	24,194	10,172	5,951	5,000	4,500	13,500	20,000
Grants	0	0	0	0	0	0	0	0	0	0	0	0
Donations	0	20	500	100	2,602	300	106	0	0	0	0	0
Magazine	5,552	1,282	24,416	1,620	695	23,014	1,635	2,523	9,000	18,000	7,500	3,000
Gallery/Gift	3,597	1,891	15,372	14,124	17,683	14,200	20,049	16,743	17,500	17,500	16,500	16,500
Fire Reimb	0	0	0	0	0	0	0	0	35,000	0	0	0
Other Rev	589	442	442	609	442	442	2,000	500	2,130	2,130	2,130	2,130
In-Kind	256	206	0	350	30	20	0	0	0	0	0	0
T-Revenue	34,975	16,003	77,458	42,175	85,676	90,679	82,363	69,861	83,350	59,560	47,150	47,630
EXPENSES												
Education	13,312	10,383	30,548	24,175	24,206	26,248	31,215	33,874	18,462	21,422	14,742	13,542
Rentals	1,677	947	922	918	695	427	326	3,112	2,425	2,425	2,625	2,625
FundRaising	1,365	1,765	1,379	1,280	2,339	3,396	2,080	4,993	3,250	3,250	3,250	3,250
Magazine	317	2,001	7,796	4,206	7,484	18,677	6,229	3,236	3,400	20,750	16,600	4,750
Gallery	3,583	3,213	13,582	13,863	17,328	12,068	16,222	11,392	12,250	12,250	12,250	12,250
Facilities	18,573	10,989	13,418	12,428	11,749	12,187	13,723	10,400	14,070	13,320	13,820	14,070
Marketing	1,966	3,187	5,344	8,889	3,178	7,687	3,738	6,200	5,200	5,200	5,200	5,200
Administrat	10,377	9,666	15,054	12,188	12,453	11,337	10,233	12,000	14,237	14,237	14,237	14,237
Fire Damag	4,062	-27,190	-15,520	0	-12,004	288	1,910	0	0	0	0	0
Other Exp	1,177	1,945	2,892	1,858	1,892	1,897	1,554	0	0	0	0	0
In-Kind	256	206	0	350	30	20	0	0	0	0	0	0
T-Expense	56,665	17,112	75,415	80,155	69,350	94,232	87,230	85,207	73,294	92,854	82,724	69,924
Net Ord In	-21,690	-1,109	2,043	-37,980	16,326	-3,553	-4,868	-15,346	10,056	-33,294	-35,574	-22,294
12/31/09 \$156,927												
End Cash B	109,493	69,175	84,383	76,032	70,304	40,926	16,785	1,439	11,495	-21,799	-57,373	-79,667
Designated	2,694	2,694	2,698	2,698	73,002	73,002	73,002	73,002	73,002	73,002	73,002	73,002
Actual Fds	112,187	71,869	87,081	78,730	143,306	113,928	89,787	74,441	84,497	51,203	15,629	-6,665
80% Acct Receivable							4,565	4,565				
Undeposited Funds							728	930				
Accounts Payable							-36,978	-33,560				
2011 3 mo reserve												
Est Liquidity							58,102	46,376				

11-Aug

Stussey Fd	78,309	78,309	78,309	78,309	78,476	78,476	78,476					
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Updated: 8/15/2010
By: T. Becker

Mendocino Art Center
Updated 2010 Budget/Cash Flow

Worksheet #3

Total
180,353
84,382
148,773
0
3,628
98,237
171,659
35,000
13,986
862
736,880
262,129
19,124
31597
95,446
140,251
158,747
60,989
150,256
-48,454
13,215
862
884,162
-147,282
-79,667
-20,756
-100,423

MAC BUDGET EST	2010	2010	2010
BUDGET CATEGORY	Income	Expense	Net
Education	180,353	-262,129	-81,776
Rentals	84,382	-19,124	65,258
FundRaising	148,773	-31,597	117,176
Grants	0	0	0
Donations	3,628	0	3,628
Magazine	98,237	-95,446	2,791
Gallery/Gift	171,659	-140,251	31,408
Fire Reimbursement	35,000	48,454	83,454
Other Rev	13,986	-13,215	771
In-Kind	862	-862	0
Facilities	0	-158,746	-158,746
Marketing	0	-60,989	-60,989
Administration	0	-150,256	-150,256
Excess (Loss)	736,880	-884,161	-147,281

Mendocino Art Center

Board of Directors Meeting

Meeting Minutes for May 26, 2010			
Call to Order	4:00pm by Board President, Tom Becker		
Adjourned	5:35pm and moved to Executive Session		
Board Members			
Tom Becker	Present	Nick Schwartz	Present
Dr. Richard Miller	Present	Jean Cunnington	Present
Mike Dell'ara	Present	Sarah Logan	Present
Don Paglia	Present and attending by telephone	Rick Keller	Present
Joe Deakins	Present		
Ex Officio Board Members			
David Alden	Present		
Next Board Meeting			
<p style="text-align: center;">Wednesday, June 23, 2010 4:00pm at the Mendocino Art Center Gallery Agenda will be posted to the MAC website on June 21, 2010</p>			

Motion ID	Motion	1 st , 2 nd	Disposition
M052610-01	Appoint Joe Deakins as member of the Board of Directors	Tom Becker Mike Dell'ara	5 in favor Don Paglia abstained

1. Call to order
2. Roll Call: Quorum established
3. Approve Meeting Minutes
 - 3.1. 4/28.10 Annual meeting minutes approved
4. Board President Tom Becker summarized the financial issues confronting the MAC. Projected cash flow for the rest of the year will not meet expenses.
5. Tom Becker will resign as president of the board at the 6/7 Special Board Meeting
6. Special Board meeting called for Monday, 6/7 at 4:00pm at the MAC.
7. Financial Summary
 - 7.1. April negative net approximately \$38K but \$60K in cash gives us net \$20K for remainder of year. MAC will be out of money in July or August. To cover expenses through the end of year we need to raise approximately \$150K.
 - 7.2. Most non profits raise 50% of their funds through donations. MAC only raises 20%.
 - 7.3. MAC has been operating at a loss for the last 5 years.
 - 7.4. No other art centers succeed without a foundation or endowment. MAC has neither.
8. Executive Committee is meeting weekly to look at all options available to sustain the MAC and will prepare a report for the full board. Mike Dell'ara will continue as a member of the Executive Committee
9. Executive Director's evaluation postponed. The board will work with David Alden to set goals for the next evaluation.
10. Committee Summary
 - 10.1. Assign By Laws revision to the Exec Committee to be prioritized with other Exec Committee items. Suggestion that by laws be revised in the next 60 days.
 - 10.2. Audit Committee not active – no treasurer.
 - 10.3. Finance Committee – Kelley Gibbs has started working with David Alden.
 - 10.4. Facilities Committee – Joe Deakins will chair the Facilities Committee. First meeting will be on 5/27, 4:00pm at the MAC

- 10.5. Strategic Planning – resized by Larry Wagner. Research in progress
- 11. Executive Director's Report
 - 11.1. Miasa Exhibit was very successful
 - 11.2. October Master Class – piano instructor. Scheduling in progress
 - 11.3. Staff workspace allocations discussed. Limited workspace due to fire.
 - 11.4. MTC has applied for a beer and wine license. MTC insurer has provided MAC with a certificate of Insurance
- 12. Public Comments
 - 12.1. No one on site on weekends to take course registrations. Suggestions include a computer terminal and signup sheets that can be handed over to the registrar. Also put registration forms in all the classrooms.
 - 12.2. Current MAC financial situation is not as bad as 1991.
 - 12.3. Engage local businesses. Set up a special board meeting and invite local businesses to provide input. Set up a monthly breakfast with the galleries.
 - 12.4. Create a video for the MAC and display on website and in the gallery.
- 13. Meeting adjourned at 5:30pm and will reconvene in Executive Session.

Mendocino Art Center

Board of Directors General Session

Agenda for May26, 2010		
Time	4:00 pm	
	Open session will adjourn at 5:30pm and will reconvene in Executive Session	
Location	Mendocino Art Center	
Tom Becker – President, Board of Directors		
David Alden – Executive Director		
Dr. Richard Miller	Jean Cunnington	Rick Keller
Don Paglia	Nick Schwartz	Sarah Logan
Mike Dell’Ara		

1. Call to order
2. Roll Call: 8 of 15 position filled; quorum is 5
3. Approve Meeting Minutes
 - 3.1. 4/28/10 Annual Meeting
4. BOD President asked Jean Cunnington to chair the business portion of the BOD Mtg (items 5 to 15)
5. Action Item review and update
6. New Business not on Agenda
7. Public Comment- 30 minutes- Please limit comments to 3 minutes per speaker.
8. Executive Director's Report - David Alden's report was previously sent by email
 - 8.1. Status of possible donation of project funds
 - 8.2. Status report and projected timeframe to resolve all fire related issues. Board action and/or approval needed?
 - 8.3. Report on all income generating events and activities for the remainder of 2010 (Garden Tour, Summer Fair, Thanksgiving Fair, etc). ED Recommendations and comments on MAC cash flow shortage issues.
9. Items previously deferred to May Board Meeting:
 - 9.1. Establish an Ad hoc Bylaws Committee (a sub-committee of the Executive Committee) to review MAC Bylaws for possible revisions and updates, virtual board meeting attendance (SKYPE), recording board meetings, changing annual meeting and fiscal year ending dates, meeting attendance and voting by email, etc.
 - 9.2. Discuss establishing a Community Advisory Council to seek comment, ideas and constructive criticism from local artist and community members
10. Board President's Report - Tom Becker previously sent report by email
 - 10.1. Schedule a Board Retreat date - Jean Cunnington
 - 10.2. Standing Committee, per bylaws: President; 1st VP; 2nd VP; Secretary; Treasurer; plus one board member. Need board appointment of one member.
 - 10.3. Board Advisory Committee Assignments by President Becker. Board members to serve until th 2011 Annual Board Meeting
 - Finance - Chair vacant and committee inactive
 - Audit - Chair vacant and committee inactive
 - Programs - Don Paglia, Chairperson and committee is currently inactive
 - Funds Development - Nick Schwartz, Chairperson
 - Facilities - Chair vacant and committee inactive
 - Strategic Planning - Chair vacant and activities on hold

- 10.4. Board agenda and approved open meeting minutes not being posted on MAC website as previously directed by the BOD
11. Executive Committee Report - Tom Becker previously sent by email
 - 11.1. Schedule meeting date for 2nd week of June
 - 11.2. Appointment of one BOD member to this committee
 - 11.3. Nominations Committee: Unanimous nomination of Joe Deakins to vacant BOD position expiring at 2012 Annual Meeting. Becker to make motion for board approval
 - 11.4. Board discussion on status of ED's 90-day evaluation due 4/23/2010 and collection of evaluation worksheets completed by each board member to be completed in Executive Session.
12. Finance Advisory Committee - Chair is Vacant and committee is inactive. Tom Becker previously sent report by email
 - 12.1. The position of Treasurer and Chair of Finance Advisory Committee has been vacant since November 2009
 - 12.2. Review of QB Reports, YTD Budget, and Cash Flow Analysis
 - 12.3. Board discussion of projected cash shortage beginning late August or September 2010 and what board action is being planned
13. Funds Development Advisory Committee - Nick Schwartz
 - 13.1. Initial Meeting comments
 - 13.2. Grant Committee?
14. Facilities Advisory Committee - Chair vacant and committee inactive
 - 14.1. Status of fire related issues (Bldg plans, permits, cost estimates, timeframes, board recommendations, etc.)
 - 14.2. Status of temporary repairs to office areas. Board approvals needed.
 - 14.3. Repairs that can be made with anticipated donations (permits needed, cost, savings to MAC, timeframe, etc.
15. Strategic Planning Committee - Chair vacant and activities on hold
 - 15.1. Jean's recent discussion with Larry Wagner on this issue
 - 15.2. Estimated initial completion date?
16. Close General Session and move to Executive Session
17. Next meeting 6/23/10

I. Open Action Items

Action ID	Description	Owner	Date Due	Status
Open Action Items				
A032410-03	Discuss approach to the strategic planning process with Larry Wagner.	Mike Dell'ara	In progress	
A012110-01	Who owns "Tiger-Tigress" wood blocks - MAC or County of Mendocino.	David Alden/Tom Becker	In progress	2/24 – Currently housed in Willits Library. Tom Becker to research who owns the wood blocks. Issue is who covers liability. 4/28 – see meeting notes from 4/28 report from Norm deVall

Action ID	Description	Owner	Date Due	Status
A012110-08	Fire insurance reimbursement and facility repairs/renovation/rebuild.	David Alden	In Progress	2/24 – See ED report. Will need to have facilities committee look at long term needs. May use current space as storage. 4/28 – All losses submitted except equipment and art work. In progress. \$17K check toward claim received. Negotiation with ins co. remaining claim. Business interruption – will be submitted by 4/30.
A012110-09	Correction of May 2009 deficiencies noted in Management Review Report prepared by Jerry Murphy, CPA, and CPA review of all 2009 transactions and reporting	David Alden/R. Kelley Gibbs	In Progress	2/24 - Included as part of Finance review. 4/28 – In progress. Accounting procedures being implemented will satisfy requirements but not yet written into policies.
A022410-11	MAC Policy updates needed for: Check Disbursement Policy; Accounts Receivable Policy; Restricted Funds Policy; and Personnel Procedures Policy.	David Alden	6/30/10	4/28 – need to work through priority. Propose meeting with Jerry Murphy to discuss how to implement
Defer to May 2010 Board Meeting for Bylaws Revision Committee				
A012110-03	<ul style="list-style-type: none"> • Can Nonprofit Boards vote by email. • Virtual Meeting Attendance by board member. • Review to if /under what circumstances the board can vote by email. • Recordings of board meetings 	Executive Committee	Deferred	2/24 – Refer to Bylaws Review Committee

Mendocino Art Center
Strategic Plan and Goals

Mission

To offer outstanding art education at all levels and inspires people to develop, refine and express their passion through craft and fine arts.

Principles

1. The Mendocino Art Center an educational institution FOCUSED on instruction in fine arts and crafts:
 - Painting
 - Sculpture
 - Ceramics
 - Fiber arts
 - Jewelry
 - Digital arts
2. It will consider other arts such as writing, music, and theater after it achieves excellence in fine arts and craft education.
3. It both enables professional and amateur artists and supports youth education
4. MAC promotes a collegial, creative cultured atmosphere and cultural diversity
5. It is grant friendly
6. Every activity of the Mendocino Art Center exists to promote, support and execute the outstanding instruction in fine arts and craft. The galleries support our classes, the artist in residence program supports our classes, the magazine supports our classes, and our amenities support our classes.
7. Mendocino Art Center is a member supported organization. Our members are committed to the success of MAC and pay dues annually that represent at least 20% of the operating costs of the total budget.
8. Our members are artists, art lovers, instructors, students, collectors, business owners, community members, patrons and benefactors, and visitors. Everyone who has an appreciation of the arts will help support the MAC vision.
9. Our classes have the goal of offering outstanding art education to beginners through master level, empowering our students and instructors to develop, refine and express their passion through their art.

**Mendocino Art Center
Strategic Plan and Goals**

Goal # 1 Organization Structure	<i>Redefine and/or refine the organizational structure so that the emphasis is on supporting the educational mission of the art center</i> <ul style="list-style-type: none">• <i>Every department/cost center must have a mission statement and goals that support education.</i>• <i>Determine what structure including attributes of full time, part time and volunteer staff needed to be put in place to execute what comes out of the above team efforts</i>
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Priority	Actions	Plan Date Due	Status
	ED to provide current state and future state organization chart, and job descriptions for the roles. Include all full time/part time and contract staffing		
	ED and department leads to develop yearly/quarterly goals and metrics and reporting for progress against goals.		
	Define Staff Committee structure and goals		
	Create a dashboard for financial and other metrics to measure the operational health of the art center		

Mendocino Art Center Strategic Plan and Goals

Goal # 2 Education	<p><i>Design our instruction program, building on our successes and what we can learn from other art centers to make the instructional program, that is</i></p> <ul style="list-style-type: none"> • <i>friendly in our local artist community</i> • <i>encouraging to professional artists and developing artists to attend courses teach at our facilities</i> • <i>as attractive to a national market with emphasis on the Northern California and the Bay Area as it can be</i> • <i>profitable</i> <p><i>Develop a youth program that</i></p> <ul style="list-style-type: none"> • <i>encourages our youth to attend courses at facilities</i> • <i>partners with local youth organizations to bring art to students</i> • <i>designed with a cost structure and procedures and fund raising that make it a self supporting</i>
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Priority	Actions	Plan Date Due	Status
	Develop Education Master plan that includes review of the state of each department, which department we should increase/decrease investment, or where new departments should be created		
	Develop a plan in which MAC partners with other colleges or art schools to co-develop educational programs		
	<p>Develop plan for Self funded (or endowment funded) youth programs that do not require operational funding from the art center</p> <ol style="list-style-type: none"> 1. Sustainable – can be run year round and easily modified to fit needs of students 2. Attract students and parents to the art center together 3. Set up programs to take art to the students freeing up MAC space and engaging more throughout the county. 		
	Revise the AIR program so that is supports the educational mission of the MAC and creates a “community of artists” who support the MAC		
	Develop goals for each workshop coordinator/department that improve the profitability, quality, depth and breadth of the course we offer, attract more nationally recognized art instructors decrease the number of canceled courses,		
	Look at opportunities to host conferences and symposiums		

Mendocino Art Center
Strategic Plan and Goals

Goal # 3 Marketing	<i>Design a marketing program that reaches the MAC market efficiently and convincingly to maximize the attendance at our courses.</i>
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Priority	Actions	Plan Date Due	Status
	Develop a comprehensive marketing plan with budget that markets the brand of the Mendocino Art Center as a destination for craft and fine arts instruction.		
	Develop and advertising plan that increases our add presence with art supply retailers, travel and lifestyle magazine, and professional magazines		
	Review all marketing activities to determine where we increase or decrease investment		
	Improve the web site and on-line presence: improve web optimization and use of social networking		

**Mendocino Art Center
Strategic Plan and Goals**

Goal # 4 Facilities	<i>Develop a site plan and use plan for how best to utilize existing space to support the educational programs</i> <ul style="list-style-type: none">• <i>Develop a plan for an arts supply shop, and cafe plan that promotes our classes, provides for our students and visitors</i>• <i>Develop a comprehensive site plan that allows for expansion of existing programs, creation of spaces for community activities, and supports staff/office/meeting needs</i>
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Priority	Actions	Plan Date Due	Status
	Review all existing site plans and develop new/updated master site plan		
	Develop staged capital improvement plan that focuses on major repairs and new structures in line with educational goals		
	Create a Maintenance subcommittee of the Facilities Committee: chair is a volunteer who develops a volunteer plan, schedule of activities to do regular maintenance and repairs		
	Recruit a volunteer skilled at site development who understands the technicalities and processes of site development.		

**Mendocino Art Center
Strategic Plan and Goals**

Goal # 5 Gallery	<i>Develop a gallery that encourages sales of our students and instructors art, but even more important, showcases what people are learning in our classes.</i>
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Priority	Actions	Plan Date Due	Status
	ED/Gallery Manager to provide gallery plan that includes ways to promote the educational mission of the MAC		
	Develop a financial plan to increase the net profit from gallery sales.		
	Develop a program to solicit art donations to sell, at a competitive price, with the total profit going to the art center		
	Develop a plan to sell the Dorr Bothwell prints		

**Mendocino Art Center
Strategic Plan and Goals**

Goal # 6 Funds Development	<i>Define a fund raising plan including a self-perpetuating membership program, a grant writing program, and a major donor recruiting program. All programs must have a</i> <ul style="list-style-type: none">• <i>revenue goals</i>• <i>timelines</i>• <i>budgets</i>
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Priority	Actions	Plan Date Due	Status
	Board training for funds development		
	Recruit new and former supporters to help with the MACs fund development efforts		
	Develop grant plan that includes target funding organizations, in line with educational priorities.		
	Develop planned giving program: put legal and accounting structures in place (assistance from Community foundation) for Legacy Society and other Planned Giving Programs		
	Redefine membership program, categories, and offerings		
	Develop a plan with calendar, staffing needs and budget for Board fund raising activities.		

Mendocino Art Center
Strategic Plan and Goals

Goal # 7 Financial Planning	<i>Establish a financial plan for all revenue generating activities at the MAC that gives a projection of the revenues and costs over the next five years.</i> <i>The plan will contain the following cost centers</i> <ul style="list-style-type: none">• <i>Gallery</i>• <i>Education</i>• <i>Apartments</i>• <i>Site improvements</i>• <i>Marketing</i>• <i>Magazine</i>• <i>Fund Raising</i>• <i>Overhead</i>
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Priority	Actions	Plan Date Due	Status
	Develop 5 year financial plan		
	Develop specific financial metrics to be included in the dashboard		
	Include analysis of apartments and theater income/cost in revenue plan		

**Mendocino Art Center
Strategic Plan and Goals**

Goal # 8 Apartments	<i>Maximize revenue from the apartments while strengthening the education program</i>
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Detailed Description of Plan:

Priority	Actions	Plan Date Due	Status
	Develop a housing plan that attracts the best art instructors and makes it easy for our students, of all financial situations, to attend our classes		
	Develop a housing and event plan that includes partnerships with the local businesses offering “creative packages” or “family packages”		

**Mendocino Art Center
Strategic Plan and Goals**

Goal # Mendocino Arts Magazine	<i>Determine if an Arts Magazine has a role in building our reputation as an outstanding art instruction institute, and, if it does, what should be the editorial objective of the magazine.</i>
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Detailed Description of Plan:

Priority	Actions	Plan Date Due	Status
	Determine how the magazine helps the education department, and does it profitably		
	Determine if we should have articles about instruction, teachers, students – make people do more than read the magazine		

Mendocino Art Center

Strategic Plan Status

Strategic Plan

- ***Goal: Complete Strategic Plan by October 30***
 - *Status: Partially complete. Draft plan available on October 27.*
- Why do we need a strategic plan
 - Board, Staff, and the Community knows the MAC's mission and priorities
 - Know that we are spending our money wisely and on the right priorities
 - Plan for the future – future growth, future programs, future fundraising
 - Hire the right Executive Director who has the skills to accomplish goals in line with the plan
 - Funds Development, Education, Marketing and Facilities plan originate from the Strategic Plan

MAC Strategic Plan Schedule and Status

Original Date	Projected or Actual Date	Activity	Status
7/28	7/28	Assign board members to collect data	Complete
8/4 or 8/11		Invite Larry Thomas and Kerry Marshall to talk about how they see MAC	n/a
8/18	8/29	Hand off data to Larry Wagner	Complete
8/25	9/1	Review and interpret data? Who are we compared to other centers	Complete
9/1 – 9/15	10/16	Redesign the MAC. What do we want to be?	Complete
	10/27	Present draft at MAC Board Meeting	
9/22 - 9/29	11/1 -11/5	Develop Financial Plan – 2-3 year projection. How much money will we take in?	
10/6 – 10/13	11/8 – 11/19	Can we succeed? Does our financial plan support who we want to be?	(2 Meetings)
10/20	11/24	Finalize contents of plan	

Bylaws and Policy Revisions

- **Goal: Revise MAC bylaws and policies by November 30**
 - *Revise Date to January 15, 2011*
- Bylaws have a number of revisions starting in 1997, 2003, but the bylaws have not been updated to latest legal standards (Calif. Corp Code, SOX, etc.)
- Bylaws should be updated to reflect the Strategic Plan: how we function and govern MAC is a function of who we are
- Changes have been made (# of board members, advisory board members, 2 board members elected by MAC members) but have not been included in the bylaws
- Policies required to protect MAC, its employees, board, and volunteers, are non-existent or out of data and do not comply with current laws and standards
- “BoardSource” provides guidance and templates to prepare up-to-date bylaws and policies
- Challenges
 - If we cannot find a volunteer attorney to assist, we will be required to hire one to review the bylaws and policies
- **Actions**
 - ***Invite team of board members, MAC members to work on Bylaws and policies after strategic plan is complete***
 - ***Owner: Jean Cunningham***

Board Training and Team Building

- ***Goal: Develop a fully functioning board that understands its duties to the MAC, the community and each other and that can work together as a team***
 - ***Status: Delayed to due lack of funding***
- We are all new board members and we all come from different backgrounds
- Without a shared experience and understanding of the roles of the board as a whole, and what it means to be an individual board member, we will continue to flail about as we try to work together
- Challenges – We may have to pay a consultant to get a highly qualified individual who understands nonprofit boards
- ***Actions:***
 - ***Identify and recommend consultants to the executive committee***
 - ***Owner: Mike Dell'ara and Jean Cunningham***
 - ***Commit to one Saturday for training + possible ½ day for additional work***
 - ***Owner: MAC Board***

Executive Director Search

- ***Goal – Select search committee to prepare job description, selection criteria for permanent executive director***
 - *Status: Delayed until January 15, 2011*
- Executive Director search cannot begin until we have a strategic plan, understand what the MAC is and what we want it to be
 - Must be able to describe the specific qualifications that fit the job, and fit the MAC mission and culture
- ***Action***
 - *Nominate board members, others for the search committee*
 - *Start search committee meetings in November. Completed job description and qualifications approved by the MAC Board in December*
 - *Owner*
 - *Jean Cunningham*

Mendocino Art Center

Special Board of Directors Meeting

General Session

Meeting Minutes for June 7, 2010			
Call to Order	4:02 pm by Board President, Tom Becker		
Adjourned	6:50pm and moved to Executive Session		
Board Members			
Tom Becker	Present	Nick Schwartz	Present
Dr. Richard Miller	Present	Jean Cunnington	Present
Mike Dell'ara	Present	Sarah Logan	Present
Don Paglia	Present	Rick Keller	Present
Joe Deakins	Present		
Ex Officio Board Members			
Tom Becker	Acting ED	Marge Stewart	Advisory Board Member

Motion ID	Motion	1 st , 2nd	Disposition
M060710-01	Revise the bylaws, as stated in the 6/7 minutes, section 3.	Tom Becker Rick Keller	Unanimous
M060710-02	Nominate Marge Stewart as advisory board member. Term ti expire in Jan 2011.	Joe Deakins On Paglia	Unanimous Tom Becker recused.
M060710-03	Nominate Jean Cunnington as President	Richard Miller Joe Deakins	Unanimous
M060710-04	Nominate Richard Miller as 1 st Vice President	Mike Dell'ara Nick Schwartz	Unanimous
M060710-05	Nominate Don Paglia as 2 nd Vice President	Mike Dell'ara Joe Deakins	Unanimous
M060710-06	Nominate Patrick (Rick) Keller as Secretary	Joe Deakins Mike Dell'ara	Unanimous
M060710-07	Identify a person to act as board scribe/transcriptionist under direction of the board secretary	Jean Cunnington Joe Deakins	Unanimous
M060710-08	The Executive Committee is to be comprised of the board officers and Mike Dell'ara	Tom Becker Richard Miller	Unanimous
M060710-09	Cancel the fall semester and the fall catalog and support no more than 8 regular courses for the fall term.	Joe Deakins Richard Miller	Unanimous

1. Call to order
2. Roll Call: Quorum established
3. Bylaws Revision was approved by the board:

Section 2: Number, Election and Tenure of Officers

The members of the Board of Directors of this corporation shall be no less than 7 and no more than 15. New members of the Board, after a thorough screening by the existing Board, shall be elected by a 2/3 vote of the existing Board. The standard term of office is 3 years. The Board may, from time to time, appoint by appropriate vote, non-voting members as described in section 2a.

New Text:

Section 2a: "Board Member Emeritus" and "Advisory Board Members"

Non-voting members will be approved by a simple majority vote of duly constituted members of the Board of Directors.

Board Member Emeritus

The Board may appoint non-voting members who shall have the title "Board Member Emeritus." Such a Board member shall have a lifetime term on the Board, as long as MAC membership annual dues are paid current. Emeritus members will receive open meeting agenda notices and minutes of previous open meetings, they are encouraged to attend and participate in all open board meetings. Emeritus Board members will not participate in Executive, closed, Sessions of Board Meetings, unless he/she is specifically invited to attend because of specific knowledge that would be helpful during a specific discussion item. All other provisions of these bylaws dealing with board member rights, duties and responsibilities will apply to this position.

Advisory Board Member

The Board may appoint non-voting members who shall have the title "Advisory Board Member." Such a Board member shall be appointed to a term that will expire each succeeding year at the Annual Board Meeting as designated in Section 5 of this Article. Advisory Board members are required to keep current on annual dues to remain in this appointment. The maximum number of Advisory Board members serving at any one time is 3 (three). Advisory Board Members will be allowed to participate in all board discussions until a motion is presented and seconded. Advisory Board members will not participate in Executive, closed, Sessions of Board Meetings, unless he/she is specifically invited to attend because of specific knowledge that would be helpful during a specific discussion item. All other provisions of these bylaws dealing with board member rights, duties and responsibilities will apply to this position.

4. Marge Stewart was appointed as an advisory board member. Her term will expire in January, 2011. Tom Becker recused himself from voting on the motion. Marge was asked to join the meeting.
5. Nomination and Election of officers. The slate approved by the board is as follows:
 - Jean Cunningham, President
 - Richard Miller, 1st Vice President
 - Don Paglia, 2nd Vice President
 - Rick Keller, Secretary
 - Mike Dell'ara, Adjunct Executive Committee Member
 - TBD, Treasurer
6. Duties of the secretary were discussed. There is no provision that prevents the board from appointing a recording secretary to take and transcribe minutes. The duties of the board secretary are to keep the board records, verify accuracy of the minutes, distribute minutes for approval and record approvals. The recording secretary would work under the direction of the board secretary.
7. Executive Director's Report
 - 7.1. Tracey Hillman has resigned as Educational Director effective 7/9/10. Her resignation has been accepted
 - 7.2. Tom Becker has contacted Dennis Freeze to discuss how to upgrade our website and IT infrastructure supporting registration and marketing. Tom will come back to the board with a proposal.
 - 7.3. Facilities Advisory Committee will meet to discuss plans for the fire damaged area.
 - 7.4. Garden tour – push to sell tickets. 80 sold to date
 - 7.5. Summer fair – Jimma Abbott will qualify vendors. Sarah Logan and Peggy Templer will manage the fair.
8. Need and expense for hiring consultants was discussed. We will continue to look into the possibility of hiring a consultant. There are options that may not cost money: Penny Burke and others in the community.
9. Fall Semester Status
 - 9.1. Discussion centered on not offering any workshops or offering a limited set of workshops. There are some instructors who may be important to the art center. Canceling may affect "good will" with the instructors. Two ceramics instructors have been identified. Don Paglia and Programs Advisory Committee will work with staff to recommend which courses will be offered vs. which will be offered in Spring.
10. Meeting closed at 8:30pm.

Mendocino Art Center

Board of Directors Meeting

Meeting Minutes for June 23, 2010			
Call to Order	4:00pm by Board President, Tom Becker		
Adjourned	5:35pm and moved to Executive Session		
Board Members			
Tom Becker	Present	Nick Schwartz	Present
Dr. Richard Miller, 1 st VP	Present	Jean Cunnington, President	Present
Mike Dell'ara	Present	Sarah Logan	Present
Don Paglia, 2 nd VP	Present	Rick Keller, Secretary	Present
Joe Deakins	Present		
Ex Officio and Advisory Board Members			
Marge Stewart	Present		
Next Board Meeting			
Wednesday, July 28, 2010			
4:00pm at the Mendocino Art Center Gallery			
Agenda will be posted to the MAC website on July 26, 2010			

Motion ID	Motion	1 st , 2 nd	Disposition

1. Call to order
2. Roll Call: Quorum of 5 established
3. Richard Miller acknowledged the generous gift that Tom Becker is volunteering his time as interim executive director.
4. Approve Meeting Minutes
 - 4.1. 5/26/10 minutes approved
5. Public Comment
 - 5.1. Thank you to the Textiles Students Community for attending the meeting. It was announced that Eleanor Adams has been hired as the Textiles Coordinator
 - 5.2. Geraldine Pember announced the formation of a MAC Advisory Committee. Geraldine and her committee will evaluate suggestions from the public and submit proposal for action by the MAC or by the volunteers. Suggestions can be submitted to Geraldine Pember by email (lylesp4@comcast.net) or through the suggestion box in the gallery.
 - 5.3. Advertising for workshops – stressed the importance of advertising for workshops and on time distribution of the catalogs
6. Fund raising Advisory Committee Update – Nick Schwartz
 - 6.1. Committee is discussing the following events:
 - July Summer Fair in progress for 7/17 and 7/18
 - Thanksgiving Fair
 - High end beer and food pairing
 - Annual art auction
 - Exclusive music events
 - Gala event of some kind
 - Annual juried ceramic show
7. Facilities Advisory Committee Update – Joe Deakins
 - 7.1. Fire related activities

- Met with different members of the facilities committee and the interim ED discuss our short and long term needs in regards to getting the back office space online. Came up with phase 1 of a plan to get the bookkeeping office and offices on opposite side of the damaged space back. Met with County to show them our "phase one plan" and to find out what approvals would be required. Talked to Architect Todd Newburger about doing the required title 24 energy calculation. Talked to structural engineer David Duncan about what it entailed to get him to wet sign two copies of our plans (required by the county).
- Met with Fort Bragg electric to get a bid for the electrical work

7.2. Other activities

- Purchased a copy of "Mendocino Historic Review Board Design Guidelines" for future reference.
- Made an inquiry to county building planner Theresa Spade regarding the types of solar panels that the historical review board are allowing in the village.
- Met with Redwood Roofers to get bids for the main gallery and other roofs at the MAC.

8. Executive Director Report

8.1. Financial Information

Summary provided by Tom Becker

Totals for 2010	
Total Expenses	883,942
Net Ord Income	-143,396
Beginning Cash	158,878
Ending Cash	15,482
Less Designated Funds	-73,005
Actual Funds Available	-57,523
Est 2011 Reserve Funds	-58,624
Add'l Cash Needed	-116,147

- 2010 Garden Tour net approximately \$11,000.
- Accounts receivable debt over 180 days: \$732 that is not collectable.
- The board agrees by consensus that the ED should write this off.
- Status of fire insurance claims. All claims have been submitted. All but 4 of the structural claims have been received. Additional claims totaling \$104,000 has been submitted for equipment, loss of business income, damaged art pieces and other reimbursements.

8.2. Status of Fall Workshops

- The fall workshop schedule has been pared down to 20 workshops. An abbreviated brochure will be produced for the fall, instead of the full course catalog.

9. MTC/MAC board joint meeting will be scheduled in the future. Call for board volunteers to work as the advance committee to prepare for the joint meeting
10. MAC Events – The ED will publish a MAC schedule for the summer so that board members can plan to attend the instructor welcome events, slide shows, and other events.
11. Bylaws Revision Committee will be established in the near future and we will solicit MAC membership input.
12. Close General Session at 5:30pm and move to Executive Session

Mendocino Art Center

Board of Directors Meeting

Meeting Minutes for July 28, 2010			
Call to Order	4:30pm by Jean Cunnington, President		
Adjourned	5:30pm		
Board Members			
Jean Cunnington	Present	Nick Schwartz	Present
Dr. Richard Miller, 1 st VP	Present	Sarah Logan	Present
Mike Dell'ara	Present	Rick Keller, Secretary	Present
Don Paglia, 2 nd VP	Present		
Joe Deakins	Absent		
Ex Officio and Advisory Board Members			
Tom Becker, Executive Director	Present	Marge Stewart	Present
Next Board Meeting			
Wednesday, August 25, 2010			
4:00pm at the Mendocino Art Center Gallery			
Agenda will be posted to the MAC website on August 23, 2010			

Motion ID	Motion	1 st , 2 nd	Disposition
M072810-01	Send the Theater Deck project to the facilities committee to reconcile outstanding design issues and finalize recommendations for the board	Jean Cunnington Rick Keller	Approved. Joe Deakins, Richard Miller, absent.

1. Call to order
2. Roll Call: Quorum of 5 established
3. Theater Tile Project – presented by Margaret Paul
 - 3.1. A project to complete a new deck for the theater was presented. The deck will be concrete with tile pavers and mosaics. The project will take approximately 2 years to raise funds and complete the construction. The cost of the deck will be paid for by donations of sets of tiles that will be used for the deck. Expected cost, construction and tile engraving is \$35,000. MTC Board has approved the project.
 - Notes: Drainage, tree root invasion from existing redwoods, disabled access and set up/down from existing deck need to be considered in the plan.
 - Referred to the Facilities Committee to reconcile some of the design issue and return to the board for approval.
4. Funds Development Advisory Committee
 - 4.1. Detailed report is attached to the minutes.
 - 4.2. The committee met and is working on plans for an endowment “The Zacha Legacy Society”, and high end fund raisers for the MAC. Recommendations will come to the board for approval.
5. Executive Directors Report
 - 5.1. Detailed report is attached to the minutes
 - 5.2. Updates on construction work planned for August and September. Tenting for termites is scheduled for Aug 31-Sept 3. Roof repairs for the gallery to be scheduled thereafter.
 - 5.3. There are a number of facilities project that require prioritization and they were referred to the facilities committee for review.
6. Strategic Plan Outline and Schedule
 - 6.1. Presentation attached.

- 6.2. A plan was presented that outlines the actions required over the next 4 month by the MAC board to 1) raise \$75,00, complete a strategic plan, revise the bylaws, and start the search for a new executive director.
 - Action was taken by the Funds Advisory Committee to complete a plan to raise \$75,00 by 12/31/10
 - Action taken by the board to meet weekly and complete a strategic plan. Detailed meeting schedule is in the plan presentation
7. Meeting adjourned at 5:30pm

MAC Executive Director Report 7/23/2010

Highlights

1. Working on submission for an Irvine Foundation Grant for \$50,000. Submission date 8/6/2010.
2. Lots of positive comments from staff, visitors, instructors, students & board members – the campus is looking much better.

Fire Damage Status

1. Termite tenting scheduled for 8/30, 8/31, 9/1/2010.
2. In discussions with Insurance Adjuster on completing our claims.
3. I have completed a worksheet for fire damage costs, funds received, estimated repair costs and funds available for these repairs. MAC now has enough funds to begin repairs. I would like to schedule a small fund raising campaign to raise an additional \$15,000 to 20,000 to establish a contingency fund to cover non-budget items that may arise and unknowns that may surface during the repairs.

Executive Director

1. Excellent participation in the Board Reception & Exhibit Preview. We will schedule another Board Reception on the 3rd Saturday of October. This will coincide the Mendocino Eco Artist Exhibits.
2. We will be launching our membership drive in November 2010, with a follow-up in January or February.

Department Status

Staffing

1. Reminder, I will be on vacation from September 7th through October 6th. During that period of time, Mike will be the acting ED and Susan will handle administrative issue that may arise.

Finance

1. I have completed a worksheet on 2010 activity displaying MAC's beginning cash, profit & loss for each month through June 30th, projections for the balance of 2010 (adjustments were made for the departure of the ED and EduDir, and cash needed by 12/31/2010).
2. I will now try to form a Finance Committee to review our status and begin production of a 2011 Budget. I hope to have a 1st Draft of a 2011 Budget completed in November and will schedule a 1st review with the Executive Committee at that time.

Education

1. Workshops were very limited during the 1st part of the Summer Session, the remaining workshop through August are seeing stronger numbers.
2. In reviewing past workshops, many were being offered with MAC making little or no profit and several had large losses. Procedures are now in place to prevent this from happening.

Gallery

1. We have received great reviews from visitors, instructors and student on current exhibits. Most people state it is the best exhibit MAC has every presented.
2. Jessica's Exhibition Committee is focused on planning activities for future events, such as the Thanksgiving Fair & Invitation Artist Exhibits scheduled for November 26th and 27th.

Marketing

1. Mike has been increasing his marketing outreach activities and is working with the Education Coordinators to identify target marketing possibilities.
2. Mike is very involved in the new web site design, data base improvements and data collaboration. Expanding our marketing capability will be an important piece of all discussions.
3. Art Magazine production is on target; however, we need to improve our ad sales staffing and ad sales production. I will be focusing on this improvement in this area.

Facilities

1. Lots of complaints on cleanliness. Apartment blankets, sheets, towels and furniture are in very bad condition.
2. Many items need to be replaced before winter weather begins. Geraldine has helped a great deal in suggesting improvements.
3. One of the apartments has a nest of bumble bees inside the apartment wood right outside the door.

Events

1. August 2010: Summer of 42 exhibit on display in the main gallery.
2. September 2010: Open Studio Tour & exhibits; we will not have a yard sale over this Labor Day weekend – not enough time available for planning.

**July 26, 2010 Development Meeting
Mendocino Art Center**

Present: Nick Schwartz, Leona Walden, Liliana Cunha, Dale Moyer, Tom Becker

Set up a formal endowment fund. Ask for help:

Jim Larson – for legal advice on documents required. Liliana said he did it before.
Kelly Gibbs
Robert Hubick

Dale Moyer – offered to write an upbeat positive message based on past benefactors.

**Structure for ZACHA LEGACY SOCIETY
ENDOWMENT**

1. Principal secured – distribute interest only to MAC.
2. Principal to reach a certain figure before any interest is distributed.
3. Ask for bequests through wills

ANNUAL GIVING – for operating fund

1. Mailings
2. Radio promotion
3. Donor events

BUILDING FUND

Marketing plan from Mike McDonnald – mailing dates and items. Should Mike attend development planning meetings?

MAILINGS:

1. Membership drive in November.
2. December year end campaign \$10,000 Paglia

3. Include End of year tax deductible donation in EARLY October 4 with two year end or early new year follow-ups.
 - Six week advance for mailing
 - What mailing list/lists should be used?
 - Distribute the print form first with email follow up

OUTSTANDING INSTRUCTORS

Bob Buridge – Fine arts

Eric Tiemans – Plein air -Art director of Star Wars (Marin)– son of Sarafina Andrews

Tom - invited Dale Moyer to Marketing meeting

Initial ZLS package consists of:

Letter

Response Form

Information package with three elements – Endowment, Annual Giving, Building Fund

Info luncheon – invite potential donors have speakers – attorney, Jim Larson, and an accountant to explain tax law

EASY FUNDRAISERS - minimal staff required – mostly marketing assistance

“WINE & MUSHROOM FESTIVAL presents ART & ABELONE” 2nd weekend in November. Susan Kelley in charge. Coordinate with other events. Mushroom show in Nichols gallery. Mave Grogen, Janis Porter, Julie Higgins. Suggest Friday Evening event.

DINE OUT *best

Little River Inn*

Bay View Café*

Mendocino Hotel*

MacCallum House

Café Beaujolais

955

Albion River Inn*

Ledford House

Silvers at the Wharf

North Coast Brewery .

POSSIBLE FUND RAISERS

Suggest Beer and wine pairing dinners at:

North Coast Brewery – Lolonis Vineyards

Mendocino Hotel – Loginitus Brewery or Mendocino Brewing Company

Anderson Valley Brewery at Apple Farm

Ukiah Brewing Company – Organic Restaurant in Ukiah – Frys Vineyards

March Arts Thing being planned at next Friday meeting

Rhododendron Ball

Two gallery shows, on line, nation wide

March Art Auction – Traditionally done in August every other year at end of classes.

TO DO

Send DineOut contract to Nick along with how it works

Send ZLS files to Liliana, Nick and Dale.

Include Mike McDonald in planning – request marketing plan – have him continue to send info out on Facebook

MAC Financial Summary

7/28/20101

	Actual	Projected
Category	6/30/2010	12/31/2010
Total Revenue	\$90,659.00	\$756,455.00
Total Expenses	(\$94,212.00)	(\$882,502.00)
Excess (Loss)	(\$3,553.00)	(\$126,047.00)
Ending Cash	\$40,645.00	(\$7,505.00)
2011 -3 month cash reserve	\$0.00	(\$58,624.00)
Est 12/31/10 Cash Funds Short		(\$66,129.00)
Temp Restricted Funds in Saving Acct	\$73,005.00	
Cash funds Available	\$113,647.00	
Temp Restricted Building Funds in SBMC CD	\$78,476.00	

Receive principle payment on \$400,000 Note Receivable; remaining balance \$300,000	\$100,000.00
Disburse principle payment on \$187,000 Note Payable; remaining balance \$140,334	\$46,666.00
Disburse balance due temporary restricted funds (Stussey Bldg Fund + interest)	\$25,000.00
Balance of funds available - usage to be decided by BOD	\$28,334.00

Meeting Minutes for August 25, 2010			
Call to Order	4:30pm by Jean Cunnington, President		
Adjourned	5:30pm		
Board Members			
Jean Cunnington	Present	Nick Schwartz	Present
Dr. Richard Miller, 1 st VP	Present	Sarah Logan	Present
Mike Dell'ara	Present	Rick Keller, Secretary/Treasurer	Present
Ex Officio and Advisory Board Members			
Tom Becker, Executive Director	Present	Marge Stewart	Present

Motion ID	Motion	1 st , 2nd	Disposition
M082510-01	Approve minutes from 7/28/10 General Session	Mike Dell'ara Rick Keller	Unanimous
M082510-02	Approve the resignation of Joe Deakins from the Board of Directors	Jean Cunnington Mike Dell'ara	Richard Miller – opposed 5 approved
M082510-03	Approve the resignation of Don Paglia from the Board of Directors	Jean Cunnington Rick Keller	Richard Miller – opposed 5 approved
M082510-04	MAC board has determined that the completion of the Stussey Building is a priority and that we will work over the next 6 months to develop a fund raising plan	Tom Becker Richard Miller	Unanimous
M082510-05	Identify a long range vision for the MAC facilities	Tom Becker Nick Schwartz	Unanimous

1. Call to order
2. Roll Call: Quorum of 5 established
3. Meeting minutes from the 7/28/10 General Session were approved
4. Public comment:
 - 4.1. Pamela Kahlo is working on donations for the Al Pine commemorative tiles
 - 4.2. Some members of the community did not receive notice regarding the community forum. We will investigate and report back.
 - 4.3. Members can review the MAC financials documents by making appointments with the Executive Director
5. The resignation of Don Paglia was approved, with one opposed
6. The resignation of Joe Deakins was approved, with one opposed
7. Financials
 - 7.1. MAC CPAs have reviewed transactions and created balance sheets for 2007, 2008, 2009. Quickbooks has been locked so that no changes can be made.
 - 7.2. Tax return was filed on 8/10/2010
 - 7.3. Budget reviewed. The budget is based on expected income. January to March is our low income period and we need a cash reserve of approximately \$100,000, which we do not have. Cash flow cycle is off. Workshop revenue is down. Cash flow gets worse over time and we will be in the red for the rest of this year. Some revenue will be coming in: AIRs come in on 9/1 and course revenue from fall classes.
 - 7.4. Insurance claim has been processed and submitted to the insurance company. Included in that claim are expenses for work done on the electric systems after the fire.
 - 7.5. MAC Financial Summary

8. Facilities Update

- 8.1. Review of all projects on the facilities list: floor of back room, heating, MTC theater deck, handicapped restroom in gallery, trees that could cause problems, roof extension at the foundry.
- 8.2. Termite tenting will be 8/31 – 9/2 and roof repairs will start 9/7
- 8.3. Cage proposal discussed but no action taken
- 8.4. Waste containers are not enclosed per MHRB
- 8.5. Stussey funds from Don Paglia – work on a plan to solicit funds from the Stussey Foundation at UCLA
- 8.6. Motion made to complete a plan for the Stussey building
- 8.7. Motion made to develop long term plan for the MAC site

Mendocino Art Center

Board of Directors Meeting

Meeting Minutes for September 22, 2010			
Call to Order	4:02pm by Jean Cunnington, President		
Adjourned	5:39pm		
Board Members			
Jean Cunnington	Present	Nick Schwartz	Present
Dr. Richard Miller, 1 st VP	Present	Sarah Logan	Present
Mike Dell’ara	Present	Rick Keller, Secretary/Treasurer	Present
Ex Officio and Advisory Board Members			
Tom Becker, Executive Director	Present	Marge Stewart	Present

Motion ID	Motion	1 st , 2nd	Disposition
M092210-01	Approve minutes from 082510 General Session	Rick/Richard	Unanimous
M092210-02	The MAC has a policy that all people coming to the art center will be greeted with some acceptable, agreed upon protocol followed with the request for e-mail contact information so we might follow-up with information about upcoming events.	Richard/Mike	Jean abstain. Tom opposed. Everyone else in favor. Motion carried.

1. Call to order
2. Roll Call: Quorum of 5 established
3. Meeting minutes from the 8/25/10 General Session were approved
4. Public comment:

Terry Lyon—asked about an upcoming Council meeting to discuss the general plan for the community. One of the topics that might be brought up would be the bed permits that the Art Center is required to hold. After some discussion, the group agreed that meeting to which he was referring was a public meeting where candidates for the Board of Supervisor, Dan Hamberg and Wendy Robinson were speaking Monday night. Nick suggested that we might have a representative there on Monday night to talk about our strategic planning process.

Eve McConnell, Artist in Residence expressed concern that the public comment section is first on the agenda. She stated that it would be better to hear the board meeting and then comment on that. Jean explained that after each topic is discussed by board, the public is invited to comment throughout the board meeting.

Pamela Kahlo asked how the Artists in Residence were chosen now.

Marge responded that normally, the artist in residences are selected by the coordinators and the Education Director. Nick suggested that currently MAC is not set up with workspace for photography. Marge said that photography is included in the fine art department and, although we do not have a darkroom, digital photographers are considered.

5. New Business

Mendocino Art Center

Board of Directors Meeting

Richard made a motion that a policy be developed that contact information be collected for visitors so that we could follow-up.

6. Executive Director's Report Review Financial Reports

6.1 MAC Budget and Cash Flow (attached)

Richard: Education in the minus for the year of about \$70,000. Magazine in the minus of about \$7,000. Gallery in the plus about \$30,000. For accuracy, administrative expenses of \$153,443 need to be distributed across the board to the various cost centers in order to reflect reality.

6.2 Restricted funds worksheet. (attached)

6.3 Financial summary—Mike requested that we go over the August financial summary. He finds it useful to look at year-to-date: Jan-Aug 2010 as opposed to Jan-Aug 2009. He questioned the 70% increase for facilities expense. Tom said that some were fire expenses. Mike stated that it was a very good chart. It will give us something to look at.

The bottom line is that we are in an extremely tight cash crunch. The reduced size of the fall semester has impacted cash flow.

Mike asked Tom whether you have an aging schedule for the payables?

Nick expressed confidence in Tom's bookkeeping. He wishes that the board could get the information in a simpler form. Mike feels that the numbers are beginning to knit together well enough so that we could use a summary.

Sarah posed a question about renting more of the facility to add to income? This is an area we might look at. There is concern that if we rent out living space to the general public, it become unavailable for the students, instructors, AIRs. Richard, if we go by these numbers, we have potential of \$160,000 in rental, while we have a projection of \$74,000. Tom agreed to take a look at the numbers. Why are some months so much higher than others? How do we maximize rental income and stay within our mission statement.

Status Fall and Spring Courses (attach fall enrollment summary). Rick asked, "Did we make a mistake by deciding on a reduced fall schedule, or did we not cut enough? The consensus of the group was that at the time the decision was made, it was the correct one. We were behind schedule to get the spring catalogue out. The reduced schedule allowed us to get back on track.

Nick recommended that we be a little more selective in our selection of classes. Once the strategic vision for MAC is determined, we can then make certain that the classes support that vision. He observed that the choices people are making currently in spending their financial and time resources are things that address a bigger meaning in life—not just technique.

Some discussion of raising minimum from five to eight or ten people. If we raise the minimum, we can afford a higher quality of instructor. Richard pointed out that the instructors need to take some responsibility for drawing students.

Mendocino Art Center

Board of Directors Meeting

Nick commented that there is a need to develop a scholarship fund and find philanthropists to underwrite instructors in order to serve students who might not be able to afford the workshop fees.

Rick spoke directly to the public present stating that cannot succeed without the community. "We have a dismal number of members." He asked that the community become more involved in supporting the Art Center.

Tom said that the membership drive would begin when he got back from vacation. He was changing some of the membership categories and benefits, including adding a discounted "Young Artist" membership category.

Sarah asked if the membership flyers could ask whether recipients are interested in volunteering. Ask for e-mail addresses to facilitate future promotion and follow-up.

Status of upcoming events

Tom stated that Art and Abalone (November 12) and the Thanksgiving Fair (November 26, 27) are in production. Nick requested that the board members consider participating as volunteers for those two events. Marge reminded the board of the Sha Sha Higby concert (October 24th).

7. Strategic Planning Update

Jean distributed the nine principles which will guide the Art Center for the future to the general public.

8. Fund Development Committee

Nick made an unrestricted donation of \$1,000.

9. Close meeting meeting adjourned at 5:39.

10. Executive Committee to follow General Session