

Manchester Art Association

Annual Member's Meeting

October 19, 2011

The meeting commenced at 7:15 pm at the Arbors, Manchester, CT. Members in attendance signed-in. Attendance sheets are on file with the MAA Secretary.

As the highest ranking officer present, John Kelly, MAA Treasurer called the meeting to order. A quorum of the membership was established. With over fifty percent of the current members present a vote was taken and passed to convene this meeting as the Annual Meeting of the MAA as it had been originally scheduled.

In presenting his treasurer's report, John Kelly stated cash was up about \$4,000.00 because of membership dues, entry fees for the South Windsor Library Show, and in large part the MCC craft show's booth fees. He also mentioned \$1700.00 of that needs to be paid to MCC for use of the venue. There is an \$800.00 surplus at present. MAA insurance bill is also coming up for \$446.00 for the year.

Penny Brandt asked about the debit card use. John Kelly said it was cancelled in August. Other questions asked were, including if there is any chance of getting an accounting of unaccounted for money. John replied he doesn't think so, however, we are still trying to get documentation. John also said he didn't question missing receipts because he didn't have access to bank records for a period of time and was going through personal problems in his life. He also mentioned that Christiane didn't give him an opportunity to report on the organization's finances at board meetings. He stated this has been frustrating for him. Linda Lilling said the treasurer used to speak at the meetings, but last year the structure of the meetings went down hill.

Responding to members' questions, Carolyn Gimbrone provided a brief summary of the history of and actions taken by the Committee of Concerned Members of the MAA. Last May at the BOD meeting, President Christiane O'Brien authorized Carolyn and Chris Larson to form a nominating committee. Subsequent to that meeting, however, Christiane refused to recognize the committee or to meet with its members during the summer when asked. John Kelly, Sara Reid, and Victoria Dubiel were BOD members on the nominations committee. During meetings this summer John Kelly was asked for financial information, including bank statements. Review of said statements raised concerns about the lack of documentation, especially for cash ATM withdrawals. At this point the nominating committee decided it needed to take action and expand its scope. It then became an ad hoc committee and adopted the name: Concerned Members of the MAA. The committee decided to present its own slate of officers and BOD members to be nominated from the floor at the MAA's Annual Meeting. Any member of a membership organization such as the MAA has the right to make nominations from the floor during an election.

Existing MAA officers and BOD members sent a letter to President O'Brien asking for documentation of expenditures she had made on behalf of the MAA during her presidency. Committee members attended the September BOD meeting and asked again for documentation. According to John Kelly, to date, O'Brien has not provided any information except for the explanation that a \$500 withdrawal was made for a scholarship and a tent was bought at Pep Boys. An alternate slate was created and a letter sent out at the committee's expense to introduce this slate to the members and advise them that the slate would be nominated from the floor at the Annual Meeting.

Carolyn Gimbrone explained the platform of their slate:

- *to conduct a review and revision of the MAA's bylaws to address inconsistencies and to improve checks and balances for the MAA's management and governance
- *to develop an annual budget for the organization and for fundraising events
- *to develop procedures to improve the financial management of the MAA
- *to survey the membership in order to determine the direction the members want to go in and to develop a long-range plan for the Association

Carolyn raised the issue that Christiane O'Brien sent out an email canceling the annual member meeting at the last minute without proper notification of all parties involved. This action required BOD approval, and yet none of the BOD members present had been consulted or even advised of her action. A question was raised regarding the fairness to the membership to try to cancel the meeting unilaterally at the last minute, especially when many of the members were not informed. An email was sent out by the opposing slate stating that the meeting was still on and asking O'Brien's slate to attend and answer the members' questions. Unfortunately, due to the use of blind cc's it could not be determined who had received the original email from O'Brien. It was also noted that the previous week's BOD meeting was canceled the day of the meeting without proper notification of all parties involved.

Steve Sottile said he wanted both slates there and even tried to contact Chris O'Brien before the meeting started, but without any success.

Michaela Gordon made a motion to proceed with the election. Linda Lilling, the membership chairman, seconded it. A discussion ensued and Michaela Gordon amended her motion so that both slates be presented to be voted on. Linda Lilling seconded the motion. After the motion Betsy Barrett asked to have it included in the meeting's minutes that she opposed voting on the grounds that there may be people who weren't present who wanted to vote. A vote was taken to proceed with the election given the fact that a quorum had been established and the possibility that putting off the vote would most likely result in further attempts at delaying the process.

Christiane's slate was read by Terri Butler, President: Christiane O'Brien, VP, Kimberly Caruso-Poley, Treasurer Robert McAvoy, Secretary Patti McAvoy, Michael Farina, Jeremy Jordan, Donna Fitzgerald and Shaina Rizzo BOD members at large.

Lila Cohen seconded the nominations.

Chris Larsen nominated Carolyn Gimbrone's slate from the floor. President Carolyn Gimbrone, VP Sara Reid, Secretary Terri Butler, Treasurer John Kelly, Helena Deary, and Victoria Dubiel BOD members at large. Emily Beckwith seconded the nominated slate.

Paper ballots were passed out and people wrote in the name of the slate and the president of the slate they were voting for. Michael Simonds and Rosalind Carter counted the ballots. Thirty-two votes were cast from members present. Four proxies were presented for a total of thirty-six (36) votes. It was noted that Section 2.6 of the bylaws provides for voting by proxy. There was one abstention. Final vote was thirty-five (35) votes in favor of Carolyn Gimbrone's slate and one (1) for Christiane O'Brien's slate. The slate headed by Carolyn Gimbrone was voted into office and deemed to take office immediately.

Chris Larsen introduced charter member Grace Tedford to the members in attendance.

Discussion continued on needed improvements to MAA. Included in the discussion were:

Create a group to look over bylaws and make changes, create a committee to improve financial accounting procedures, and development of a budget for the year, having someone in charge of communications, having emails sent with blind copies.

Carolyn Emerson moved to close all accounts and institute new accounts as soon as possible in order to have a clear delineation in the accounting for the new officers. John Kelly said right now there are three accounts: Savings, Show checking and General checking. Carolyn Gimbrone noted that we needed as a practical matter to keep at least the general checking account open, especially in light of the craft fair on Oct. 29th. She suggested that we close the Exhibition (Show) checking account immediately as that account has not been under the control of the Treasurer. Carolyn Emerson then made an amendment to her motion to close show account as soon as possible. Emily Beckwith seconded the motion. The motion was passed.

The meeting was adjourned at 9:00

Minutes respectfully submitted by Terri Butler, MAA Secretary