



## Village Arts Coalition

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VAC Meeting Date: March 3, 2011

Where: Home of Robert Schaedla

Board Attendees: Robert Schaedla, Chuck Palmer, Steward Hartman, Melba Shepard, Anne Vickery, Marshall Shapiro, Caroline Stepanek, Deborah Howard, Willard Crary, Larry Utter, Susie Reisser. Hermine Higgins – Avalon Representative. Ingvar Sodal, Stan Wilkes – Guests.

Meeting was called to order by Robert at 7:03PM.

1. **Verify Quorum:** Yes.
2. **Introduction of Guests:** Stan Wilkes, Ingvar Sodal.
3. **Approval of Minutes:** Corrections made. Melba motioned; Marshall seconded; approved.
4. **Organizational Model – Ingvar’s Norway Model:** See Attachment.
5. **Standing Reports:** meeting turned back to Robert.
  - a. **STOMP** -- Caroline - no report.
  - b. **Website** – Marshall – Proposed advertising VAC on Facebook. Requested funding. Robert suggested Marshall work it up for posting events to a calendar feed. **MOTION:** Marshall – “I motion to be given a budget of \$25/month to advertise on Facebook for 6 months.” Anne seconded; motion passes, with Willard abstaining. Marshall noted the computer at Pearl Street Studio needs maintenance, replacement of hardware. He will coordinate with Ingvar. **MOTION:** Larry – “I move we give Marshall \$50 in maintenance budget for the VAC Pearl Street Studio computer.” Melba seconded; passed unanimously.
  - c. **International Festival** – Hermine – Vendor applications have been sent, and we have six. The application and description is on the website. She contacted Ellen about changing the festival date in the future. With all the noted difficulties entailed, it was decided to stay with the third or fourth weekend in June. Melba reported on festival t-shirts, wanting to have a contest for design. **MOTION:** Chuck – “I move the festival committee make all the decisions with respect T-Shirt design contest and not the board.” Robert – seconded; passed unanimously. Bev has send out invitations for the program.
  - d. **Avalon** – Chuck – Remediation for heating problems has been done. The sump pump has been repaired. He has submitted a building permit for the stage area: storage, lights, circuits, chair storage. The next step will be the church and the bathroom modifications. He is working on signage for paper towel composting. First stages on a new tenant have been initiated. Halina and Dick’s fundraiser brought in \$300. Chuck & Hermine will identify contributions from fundraisers.
  - e. **Treasury** – Deborah stated we have just under \$7,000 in checking and \$29,850 in savings at Chase. 12 individual members have paid fees.
6. **Purchase of 1% Ownership of Boulder Dance LLC** – Robert postponed discussion.
7. **Meeting Protocol:** The board voted on ways to adopt a meeting protocol. Three ways were proposed:

- i. Willard proposed adopting the current edition of Robert's Rules of Order Newly Revised. He proposed that they be adopted by reference in the VAC bylaws.
- ii. Steward proposed that one of 3 simplified procedures based on Robert's Rules of Order, which he updated as of December 13, 2010, be used as a standing rule for current board meetings. Special cases would not exclude use of the more complete procedures of Robert's Rules of Order.
- iii. Robert proposed having the meeting Chair selectively implement Robert's Rules of Order over a set period of time to give the board time to adjust to the changes that would be required by board members.

The board voted in favor of Steward's proposal: 8 in favor, 2 opposed and 1 abstained. Robert said that he would put Steward's proposal on the agenda for the April board meeting so that the board could select one of the 3 simplifications to the more complete procedures of Robert's Rules of Order.

**8. Other Business:** Melba proposed that the board set a date for a party to honor Stan Wilkes. Three dates were considered: May 21, 22 and 29. A decision has been postponed until Stan checks his schedule for those dates.

**9. Next Meeting:** April 7, 2011 at 7PM at the Avalon.

10. Robert moved that the meeting adjourn and Marshall seconded. The vote to adjourn: all in favor and no one opposed.

Respectfully submitted,  
Susan Reisser, Secretary

3/3/11

DRAFT

Proposed Amendments to the VAC By-laws

(Adapted by Ingvar from BUL in Trondheim By-laws)

Goal

The complexity of operating a 33,000 square-foot building with commercial renters and a diverse number of member groups makes it necessary to reevaluate the business structure of VAC. The goal should be to find an organizational structure that will streamline the operation of the Board and at the same time provide long-term organizational stability for VAC to fulfill its mission now and in the future.

VAC GOVERNING STRUCTURE

A five member Board of Directors "Board" with three alternates elected by the membership would be responsible for all day-to-day operational aspects of the organization. Some actions of the Board will require consent by a seven-member Advisory Council "Council" with three alternates (see below).

1. Membership

a) Any individual who agrees with and commits to promote VAC's mission and is 14 years or older may become a VAC member by paying the membership dues set by the Board and approved by the Annual Meeting. The dues may be paid by the individual directly to VAC or through a Group as a portion of the Group membership dues. Members with Group affiliation will enjoy the same benefits and they have the same responsibilities as a VAC member with no Group affiliation. (See Groups below)

- a) All members will enjoy a 25(?)% discount at all Avalon events.
- b) New members gain voting rights after 6 months
- c) The Board may bestow an honorary memberships to a member
- d) The Council may expel a member on the recommendation of the Board
- e) Any member in good standing can be elected to any office or position in VAC
- f) Elections and all actions by the Annual Meeting are effective immediately after the meeting.

2. The Annual Membership Meeting of the members is the highest authority in the organization.

The presence of 20(?)% of the membership in person or by valid proxy at an Annual meeting constitutes a quorum.

- a) All members of the Board and the Council and their Alternates are elected at the Annual Meeting.
- b) The Annual Meeting shall be held during the month of \_\_\_\_
- c) A petition by ten percent of the Membership is sufficient to call a Special Membership Meeting.

- d) All members in attendance at the Annual Meeting or by proxy shall each have one vote.
- e) A petition by ten percent of members may call for an extraordinary Membership meeting with 30 days notice.
- f. A Nomination Committee shall consist of one member from the Board, one member from the directly elected Council members, and one member elected from the general membership at the Annual Meeting. The Nominating Committee shall submit one name of candidates for each open position on the Board and the Council.
- g) The Annual Meeting shall approve Annual Reports and Financial Reports from the VAC Board, Groups, the Avalon Operations, and Boulder LLC. Approve budget and operating plan for the coming year submitted by the Board and elect members of the Board, the Council, the Newsletter Editor, Nominating Committee, Auditing Board and approve new guidelines for the Board, Council, Groups, Avalon Operation, and Boulder Dance, LLC.
- h) Annual Meetings and Extraordinary Annual Meetings shall be announced to the membership by email, VAC web page, announcement in the VAC newsletter and in the main local Boulder newspaper.

### 3. The Board:

- a) Five Board members will be elected on a staggered schedule at the Annual Meeting along with three alternates. The President of the Board is elected annually at the Annual Meeting. Vice President, Secretary and Treasurer will be elected by the Board members.
- b) The first alternate attends all board meetings, but does not vote when there is a full board present. Four voting members are required for a quorum at a Board meeting.
- c) The Board shall meet at least 11 times in a calendar year.
- d) The Board has the responsibility for all financial matters and shall generate monthly financial statements. Buying or selling real estate or financial transactions representing more than \_\_% of current year budget must be submitted to the Council. In the case of disagreement between the Board and the Council regarding such transactions, the issue will be presented to a regular or extraordinary Annual Meeting for a vote by the membership. The Board has the authority to take any action on behalf of VAC. The Board shall prepare an Annual Report that includes the financial statement for the past year and a budget for the next year 30 days before the Annual Meeting and post it on the VAC web page.

Board meetings are open to members. Visiting member may have 5 minutes at the beginning of the meeting to speak and they may be silent observers for the rest of the meeting unless invited to additional participation by the Board.

### 5. The Council

A seven member Council will have only an oversight function in the organization. It is made up of two members from the current Board and five members with three alternates who will be elected at the Annual Meeting. The president of the Council shall be elected for one year at the Annual Meeting. The rest of the Board may attend and speak at Council meetings, but they have no voting rights. The Council will hold a minimum of three meetings per year. Three members of the Council may call a meeting. If 1/3 of the council members present at a meeting request it, a motion adopted by the

Council will be presented to the Annual meeting. Such a request must be sent to the President of the Council within three days after the Council meeting.

The Council shall have the obligation to review all meeting minutes of the Board, financial statements, contracts and other documents related to the operation of the organization.

The Council shall produce an annual report to be presented to the Annual Meeting.

Council members will be encouraged to attend Board meetings, but only as observers.

#### 6. Auditing Board

A two member Auditing Board shall review the financial statements and report their findings to the Council. Members of the Auditing Board may not be elected to any office that has an obligation to provide a financial statement to the Board.

#### 7. Groups:

a) Groups whose mission is similar to VAC's mission may join VAC as a subgroup of VAC (Groups). Groups may operate independently of VAC with their own laws and budget, which may not in any way be in conflict with the VAC laws and mission. Groups will enjoy special rental rates for their events at the Avalon, listing their events in the newsletter and on the web page. Members in Groups are also members of VAC. A portion of the individual membership dues in a Group is paid to VAC as the Group membership. Group membership dues and the VAC's portion of such dues shall be set by the Board and approved at an annual or a special meeting. Informal groups with no defined membership or membership dues may collect VAC membership dues from individuals and be listed as a Group in the VAC calendar, Newsletter and web site.

8. Boulder Dance, LLC is a special Group in the VAC organization. It is operated by Chuck Palmer who is the majority partner. The Boulder Dance LLC Operating Agreement and the Lease for the rented space in Avalon governs the operation of Boulder Dancs LLC and its relationship with VAC.

#### 9. Insurance

The Board shall maintain adequate insurance policies for VAC's assets including a "Key Person" policy on the life of Chuck Palmer in the amount of \$\_\_\_\_\_