

ArtStream
Board of Director's Meeting
September 6, 2017

APPROVED MINUTES

ROLL CALL

Maggie Haslam conducted roll call. In attendance at the meeting: Eleanor Allen; Adam Fine; Maggie Haslam, Secretary; Sari Hornstein, Vice Chair; Eli Lewis, Client Liaison; Karen Mitchell; Paul Murray, Treasurer; and Frank Myers, Chair.

ArtStream staff in attendance: Doreen Cronrath, Director of Finance and Administration; Heller An Shapiro, Executive Director; and Colleen Siler, Theatre and Events Manager.

Not able to attend: Lina Aybinder, Pamela Brown, Kristen Chou.

MINUTES RATIFICATION

A motion was made to approve the minutes from the July 25, 2017 meeting as written. The motion carried without dissent.

ELECTION OF FY18 OFFICERS

New Board members Eleanor Allen and Adam Fine were welcomed to the Board. The 2017-2018 slate of officers was unanimously elected: Frank Myers, Chair; Maggie Haslam, Secretary; Sari Hornstein, Vice Chair; and Paul Murray, Treasurer. Board members welcomed Paul Murray as Treasurer. Lina Aybinder is stepping down as Treasurer, in preparation for her board term ending January 2018.

FY17 BUDGET REPORT

Total FY17 YE income is projected at \$558,759, which is 82% of budget and 5% lower than FY16 actual.

Total FY17 YE expenses are projected at \$628,549, which is 91% of budget and 5% lower than FY16 actual.

A preliminary FY17 projection shows a net loss of \$44,188. The 28% decrease in grant funding, 56% decrease in contract classes, and 137% decrease in direct mail revenue, made the largest negative impact. Specifically, ArtStream was slow in replacing lost contract classes (\$45,000 in lost revenue), applying for grants, and building relationships with new donors. With the new staff team in place and the office move completed, these activities can receive higher priority.

The loss of the two contract classes (Advocacy by the Bay and the Forbush schools) was due to their grants not being renewed. Two new FY18 contract classes with Target Community Services and Chimes, VA, will bring in \$25,000. Staff is in place to continue

to expand contract classes. Additional revenue from an increased number of classes and tuition increases will bring tuition revenue up by \$8,000 in FY18.

Two grants that are only available in even years (William S. Abell at \$25,000, and DAV at \$15,000) will be submitted in FY18. The staffing transition in fall 2017 resulted in delays or missed deadlines for several regular grants. This is being rectified in FY18, and new grants are being sought.

As of August 31, 2017, there is \$43,853 in deferred revenue for FY18 (\$19,000 in Gala sponsors, \$300 in ticket sales, \$13,433 in tuition, and \$1,200 in contracted services).

BYLAWS REVISION PROPOSALS FOR REVIEW

Board Members reviewed amendments to the ArtStream Bylaws. A motion was made to approve the amendments with edits as follows. The motion carried without dissent. The Bylaws will be revised based on the new amendments. Adam Fine will work with the Board to review the Bylaws for amendment and restatement at a future Board meeting.

Article IV. Board of Directors. Add a new section on the powers of the Board:

The business and affairs of ArtStream shall be managed by its Board of Directors. The Board of Directors shall have all powers and responsibilities conferred upon the Board of Directors of a nonprofit corporation by the state of Maryland, as now or hereinafter amended, except as such powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws.

Article IV. Section 4.05. Removal. Add more specifics about how a Director may be removed:

A director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed by the majority vote of the Board of Directors for a substantial cause, including but not limited to the following: A Director who (1) has been declared of unsound mind; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a Director; (4) has missed three [3] or more meetings in any twelve-month period without being excused; or (5) is in violation of the ArtStream conflict of interest policy. A vote for removal may occur at any meeting of the Board of Directors convened in compliance with these bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Article IV. Section IV. 4.07. Composition. Add a new statement regarding nondiscrimination:

The Board does not discriminate on the basis of race, color, disability, national or ethnic origin or citizenship, religion, sexual orientation, age, or gender in its review and election of candidates for election to the Board.

Article V. Elected Officers of the Corporation. Add a new section describing the Board's role in managing the Executive Director:

- (a) In addition to the other Officers of ArtStream specified in these Bylaws, the Board of Directors may appoint an Executive Director. The Executive Director shall be the Chief Executive Officer of ArtStream and report to the Board of Directors. The Executive Director shall, subject to the direction of the Board, (1) be responsible for general supervision of the business and affairs of ArtStream, (2) be responsible for providing leadership and direction to ArtStream and (3) establish and maintain management systems needed to ensure and report on the implementation of policies established by the Board of Directors.
- (b) The Executive Director, who shall serve at the will of the Board, shall be appointed by a majority of the Directors of ArtStream then in office. The Executive Director may be removed, with or without cause, by a two-thirds majority of the Directors. The Executive Director shall report to the Board and between Board meetings to the Chair.
- (c) In the event that the current Executive Director is unable to fulfill his or her duties for an extended period of time, the Board may appoint an acting Executive Director whose responsibilities and authority shall terminate upon the return of the Executive Director.

Article VI. Section 6.03. Special Meetings. Specify how many Directors are needed to call a special meeting of the Board:

Special meetings of the Board shall be held at any time and at any place when called by the Chairperson or by at least three Directors or twenty-five percent [25%] of the Board, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Article VI. Meetings. Section 6.04. Notice of Meetings. Add new section to define how many people are needed to take an action in writing without a meeting:

Any action required or permitted by the articles of incorporation or bylaws, or the laws of the State of Maryland, to be taken at a meeting of the Directors of ArtStream, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds [2/3] of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of the Board of Directors, and may be described as such.

Article XV. Amendments. Change the "simple majority" to allow a 2/3 vote to amend the bylaws:

These bylaws may be amended by two-thirds [2/3] vote of the Board of Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten [10] days prior to the meeting date.

INVESTMENT POLICY STATEMENT

A motion was made to approve District Capital Management's July 25, 2017 Investment Policy Statement for ArtStream as written. The motion carried without dissent.

Board members requested that Alvin Carlos attend the November 16, 2017 meeting to review the investment portfolio. Board members plan to review performance through quarterly reports that allow comparison to standard investment measures and tracking trends. Board members do not want to micromanage the investments, and plan to meet with Alvin on an annual basis.

DASHBOARD UPDATE

Heller An Shapiro reported that people on the waitlist for Inclusive Theatre Companies are reviewed regularly to be sure they are still interested. All waitlisted participants receive the regular mailings regarding current classes.

Frank Myers recommended revising the ArtStream Grants chart for clarity.

GALA UPDATE

Board members received paper Gala invitations to mail to friends and colleagues. E-invitations will be sent following the board meeting.

Heller An reported that the pre-Gala Winetasting event is still a possibility, but if it cannot be confirmed in the next few days, we will go back to requesting wine donations from previous donors and Board members. Board members discussed holding the winetasting event at a later date, and planning further in advance for next year's Gala.

STRATEGIC PLAN PROGRESS REPORT

Auditions for the first ArtStream Cabaret will be held September 11, 2017; 7-8 people are expected to audition. Over 40 enthusiastic people came to the MD Performing Company Town Hall meeting August 28, 2017. Parent meet-and-greet events are scheduled in Maryland and Virginia.

NEW BUSINESS

The annual Conflict of Interest Certifications are due.

Board members discussed moving 2018 Board meetings to a new day. Heller An will survey board members. An agreement regarding what is required to request a change in scheduled meeting dates will be developed.

NEXT MEETING

The next meeting of the Board of Directors will be **November 16, 2017, 7-9 p.m.** in the ArtStream office. Future meetings will be proposed at the November meeting.

The meeting was adjourned at 8:50 p.m.

Respectfully submitted,
Maggie Haslam