**Minutes of the Regular Meeting**

**of the Board of Directors**

**ArtsCapacity**

October 19, 2018

The meeting of the Board of Directors was held on Friday, October 19, 2018, at the home of Board Member Kim Gavin, in Chattanooga.

**Call to Order and Recognition of a Quorum**

Bill McDonald called the meeting to order at 10:12 a.m. and recognized presence of a quorum.

**Attendees**

Bill McDonald, Alan Bonderud, Holly Mulcahy, Kim Gavin, and Mary Corbett. Excused was Steve Hawkins.

**Approval of Minutes**

A motion to approve the minutes of the meeting of November 16, 2017 was seconded and approved.

**Treasurer’s Report**

1. Our first financial report was presented. It is suggested to show two different categories covering unrestricted and restricted accounts in the financial report to the Board. Restricted accounts apply to directed gifts that must only be applied according to the wishes of the donor, which should be documented for compliance.
2. Arts Capacity is showing a bank balance of $12,050.09
3. The Board will establish a policy covering how to manage restricted and unrestricted funds. We will also create as part of the policy a form/format for the Executive Director to use in accepting donations that will be directed to commission works, sponsor events, etc.
4. The financial report needs to be in such a format that it can be placed on our website for transparency purposes. We agreed to do this by year end.
5. Bill McDonald will set up a meeting with local Board members to work on a format.

**Executive Report**

1. Using funds donated to Arts Capacity by Metanoia Ministries, we have established a relationship with the Hunter Museum of American Art to fund a one-year, for-credit, Arts Appreciation Studio at Walker State Faith and Character Based Prison. Prison officials and the Hunter are working out final details.
2. We have received various requests from musicians around the country wanting our help in getting into prisons. This will be discussed and explored on a case-by case basis. More achievable is the possibility of working with Mary Corbett to set up an interactive violin recital program in Florida where she lives. In the near future we will be working on an approach to this, thinking about a business model that involves licensing or franchising options the Florida opportunity and for arts groups around the country.

**Old Business**

1. IRS Form 990 was completed and mailed
2. We will be posting our bylaws and minutes onto the Arts Capacity website by year-end.

**New Business**

1. We clarified the situation regarding election of Board Members. When we formed the Board, we needed some directors to be elected to one year and others to two-year terms so that all Board Members did not roll off at one time. Now that we are past the initial stage, we discussed changing all future terms to two-year terms.
A motion was made, seconded, and passed to amend the bylaws to accommodate two-year terms now that we are passed the initial year of the organization. The bylaws are to be amended to read:
	1. 4.03(a) Delete existing language and replace with “All directors should be elected to serve a two-year term.”
	2. 4.03(b) Delete existing language. Replace with nothing.
	3. 4.03(c) becomes 4.03(b) and should read: “Directors may serve three successive two-year terms and may continue to serve beyond that at the discretion of the Board.”
	4. 4.03(d) becomes 4.03(c) and should be changed to read: “The term of office shall be considered to begin September 1 and end August 31, unless the term is extended until such time as a successor has been elected.”
2. Election of Board Members. The following slate was clarified and discussed. A motion was passed, seconded and approved that the composition of the Board with noted terms would be:
	1. Alan Bonderud two-year term expires 8-31-2019
	2. Mary Corbett two-year term expires 8-31-2019
	3. Kim Gavin elected to serve a two-year term until 8-31-2020
	4. Steve Hawkins elected to serve a two-year term until 8-31-2020
	5. Bill McDonald elected to serve a two-year term until 8-31-2020
	6. Holly Mulcahy elected to serve a two-year term until 8-31-2020
3. Election of Officers. Motion made, seconded & approved to re-elect the current officers for one year:
	1. President - Bill McDonald
	2. Vice President - Alan Bonderud
	3. Treasurer - Steve Hawkins
	4. Secretary - Holly Mulcahy
4. Hunter Event. Arts Capacity held our first public fund raiser and “friend raiser” at the Hunter Museum of American Art, at their invitation. About 50 guests were present. An explanation of our work was given in between each piece played by the same musicians participating at Walker State Faith and Character Based Prison this coming weekend. The performance was photographed, video recorded. Guests signed up for a new mailing list and the new brochure was distributed. The Board officially thanks Kim Gavin for contributing to making connections for us at the Hunter.
5. Upcoming Recital. All plans are in hand for the prison recital to be held at Walker on Saturday, Oct 20, 2018. Composer Wang Jie will participate to discuss the world premiere of the new work *The Wind.* Fred Child of Performance Today and Live at Lincoln Center will participate to observe and speak.
6. New Board Members. We discussed our approach to bring on new Board Members. We passed out a worksheet that can be used to collect information about prospective candidates that can be used to introduce candidates to the Board.
7. Board Tools. We will start a simple history of Arts Capacity and also put in place our first strategic planning document making clear where are we going, who are our constituents, what are our immediate short-term and intermediate-term plans, required expenses, and sources of revenue. A draft of the this will be started now by Holly and be used to develop a budget for 2019. Defining Board Member qualifications and responsibilities is a priority. A first draft will be disseminated with a view to have it completed by December 31.
8. New Board Member Candidate. Holly will discuss Board membership with a particular individual and report back to the Board this person’s interest in pursuing this.

**Date of Next Meeting**

To be determined, coinciding with Holly’s travels to Chattanooga to meet the CSO’s schedule in May 2019.

**Adjourn**

There being no further business, the President adjourned this meeting of the Board at 11:48 a.m.

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Secretary