

Peninsula Arts Appreciation Council
Board of Directors
Annual Meeting
January 29, 2018

Present:

President Sara Perfetti, Secretary Eliisa Gladwell, Vic Holliday, Lex Exworthy, Emmye Wiig, Pat Barrus, Monica Nordeen, Leslie Parkonnen, Erin Bannon, Rusty Bowers, Lisa Bowers, Lora Kinnunen, Amy Robare, Brock Weaver, Liza Hunter, Dale Weingartner, Katy Aartila

Meeting was called to order at 7:16pm by President Perfetti.

Approval of Agenda:

Lex moves to approve agenda, seconded by Vic. Passed.

Approval of 2017 Annual Meeting Minutes:

Minutes cannot be located... Secretary Gladwell was not at the last annual meeting, no one can recall who took minutes, and they are no longer on the PAAC computer.

Approval of Treasurer's Report:

- Lisa Bowers inquired if the theater company and venue were still intact. They are.
- Pat Barrus asked about the lawsuit fees and lawyer costs. We still owe \$13,000 for the lawsuit and under \$1,000 to the lawyer. They are not on the liability sheet. They should be.
- Pat inquired again about the liabilities sheet, what the Opening Balance Equity refers to. President Perfetti needed to look into an answer for him.
- Because Rebecca Tervo (accountant) has been playing catch-up, some of these numbers may not be entirely accurate.

Total Revenue: \$53, 045.65

Net Revenue: \$-950.81

Pat Barrus makes a motion to accept the current financial report to be amended at a later date. Seconded by Lisa Bowers. Passed.

President's Report:

Thank you for helping with all of our events this year! President Perfetti has moved to Newberry and will be stepping down after this meeting.

Lex will move to accept this report with many thanks for all she has done this year!

Member Comments:

Brock Weaver: With close to \$50,000 in debt, is it tough to split the board into two organizations? What needs to happen?

Lex answered: It would take, in her opinion, a general consensus with our members. Our focus has definitely focused to a fundraising angel this year, unfortunately we were playing catch up with past due bills, but we hope to continue and get out of the red.

Dale: If things go better, halfway through the year, could we split then?

Sara answered: We could call a special meeting. But we need the finances and people to do both. Definitely doable, but time consuming as the "players group" would need to apply for a 501(c)3, and create bylaws, article of incorporation, etc.

Vic: Though, a lot of the bylaws and articles of incorporation could be essentially copy and pasted from the PAAC bylaws.

Lex: All current board members were part of the building board.

Erin: What exactly is this split? What is the purpose?

Lex answered: Show finances didn't come out of PAAC. PAAC could continue to fundraise and simply go to renovations.

Vic: Consultants in the business plan looked into other theaters and found that was

Emmye: We would get up enough money to do a show, and would pay off that show and have nothing left to put towards anything else for the theater.

Brock: Also opens up creativity of the players group as they wouldn't have to chose big shows... What resonated most with him is hearing that if the doors close for PAAC, it will be hard to reopen.

Lisa: Has anyone here or in Negaunee ever talked to the MEDC about the historical architect that went to Ishpeming? Maybe he could come here! The Vista may not have to wait until it's 100 years old to swing some of the those grants.

Sara: We are on a hold with Cook sign, but we are working towards fixing the marquee still, too!

Pat: PAAC doesn't have to split... if there is a group of members, they could create their own group at any time.

Monica: Is the rental fee and structure currently put together?

Lex answered: Yes and that it is on the website.

Pat: I would add that prices are negotiable!

Bylaw Change Proposal:

It was proposed that board members be elected three/year and each serve a three year staggered term. It was also proposed that general board members be elected first and the board appoints officers from the general board members afterward.

Rusty: Are you deleting all of the things about the ED?

Sara answered: No, as we could potentially have another ED.

Pat would like to make a motion to table the current bylaw change. Lisa seconded, passed.

Pat would like to make a motion to entertain new bylaws entirely. (Proposed bylaws attached). Seconded by Amy. Passed.

- VI. Board of Directors
 - Brock would like to amend to “Three Board Members shall be elected every year.” Seconded by Pat. Passed. (Paragraph)
 - Sara would like to correctly spell “until”, seconded by Kathy, passed. (Paragraph 3)
- XII. Amendment Procedure, Paragraph 1,
 - Lex would like to amend to: “Amendment to these bylaws may be made at any membership meeting properly called and attended, by a three fourths vote of the members in attendance. Seconded by Kathy, passed.

Pat would like to make a motion to accept these new bylaws, effective immediately, with the above amendments. Seconded by Brock. Passed unanimously.

Vote for New Members:

Eliisa Gladwell and Connie Lindblom are both up for reelection due to just having finished their third term serving. Kurt Chaudier and Vic Holliday are both up for reelection because they were appointed during the year. This will be President Sara Perfetti’s last meeting as she has moved to Newberry and no longer wishes to sit on the PAAC board. Although we are expecting a resignation from Aidan Pietila, we have not received one yet. Aidan remains on the board. Lex Exworthy will also remain on the board. We currently hold two other vacant positions on the board to be filled tonight.

With all of this in mind, there will be seven open positions that could be filled at tonight’s meeting.

Nominations:

Leslie nominated Pat Barrus for the board of directors, he did not accept this nomination. Lex nominated Lora Kinnunen. Lora accepted the nomination and was seconded by Eliisa. Emmye nominated Eliisa Gladwell. Eliisa accepted the nomination and was seconded by Kathy. Emmye nominated Vic Holliday. Vic accepted and the nomination was seconded by Lisa. Leslie nominated Rusty Bowers. Rusty accepted and the nomination was seconded by Kathy. Leslie nominated Lisa Bowers. Lisa accepted and the nomination was seconded by Lora. Eliisa nominated Monica Nordeen. Monica accepted and the nomination was seconded by Leslie. Kathy nominated Brock Weaver. Brock accepted and the nomination was seconded by Dale. Lex nominated Kathy Aartila. Kathy did not accept the nomination.

Dale would like to make a unanimous decision to accept all those nominated to the board. Amy seconded. Passed unanimously.

Lora, Aidan, and Lex will serve a one year term.
 Monica, Vic, and Brock will serve two year terms.
 Eliisa, Lisa, and Rusty will serve three year terms.

Other:

Pat would like to make a motion that if PAAC is going to take on any more debt more than \$1000.00 in whole or part, it must be brought before the membership ahead of time before any loans are taken out. Kathy seconded. No discussion. Passed. Unanimously.

Amy inquired about the membership fee.

Dale makes a motion to start membership fees at \$10.00 for PAAC. Seconded by Brock. Passed unanimously.

Pat would like to make a binding resolution that for the year of 2018, PAAC's board must focus all efforts on protecting and preserving buildings, community outreach, and fundraising and should be restricted in both voting and being involved in productions to their own benefit. Rusty asked if board members could simply abstain from voting in whatever events you're involved in.

Lex made a motion that all board members will abstain to allocate funds to any event or production that they are involved in at the time of the vote. Seconded by Vic. Passed unanimously.

Pat would like to make a binding resolution that by July 30 of this year the board of directors will have the framework of Policy and Procedure in place. Needs to be started and discussed, and needs to be on sight.

Lisa asked if we have a Code of Conduct. (We do). Pat suggests a sub-committee, from membership and board members. Seconded by Lex. Passed unanimously.

Monica moved to adjourn, Brock seconded, meeting adjourned at 8:59pm.

Respectfully submitted,

Eliisa Gladwell,
PAAC Secretary