



Lexington Arts and Crafts Society, Inc.  
Minutes of Board Meeting  
September 24, 2020  
7:00 pm (Zoom)

**Board Members Present:**

Peter Bain  
Jenn Bergantino  
Joseph Brown  
Todd Carey  
Nancy Cornelius  
Wayne Davis

Peter Demuth  
Louise Hara  
Lauri Hugentobler  
Peter Kelley  
Katina Leodas  
Victoria Nessen

Molly Nye  
Jenny Pyle  
Rachel Rosenblum  
Matthew Siegal  
Susan St. Maurice

**Board Members Absent:** None

**Guild Observers Present:**

Steve Goldstein (Photographers)  
Cassandra Goldwater (Metalworkers)  
Alison Lauriat (Ceramics)

Susan Nordhausen (Painters)  
Lynne Sole (Polymer & Beading)  
Wilda Ward (Decorative Arts)

**Guild Observers Absent:**

Maria Meyers (Needle Arts)  
TBD (Fiber Arts)

**Invitees:**

Deena Dubin (Co-chair, 2020 HMP/Fall Fair committee)  
Carolyn Reckman (Chair, Building committee)

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Acting President Katina Leodas called the meeting to order at 7:05pm. The meeting was recorded via Zoom.

**1. APPOINTMENT OF CLERK**

The Clerk of the Corporation position, which is responsible for preparing the minutes of Board meetings, has been vacant since Terumi Irizawa's resignation. Upon motion by Jenny Pyle, second by Matthew Siegal, it was:

**VOTED:** That Susan St Maurice be appointed as Clerk of the Corporation, effective immediately.

Passed unanimously.

## 2. APPROVAL OF MINUTES

The draft minutes from May 5 and July 28, 2020 were reviewed, including several changes highlighted in the revised minutes distributed in the Board package. Upon motion by Jenny Pyle, second by Joe Brown, it was:

**VOTED:** That the Board of Directors hereby approve as amended the minutes of the Board of Directors Meetings held May 5 and July 28, 2020, as shown in Attachment B to the pre-meeting reports.

Passed unanimously.

## 3. CONSTRUCTION BUDGET AND AUTHORIZATION

There was an extensive discussion of the Gallery Project, its costs and the timing of communication about these issues. Members of the Board expressed their concerns and disappointment about these issues. It was noted that a new approval process is now in place and that increases or changes in the project budget, or use of the reserve, would first be approved by the Chairs of the Building and Finance committees before moving forward with them.

The budget has been thoroughly reviewed in the past couple of weeks by the Building and Finance committees. They have studied the cost overruns closely and discussed LexArt's options for covering these unanticipated expenses. Items that were not part of the original budget but which added to the cost of the project include:

- Lift replacement and related structural work required to meet code changes
- HVAC replacement to meet COVID high-capacity filtration requirements
- Removal of a chimney that ran vertically through the building
- Cabinetry and a desk for the new permanent sales area

The total cost of the project today stands at \$506,379, including the cost of purchasing and installing the lift.

Given that the project is not yet completed, questions were raised about whether the Board should expect additional cost increases beyond this figure. Wayne stated that the likelihood of significant additional charges is low at this point and noted that the total project cost includes a \$34K reserve.

The increased cost of the Gallery Project including the lift plus \$20K for additional capital expenditures are included in the revised Capital Budget voted upon below.

See "Gallery Project Cost Update" in the Board Package.

Upon motion by Wayne Davis, second by Rachel Rosenblum, it was:

**VOTED:** That a Capital Budget of \$526,397 for the renovation of the main gallery (previously designated to become the Molly Harding Nye Gallery) including installation of a new

handicapped lift, as well as other capital expenditures for the building, is hereby approved.

That the Primary Officers of the Corporation and the Executive Director are, and each acting alone, is hereby authorized to do and perform any and all such acts as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions, provided however that such acts are consistent with this Budget.

That any actions taken by the Primary Officers of the Corporation and the Executive Director prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.

Passed unanimously.

#### **4. FISCAL YEAR 2020-21 OPERATING BUDGET APPROVAL AND AUTHORIZATION**

Joe Brown reviewed 3 spreadsheets, “Profit and Loss by Month”, “Profit and Loss Compared to Prior Year”, and “Cash Available by Month” (see the Board Package). There is a projected operations loss of \$29K for 2020-21.

Options for paying for the Gallery Project include increasing operating revenue (sales and education), fundraising, using available cash and CDs, spending or borrowing from a \$250,000 fund we have at The Boston Foundation (in the past, we have only taken \$10,000/year in income generated by this fund; we have not touched the principal), and borrowing against the building.

There was an extensive discussion of these issues, the available alternatives, their costs and implications. It was also noted that \$46K of the Society’s funds that show as restricted are Board designated for capital improvements and that the materials presented contemplate using those funds as part of the Gallery Project. The Finance committee also reported that it had discussed these matters and recommended using available funds to pay for the project, while closely monitoring operating costs, focusing on development efforts to replenish assets and maintaining the remaining alternatives as backup if needed.

Upon motion by Peter Demuth, second by Katina Leodas, it was:

**VOTED:** That the Operating Budget as presented in the pre-meeting materials as Attachment B and attached hereto, including the redesignation of previously designated Board restricted funds as unrestricted to be used to fund part of the project is hereby approved.

That the Primary Officers of the Corporation and the Executive Director are, and each acting alone, is hereby authorized to do and perform any and all such acts as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions, provided however that such acts are consistent with this Budget.

That any actions taken by Primary Officers of the Corporation and the Executive Director prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.

Passed unanimously.

## 5. ACCEPTANCE OF TREASURER'S REPORT

Upon motion by Rachel Rosenblum, second by Matthew Siegal, it was:

**VOTED:** That the Treasurer's Report as presented in the pre-meeting materials as Attachment B and attached hereto is accepted.

Passed unanimously.

## 6. CONSULTING PROJECT

The Board discussed the 2 fundraising proposals from Diane Remin of MajorDonors.com, one a mini-campaign and the other a major capital campaign. (See "Development Report" and proposal in the Board Package.)

Jenny Pyle and Wayne Davis will meet to discuss and possibly develop alternative counter proposals to make to Diane, which will be considered and voted upon at the next Board meeting.

## 7. COMMITTEE APPOINTMENTS

See "Nominations and Governance Committee Report" in the Board Package.

Upon motion by Susan St Maurice, second by Rachel Rosenblum, it was:

**VOTED:** That the following Directors and individuals be appointed as Chairs and members of the Primary Board Committees and Standing Committees as shown below:

- **Executive:** Wayne Davis (Chair), Katina Leodas, Joseph Brown, Lauri Hugentobler, Matthew Siegal
- **Investments, Finance, and Audit:** Joseph Brown (Chair), Peter Demuth, Nancy Cornelius, Peter Bain, Matthew Siegal, Wayne Davis, Victoria Nessen
- **Nominating and Governance:** Katina Leodas (Chair), Peter Demuth, Wayne Davis, Molly Nye, plus Tom Whelan and Alison Lauriat as advisory members without vote.

- **Building:** Carolyn Reckman (Chair), Peter Kelly, Nancy Cornelius, Chin Lin, Louise Hara
- **Development:** Wayne Davis (Chair), Jenny Pyle, Todd Carey, Alison Lauriat, Molly Nye, Jasmine Lipman, Katina Leodas
- **Education:** Nicole Mordecai, Cathy Palo, Aimee Ratchelous
- **Galleries, Shows & Events:** Matthew Siegal (Chair), Molly Nye, Wilda Ward, Bruce Neumann, Mary McDonald, Susan St. Maurice, Steve Goldstein, Sarah Gerould
- **Membership, Marketing, & Outreach:** Jennifer Bergantino, Lauri Hugentobler, Victoria Nessen, Matthew Siegal.

Passed unanimously.

Upon motion by Peter Demuth, second by Molly Nye, it was:

**VOTED:** That the Executive Committee is authorized to make additional appointments to the Standing Committees.

Passed unanimously.

## OTHER BUSINESS

- **HMP/FALL FUNDRAISER UPDATE (Deena Dubin, Co-chair, 2020 HMP/FF committee)**  
Work is going well, with 40 members representing all 9 guilds. Lauri Hugentobler and Roberta Norin are working on website issues and improvements. There are currently 90+ jewelry items made by members of the Metalworkers and Polymer & Beading guilds listed online for sale, with one sale so far. Other guilds have been asking when they can submit items. The next inventory submission date is October 22, with up to 10 items per person. Nicole Mordecai has written an excellent guide on how to photograph your own work; she is planning to do a Zoom session with the Ceramics guild soon.

See “2020 HMP/FF Committee Report” in the Board Package for details.

- **COMMITTEE REPORTS**  
Carolyn Reckman (Chair, Building committee) referred everyone to the “Building Committee Report” in the Board Package. She reiterated that going forward the Building committee will be rigorously monitoring and developing capital management and will provide clear documentation on all projects. The report contains examples of the project tracking document and file folders that will be used. The Board will have 24/7 access on Google to these files.

Due to the length of the meeting, the Marketing & Outreach and Education committee reports were not discussed. See the Board package for these reports.

- **DEFERRED TO NEXT BOARD MEETING**

- Transitions (Executive Director, Board Chair and Vice Chair)
- Schedule of future Board meetings

The next Board meeting is scheduled for Thursday, October 22 at 3pm.

The meeting was adjourned at 9:40 pm.

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Minutes prepared by Susan St Maurice.

**APPENDIX OF PRE-MEETING MATERIALS TO BE ATTACHED TO RECORD MINUTES**