



**Minutes of**  
**Lexington Arts and Crafts Society, Inc.**  
**Board of Directors Meeting**  
**May 16, 2021**

The May 16, 2021 Board of Directors Meeting of the Lexington Arts and Crafts Society, Inc. was called to order at 8:12 pm by Board Chair, Wayne Davis. The meeting was held via video conference due to the COVID-19 pandemic.

*Capitalized terms shall have the meanings as defined in the Bylaws of the Corporation as adopted May 16, 2021*

The following board members were in attendance: **Board Members:** Wayne Davis, Michael Lawson, Leslie Sargis, Diane Gordon, Matthew Siegal, Jessie Chen, Jennifer Bergantino, Jenny Pyle, Katina Leodas, Nicole Mordecai, Lauri Hugentobler, Louise Hara, Molly Nye, Nancy Cornelius, Peter Bain, Peter Demuth.

Also in attendance: Alison Lauriat, Carolyn Reckman, Susan St. Maurice, Steve Goldstein, Wilda Ward, Chase Jones.

Wayne introduced and welcomed newly elected board members: Leslie Sargis, Mike Lawson, Diane Gordon, Nicole Mordecai, and Jessie Chen.

**1. ELECTION OF OFFICERS.** Molly Nye reported that the Nominating Committee had met and proposed that Katina Leodas be elected Chair, Matthew Siegal as President, and Michael Lawson as Treasurer. Molly then moved, with second by Jennifer Bergantino, the following motion:

**WHEREAS:** Article VIII of the Bylaws of the Corporation requires the election of Primary Officers at the first meeting of the Board of Directors following the Annual Meeting; and

**WHEREAS:** By vote of the Board of Directors on October 22, 2020, the office of Chair was established,

**NOW THEREFORE, it is**

**VOTED:** That the following individuals are elected to the offices set forth opposite their names below:

Katina Leodas	Chair
Matthew Siegal	President
Michael Lawson	Treasure

**Discussion.** Wayne noted there is no Vice President position proposed. Peter Demuth had advised the Nominating Committee that the Vice President role is not strictly required. The Committee felt that, with the appointment of Matthew Siegal as President and Executive Director, the two roles of Board Chair and President served the equivalent function of back-up, previously addressed through having a President and Vice President. What remains open is good succession planning, where the Vice President would be expected to succeed as Chair after a few years. The Nominating Committee will continue to look for a suitable candidate and may propose someone in the future.

There being no further questions or discussion, it was **voted unanimously (16-0) to adopt the foregoing motion.**

Wayne congratulated Katina and turned the meeting over to her.

**2. APPOINTMENT OF EXECUTIVE COMMITTEE AND APPOINTMENT OF MEMBERS.** Katina explained that the Executive Committee was delegated key board functions to make decisions between board meetings, which was particularly important over the past year during COVID. The Nominating Committee recommended some continuity from the existing committee (Katina, Matthew Siegal, and Lauri Hugentobler) with the addition of new Treasurer Mike Lawson. Molly Nye then moved, seconded by Mike Lawson, the following resolution:

**WHEREAS:** Article VI, Section 1 of the Bylaws of the Corporation requires the Board to establish an Executive Committee; and

**WHEREAS:** By vote of the Board of Directors on March 23, 2019, an Executive Committee was established, consisting of the President, Vice-President, Treasurer and at least one (1) other director;

**NOW THEREFORE, it is**

**VOTED:** The Executive Committee shall consist of the Chair, President, Treasurer and at least one (1) other director;

**VOTED:** That, in addition to the Chair, President, and Treasurer, the following member of the Board of Directors is appointed to the committee: Lauri Hugentobler.

There being no further questions or discussion, it was **voted unanimously (16-0) to adopt the foregoing motion.**

**3. APPOINTMENT OF CLERK.** Katina reported that the Nominating Committee had not yet identified a person to be clerk on a permanent basis, but that it was important to have someone in place to file the necessary paperwork for the new board and officers. Wayne Davis has offered to fill the role on a

temporary basis, until June 15. She asked that any board or non-board members who wish to take on this role let her know. Molly Nye then moved, seconded by Mike Lawson, the following:

**VOTED:** That Wayne Davis be appointed Clerk, with a term expiring June 15, 2021; and

**VOTED:** That the Clerk be authorized and directed to complete all necessary filings with the Commonwealth of Massachusetts, Town of Lexington, and other parties as necessary to properly record the Directors and Officers of the Corporation.

There being no further questions or discussion, it was **voted unanimously (16-0) to adopt the foregoing motion.**

**4. GENERAL AUTHORIZATION.** Wayne Davis moved, seconded by Molly Nye, the following resolution:

**VOTED:** That, the Primary Officers of the Corporation be, and each of them acting singly hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any and all certificates, agreements and other documents, take any and all steps and do any and all things which any such officer may deem necessary or advisable in order to effectuate the purposes of each and all of the foregoing votes.

There being no further questions or discussion, it was **voted unanimously (16-0) to adopt the foregoing motion.**

**5. Scheduling of the Board Meetings.** Katina proposed that the Board continue to meet every other month, via Zoom, from 3:00pm to 4:30pm on the following dates:

June 22<sup>nd</sup>

Aug 17<sup>th</sup>

Oct 19<sup>th</sup>

Dec 14<sup>th</sup>

No objections to the dates and times for these future meeting on Zoom.

Katina welcomed the new Board members.

Meeting Adjourned at 8:24 pm.

Respectfully submitted,



Wayne Davis  
Clerk