

## VWS Meeting Minutes

DATE: January 21, 2017

LOCATION: Telephone Conference 9 – 11 a.m.

PARTICIPANTS: Tony Connor, Martin Lalonde, Victoria Jefferies, Ric Feeney, Caitlin Glaser, Adrienne Fisher, Michelle LeBoeuf, Joey Bibeau, Judith Selin, Loretta Weitzel

Tony Connor opened the meeting and asked for board members to confirm receipt of emails he sent with the agenda and conference call service information.

**Minutes of December 10, 2016** – Cait made a motion to accept the Minutes and Ric seconded the motion. The Minutes were approved as written.

**Treasurer's Report dated 1/14/17** – Statement of Activities vs. Budget – January through December 2016 and Statement of Financial Position as of December 31, 2016.

Tony pointed out a financial change occurred with an end of year transfer of unused hub funds being allocated to I Can Paint. See attached 2016 I Can Paint - Year End Report, submitted by Mark Nielsen. It should be noted that Hubs are currently allotted \$300, and receive a per-person amount. At the end of the year, unused hub funds have transferred to I Can Paint.

Tony reported that VWS net income for 2016 was budgeted to be \$1,390. At the end of 2016, the net income was \$4,250.55 (an increase of \$2,860.55).

Cait made a motion to accept the Treasurer's Report and Ric seconded the motion. The Treasurer's Report was approved as written.

### **LEGACY FUND**

Mark Nielsen has formed a committee and is researching establishing a Legacy Fund for VWS. Loretta and Tony explained - Legacy and planned giving is the process of arranging to bequest an amount of money to the VWS in a person's Will. The gift can be a certain amount of money or it can be a percentage of a person's estate. A legacy gift will ensure and strengthen the VWS's revenue for the future. A charitable IRA rollover can also benefit both an individual over 70 ½ years of age and VWS. A gift up to \$100,000 may be deducted from gross income for federal tax purposes and fulfill a portion of the required minimum distribution. Mark Nielsen is seeking legal and tax advice and will bring this matter before the Board.

Cait had questions regarding the investing and management of large sums of money being donated to a VWS Legacy Fund. Tony and Loretta will follow up with Mark Nielsen.

## **DIRECTOR REPORTS**

### **DIRECTOR OF HUBS – CAITLIN GLASER**

Cait reported that the majority of hubs are active. Three out of four hubs are holding one workshop, organizing a few plein aire dates and one show. One particular hub, Brattleboro, meets once a week at a senior center. A participant does not need to be a senior in order to attend.

Reference emails between Victoria Jefferies and Caitlin Glaser 1/20/17.

Cait reported that she is planning to compile a running list of artists that might be able to provide one day workshops to VWS. The list will include out of state artists that are not members of VWS.

Cait proposed Snippets be sent via email. Cait spoke about Snippets and the VWS web page being redundant. She feels that the website is not currently user friendly. Cait also asked that VWS review the requirements of achieving signature membership. Cait said that she had spoken with members frustrated that they had spent money to enter shows and were rejected, making it difficult to achieve signature status. Tony said that this subject would be discussed in the next section of the agenda, under new business. Later in the meeting Tony pointed out that VWS should not lose the value of signature status by making it too easy to achieve. Tony asked Cait and Ric to research and report at the April board meeting.

Adrienne questioned the use of hub money for food. Can the cost of food/beverages be paid for by hub money? Loretta referred to the Conflict of Interest clause governing non-profits and members benefiting. Tony said that he would research and clarify whether money can be used to provide food/beverages at workshops/events. Another area requiring clarification is whether or not VWS members may be paid to conduct a VWS workshop. Ric pointed out an example of wanting Tony to conduct a workshop and whether or not it would be acceptable for a member to receive a discounted fee, or designate that their normal fee would be donated to a charity of their choice. Tony said that he would research and clarify the rule about the enrichment of members. Please reference in these minutes the section: **Non-Profit - Private Benefit Rules** - Tony located this material, as a start to answer questions, during the course of our meeting.

Cait suggested that the Hub budget be expanded. Tony asked Cait to consult the hubs and advise the board what they currently would like to do but given the current budget, cannot afford. Tony said that the budget for this year will remain the same but will be reviewed and possibly be expanded next year.

### **CO-DIRECTOR OF EXHIBITIONS – VICTORIA JEFFERIES and RIC FEENEY**

Victoria reported the Spring/Summer 2017 Juried Show, with 30 – 35 paintings will be at Moosewalk Gallery, Waitsfield, Vermont as part of the

Watercolor Festival. Joey questioned the space we will be showing in. Victoria believes we will be in the Valley Arts Gallery. The show title is "Aqua". Joey questioned the title. Victoria will research and clarify more about the title. Victoria is continuing to work on additional aspects of the show and all the information will be in Snippets and on the website when confirmed. The opening reception will be Saturday, June 3 from 5 to 7 p.m. Victoria pointed out that the opening is the evening before the Sunday annual meeting at Landgrove Inn and the Monday start of the Workshop. Cait asked about the distance between Waitsfield and Landgrove.

Please reference Victoria's email dated 1/20/17 which include proposed entry submission details, pickup and delivery dates, possible jurors being Charles Reid and Susan Abbott, and a list of future show possibilities.

Judith asked Victoria to submit copy for the newsletters in final form so that it would be easily applied to Snippets. Victoria will send material in pdf when ready for print.

Victoria reported that she has two possible galleries for future. There was discussion re having a fall location vs a web show that was proposed. Tony and the board concurred that we should preserve having a physical presence and showing in a gallery. A web show could run concurrent with a gallery show.

#### **DIRECTOR OF PROGRAMS - JOEY BIBEAU and MARTIN LALONDE**

Program Meetings - Joey reported that he and Martin will be meeting to discuss the details of the VWS Spring and Fall Meetings for 2017. The spring meeting will be held at the Landgrove Inn. They are looking ahead to providing a list of future artist workshops. The fall meeting will be at the Middlebury Inn.

Martin reported that he has made contact and is in the process of arranging for a presentation of products at the spring meeting. Martin has spoken with the Executive Director of the Vermont Arts Council and asked that he speak to the VWS about the work of the Vermont Arts Council. Please reference the website: [vermontartscouncil.org](http://vermontartscouncil.org).

Martin and Joey asked if the board wanted to have a silent auction as opposed to a raffle. The silent auction raises more money. The board agreed to pursuing a silent auction. Martin and Joey will look into items for the silent auction and gift bags.

Workshop at Landgrove - The workshop at Landgrove will accommodate 18 attendees. Originally Charles Reid had requested 16 in attendance. Judy Reid asked if an acquaintance could participate in the workshop. VWS has negotiated one extra slot. Currently the VWS has a wait list of 8 or 9 members. Cait suggested that the people on the waiting list receive some type of notification that Charles Reid will be giving a demo at the spring meeting.

Tony Connor will address the request for participants receiving a receipt when they pay for workshops. This will be done for all participants, not only people requesting a receipt.

At the suggestion of Rob O'Brien, Victoria asked for approval to ask Charles Reid to be the initial juror. The board was in agreement.

Regarding the funds raised at the silent auction, Adrienne suggested that there be flexibility with these funds. Tony pointed out that the funds have in the past been used for the DVD's and funding VWS' library. However, this past year the funds were designated for I Can Paint.

### **Non-Profit – Private Benefit Rules**

Tony referenced [www.nonprofitlawblog.com/private-benefit-rules-i-private-benefit-doctrine/](http://www.nonprofitlawblog.com/private-benefit-rules-i-private-benefit-doctrine/)

The nonprofitlawblog addresses how organizations like VWS struggle in understanding which type and degree of private benefit may be permissible and under what circumstances. There are three principal rules that govern public charities private benefit issues: the private benefit doctrine, private inurement doctrine and excess benefit transaction rules.

Victoria pointed out that the VWS non-profit status is up for review within the next few years and the need to not start compensating and/or spending for anything questionable. Tony will further research this area to be certain that VWS stays in compliance with the law.

### **DIRECTOR OF MEMBERSHIP – MICHELLE LEBOEUF**

As of today, the VWS has 78 members that have paid dues for 2017. We had 233 paid members in 2016.

Judith Selin, our new Director of Communications, will be meeting and training with the former co-chairs of communications. Tony offered to facilitate the smooth transition. Tony addressed the monthly newsletter, Snippets and presented some proposed changes in the new business section of this meeting.

Victoria asked Michelle for the VWS current list of the membership. Michelle reported that she can provide the directory by last name, hubs, and break down the data base, providing information re payment, year joining, payment of dues, etc. Privacy is important and this info will not be posted on the VWS website but can be sent out to board members. Tony said that he would address this in the new business section of the meeting. The timing of updating information at intervals such as quarterly or yearly needs to be addressed.

The Welcome Packet to VWS and Welcome to Hubs sent out to new members needs to be updated. The original packet was created by Pam Dexter. Michelle and Cait will update Welcome Packet letters. Material will be in excel format.

Cait suggested that the VWS board consider offering lifetime memberships. Further research is needed.

### **CO-DIRECTOR OF COMMUNICATIONS – JUDITH SELIN**

Judith reported that she is anxious to meet and be trained for communications. As recorded earlier in the minutes, Tony has agreed to facilitate the smooth transition. Judith has some overall general questions that she believes will be addressed when the training takes place.

Michelle offered to provide all the necessary directory information. Constant Contact does not cross-reference and automatically update material. There are some issues with Constant Contact. Some members are not receiving Constant Contact and this should be addressed. Michelle has sent the updated material on but is not sure if it has been uploaded. Tony will further assist in this regard.

### **CO-DIRECTOR OF VOLUNTEERS – ADRIENNE FISHER**

Adrienne reported that she has been updating the summary and introduction of the new board members.

With Carlton stepping down as CPA, Adrienne has secured a new CPA willing to take this position. Adrienne will connect Chris Sumner and Carlton so that she can better understand the work involved. Chris is a watercolorist but is not currently on our membership list. The position requires approximately two hours of work time monthly. The CPA is a volunteer and attends board meetings.

### **NEW BUSINESS – PARTING THOUGHTS**

Adrienne asked that we add more juried shows. This item was tabled for a future meeting. During additional discussion re members achieving signature membership, Victoria and Ric suggested that we research other art organizations and societies. Tony suggested that we keep the value of signature status. Ric and Victoria will research and report to the board at the April meeting.

**Snippets** - Tony proposed that we look carefully at Snippets. Tony emailed a proposed new layout for the newsletter. Tony pointed out the dual purpose of the monthly newsletter is to look at ourselves and look at how we appear to the broader public. We are currently member driven and insular. We have talented members and need to better communicate this to reach the public. The board discussed increasing the number of emails sent to members. The website should be the primary form of communication. Snippets should be clear and concise. An email

has short life and many people postpone reading the email if too wordy. Judith pointed out that the newsletter and the website seems redundant. With the new formatting, one page will be easy to get through and more members will read emails. Material should include outside workshops and reflect what our membership participates in.

**Website** – Tony referenced making content and usability changes with the website. Another organization, Niagara Frontier Watercolor Society, was used as an example. Ric stated that we should send more special emails about shows and err on the side of over-informing our membership. The board members still on the conference call were in agreement. The decision was to consider sending more info to the website and keep Snippets concise. Judith will work with Vicki Hertzberg on this.

Cait suggested that the list of new board members be listed with current info as soon as possible. Cait suggested VWS have more conference call meetings as opposed to traveling. The April meeting will focus on more new ways to communicate with the membership. Cait pointed out that some member spring/fall meetings are dull and recommended that less time be spent discussing I Can Paint.

Tony hopes to do some strategic planning. Joey supported polling the membership. The spring meeting tends to have less business and activities on the fun side. The April spring meeting will have facilitative groups and discussions on what the membership wants more of.

The next board meeting is April 22 from 9 a.m. – noon via conference call. A final suggestion was made re having the Minutes and Treasurer's Reports available and emailed in advance of the meeting. We adjourned at 11 a.m.

Respectfully submitted,  
Loretta Weitzel