

Friends of the Visual Arts  
dba Willamette Art Center  
General Meeting  
**Thursday, October 21, 2021 6pm**

**Minutes**

**Attendance:** Jim Ransom, Deanna Edwards, Pat Gruber, Kuni Kitajima, Jesse Breon, Ed Daily, Margarethe Gregg, Pam Baldwin, Coni Rakes, Nikki Svarverud, Deanna Yeakle, Cindy Nelson, Greg Gregg, Karen Hackney, Jen Fujii, Don Outland, Jennifer Beugli, Kathy LeaMaster, Dave McConnell, Ann Ashley Warren, Lori McLaughlin, Jose/Andrew Hanson, Martin Kagan, Tammy R00d

**Call to Order:** President Jim Ransom

**President's Report:** Jim Ransom Introduced **Brandy MacIntosh** as the new Executive Director

**2021 Board of Directors Ballot:** Dea Edwards

- Board Members Expectations were read
- Ballot entries
  - Sage Dunham, Karen Hackney, Jos Hanson, Kevin Herzberg, Dave McConnell. Lori McLaughlin, Cindy Nelson, Mary Snyder
- Ballot return Date: Thursday, November 4, 2021
- Mail ballot or drop by the WAC
- Ballots counted the beginning of November 16 Board Meeting at 5:30pm

**Proposed Bylaw Changes:** Coni Rakes

1.1 The name of this organization shall be, The Friends of the Visual Arts. (AKA The Willamette Art Center) this organization may also be referred to as "The Friends."

**Alternative Bylaw Change Proposal: (#2)**

1.1 The name of this organization shall be The Friends of the Visual Arts, dba as Willamette Art Center (WAC). In this document, the organization may also be referred to as The Friends or WAC.

**Bylaw Committee Note:** This is a housekeeping issue. Wording is corrected to accurately reflect how the organization operates. The committee recommends adopting the alternative bylaw change (#2).

**Approved**

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**Existing Bylaw:**

1.2 This organization shall operate in Salem and the Mid-Willamette Valley.

**Proposed Bylaw Change:**

1.2 This organization shall operate in Salem, Oregon, in the Mid-Willamette Valley.

**Discussion:**

As far as funding purposes if we were to say that we're just in Salem that it limits us in expanding programs.

**Rejected**

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**Existing Bylaw:**

1.3 This organization shall continuously maintain a registered agent as required by The Oregon Non-Profit Corporation Act. The Board of Directors of this organization shall also serve as the Board of Directors of the corporation. The registered agent may or may not be a member of the Board of Directors.

**Proposed Bylaw Change:**

1.3 The "Friends/WAC" shall continuously maintain a registered agent as required by The Oregon Nonprofit Corporation Act. The Elected "Friends" Board of Directors shall serve as the Board of Directors for the Friends/WAC, a not-for-profit organization. The registered agent may or may not be a member of the Board of Directors.

**Proposed Change Author's Note:** The Friends/WAC is a not-for-profit business. Nonprofit corporations are regulated under Section 501 (c) of the Internal Revenue Code. Nonprofits are formed for art, literary, scientific, religious, and other community activities. Some nonprofit corporations have IRS tax-exempt status.

**Bylaw Committee Note:** The organization is registered as a non-profit, not a not-for-profit organization. There is a difference in the type of organizations and these terms are not interchangeable. A "No" vote is recommended as this change in wording will confuse our status as a nonprofit and will cause problems with the incorporation of the organization.

**Discussion:** There are different terms and different incorporation rules for not for profits, not for profit means that the board of directors don't take the profit back to the shareholders and nonprofit doesn't have money going to anybody other than to its designated purpose. It is highly recommended we don't make this change because it does jeopardize us as an organization.

**Rejected**

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**Existing Bylaw:**

1.5 Any word in these bylaws connoting gender is to be construed as embracing both male and female.

**Proposed Bylaw Change:**

1.5 Any word in these bylaws connoting gender is to be construed as embracing all genders and/or terms of personal identification.

**Approved**

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**Existing Bylaw:**

2.1 The Friends of Visual Arts hold these principles as their core belief:

- Self-expression is important to the health of the individual.
- The availability of means towards self-expression in the arts is important to the health of a community.

**Proposed Bylaw Change:** Replaces existing language in its entirety.

2.1 The goals of The Friends of the Visual Arts center is to provide and uphold a nurturing and safe environment for artists at all levels of their creative art journey. Self-expression in visual arts and arts and crafts, fine art, and applied arts are vital in developing the artist's abilities. The Friends/WAC provides a variety of venues. Such as studio time, art workshops, and enrichment classes by skilled instructors throughout the year.

**Bylaw Committee Note:** This recommended change is not consistent with the purpose of a bylaw. This is a mission statement and an expansion of the ideas contained in the original bylaw. It is the goal of the organization to provide a healthy environment for the pursuit of artistic development but the bylaws are not the proper platform for these statements. A "No" vote is recommended.

**Discussion:** self-expression is important to the healthy individual and availability of expression using arts. The goals of the Friends of Visual Arts Center is to provide a nurturing and safe environment for artists at all levels of their creative art journey. Self-expression of visual arts and crafts are vital in developing the artists abilities. The Friends of WAC provides a variety of art workshops, enrichment classes with instructors. This is a mission statement. It doesn't really fit in the bylaw forum.

**Rejected\_**

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**No Existing Section 3.3.**

**Proposed Bylaw Addition:**

3.3 All members will be properly informed of board meetings and be given meeting minutes for transparency and integrity of this non-profit organization.

**No Existing Section 3.4.**

**Proposed Bylaw Addition:**

3.4 All members will be properly informed of opportunities that Willamette Art Center offers through email and or mailings. Posting in the establishment does not constitute proper communication.

**No Existing Section 3.5.**

**Proposed Bylaw Addition:**

3.5 Board members shall acknowledge member inquiries within 48 hours of receipt.

**Bylaw Committee Note:** These recommended changes are not consistent with the purpose of a bylaw. Bylaws outline general principles for operation of a nonprofit, not day-to-day performance expectations of Board members or staff. These items can be added to the "Expectations for Board Members", which is a separate document. Currently, Board minutes are available upon request and/or posted at the studio. They cannot be forwarded until approved by the Board, so the current minutes are at least 30 days old. Open Board meetings are regularly scheduled for the 3rd Tuesday of each month. If requested, the Board Secretary can add individuals to her distribution of minutes and agendas. The word "properly" is open to interpretation. Notices of opportunities for involvement at the WAC are sent to members and patrons by email as well as posted within the center. The word "properly" is open to interpretation. Feedback has been received regarding the number of email notices sent to members. Members have become inundated with the emailing of information; thus, providing it as a requirement in the bylaws does not insure member interest or involvement. A "No" vote is recommended.

**Discussion:** It's a good reminder that we need to do those things. Whether or not we need this in a bylaw is the question. It's more of a policy and procedure. It's something that the board does and they

can take action on. It doesn't need to be embedded in the bylaws. That's a procedural step. The word properly is up for interpretation.

**All 3 rejected**

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**Existing Bylaw:**

6.1 The Nominating Committee will present a slate of recommendations at the annual General Membership meeting in October. Nominations from the WAC membership must be submitted to the Nominating Committee Chairman two weeks prior to the October meeting and shall be limited to one nomination per member.

**Proposed Bylaw Change:**

6.1 The Nominating Committee will present a slate of nominations at the annual General Membership meeting in October. Nominations from the WAC membership must be submitted to the Nominating Committee Chairman two weeks prior to the October meeting and shall be limited to one nomination per member.

**Bylaw Committee Note:** This is a housekeeping issue. Wording is corrected to accurately reflect the information presented.

**Approved**

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**Existing Bylaw:**

6.6 In the event that an officer is unable or unwilling to fulfill his duties for more than 3 months or resigns, that office will be declared vacant. A person appointed by the Board President and ratified by a majority of the Board of Directors shall fill vacancies occurring in the Board of Director membership during the term of office. This member will serve out the term of the person they are replacing.

**Proposed Bylaw Change:**

6.6 In the event that a director is unable or unwilling to fulfill his duties for more than 3 months or resigns, that office will be declared vacant. A person appointed by the Board President and ratified by a majority of the Board of Directors shall fill vacancies occurring in the Board of Director membership during the term of office. This member will serve out the term of the person they are replacing.

**Bylaw Committee Note:** This is a housekeeping issue. Wording is corrected to accurately reflect the information presented. The bylaw applies to all Board of Directors members, not just the officers.

**Approved**

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**Existing Bylaw:**

6.7 In the event that an officer is found incompetent, negligent, or otherwise does not uphold the bylaws of the Friends, that person may be impeached in the following manner: a general membership meeting will be called giving the membership at least a two-week notice. Impeachment will be confirmed by a unanimous vote of the non-affected board member, and a simple majority vote of the members present at the general meeting.

**Proposed Bylaw Change:**

6.7 In the event that a director is found incompetent, negligent, or otherwise does not uphold the by-laws of the Friends, that person may be impeached in the following manner: a general membership meeting will be called giving the membership at least a two-week notice. Impeachment will be confirmed by a unanimous vote of the non-affected board member, and a simple majority vote of the members present at the general meeting.

**Bylaw Committee Note:** This is a housekeeping issue. Wording is corrected to reflect the information presented. The bylaw applies to all Board of Directors members, not just the officers.

**Approved**

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**Existing Bylaw:**

6.8 Board members who resign before completing their term for reasons other than health or Board approved reasons may not run for the board for three years after their term was to have ended.

**Proposed Bylaw Change:**

6.8 Board members who resign before completing their term for reasons other than health or Board approved reasons may not run for the board for three years after their term was to have ended. Each resignation will be reviewed by the Personnel Committee with a recommendation to the Board of Directors as to whether the exclusion from service for 3 years should apply. The Board of Directors will vote in a closed meeting on the committee recommendation.

**Bylaw Committee Note:** For the privacy of the person resigning, reasons for resignation should not be discussed in an open Board meeting. By having the resignation reviewed within the Personnel Committee and a recommendation made to the Board, the details of the reasons won't need to be part of a public discussion.

**Approved**

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**Existing Bylaw:**

10.1 The Board of Directors may propose Amendments or Bylaw changes as necessary. Any proposed changes will be read in their exact wording and posted or emailed to the General Membership.

**Proposed Bylaw Change:**

10.1 The Board of Directors may propose Amendments or Bylaw changes as necessary. Any proposed changes will be posted and emailed to the General Membership in their exact wording.

**Bylaw Committee Note:** Section 10.1 required the changes be read to the membership at the meeting. It may become confusing if multiple changes to the same bylaw are read. Any changes made by the Board would still be presented to the membership in writing but would no longer need to be read aloud.

**Approved**

**Presidents Closing Remarks:**

I just want to say a couple things. I want to thank all the people that were willing to be nominees for the board. I think we're looking at six new members for the board is going to have profound changes in the way we do business and how things work. So it's exciting that we were moving forward. Now

there's several of us have been around since they started and it's time for new people to take the lead and take us a new direction. So I'm excited about that. I wanted to say thank you, to all of you that agreed to run. I hope in the future more of you will consider that.

I also want to thank you all for your discussion around the bylaws. It's important stuff we need to look at that. So again, thank you for your time and taking the time out to come. Last year, we had no community members and five board members for the annual meeting. The year before that I don't know if they even have one. So, even though we're still wearing masks and are still under the COVID cloud, to see this many people attend and participate is very exciting. So thank you. Thank you. Thank you all for coming

**Meeting adjourned: 7:30p**

**Next board meeting:** November 16, 2021 5:30pm

Submitted by Deanna Edwards  
WAC Board Secretary

Approved \_\_\_\_\_ Date \_\_\_\_\_  
Jim Ransom - President

