



Lexington Arts and Crafts Society, Inc.
Minutes of Board Meeting
October 22, 2020
3:00 pm (Zoom)

Board Members Present:

Peter Bain
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: Jenn Bergantino

Guild Observers Present:

Steve Goldstein (Photographers)
Cassandra Goldwater (Metalworkers)
Shirley King (Needle Arts)
Alison Lauriat (Ceramics)

Susan Nordhausen (Painters)
Carolyn Reckman (Woodworkers)
Lynne Sole (Polymer & Beading)

Guild Observers Absent:

TBD (Fiber Arts)
Wilda Ward (Decorative Arts)

Invitees: None

Acting President Katina Leodas called the meeting to order at 3:05 pm. The meeting was recorded via Zoom.

1. APPROVAL OF MINUTES

Proposed vote #1:

The draft minutes from September 24, 2020 were reviewed, including one change (in item #7 Committee Appointments, Deena Dubin was replaced on the Education committee by Nicole Mordecai) as reflected 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 September 24, 2020, as shown in Attachment A to the pre-meeting reports.

Passed unanimously.

2. REPORTS

EXECUTIVE COMMITTEE

Katina Leodas

See “Executive Committee Report” and “Strategic Planning for LexArt” in the Board Package (Attachment B).

- Katina is trying to get funding for a facilitator for strategic planning. Victoria will see if she knows any who are willing to donate or prorate their services.

DEVELOPMENT COMMITTEE

Todd Carey

See “Development Committee Report” and proposal in the Board Package (Attachment C).

Todd stressed that all members of the Board and Executive Committee must be on board for a successful major fundraising campaign. If you are not comfortable asking yourself, you can help with making connections to possible donors, helping to screen donors, and validating information.

Proposed vote #2:

Upon motion by Matthew Siegal, second by Wayne Davis, it was:

VOTED: That engagement of Diane Remin of MajorDonors.com to provide development and fundraising consulting services at a cost of \$25,000 (\$2500 monthly for 10 months) is approved.

Passed unanimously.

GALLERY PROJECT

See “Construction Progress Report” in the Board Package (Attachment D).

Katina asked if there are any uncertainties that have not yet been nailed down and if there will be any impact to the budget. Louise said she is in the process of getting back the final billing on various contracts and she is hopeful that we will not need to dip into the contingency funds. The only item that remains to be scheduled is the final complete cleaning.

TREASURER'S REPORT

Joseph Brown

See "Treasurer's Report" and proposal in the Board Package (Attachment E).

Joe reported that the 6-month operating expenses are running only 1K over budget. He asked for a vote to accept the 2019-2020 financial statements and tax returns. Wayne restated the text of the vote that was provided in the Board package to the new text below.

Proposed vote #3:

Upon motion by Wayne Davis, second by Katina Leodas, it was:

VOTED: That the fiscal year 2019-2020 financial statements and tax returns are accepted.

Passed unanimously.

AD HOC COMMITTEE

Susan St Maurice

The committee has met 3 times, with lots of interest and participation from across the guilds.

The committee was formed to respond to the controversy generated by the Black Lives Matter sculpture in front of the building, but quickly realized that the front of the building is a very underutilized resource. We've agreed that LexArt should use this space as a way to extend LexArt's mission and engage the community. The working name is the Front Door Gallery.

The committee is proposing a schedule of four 3-month-long exhibits per year: Spring, Summer, Fall, and HMP. Each piece selected for display should speak of LexArt, who we are and what we do.

Issues under discussion:

- Define submission steps, selection criteria, evaluation/review/approval process.
- Provide for site prep and installation, as well as ongoing maintenance and improvement of the space---great volunteer opportunities!
- Publicity.
- Find ways to encourage and respond to community comment.
- Liability/security.
- Scale: Find ways to engage artists in guilds that traditionally don't work big.
- Connect with the larger artist community and other organizations, for example guest artists, collaborations, commissions.

Carolyn suggested that the Ad Hoc committee appoint a liaison to the Building committee.

Rachel asked if there was any resolution to the Black Lives Matter sculpture controversy. Matthew explained that the committee decided to leave the sculpture in place until we had a replacement piece.

Carolyn suggested that we ask Adam Ritchie (Woodworkers) to recreate the large lantern that he displayed in front of the building last winter.

3. BOARD BUSINESS

TRANSITIONS: EXECUTIVE DIRECTOR, PRESIDENT, BOARD CHAIR

See “LexArt President and Executive Director Proposed Roles and Responsibilities” and “LexArt Board Chair Proposed Roles and Responsibilities” (Attachment F).

Proposed vote #4:

Upon motion by Rachel Rosenblum, second by Molly Nye, it was:

VOTED: That Matthew Siegal be elected as President of the Corporation.

Passed unanimously. (Matthew Siegal recused himself.)

Proposed vote #5:

Upon motion by Katina Leodas, second by Rachel Rosenblum, it was:

VOTED: That pursuant to Article VIII, Section 1 of the Bylaws, the Board of Directors determines that the Officers of the Corporation shall also include a Chair of the Board of Directors; and

That the responsibilities of the Chair of the LexArt Board of Directors are to (a) preside at all meetings of the Board and of the Executive Committee; (b) act as a liaison between the Board and the President and Executive Director to help ensure that the Board’s directives and resolutions are carried out; and (c) exercise and perform such other powers and duties as may from time to time be prescribed by the Board.

Passed unanimously.

Upon motion by Todd Carey, second by Rachel Rosenblum, it was:

VOTED: That, Wayne Davis be appointed Chair of the Board of Directors, to hold office until the next Board of Directors meeting following the next Annual Meeting and until his successor is duly elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

Passed unanimously. (Wayne Davis recused himself.)

Upon motion by Peter Demuth, second by Rachel Rosenblum, it was:

VOTED: That Katina Leodas be reaffirmed as Vice President of the Corporation as of November 2, 2020.

Passed unanimously.

GENERAL AUTHORIZATION

Proposed vote #6:

Upon motion by Wayne Davis, second by Peter Demuth, it was:

VOTED: That, the Primary Officers 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.

Passed unanimously.

SCHEDULE OF FUTURE MEETINGS

Board meetings will be held on the 3rd Tuesday of the month from 3-4:30:

- December 15
- February 16
- April 20
- May – General meeting details TBD

The next Board meeting is scheduled for Tuesday, December 15, 3-4:30 pm.

The meeting was adjourned at 4:40 pm.

Minutes prepared by Susan St Maurice.

APPENDIX

Pre-Meeting Materials

LexArt Board of Directors Meeting
Thursday, October 22, 2020, 3:00-4:30 pm
AGENDA

Join Zoom Meeting:

<https://zoom.us/j/97815023280?pwd=eVdyc3l0MTJ5YVRpbFU2RkhmeEhDdz09>

Meeting ID: 978 1502 3280 Password: Dovetail

Dial in: 301 715 8592 Meeting ID: 978 1502 3280 Password: 476233

1. Call to order
2. Approval of minutes of Sept. 24, 2020 meeting. (Attachment A.)
3. Reports
 - a. Executive Committee (Attachment B)
 - b. Development Committee (Attachment C)
 - c. Gallery Project (Attachment D)
 - d. Treasurer (Attachment E)
 - e. *Ad Hoc* Committee on art displayed outside our building
4. Board business
 - A. Transitions: Executive Director; President; Board Chair (Attachment F)
 - B. Schedule of future meetings

Proposed Votes (Attachment G)



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

Board Members Present:

Peter Bain	Peter Demuth	Molly Nye
Jenn Bergantino	Louise Hara	Jenny Pyle
Joseph Brown	Lauri Hugentobler	Rachel Rosenblum
Todd Carey	Peter Kelley	Matthew Siegal
Nancy Cornelius	Katina Leodas	Susan St. Maurice
Wayne Davis	Victoria Nessen	

Board Members Absent: None

Guild Observers Present:

Steve Goldstein (Photographers)	Susan Nordhausen (Painters)
Cassandra Goldwater (Metalworkers)	Lynne Sole (Polymer & Beading)
Alison Lauriat (Ceramics)	Wilda Ward (Decorative Arts)

Guild Observers Absent:

Maria Meyers (Needle Arts)

Invitees:

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

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 \$506,397 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.

Minutes prepared by Susan St Maurice.

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

Executive Committee Report
LexArt Board Meeting
October 22, 2020

Wayne Davis, Katina Leodas, Joe Brown, Lauri Hugentobler, Matthew Siegal.

The committee met on October 8 and 15 and took the following actions:

1. Approved, subject to Building Committee chair Carolyn Reckman's review (subsequently given), contract with Andy Tolliver Woodworking for the casework portion of the gallery renovation project.
2. Prepared agenda and materials for the board meeting, including recommendations re: strategic planning (see next page), separation of President and Board Chair roles, and appointment of Matthew Siegal as President. (For latter two, see Attachment
3. Approved hiring of Rob Bond on part-time basis to provide financial transaction support.
4. Approved Ceramics Guild request to host a "Trunk Show" sale in the parking lot.

In addition to these items, the Executive Committee has focused its attention on ensuring a smooth transition and adequate support as Matthew Siegal takes over as Executive Director effective November 1.

Strategic Planning for LexArt Executive Committee

Over the past several years, many of us have remarked on LexArt’s need to engage in a focused, participatory process of strategic planning. While we are proud of our history, it is also apparent that the models on which our organization rests are no longer working. Some examples include the facts that:

1. Our **membership** has sunk from 600 (in the 1980’s and 1990’s) to around 170 (including a pretty significant drop during this time of COVID).
2. We struggle to get the level of **volunteerism** we consider necessary, but wonder whether in 2020, our expectations of members are reasonable or realistic.
3. Our **building and parking lots** require regular maintenance, but we lack a pro-active plan to cover these costs.
4. We say, “Learn, Create, Share,” but **we struggle to attract new enrollees** from outside our membership and other long-time students, and our reputation compares unfavorably to other similar organizations.
5. Membership is down, expenses are up and sales (even before COVID) are flat. Our **current financial model will not sustain LexArt** into the future.

Together, we have addressed some of these issues around the margins. But the time has come to tackle the heart of the matter by building consensus on answers to the questions of why we exist, what we want to be and how we aim to get there. We need to make consequential decisions that enjoy broad support.

Consensus building is not a quick fix; we expect the process to be ongoing with an initial assessment completed in 6-8 months. While the exact design of this initial assessment will be developed in collaboration with a skilled outside consultant (to be identified and retained), the process will likely include the following steps:

Step 1: Team planning. Forming and empowering a small planning team of individuals who are trusted in the community, Society and guilds.

Step 2: Information gathering from inside (surveys) and outside (research) the organization.

Step 3: Problem -Solving. Developing sets of recommendations for the organization's strategic direction and priorities; identifying goals and milestones on the road to achieving priorities; and crafting objectives designed to meet the goals.

Step 4: Consensus building and writing the plan.

Step 5: Determining who is accountable and implementing.

While we do not think this process is dependent on funding, it would be helpful to have money to pay an experienced and professional outside consultant. Two weeks ago we submitted a proposal to The Foundation for MetroWest, requesting \$25,000 for the purposes of strategic planning. We will know next month whether or not we get the grant. Meanwhile, we intend to identify other sources of funds and apply for them.

Development Committee Report
LexArt Board Meeting
October 22, 2020

Committee: Wayne Davis (Chair), Molly Nye, Alison Lauriat, Todd Carey, Jenny Pyle, Katina Leodas, Jasmine Lipman.

A. Fundraising from Individuals. At the September meeting, the Board discussed the 2 fundraising proposals from Diane Remin of MajorDonors.com. Following consultation with Jenny Pyle, Wayne Davis had follow-up conversations with Diane. Diane then joined the Development Committee at its meeting on October 12.

At that meeting, the committee decided to recommend that:

- We move ahead with a campaign to raise at least \$400,000.
- Engage Ms. Remin's firm, MajorDonors.com to advise us (10-month retainer at \$2500/month, copy attached).
- Begin immediately to identify potential prospects by asking board members to identify individuals who might have the capacity and interest to make major donations to LexArt.

A detailed timeline is contained in Ms. Remin's proposal (attached). In summary

October-December

- Development Committee works with Executive Director and consultant to refine campaign theme, name, and "asks" ... most likely (a) finishing gallery project and lift; staff support; website development/technology; and "COVID pivot." Also identify specific gift giving opportunities.
- MajorDonors arranges for screening report on up to 1,000 potential prospects by DonorSearch service; then reviews list with us to identify 25 prospective donors.
- MajorDonor's research partner Aspire Research, creates donor profiles.
- Prepare infrastructure for supporting campaign (e.g., pledge cards, record-keeping, draft documents, etc.)

December-January

- Develop solicitation plan (Who makes intros? Who talks to whom, when? Etc.)
- Train board/committee members who will be involved
- Finalize supporting materials

January-June – Silent Phase: Goal to Raise 70-80% Before Going Public

- Private asks of individuals

June-August – Public Phase

- Go public with campaign to raise remainder of funds.

B. Grants from Foundations, Governments, and Private Businesses

We will also be pursuing grants from other sources. As noted elsewhere, LexArt has already applied for a grant of \$25,000 from the Foundation for Metrowest to support strategic planning. The Building Committee will likely pursue a grant from the Massachusetts Cultural Council to support development of a long-term Facilities Plan. In addition, one of our interns (Anna Kohlasch) has begun researching grant opportunities to identify possible sources relevant to our needs. We will need to screen these to determine which have the most potential and then identify resources (likely member volunteers) to help prepare grant proposals.

Campaign Counsel Agreement
for



May 29, 2020 revised October 13, 2020

Submitted by:

Diane G. Remin, President

diane@majordonors.com

617.596.6086 (direct)

Our Philosophy

MajorDonors.com believes that the point of fundraising consultation and training is to get our clients out the door talking with donors. Our services reflect this goal.

Founded expressly to help smaller nonprofits learn how to build donor relationships and ask for gifts, we know what resource-limited organizations need to be successful.

The Situation at LexArt

LexArt has a new Executive Director, Matthew Siegel, and, given Covid-19, the organization is pivoting to online, where possible. Board member Wayne Davis, who has been serving as the Interim Executive Director, will serve as MajorDonors.com's primary contact through the campaign process.

Projects on the docket:

- 1) Capital: Completing the exhibition gallery renovation project.
- 2) Capital: Replacing the elevator.
- 3) Operational TBD.

Solution: Create a “mini-campaign” (“mini” in that it will be under \$1M) with a silent phase during which 70%-80% of the gifts are raised through major gifts (this creates momentum) and a public phase that invites participation from as broad a community as possible. Note: Increasingly, campaigns are driven by a very small number of donors. The top 10 donations are the key to success. This will be good practice for a larger campaign.

Standard Elements of a Successful Capital Campaign

1. Leadership/Campaign Committee (essential for a larger campaign; we can discuss its role here)
2. Donors (who has financial capacity, is philanthropic and is engaged with the organization)
3. Case for support (your story). MajorDonors.com uses a visual tool called the Donor Engagement Tool for donor conversations. (Credit to forimpact.org for the Donor Engagement Tool). For a campaign, the Tool will be supplemented with project renderings and other appropriate materials.
4. Adequate structure: staffing and systems (we can keep this at a minimum for a campaign this size)
5. Trained solicitors

Working closely with the designated team, MajorDonors.com will take you through the entire campaign process, doing as much of the actual work as possible—with the exception of design work and the solicitations themselves.

The consultation covers researching donors, drafting the Donor Engagement Tool and an additional support document, training the solicitors, and providing on-going coaching.

The place we will need your help the most is around identifying the Leadership and potential campaign donors—prospect research is a tool that only tells us so much. And similarly, you will be instrumental in determining who should solicit whom. We can offer guidance, but you know the relationships.

Silent Phase/Public Phase Strategy

It is recommended that even this mini-campaign use the proven strategy of starting the process with potential major donors. As there is no public announcement of the campaign at this point, it is referred to as the “silent phase” or “quiet phase”. Once 70-80% of the goal has been reached, the campaign is publicly launched. During the “public phase,” the donors might receive direct mail and e-appeals. There is often an affordable “naming opportunity” associated with the “public phase,” e.g., bricks or tiles.

The silent phase/public phase approach is successful because it capitalizes on momentum. Donors want to jump onboard when a campaign is well down the road to success.

Note: These days, **90% - 95% of the goal typically comes from 10% of the donors.** Campaign results depend on the number of donors you have who have financial capacity, are philanthropically inclined, and view your organization as one of their philanthropic priorities. There is a direct correlation between the number of donor conversations and the amount of money raised.

Campaign Services

MajorDonors.com takes responsibility for overall campaign strategy and implementation, with the exception of the donor visits, design, printing, and internal administration related to the receipt, recording, and acknowledgement of gifts. Staffing can be provided for larger campaigns. Here are the deliverables:

Campaign Silent Phase

- Donors
 - Donor research: Wealth screen the donor base (fee includes up to 1,000 records). Screening is done by DonorSearch. Name & address required.
 - Work with you to identify 25 prospective donors for whom MajorDonors.com’s research partner, Aspire Research, will create donor profiles
 - A gift chart: How many gifts of what size are we looking at?
 - A solicitation plan (who will be soliciting whom and for how much—which will be determined using MajorDonors.com’s expertise working with donor research combined with your knowledge of the donors).
- Campaign committee, including co-chairs: MajorDonors.com works with campaign team to build a strong campaign committee—we can discuss what make sense for a campaign this size
- Campaign name

- Donor Engagement Tool Design not included. Note: The Tool is for one-on-one conversations. It is not the same as the brochure that will be developed for the public phase.
- Additional supporting brochure that includes renderings
- Naming opportunities and other donor recognition
- Solicitor training (until you say “got it”) –including what to say if you are asked about leaving money in a will
- Pledge form
- Tracking system review
- Acknowledgement thank you letter draft
- On-going solicitation coaching
- Monthly check-in meetings with Campaign Committee (or Campaign Contact)

Campaign Public Phase

- Public phase launch: Work with team to develop a launch plan which is triggered 70-80% of the goal has been reached
- Marketing Materials (design not included)
 - A brochure that includes donor recognition options
 - A direct mail letter
 - Two e-solicitations

Please refer to the APPENDIX for timing and estimated time requirements.

Terms and Conditions

For consideration received, Diane Remin of MajorDonors.com will provide the services described in the Campaign Services section above to LexArt according to the Terms and Conditions set forth below:

Consulting Fee: Twenty-five thousand dollars (\$25,000) paid as ten twenty-five hundred dollar (\$2,500) monthly installments. Should the Campaign Services be completed prior to the ten months, the balance of the twenty-five thousand dollars remains due and payable. Payment will be made by electronic check with checks made payable to “MajorDonors.com.” The first \$2,500 installment is required to begin work. An Invoice for installment 1 is attached. MajorDonors.com will Invoice LexArt monthly, Terms Net 15 days. Travel expenses, design services, printing, administrative functions, and meeting with donors are not included in this consultation.

Options for additional services:

- \$2,500 for any additional months requested after 10 months. Price guaranteed through December 31, 2021.

- \$100 per donor profile for any additional donor profiles requested over 25.
- Produce a list of people who reside in zip code 02421 and support arts & cultural organizations (names only). TBD.

Termination:

- **Termination by LexArt:** As much of the campaign consultation is performed upfront, the balance of the \$25,000 minus installments received-to-date shall become due and payable should LexArt terminate this Agreement via email to diane@majordonors.com—as long as Diane Remin of MajorDonors.com is ready, willing and able to do the work.
- **Termination by MajorDonors.com:** MajorDonors.com can terminate this Agreement for any reason whatsoever with ninety (90) days notice, via email to the Executive Director of LexArt. As long as Diane Remin is ready, willing and able to work though the ninety-day notice period, the monthly installment is due and payable.

Service Provider: Services will be provided by Diane G. Remin unless otherwise noted.

Confidentiality: MajorDonors.com agrees to maintain the confidentiality of LexArt strategies, plans and donor information that are not publicly known throughout this Agreement and beyond, and to shred or delete all LexArt confidential documents and donor information at the conclusion of this Agreement.

Complete Agreement: This is the complete Agreement between the parties. It supersedes all other discussions, proposals and/or agreements, both written and oral.

Dispute Settlement: Should a dispute arise, it will be handled through binding arbitration within 10 miles of Boston, MA by an Arbitrator agreed to by both parties.

This Agreement is bound by the laws of the Commonwealth of Massachusetts.

Provision of services: Diane Remin, MBA, will be the primary consultant. Wealth screening will be provided by DonorSearch. Aspire Research will create the donor profiles.

Why MajorDonors.com?

- 1) Strategic business thinking: Business background combined with extensive experience in the nonprofit sector.
- 2) Focus on major gifts.
- 3) Thorough understanding of small-to-mid-sized nonprofit space. We excel at providing smaller nonprofits with limited resources what they need to move the

needle. In addition to teaching the best practices in the field, our trainings motivate participants to take action.

Primary Consultant



Diane G. Remin, President

MajorDonors.com combines Diane Remin's nonprofit consulting and fundraising expertise with her business background.

Prior to founding MajorDonors.com, Diane was traveling across the country as a Senior Associate for [Biondolillo Associates, Inc.](#), a marketing and development company that creates innovative branded fundraising programs for nonprofit organizations. The company is nationally acclaimed as the “walk-a-thon” experts. The Biondolillo Associates programs have raised over \$1 billion for nonprofits nationwide.

Diane holds a BA from Carnegie-Mellon University; MA Ed from George Washington University; and an MBA from Boston University. In addition to being a top-rated workshop presenter, Diane Remin named among America's Top 25 Fundraising Experts in 2016 by *Philanthropy Media*. She is a member of the Association of Fundraising Professionals.

A nonprofit board member herself, Diane continues to make “asks” for capital campaigns and operating support. She likes to point out that giving is good for your health!

Agreed to by:

_____		_____	
Signature	Date	Signature	Date
Wayne Davis, Interim Executive Director Lexington Society of Arts & Crafts 130 Waltham Street Lexington, MA 02421		Diane G. Remin, President MajorDonors.com PO Box 390105 Cambridge, MA 02139	

Thank you for this opportunity to help LexArt fund its capital and operational needs. It would be our pleasure.

Appendix: TIMING and ESTIMATED TIME REQUIREMENTS

Campaign Silent Phase

Part I: Getting ready (the first 2-3 months):

- **Month 1: The Who (donor identification)**
 - You: Prepare the data for DonorSearch wealth screening (name, address, and giving information in the spreadsheet provided by DonorSearch). Names must be “clean”—first name only in first name (no middle initial or prefix) and last name only in last name (no Jr., Sr.,...). Turn-around: 2 weeks. Ordinarily 1-week if data is clean. Collecting names and addresses from board members may require additional time.
 - Donorsearch via MajorDonors.com Wealth screening. Turn-around: 1 week
 - MajorDonors.com: MajorDonors.com reviews wealth screening and highlights major gift prospects Turn-around: 1 week
 - We:
 - A meeting with the people who know the membership/donors best to identify the 25 prospects for whom wealth screening data will be verified and a Donor Profile created.
 - Discuss possible campaign committee co-chairs and committee membersAllow up to 3 hours for this meeting. (may drift into month 2)
- **Month 1: The What**
 - We: Define three projects/initiatives you would like to fund (this will likely require a couple of conversations/meetings)
 - You: Determine the cost of each of the project/initiatives
 - MajorDonors.com starts drafting Donor Engagement Tool (DET) and support materials, including naming possibilities and other donor recognition.
- **Month 2: The Who**
 - MajorDonors.com via Aspire Research: Produce 25 donor profiles. Turn-around: 2 weeks
 - We: Meet to review the profiles and determine ask amounts and who should solicit whom. (Allow up to 2 hours for this meeting.)
 - MajorDonors.com develops a gift chart and recommends a campaign goal
- **Month 2: The What**
 - MajorDonors.com suggests a campaign name
 - MajorDonors.com: Completes DET and support materials.
 - We: Review the Donor Engagement Tool and support materials (2-3 rounds of review—may drift into Month 3)
 - You: Send approved materials to designer (May drift into Month 3)

- **Month 2: The How**
 - MajorDonors.com does board/ED Training #1 – Technique. We encourage you to invite the entire board and anyone else who might do solicitations. No requirement to solicit because you attend. Allow up to 2 hours for this training.
 - MajorDonors.com leads campaign committee recruitment strategy meeting. Allow 60 minutes for this meeting.

- **Month 3: The Who**
 - You: Recruit campaign committee co-chairs and members
 - You:
 - Finalize solicitation assignments
 - Make solicitation assignments after training 2

- **Month 3: The What**
 - We: Finalize DET and support materials
 - You: Print

- **Month 3: The How**
 - MajorDonors.com does board/ED training #2: Role-play-putting it all together. (DET needs to be done prior to this training.) Allow 2 1/2 hours for this training.
 - MajorDonors.com: Delivers sample gift and pledge forms.
 - MajorDonors.com: Delivers sample thank you letter.

Part II: The Solicitations Months 4-8+

- You: Using Zoom, estimate 2 hours per solicitation to cover setting up the visit, the visit, the follow-up (closing the deal), notes, and thank you. (Once in-person visits are available, estimate 4 hours per solicitation.)
- We: Monthly check-ins: 45 minutes.

When to launch the public phase: We'd like to be at 70-80% of goal—hopefully by month 8.

Once the solicitations begin, MajorDonors.com will start working on the public phase brochure, direct mail and e-blasts. The reality is that there might be certain natural moments when launching the public phase makes sense.

Construction Progress Report
LexArt Board Meeting
October 22, 2020

Prepared by Wayne Davis

At the last Board meeting, an overall budget of \$506,397 was authorized for the renovation of the Molly Harding Nye Gallery and the replacement of the lift.

As of October 15, the current budget estimate is at \$501,013, including contingency funds of \$31,617. Most, though not all, of the cost uncertainties have been nailed down, so the project is likely to come in under \$500K total.

The major framing, HVAC, rough plumbing and electrical, and plastering work will have been completed by the time of the Board meeting. Lift installation is scheduled for next week. Remaining work is scheduled to be completed by Thanksgiving. Barring any slippage, we should be able to open the Gallery for the Holiday Marketplace starting in early December.

**Lexington Arts and Crafts Society
Budget / Actual Analysis
August and September 2020 / September YTD**

	August-20			September-20			June-September 20 YTD		
	Budget	Actual	Variance	Budget	Actual	Variance	Budget	Actual	Variance
Income									
Classes									
On line	(500)	(1,143)	(643)	800	3,700	2,900	3,210	5,469	2,259
Total Class/Workshop Income	(500)	(1,143)	(643)	800	3,700	2,900	3,210	5,469	2,259
Contributions									
Unrestricted	7,200	146	(7,054)	7,200	54	(7,146)	120,762	106,661	(14,101)
Total Contributions	7,200	146	(7,054)	7,200	54	(7,146)	120,762	106,661	(14,101)
Gallery/Show Sales									
Commitment fee			-			-			
Sales	(300)		300		123	123	225	648	423
Total Gallery/Show Sales	(300)	-	300	-	123	123	225	648	423
Membership									
Society Dues	3,500	4,711	1,211		2,388	2,388	34,175	37,784	3,609
Total Membership	3,500	4,711	1,211	-	2,388	2,388	34,175	37,784	3,609
Other Income									
Misc		43	43					43	43
Unrestrict Int / Div		5,547	5,547					5,547	5,547
	-	5,590	5,590	-	-	-		5,590	5,590
Total Income	9,900	9,304	(596)	8,000	6,265	(1,735)	158,372	156,152	(2,220)
Expenses									
Total Building & Grounds	2,100	3,544	(1,444)	2,100	1,420	680	8,594	9,350	(756)
Total General & Admin	2,100	1,794	306	2,600	882	1,718	7,427	5,063	2,364
Total Payroll	8,460	8,363	97	8,460	7,873	587	39,363	38,678	685
Total Professional Services	1,400	1,200	200	1,400	1,401	(1)	7,920	9,045	(1,125)
Total Utilities	750	706	44	750	735	15	2,655	2,396	259
Total Expenses	14,810	15,607	(797)	15,310	12,311	2,999	65,959	64,532	1,427
Net Operating Income	(4,910)	(6,303)	(1,393)	(7,310)	(6,046)	1,264	92,413	91,620	(793)

*

**Lexington Arts and Crafts Society
Projected Cash Available by Month**

June 2020 - May 2021

	June	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Totals
Gallery Restricted													
Beg	231,604	279,710	238,425	240,380	252,546	126,273	-	-	-	-	-	-	231,604
Contributions	58,600	7,260	2,100	55,000									122,960
Capex	(10,494)	(48,545)	(145)	(42,834)	(126,273)	(126,273)							(354,564)
End	279,710	238,425	240,380	252,546	126,273	-	-	-	-	-	-	-	-
Unrestricted													
Cash													
Beg	166,620	266,685	271,253	337,950	331,904	315,634	230,050	158,966	130,917	114,551	97,285	86,519	166,620
Operations	100,065	4,568	(6,303)	(6,046)	(16,270)	(19,866)	(10,366)	(23,049)	(16,366)	(12,266)	(10,766)	(11,866)	(28,531)
Redeem CD			73,000										73,000
Capex						(65,718)	(60,718)	(5,000)		(5,000)		(5,000)	(141,436)
End	266,685	271,253	337,950	331,904	315,634	230,050	158,966	130,917	114,551	97,285	86,519	69,653	69,653
CDs													
Beg	184,999	184,999	184,999	111,999	111,999	111,999	111,999	111,999	111,999	111,999	111,999	111,999	184,999
Redemptions			(73,000)										(73,000)
End	184,999	184,999	111,999	111,999	111,999	111,999	111,999	111,999	111,999	111,999	111,999	111,999	111,999
Total Unrestricted	351,619	451,684	449,949	443,903	427,633	342,049	270,965	242,916	226,550	209,284	198,518	181,652	181,652

Lexington Arts and Crafts Society
Budget / Actual Analysis
August and September 2020 / September YTD

Operations	August	<p>Overall the August actual results are slightly worse than budget (\$1.4k). Recovery in class registrations overcame refunds of prior year tuitions (\$4.9k). Unrestricted contributions are trailing budget by \$7k but are offset by interest / dividends received but not budgeted on CD / investments (\$5.5k).</p> <p>Expenses tracked closely to budget, however, Buildings and Grounds were overbudget reflecting covid-related repair and maintenance expenditures for bathrooms / other (\$1k).</p>
	September	<p>Overall September performed slightly better than budget (\$1.3k). Continued recovery in class registrations provided \$3k improvement over budget. Unrestricted contributions did not materialize for a shortfall of \$7k against budget (See note on Cash below for Unrestricted Contributions) , however, returning members were better than budget (\$2.4k) and expenses were \$3.0k better than budget due primarily to restrained spending on advertising and less transaction processing fees.</p>
	September YTD	<p>The YTD operating results are overall less than \$1k over budget. The results are chiefly explained through the August and September results.</p> <p>To note, there has been a significant under budget on the unrestricted donations (\$14k) that has been offset by the once-off annual interest / dividends (\$5.5) and better than budget class registrations and membership renewals; while classes are expected to continue positively, membership renewals are not expected to maintain pace.</p> <p>On a positive note, the new ED / President is transitioning during October and was budgeted at 50% or \$3.5k; he has advised that he will forego his salary during October and commence salary when he comes on-board full-time in November.</p>
Available Cash	Cash	<p>August and September operations impacted available unrestricted cash negatively slightly (less than \$1k). However, Restricted Contributions for the Gallery Project were \$55k in September (with a single anonymous contribution of \$50k). Because the project was requiring investment of unrestricted funds, the Restricted Contribution relieves the stress on the unrestricted cash. Current projections provide \$69.7k in operating cash at May 31, 2021 with an additional \$112k in CDs to provide projected operating resources of \$181.7k.</p>

LexArt President and Executive Director Proposed Roles and Responsibilities

Background: LexArt’s Bylaws (Section VIII) list the “Primary Officers” of the Corporation as the President, Vice President, Treasurer and Clerk and they give the board the power to create and appoint other primary officers. They say the President “shall have general supervision, management and control of the administration of the day-to-day business, activities, programs and affairs of the Corporation.”

This description captures what we expect our Executive Director to do. Therefore, the Executive Committee is recommending that Matthew Siegal be appointed President and that his title should be “President and Executive Director.”

Further, Matthew and the Executive Committee have developed the below list of roles and responsibilities summary to document our mutual expectations.

Summary

The President/Executive Director (ED) is the general manager and chief executive officer of LexArt and has, subject to the control of the Board, general supervision, direction and control of the programs, finances, staff and physical plant of the organization. S/he has the general powers, duties and responsibilities of management that typically reside in the office of president and general manager of a corporation, and such other powers and duties as may be prescribed by the Board. His/her responsibilities include:

Planning, Defining Mission, Outreach

- Leading the organization’s planning processes.
- Ensuring that LexArt’s activities are compliant and in furtherance of its mission.
- Ensuring effective external and internal communications about LexArt and its mission, priorities, importance, programs, and activities.
- Championing the organization and advocating its mission to external stakeholders.
- Developing and executing strategies to maximize the visibility and brand of LexArt.
- Staying informed and keeping the organization’s leadership informed of significant developments and changes in the external environment.

Staffing, Volunteers, Membership, Guilds

- Leading and managing LexArt’s staff, including interns.
- Leading, managing, and strengthening LexArt’s volunteers and its volunteer-dependent organizational culture.
- Assessing the current state of membership and identifying areas of concern and strengths. Establishing a recruitment plan (aligned with the strategic plan) and assessing its effectiveness periodically. In collaboration with the Board, setting annual membership recruitment goals.
- Working with the guilds, developing a robust program for volunteer engagement and management that includes, among other things, recruiting members to serve on committees, frequent recognition of volunteers for their effort and regular interaction of Board members and volunteers to foster a strong community.
- Developing, informing, and supporting the board and the board committees (Executive, Governance and Finance) to carry out their important functions.

Programs (Education, Gallery, Events)

- Assessing the current state of all programs and identifying areas of concern and strengths.
- Working collaboratively with the Board and volunteer committees, build a program of class offerings that complies with LexArt’s mission, contributes to the preservation and evolution of art and craft, develops new audiences, attracts new members and generates strong revenues.
- Working collaboratively with the Board and volunteer committees, build programs of exhibitions and events that utilize and maximize the impact of LexArt’s location and physical space –most importantly, the Nye Gallery—and that comply with LexArt’s mission, contribute to the preservation and evolution of art and craft, develop new audiences, attract new members and generate strong revenues.
- Monitoring, and assessing the impact of LexArt’s programs.
- Ensuring that programs delight and engage members, build the visibility of and maximize earned revenues for LexArt.

Financial/legal

- Developing, implementing, monitoring, and assessing sound and compliant financial management practices (including budgeting). Ensuring that proper records are maintained to comply with federal, state, and local regulations.
- Partnering with the Chair of the Board to help ensure the Board’s directives, policies, and resolutions are carried out.
- Ensuring legal compliance (including all required filings) and sound risk management practices.

Fundraising

- In close collaboration with the Development Committee, designing, planning, implementing, monitoring, and assessing sound, compliant and fruitful fundraising practices.
- Working with the Development Committee and Chair of the Board in cultivating and soliciting major foundation grants and individual gifts.
- Developing and maintaining beneficial relationships with donors, funders, supporters, collaborators, allies, vendors, and other external stakeholders.

Physical Plant

- Ensuring the enhancement and preservation of LexArt’s unique physical plant.
- Exploring opportunities to capitalize on our location. Exploit chances to build visibility and generate revenue (while minimizing impact) from the physical plant.

LexArt Board Chair Proposed Roles and Responsibilities

Background. *LexArt’s Bylaws (Section VIII) list the “Primary Officers” of the Corporation as the President, Vice President, Treasurer and Clerk. They do not make any mention of the role of chair. With the consolidation of the President and Executive Director roles in a single individual, it is prudent governance practice to have a Board Chair who has convening responsibility and acts as liaison between the board and its hired executive officer.*

Recommendation. Section VIII gives the Board the power to create and appoint other primary officers. Therefore, the Executive Committee is recommending that the board vote to create a position of “Chair” as a Primary Officer of the Corporation with the responsibilities to (a) preside at all meetings of the Board and of the Executive Committee; (b) act as a liaison between the Board and the President and Executive Director to help ensure that the Board’s directives and resolutions are carried out; and (c) exercise and perform such other powers and duties as may from time to time be prescribed by the Board.

Additionally, for your information, the Executive Committee has developed this more detailed listing of those responsibilities to document expectations.

Board and Executive Committee organization and effectiveness

- Presiding over meetings of the Board and Executive Committee.
- Leading the Board and the Executive Committee to carry out their governance functions.
- Ensuring that the Board has approved policies to help its members facilitate sound and compliant governance of the organization.
- Assessing the performance of the Board and its committees.
- In close collaboration with the President/ED, creating agendas for meetings of the Board and of the Executive Committee.

Coordination with President/ED

- Along with other members of the Board, partnering with the President/ED to lead the development and refinement of organizational performance metrics.
- Partnering with the President/ED to help ensure that the Board’s directives, policies, and resolutions are carried out.
- Working with the President/ED and the members of the Development Committee to cultivate and solicit major foundation grants and individual gifts.
- Coordinating an annual performance review of the President/ED.
- In coordination with the President/ED, serving as an ambassador of the organization to external stakeholders.

LEXINGTON ARTS AND CRAFTS SOCIETY, INC.
Proposed Votes of the Board of Directors
Meeting October 22, 2020

Unless otherwise defined in the text of any Vote, all capitalized terms have the meanings as defined in the Bylaws of the Corporation, as adopted March 23, 2019 (the "Bylaws").

1. APPROVAL OF MINUTES

MOVED: That the minutes of the Board of Directors Meeting of September 24, 2020 included in the pre-meeting materials as Attachment A are approved as presented.

2. APPROVAL OF CONSULTING PROJECT

MOVED: That engagement of Diane Remin of MajorDonors.com to provide development and fundraising consulting services at a cost of \$25,000 (\$2500 monthly for 10 months) is approved.

3. ACCEPTANCE OF TREASURER'S REPORT

MOVED: That the Treasurer's Report included in the pre-meeting materials as Attachment D are approved as presented.

4. ELECTION OF PRESIDENT

MOVED: That Matthew Siegal be elected as President of the Corporation.

5. CREATION OF BOARD CHAIR; APPOINTMENT

MOVED: That pursuant to Article VIII, Section 1 of the Bylaws, the Board of Directors determines that the Primary Officers of the Corporation shall also include a Chair of the Board of Directors; and

That the responsibilities of the Chair of the LexArt Board of Directors are to (a) preside at all meetings of the Board and of the Executive Committee; (b) act as a liaison between the Board and the President and Executive Director to help ensure that the Board's directives and resolutions are carried out; and (c) exercise and perform such other powers and duties as may from time to time be prescribed by the Board.

MOVED: That, Wayne Davis be appointed Chair of the Board of Directors, to hold office until the next Board of Directors meeting following the next Annual Meeting and until his successor is duly elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

4. GENERAL AUTHORIZATION

VOTED: That, the Primary Officers 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.