

**Minutes of the Lexington Arts and Crafts Society, Inc.**  
**Board of Directors Meeting**  
**130 Waltham St.**  
**Lexington, MA 02421**  
**July 26, 2023**

*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 and subsequently amended.*

*Documents referenced in pre-meeting materials (“PMM”) will be included in record minutes.*

The July 26, 2023 Board of Directors Meeting of the Lexington Arts and Crafts Society (LexArt) was called to order at 10:07 am, conducted in person at LexArt and via videoconference, chaired by Wayne Davis, Chair of the Board.

The following board members were in attendance: Jessie Chen, Nicole Mordecai, Casandra Goldwater, Crystal Ribich, Molly Nye, Nancy Cornelius, Diane Gordon, Alison Lauriat, Rachel Rosenblum (left 12:02), Wayne Davis (Chair), Matthew Siegel (President and Executive Director), and Michael Lawson (Treasurer, left 12:08).

Also in attendance were Diane Remin (Development Consultant, joined at 11:02), Chase Jones, and Hannah Wolfe (Clerk).

**1. Approval of Minutes (PPM. p.4 )**

Mike Lawson moved that the minutes of the March 21st, 2023 Board of Directors Meeting be approved. Seconded by Molly Nye. Thereafter it was:

**VOTED:** That the Board of Directors hereby approve the minutes of the Board of Directors Meeting of Members held March 21st, 2023.

The motion was adopted unanimously.

**2. Election of Officers; Appointment of Executive Committee (PPM. p.1 )**

All present voted in favor that the following individuals be elected to the offices set forth opposite their names below:

Wayne Davis, Chair  
Matthew Siegal, President  
Michael Lawson, Treasurer  
Hannah Wolfe, Clerk

Cassandra Goldwater then moved that Peter Demuth, along with the Chair, President, Vice President, and Treasurer, are appointed to the Executive Committee. Seconded by Nancy Cornelius. Thereafter it was:

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

The motion was adopted unanimously.

### **3. Treasurer's Report (PPM. p.11, p.13)**

Mike Lawson summarized his report and reviewed some changes from this past financial year. In addition to the creation of a future endowment, the old guild accounts were closed. There was too much cash in LexArt's basic checking account, so \$50,000 and the old guild accounts went into a new Vanguard account.

Mike Lawon indicated that there is now a line item in the budget for managing and tracking capital expenses. This coming year we will need to use reserve funds for capital expenses. However, we are balancing the budget and, with continued fundraising, creating a situation where in a few years we will no longer need to draw from the reserve funds on a regular basis.

After Mike Lawson's report, Wayne Davis added that the Finance Committee has been working for the past couple months to make the budget more manageable overall, and the committee will speak with Juna Financial Solutions in the next couple of weeks about how to make it easier to track actual expenditures.

Cassandra Goldwater moved acceptance of the Treasurer's Report. Seconded by Rachel Rosenblum. Thereafter it was:

**VOTED:** That the Treasurer's Report be accepted.

The motion was adopted unanimously.

### **4. Executive Director's Report and Presentation of Budget (PPM. p.33)**

Matthew Siegal reported that this past financial year was a good year, and all the earned revenue streams were better than anticipated, but we need to continue to build new revenue streams and a new donor base. He said during the second half of the year, LexArt established the new operating model that will ensure it functions as a community arts center. He said now is the time to spend and invest some money in order to make the appropriate additional changes to grow and accommodate a greater number of people.

Matthew Siegal noted that for the first time in the 2024 financial year, capital expenses will be presented and tracked separately from the operating budget. It will be the first year taking money from the new endowment (\$20,000), and the endowment will hopefully grow more this fiscal year as well. The studios that will receive the largest number of investments in the 2023 financial year will be ceramics and woodworking. Health and safety upgrades have already begun in the ceramics studio.

He stated that for fundraising, although the budget is listed at a flat \$200,000 for the third year in a row, he hopes we will exceed that. For education, we exceeded the anticipated income by \$50,000 last year

and we hopefully will earn more this year as well. For membership, the income numbers appear greatly reduced on the budget, but that is only because with the new operating model the portion of dues previously directed towards studio upkeep and the guilds are now broken out separately as studio income. Payroll will greatly increase because the studios need skilled help and hiring skilled studio managers and instructors will cost money.

Matthew ended his review of the budget by noting that inflation has been considerable, and gave one example of the future cost of electricity going up by 30%. He noted that historically LexArt as an organization has not been good about raising prices when needed and that will need to change.

Molly Nye asked what the top priorities were in capital expenses. Matthew Seigal and Wayne Davis responded that fixing the drainage on the north side of the building is the top priority, and there is a new drainage system in the works that will lower the moisture level on the base floor of the building. Mike Lawson inquired about asking the Mass Cultural Council for more support for the upcoming capital upgrades. Wayne said there are plans to do so, and we have to use the data we have from the state to submit proposals to them as soon as possible.

Nancy Cornelius moved to approve the fiscal year 2024 budget. Seconded by Alison Lauriat. Thereafter it was:

**VOTED:** That the Proposed Operating Budget for the Fiscal Year June 1, 2023 through May 31, 2024 as shown in the attached document labelled "FY 2024 Budget" with projected Total Revenue of \$496,873 and Total Expenditures of \$658,856 be approved and authorized.

**VOTED:** That the Proposed Capital Budget Expenditures for the Fiscal Year June 1, 2023 through May 31, 2024 in the attached document labelled "FY 2024 Budget" with projected Total Capital Budget Expenditures of \$67,000 be approved and authorized.

**VOTED:** That the Treasurer, with the prior consent of the Finance Committee, be authorized to transfer up to \$213,983 from the Board-Designated Endowment funds to Operating Funds, when and as needed to fund current operations during the 2023-2024 Fiscal Year.

The motion was adopted unanimously.

## **5. Legacy Planning Presentation and Discussion with Diane Remin**

Diane Remin, who has been advising and coaching the Board on fundraising since 2019, gave a presentation on legacy giving. (Slides to be included in minutes). She emphasized the importance of consistent and repeated marketing for legacy giving, and that it is important to have a written gift acceptance policy that explains what the requirements are for gifts. Diane Remin also reminded everyone that we should be sharing the names of legacy donors publicly if they are not anonymous and continue to be proactive and have conversations with loyal donors who have contributed to LexArt in the past.

After Diane Remin's presentation, Molly Nye brought up that there were people who agreed to leave legacy donations in the past. Diane Remin said it's time to find and contact them and re-commit them.

Diane Remin ended the discussion by mentioning she would be reaching out to each individual Board member to talk more about legacy donations.

**6. General Authority.** The motion to adopt general authority was moved by Cassandra Goldwater and seconded by Molly Nye. Thereafter it was:

**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.

**VOTED:** That any and all actions of the Corporation, or of any Officer, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and are hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented for approval and approved by, all the Directors prior to such action being taken.

The motion was adopted unanimously.

The meeting was adjourned at 12:25pm.

Respectfully submitted,

Hannah Wolfe  
Clerk