



Lexington Arts and Crafts Society, Inc.
Minutes of Board Meeting
March 2, 2021
3:00 pm (Zoom)

Board Members Present

Jenn Bergantino	Peter Demuth	Molly Nye
Joseph Brown	Louise Hara	Jenny Pyle
Nancy Cornelius	Lauri Hugentobler	Rachel Rosenblum
Wayne Davis	Peter Kelley	Matthew Siegal
Victoria Nessen	Katina Leodas	Susan St. Maurice
<i>Not present</i>	Peter Bain	Todd Carey

Guild Observers Present

Steve Goldstein (Photographers)	Susan Nordhausen (Painters)
Cassandra Goldwater (Metalworkers)	Carolyn Reckman (Woodworkers)
Alison Lauriat (Ceramics)	Lynne Sole (Polymer & Beading)
Shirley King (Needle Arts)	

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

The meeting was convened at 3:07 pm. The meeting was conducted via video-conference and chaired by Wayne Davis, Chair of the Board of LexArt.

1. APPROVAL OF MINUTES (PMM, p. 4)

Upon motion by Molly Nye, seconded by Susan St. Maurice, it was:

VOTED: That the Board of Directors hereby approve as submitted the minutes of the Board of Directors Meeting of Members held December 15, 2020. *Adopted unanimously.*

2. EXECUTIVE DIRECTOR’S REPORT

Executive Director, Matthew Siegal discussed the need for change and how those changes will happen. LexArt has been forced to make many changes in the past year due to COVID, some of which will eventually end and others (such as online sales) which will likely become permanent. More changes are needed. Some change decisions he expects to take unilaterally; others he will seek tacit or explicit board approval. While it would be ideal to adopt changes within the framework of having a full strategic plan in place, he does not believe it is feasible right now to undertake extended full board strategic planning discussions. He proposed that instead, we convene several brainstorming groups that are small enough to meet in person and develop proposals on different aspects of a strategic plan, that could then be brought back to the board.

The groups would be open to board members to participate, and Matthew would reach out to individual society members to participate. Topics will include membership structure, guild structure, our overall financial model, development, and education. The groups will meet frequently, probably weekly.

Matthew reviewed some of the changes implemented in the past three months, including centralizing and asking Katina to take responsibility for the education program, adding a teen component to it, implementing retail sales into the gallery, online sales-both during HMP and continuing thereafter, and expansion of the high school scholarship program to include Bedford and Waltham. He thanked Lauri Hugentobler, Jerik Tornheim, Roberta Norin, and Carol Baran for their technical help both during and post HMP with our online sales.

Matthew then referenced the work of the Gallery Committee, which had met on February 17. (PMM, p. 7). Matthew proposed and the committee was supportive of the following goals and principles for the Gallery Program:

- Broaden our audience and community engagement
- Reach new audiences, both makers and viewers
- Raise the overall quality of the material that we present
- Nurture, Inspire and challenge our members
- Make more cohesive presentations that help inform the work on view
- Create context for the work of our artisans, by illustrating its place in the broader arts and crafts community
- Place education at the core of all of our activities

The last goal is central, not just to the Gallery Programming, but to all LexArt activities.

For gallery programming, we will shy away from single-guild shows towards multi-guild shows; ask guilds to make proposals for shows; and hold more invitational shows. Matthew would like to add a large video monitor to the gallery. We'll likely have a themed show, entitled "Rebirth" to follow State of Clay in mid-June.

Wayne commented that Matthew's use of the term "unilateral" should not be misunderstood. All the changes Matthew has implemented have been done with the knowledge and support of the Executive Committee. He observed that LexArt was operating differently than in the past, where the board itself functioned as the executive; we have now hired an executive director for that function. It is important that Matthew and the board are in alignment on what decisions the executive director should be taking on his own and which require broader input. He invited comments on this topic.

Board members expressed support to operate that way. A question was raised about the parameters for the Executive Director's authority. Generally, decisions that are more long-term, strategic, and governance-related require board approval. Decisions that are more tactical and operational will be for the Executive Director or the Executive Director with the Executive Committee. Financial decisions depend on whether the funds have or have not been budgeted.

A question was raised about the role of guild decision-making. Matthew observed that the guilds charge dues and manage those funds and, to varying degrees, manage their spaces. The education program has been managed centrally, but with the guilds often taking the lead in selecting classes. He observed that some of the guilds have not shown much interest in formulating new classes, offering content attractive to new (and non-guild member) students. As a result, the education program has not been raising as much revenue as needed and we're not doing well attracting new members. This must change, and so Matthew expects he will be making more of the decisions about classes to offer, pricing, and scheduling rather than leaving them to the guilds. This is just one example. The role of the guilds will need to evolve, and this will be one of the topics for the strategic planning.

Wayne noted the importance of this discussion for the entire membership, and asked guild observers to be sure to share their impressions of the discussion with their members. He also asked the observers to inform guild members of the strategic planning process and that anyone interested in participating should let Matthew, their guild chair, or a member of the Executive Committee know. Matthew will publish further details of the groups and what they will be working on.

3. TREASURER'S REPORT (PMM, p. 8)

Joe Brown reported that things are surprisingly positive. We are about \$29,900 ahead of budget. Sales, membership, and class revenues are all ahead of the budget, which included some quite dire assumptions. Expenses have not been as high as budgeted, though some of that relates to timing. Joe noted that while sales are 40% of prior year, he considered that an amazing achievement under the COVID circumstances, and noted with appreciation the hard work of Lauri Hugentobler, Cassandra Goldwater, Carol Baran, Jerik Tornheim, and many others.

Joe reported that we are eligible to apply for the second round of the federal PPP (Payroll Protection Plan) forgivable loan program, for approximately \$20,000 and wanted to confirm with the board that this was desirable. No objections were raised.

Upon motion by Peter Kelley, seconded by Katina Leodas, it was:

VOTED: That the Board of Directors hereby approve as submitted the Treasurer's Report. *Adopted unanimously.*

4. DEVELOPMENT COMMITTEE REPORT (PMM, p. 13)

Wayne reported that the Committee had initially worked with our fundraising consultant Diane Remin on getting additional support for the gallery. Since the start of the year, the Committee has shifted focus to developing a "major donors program." The pre-meeting materials include a draft of what we expect to be asking donors to support as priority areas for the next two-three years and invited comments. One choice included in the draft was between expanding programming beyond visual art form vs. improving the outside (front) space. Consensus was for outdoor space. A question was raised about the absence of capital maintenance from the priority list. This is an important area, but is typically not attractive to donors, who prefer to give to new projects. We anticipate some of these expenses will be covered by unrestricted giving, allocating appropriate expenses to the program items. We have also applied for a Massachusetts Cultural Council facility planning grant which, if awarded, would provide third party engineering assistance to develop a formal capital maintenance plan. Notice of the awards is expected in June.

The next steps in the major gifts campaign will be two training sessions to which all board members and observers are invited.

5. 2021-22 MEMBERSHIP AND DUES DISCUSSION (PMM, p. 16)

Wayne explained that we will need to adopt a membership and dues structure at the next board meeting. While the Executive Committee strongly believes the structure needs a major overhaul, we do not think it feasible to do something major before the next membership year (June 1). Matthew and Wayne prepared the discussion document as an idea of how to make a first step towards change by simplifying the structure and making it more equitable. Instead of separate payments, the amounts for society membership, fall fair commitment, and guild dues would be combined into a single payment. This streamlines the payment process for members and administration and; ends the confusing impression that the Society and guilds are separate entities; and, it is hoped, will end the need for volunteers and staff to spend hours chasing down

members who failed to make one or the other payment.

Topics of changing overall dues levels, different member categories, benefits, etc. would be considered as part of the strategic planning process. Several board members and observers expressed support for the simplification effort and reiterated the urgency of the longer-term issues.

The meeting was adjourned at 4:40 pm.

Minutes prepared by Molly Nye and Wayne Davis

APPROVED April 20, 2021.



Lexington Arts and Crafts Society, Inc.
Board Meeting
April 20, 2021 – 3:00-4:30 pm

- Who:** Board of Directors; Guild Board Observers
- Location:** **Via [Zoom](#)**. Click link or use Meeting ID: 931 9514 3884, Passcode: 61goodyear
Or dial 929.205.6099; ID: 931 9514 3884; Code: 2708577254
- Contact:** Wayne Davis 978.505.2710
- Meeting Purposes:** Hear reports from Executive Director and Treasurer. Set Annual Meeting. Nominate slate of directors. Set dues and adopt FY 21-22 budget. Provide advice and direction as requested.
- Agenda:**
- [2:45] Arrival; informal and social.
 - 3:00 Welcome, Meeting Overview, and Appointment of acting clerk for meeting.
 - 3:05 Approval of Minutes from March 2, 2021 Meeting ([p. 2](#))
 - 3:10 Executive Director’s Report; Discussion
 - 3:25 Nominating Committee Report: Annual Meeting & Board Nominations ([p. 6](#))
 - 3:40 Membership Dues for FY 21-22 ([p. 11](#))
 - 3:50 Treasurer’s Report ([p. 15](#))
 - 3:55 2021-22 Budget ([p. 18](#))
 - 4:25 Summary and Review
 - 4:30 **End**



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Not present

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Minutes prepared by Molly Nye and Wayne Davis

Nominating and Governance Committee Report

Wayne Davis (chair), Katina Leodas, Molly Nye, Peter Demuth, Matthew Siegal (ex-officio), Alison Lauriat.

In its meetings since February, the Committee has focused largely on finding qualified candidates to nominate to the Board at the upcoming Annual Meeting. The committee also considered the importance of guild leadership and volunteering and will be issuing guidance to the guilds for their consideration as they meet to elect their officers.

A. Annual Meeting. The Board needs to declare the date for the Annual Meeting and provide notice to the Members. The Executive Committee proposed May 18, with the meeting to be held via Zoom teleconference, utilizing an electronic voting system ([Opavote.com](https://www.opavote.com)) to collect proxies, both of which were successfully used last year. Members may also submit paper proxies.

Immediately following the May 18 Annual Meeting, the Board will meet to elect Officers and make certain committee appointments.

B. Board Nominations. The current membership of the board is 17, as shown below:

LexArt Board Members by Term Expiration at Annual Meeting		
2021	2022	2023
Joseph Brown	Peter Bain	Jennifer Bergantino
Wayne Davis	Todd Carey	Louise Hara
Peter Demuth	Nancy Cornelius	Victoria Nessen
Lauri Hugentobler	Katina Leodas	Jenny Pyle
Peter Kelley	Molly Nye	Rachel Rosenblum
Matthew Siegal	Susan St. Maurice	

Of those board members with terms expiring this year, Matthew Siegal, Lauri Hugentobler, Peter Demuth, and Wayne Davis have all indicated they are willing to continue to serve, and the Committee recommends that they be nominated. (Note: The Nominating Committee intends to consider whether it would be advisable to designate the President and Executive Director as an *ex-officio* position. If so, a bylaw amendment will be required.)

Of those whose terms expire in 2021, Joseph Brown and Peter Kelley have indicated their desire to step down from the Board. In addition, Todd Carey and Susan St. Maurice (terms expiring 2022) have each submitted their resignations for personal reasons, effective as of the Annual Meeting. Therefore, the Committee sought to find at least four board candidates.

In recruiting new members to join the board, the Committee sought people with the following expertise and experience:

- Financial management/accounting

- Local connections
- Marketing, outreach, public relations and branding
- Diversity (multiple dimensions, including but not limited to ethnicity, age, guild membership)
- Arts education program development and administration

Members of the Nominating Committee brainstormed possible nominees to approach and also networked to find additional recommendations. Following interviews with potential candidates, the Committee proposes the following five:

- **Jessie Chen**, entrepreneur, runner, Executive Committee Member of Chinese American Association of Lexington, with a self-appointed mission to serve as a bridge between Lexington's Chinese community and Western culture.
- **Diane Gordon**, executive with extensive experience in marketing and customer retention, active volunteer and mentor, metalsmith.
- **Michael Lawson**, Professor Emeritus and former Associate Dean and Chief Operating Office of Questrom School of Business at Boston University.
- **Nicole Mordecai**, member of Photography and Polymer Clay & Beading Guilds; former entrepreneur and software designer
- **Leslie Sargis**, CPA who has been a board member at the Lexington Historical Society and Lexington Garden Club.

We are pleased with the strength of this slate. Collectively, this group meets each of our five target areas, except for arts education and administration.

Both Mike Lawson and Leslie Sargis bring us strong financial skills, and from different perspectives. Mike's expertise is in management information systems, whereas Leslie's is accounting. Additionally, we strengthen the board in expertise around marketing, branding and customer relations; local connections; and diversity (age, ethnicity, guild representation). All the candidates have prior non-profit board experience.

There is more information about these individuals on the attached document.

Note: The appointment of five new board members, with four vacancies, will raise the total board membership to 18. At our March 10, 2020 meeting, the board voted pursuant to Article IV, Section 1 of the Bylaws, to set the size of the board as between 15 and 18 persons, so no further action is necessary.

C. Officers. The Committee has also discussed board officers for next year. Board officers will be chosen at the board meeting to be held immediately after the Annual Meeting. The Nominating Committee expects to recommend at that time that Katina Leodas be elected Chair and Michael Lawson as Treasurer.

D. Recommended Votes for Adoption by Board

1. AUTHORIZATION OF ANNUAL MEETING AND RECORD DATE

VOTED: That the Annual Meeting of Members (the “*Annual Meeting*”) be held on Tuesday, May 18, 2021 at 7:00 o’clock p.m., local time, via videoconference, for the following purposes:

- (1) to elect up to nine (9) directors;
- (2) to transact such other business as may properly come before the meeting or any adjournment thereof.

VOTED: That the record date for determination of the members entitled to receive notice of and to vote at the Special Meeting shall be the close of business on April 20, 2021.

VOTED: That Louise Hara and Peter Bain and each of them, are designated proxyholders to vote proxies received from the members for use at the Special Meeting.

VOTED: That the President, Vice President, Treasurer and Secretary and each of them, are authorized and directed to prepare, or cause to be prepared, and to send a Notice of Meeting and a form of Proxy in connection with the Annual Meeting in such form as may be approved by such officers.

2. NOMINATIONS FOR BOARD MEMBERSHIP

VOTED: That, pursuant to Article IV, Section 2 of the Bylaws, the following individuals be nominated for election at the 2021 Annual Meeting to serve on the Board of Directors for terms ending with the Annual Meeting in the year specified:

2023	2024
Wayne Davis	Jessie Chen
Nicole Mordecai	Peter Demuth
Leslie Sargis	Lauri Hugentobler
	Michael Lawson
	Matthew Siegal

3. EXPRESSION OF APPRECIATION

VOTED: That, on behalf of the Lexington Arts & Crafts Society, the Board expresses its appreciation to retiring board members Peter Kelley, Joseph Brown, Todd Carey, and Susan St. Maurice, each of whom has contributed their time, experience, and wisdom to the achievement of positive changes at LexArt.

Attachment: Bios of Proposed New Members

Bios of Proposed New Members to LexArt Board



Jessie Zhan Chen is an entrepreneur, runner (two-time Boston Marathon runner and finisher), proud mother of three teen-agers, Executive Committee Member of the Chinese American Association of Lexington (CAAL), and Advisory Board Member of the Lingzi Foundation. Jessie's self-appointed mission is to serve as a bridge between Lexington's Chinese community and Western culture. To that end, she recently began publishing [*Discover Lexington: A Bridge to Western Culture*](#) that introduces the Chinese community to Lexingtonians they might be interested to learn about. She also served as CAAL liaison for Lexington Education Foundation in 2015 and 2016. Jessie was the Founder and Manager of Jadia Mortgage LLC, a Arlington, MA based mortgage brokerage firm providing mortgage/finance service in the greater Boston area. Jessie has lived in Lexington for 15 years.



Diane Gordon is an accomplished executive and strategic General Manager with over 25 years of experience driving customer and/or subscriber retention and growth. She has worked for large established companies as well as start-ups and in each one, she has built the infrastructure—human teams, technology and, most importantly, a culture that values, understands and ensures a world class customer experience. Diane's career includes executive roles in customer care, operations, marketing, product development, product management and corporate development. She is a thought leader, speaker and author in customer care and success and is currently SVP, Global Customer Success at Project44. This Boston-based company that you may never have heard of, enables corporations all over the world to gather data, predict and track the movements of goods, create optimal supply chains and solve problems when they arise (think large container ship stuck in Suez Canal for a week). Diane's team makes sure that Project44's customers use the full capabilities of its tools, recognize their value and renew their subscriptions. As an institution that has shrunk from 600 to 220 members over the past 30 years, there is a lot that LexArt can learn from Diane.

Diane also devotes considerable time to organizations that support marginalized communities. She is a mentor for Entrepreneurship for All (EforAll), an organization that accelerates economic and social impact in communities nationwide through inclusive entrepreneurship, and a Coach for Budget Buddies, an organization that empowers low-income women through financial education and one-to-one volunteer coaching.



Michael Lawson is Professor Emeritus and former Associate Dean and Chief Operating Office of Questrom School of Business at Boston University. Mike held a variety of administrative leadership position throughout his 40-year career at BU, including serving as Chair of both the Finance and Economics Department and the Management Information Systems Department, and directing a variety of undergraduate, MBA, and Executive Education programs here and abroad. He is currently the president of the Cardinal Spellman Philatelic Corporation, a Trustee and Treasurer of the Spellman Museum of Stamps and Postal History. Mike has served on the Select Board for the Town of Concord and on the boards of the Shady Hill School and the Soldiers Field Park Children’s Center.



Nicole Mordecai is a member of LexArt’s Photography and Polymer Clay & Beading Guilds and teaches photography classes at LexArt. She recently co-chaired the 2020 Holiday Marketplace, innovating the popular and successful *Create-A-Gift Day*. She has photographed many LexArt events in recent years and was instrumental in helping LexArt members migrate to the web, writing a 48-page *Photography Guide for LexArt Online Sales* and setting up a studio for members to photograph their work. Her LexArt involvement follows 25+ years of experience as a research lead, software designer, and engineering team lead, specializing in virtual world design, collaborative application design, engineering management, interaction design, and user research. She has served as the Executive Director and a board member of the Open Wonderland Foundation, a non-profit organization set up to govern, enhance, and support the Open Wonderland open-source project and as an Advisory Board Member at the Weston Art & Innovation Center.

Leslie Sargis is an experienced CPA who has distinguished herself as a hand-on leader of several local nonprofit organizations, over the 30+ years that she and her husband, Kevin Sargis, have lived in town. With an undergraduate degree from Babson, she earned her CPA at a large regional firm in VA while Kevin was in law school there. She worked in Boston for a year at a large accounting firm, but after the arrival of her children, she chose to work closer to home, in collaboration with Kevin. Within their law and accounting firm, her work mainly focuses on small non-profits and small businesses in the Lexington area. Leslie has served as Treasurer of the Lexington Field & Garden Club, Morning Study Group, Cary Memorial Library Foundation, and the Bowman School PTA. She has also served on the boards and committees of the Garden Club Federation of Mass, the Brae Burn Country Club and the Lexington Historical Society. Leslie has 4 children aged 25-31 and enjoys running marathons, biking, traveling and taking an art class here and there, sometimes at LexArt.

2021-22 Membership and Dues

April 15, 2021

From: The Executive Committee

Background

The LexArt membership year begins June 1, and the board needs to approve a dues structure at its April 20 meeting. Dues were last raised in 2015, and the Board has previously indicated its support for raising dues.

Following input from the Board at the March 2 meeting and consultations with the Council of Guild Chairs, the Executive Committee has prepared a proposal that:

- Raises dues by approximately 10%, and
- Simplifies the system of calculation and collection,

Current System

As a reminder, our current system distinguishes between “Sustaining Members” – who are general supporters and patrons of the organization—and “Guild Members,” artisans who belong to one or more of the constituent guilds, may utilize the studios and participate in various sales and exhibits, and are expected to provide volunteer hours each year. The current levels are presented in membership materials as follows:

Sustaining Members	\$112			TOTAL
	Society Dues	Guild Dues	Fall Fair*	
GUILD				
Ceramics	\$260	\$150	\$100	\$510
Woodworking*	\$260	\$100	\$100	\$460
Metalworking	\$210	\$50	\$75	\$335
Weaving	\$210	\$5	\$75	\$290
Decorative Arts	\$160	\$0	\$75	\$235
Needle Arts	\$160	\$10	\$75	\$245
Painters	\$160	\$25	\$75	\$260
Photography	\$160	\$0	\$75	\$235
Polymer, Beading	\$160	\$60	\$75	\$295

- Society dues and fall fair are two separate transactions, paid to the Society.
- Guild dues are a third payment made to the guild.
- The Fall Fair commitment is a **requirement** that members *either* contribute and sell items worth \$75 at the Fall Fair (\$100 in the case of ceramics) or pay the balance in a cash contribution (with woodworkers requiring a \$100 payment if the member did not participate in the fair.)
- Members over 80 may pay half price of Society dues.

The fixable problems with this system include:

- Confusion between amounts owed to society and guild – which discourages prospective members, confuses existing members, and generates questions and mistakes the office staff, guild treasurers, and bookkeepers end up addressing.
- Multiple payments throughout the year, creating extra work for members, guild treasurers, and staff and causes many members to complain of feeling “nickle-and-dimed.”
- Ambiguity as to what are appropriately considered tax deductible contributions from what are, in effect, non-deductible user or participation fees.

Proposal for 2021-22

Changes for next year would be:

- A simplified dues table for members.
- A single payment to the Society that combines all amounts owed, rather than separate payments to guilds and the Society.
 - *Note:* Members may, at their option, choose to make periodic payments.
- Eliminate the “Fall Fair commitment” as a separate component and rolling the amount into the overall dues structure.
- Increase dues by approximately 10% (rounded to the nearest \$5).

From the perspective of the member, this would result in a dues table that looks like this.

Member Type	Dues
Sustainer	\$125
Artisan	
Deco Arts, Photography	\$260
Needle Arts	\$270
Painters	\$285
Weaving & Fiber Arts	\$320
Polymer Clay & Beading	\$320
Metalworking	\$365
Woodworking	\$500
Ceramics	\$550

Notes

- (1) Continue 50% discount to members over 80.
- (2) Above table assumes guild dues stay the same. Guilds may choose to raise their dues in accordance with their own bylaws but should make that decision no later than April 30.

Discussion and Analysis

This proposal varies in several respects from the Discussion Draft presented at the March 2 board meeting. The changes reflect the feedback received in discussions with Board members, the Council of Guild Chairs, and additional member comments.

- Simplifies terminology.
- Raises overall costs about 10%.
- When rolling the commitment fee into the overall dues, retains the current system in which woodworkers and ceramics guild members pay \$25 more.

Consistent with the prior Discussion Draft, this proposal eliminates the compulsory contribution of items to the Fall Fundraiser as a pre-requisite to participation in the Holiday Marketplace. Whether we should have a fundraising event in which all the items for sale have been donated is a separate question, which we are now explicitly decoupling from membership requirements.

That said, an obvious question is “Did the Society made more money under the prior system (some members contributing at the Fall Fundraiser, and the rest paying the commitment fee) compared to simply adding \$75 or \$100 into the basic membership, as proposed?” The answer, “not likely.”

- In 2019, the last time we had a “normal” Fall Fair, net proceeds from sales were \$13,507 and member-required contributions were \$7,952, for gross proceeds (before expenses) of **\$21,459**.
- Total guild membership at the time was 207, of whom 80 were in woodworkers and ceramics. If the proposed system had been in place at that membership level, net proceeds would have been **\$17,525**, or **\$3,934** less than the above structure would have yielded.
- The direct costs of holding the Fall Fair (supplies, advertising, and mailing) and indirect costs (staff and volunteer time, plus foregone revenues from inability to hold classes for a week in Plummer Studio) if fully accounted for would likely make up most if not all the \$3,934 gap.

This is not to say that LexArt should forego fundraisers with donated items – simply to say that **the current practice of “requiring” participation or donation does not yield demonstrable financial benefit to offset the considerable member discontent and hassle/time distraction for staff.**

Finally, some have asked about members who would prefer to fulfill some or all their dues via product sales rather than writing a check. This would still be possible. Nothing in this proposal would prevent members from donating proceeds of any sales and asking that they be applied to their dues.

CONCLUSION and RESOLUTION

The Executive Committee proposes the following resolution be adopted:

VOTED: That Annual membership dues to the Lexington Arts & Crafts Society, exclusive of any guild dues, be set as follows, effective June 1, 2021:

1. Membership Categories

Sustaining	\$125
Ceramics	\$400
Woodworking	\$400
Metalworking	\$315
Weaving & Fiber Arts	\$315
Decorative Arts	\$260
Needle Arts	\$260
Painters	\$260
Photography	\$260
Polymer, Beading	\$260

2. Any annual dues charged by a guild will be collected along with Society dues. All such guild dues collected will be transferred to guild bank accounts on a quarterly basis.
3. Members over the age of 80 are entitled to a 50% discount on Society dues.
4. An optional periodic payment system will be established to enable members to pay their annual dues in at least two installments.
5. The Executive Director, with the approval of the Executive Committee, will determine the amounts of each dues payment allocable to the general support of the organization and to non-deductible member benefits (such as merchandise, goods, and services) in accordance with IRS Guidelines, and so indicate in membership application materials, receipts, and elsewhere as appropriate.

Lexington Arts and Crafts Society
Budget / Actual Analysis
February and March 2021 / March 2021 YTD

	February-21			March-21			June-March 21 YTD		
	Budget	Actual	Variance	Budget	Actual	Variance	Budget	Actual	Variance
Income									
Classes									
On-line & In-house	1,800	6,749	4,949	1,800	17,880	16,080	13,010	37,395	24,385
Total Class/Workshop Income	1,800	6,749	4,949	1,800	17,880	16,080	13,010	37,395	24,385
Contributions									
Unrestricted	7,200	95,548	88,348	7,200	1,218	(5,982)	163,962	245,057	81,095
Total Contributions	7,200	95,548	88,348	7,200	1,218	(5,982)	163,962	245,057	81,095
Gallery/Show Sales									
Commitment fee			-		1,290	1,290	3,750	11,575	7,825
Sales		(2,483)	(2,483)		3,000	3,000	6,125	13,762	7,637
Total Gallery/Show Sales	-	(2,483)	(2,483)	-	4,290	4,290	9,875	25,337	15,462
Membership									
Society Dues	500	372	(128)	500	516	16	36,375	42,007	5,632
Total Membership	500	372	(128)	500	516	16	36,375	42,007	5,632
Other Income									
Misc.		21	21		(482)	(482)		(975)	
Unrestrict Int / Div			-		100	100		422	422
	-	21	21	-	(382)	(382)		(553)	422
Total Income	9,500	100,207	90,707	9,500	23,522	14,022	223,222	349,243	126,996
Expenses									
Total Building & Grounds	6,600	3,799	2,801	2,000	10,654	(8,654)	31,394	32,003	(609)
Total General & Admin	2,100	4,144	(2,044)	2,600	3,050	(450)	21,527	23,847	(2,320)
Total Payroll	10,766	9,324	1,442	10,766	8,106	2,660	110,496	97,599	12,897
Total Professional Services	3,900	6,275	(2,375)	3,900	4,922	(1,022)	51,320	53,703	(2,383)
Total Utilities	2,500	2,036	464	2,500	2,237	263	14,655	13,301	1,354
Total Expenses	25,866	25,578	288	21,766	28,969	(7,203)	229,392	220,453	8,939
Net Operating Income	(16,366)	74,629	90,995	(12,266)	(5,447)	6,819	(6,170)	128,790	135,935

*

**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	274,710	233,425	235,480	247,686	178,000	124,506	100,578	78,502	14,772	14,302	-	231,604
Contributions	53,600	7,260	2,200	55,000	240		30,650	4,300					153,250
Capex	(10,494)	(48,545)	(145)	(42,794)	(69,926)	(53,494)	(54,578)	(26,376)	(63,730)	(470)	(14,302)		(384,854)
End	274,710	233,425	235,480	247,686	178,000	124,506	100,578	78,502	14,772	14,302	-	-	-
Unrestricted Cash													
Beg	166,620	257,858	261,948	319,042	306,426	291,518	290,519	278,917	248,577	322,906	335,643	274,877	166,620
Operations - cash adjustments	94,432 (3,194)	4,090	(6,466)	(3,870) (2,586)	(13,530) (1,378)	404	6,821 (3,942)	(22,272) (8,068)	74,629 (300)	(5,447) 18,184	(10,766)	(11,866)	106,159 (1,284)
Redeem CD			73,000										73,000
Capex			(9,440)	(6,160)		(1,403)	(14,481)				(50,000)	(30,000)	(111,484)
End	257,858	261,948	319,042	306,426	291,518	290,519	278,917	248,577	322,906	335,643	274,877	233,011	233,011
CDs													
Beg	184,999	184,999	184,999	116,307	116,307	116,307	116,307	116,307	116,307	116,307	116,307	116,307	184,999
Redemptions Interest			(73,000) 4,308										(73,000) 4,308
End	184,999	184,999	116,307	116,307	116,307	116,307	116,307	116,307	116,307	116,307	116,307	116,307	116,307
Total Unrestricted	351,619	442,857	446,947	435,349	422,733	407,825	406,826	395,224	364,884	439,213	451,950	391,184	349,318

Lexington Arts and Crafts Society
Budget / Actual Analysis
February and March 2021/ March FY YTD

Operations	February	<p>The financial picture for February showcases the generosity of the Society's benefactors. Unrestricted donations of \$95k set the stage for Net Operating income of \$74k for the month. We thank the donors for their generosity and belief in the Society's mission. Contributions were supported by the continuing reemergence of the education program with net revenues of almost \$7k surpassing a restrained (covid) budget by \$5k.</p> <p>Expenses tracked to budget.</p>
	March	<p>The education program was the big star of March with net revenues of almost \$18k, surpassing a restrained budget by \$16k. Contributions continued albeit at a slower pace. Sales continued with system settlements adding to the revenue recognition.</p> <p>Expenses were above budget due to extensive work (\$5k) refurbishing the alarm system and \$4k payment of the end of season snowplowing. Professional services were high as there were incremental charges for bookkeeping and extra disbursement processing with payments of consignors and instructors.</p>
	March YTD	<p>The March YTD numbers celebrate the Society's resilience with all four primary revenue sources showing renewed strength as the Society begins to reemerge from the covid cloud. Education provides \$37k or almost 3x budgeted revenues. Contributions are \$245k, 50% above budget, and demonstrating a commitment to the Society and its mission. Sales / commitment fees are \$25k or 2.5 x budget due to a surplus of member initiative and volunteerism. And membership is \$42k or 15% ahead of budget showing a loyal membership in difficult times.</p> <p>Expenses tracked to budget with room for additional payroll needed to support an infrastructure for an emerging and growing Society. Hiring of key administrative staff has been started.</p>
Available Cash	Cash	<p>Current projections provide \$233k in operating cash at May 31, 2021 with an additional \$116k in unrestricted CDs to provide projected operating resources of \$349k consistent with the \$351k on hand to start the year. Among the factors leading to this strong cash position the Gallery is still projected to come in approximately 5% under the \$506k budget approved by the board and successful gallery-dedicated contributions mitigated the need to use operational funds for capital. Operations are now budgeted to provide \$106k, \$135k better than the original expected loss of \$29K. And, an additional \$19k was obtained through the PPP 2nd draw program.</p> <p>Continued management imitative and generosity will better position the Society for FY 21-22 and beyond.</p>

Lexington Arts and Crafts Society
Profit and Loss Comparison to Prior Year Actual
(Exclusive of Restricted Accounts and Guilds)

See Attached Notes

	Unaudited 2019-2020 Actual	2020-2021 Budget	2021-2022 Budget	Increase / (Decrease) FY 21- 22 over FY20-21 Budgets
Income				
Classes				
In house	\$ 45,100.00	\$ 7,000.00	\$ 62,088.50	\$ 55,088.50
On line		\$ 9,610.00		\$ (9,610.00)
Total Class/Workshop Income	\$ 45,100.00	\$ 16,610.00	\$ 62,088.50	\$ 45,478.50
Contributions				
Unrestricted	\$ 86,345.00	\$ 178,362.00	\$ 100,000.00	\$ (78,362.00)
Total Contributions	\$ 86,345.00	\$ 178,362.00	\$ 100,000.00	\$ (78,362.00)
Gallery/Show Sales				
Commitment fee	\$ 8,290.00	\$ 3,750.00		\$ (3,750.00)
On line	\$ -	\$ 6,125.00	\$ 5,400.00	\$ (725.00)
Gallery / Event Sales	\$ 34,013.00	\$ -	\$ 47,100.00	\$ 47,100.00
Total Gallery/Show Sales	\$ 42,303.00	\$ 9,875.00	\$ 52,500.00	\$ 42,625.00
Membership				
Society Dues	\$ 54,906.00	\$ 37,375.00	\$ 79,492.08	\$ 42,117.08
Total Membership	\$ 54,906.00	\$ 37,375.00	\$ 79,492.08	\$ 42,117.08
Total Income	\$ 228,654.00	\$ 242,222.00	\$ 294,080.58	\$ 51,858.58
Expenses				
Total Building & Grounds	\$ 27,667.00	\$ 35,994.00	\$ 48,200.00	\$ 12,206.00
Total General & Admin	\$ 33,540.00	\$ 26,227.00	\$ 52,625.20	\$ 26,398.20
Total Payroll	\$ 99,127.00	\$ 132,028.00	\$ 159,106.70	\$ 27,078.70
Total Professional Services	\$ 34,424.00	\$ 59,120.00	\$ 56,495.00	\$ (2,625.00)
Total Utilities	\$ 19,828.00	\$ 17,655.00	\$ 20,820.00	\$ 3,165.00
Total Expenses	\$ 214,586.00	\$ 271,024.00	\$ 337,246.90	\$ 66,222.90
Net Operating Income	\$ 14,068.00	\$ (28,802.00)	\$ (43,166.31)	\$ (14,364.31)

Budgeted Profit and Loss by Month

June 1, 2021 - May 31, 2022

	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Total
Income													
Class/Workshop Income													-
Tuition	17,262	7,402	13,081		15,495	17,731	5,336	-	9,021	14,615	12,538	-	112,480
Instructors Pay	(11,357)	(5,664)	(6,810)	(1,400)	(980)	(4,360)	(6,360)	(2,000)	(1,360)	(2,740)	(3,860)	(3,500)	(50,391)
Class/Workshop Income	5,905	1,738	6,271	(1,400)	14,515	13,371	(1,025)	(2,000)	7,661	11,875	8,678	(3,500)	62,089
Contributions													-
Restricted													-
Unrestricted	1,000	2,000	7,500	15,000	5,000	10,000	25,000	10,000	2,500	2,500	10,000	9,500	100,000
Total Contributions	1,000	2,000	7,500	15,000	5,000	10,000	25,000	10,000	2,500	2,500	10,000	9,500	100,000
Gallery/Show Sales													-
On-line sales													-
On-line sales	150	150	150	150	600	10,000	5,000	1,000	250	150	250	150	18,000
Consignment Cost	(105)	(105)	(105)	(105)	(105)	(420)	(7,000)	(3,500)	(700)	(175)	(105)	(175)	(12,600)
Net On-line Sales	45	45	45	45	495	9,580	(2,000)	(2,500)	(450)	(25)	145	(25)	5,400
Show / event sales													-
Event Sales	5,000	5,000	5,000	5,000	5,000	20,000	50,000	5,000	5,000	5,000	5,000	5,000	120,000
Non Event Sales		2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	25,000
Retail Shop Sales	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
Consignor / COGS	(4,200)	(5,950)	(5,950)	(5,950)	(5,950)	(16,450)	(35,700)	(5,950)	(5,950)	(5,950)	(5,950)	(5,950)	(109,900)
Net Show / Shop Sales	1,800	2,550	2,550	2,550	2,550	7,050	15,300	2,550	2,550	2,550	2,550	2,550	47,100
Net Sales	1,845	2,595	2,595	2,595	3,045	16,630	13,300	50	2,100	2,525	2,695	2,525	52,500
Membership													-
Membership/Dues Income	35,737	21,870	1,069	1,069	1,069	14,936	1,069	535	535	535	535	535	79,492
Total Membership	35,737	21,870	1,069	1,069	1,069	14,936	1,069	535	535	535	535	535	79,492
Rental / Misc Income			500			500				500			1,500
Total Income	44,487	28,203	17,935	17,264	23,629	55,437	38,345	8,585	12,795	17,935	21,908	9,060	295,581
Expenses													-
Building & Grounds													-
Alarm/Extinguishers	125	125	125	125	125	125	125	125	125	125	125	125	1,500
Inspections						500						500	1,000
Gallery/Building / R&M expense	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	15,000
Snow Removal							4,500	4,500					9,000
Maintenance	1,600	2,400	1,600	1,600	1,600	1,600	2,400	1,600	1,600	1,600	1,600	1,600	20,800
Trash	75	75	75	75	75	75	75	75	75	75	75	75	900
Total Building & Grounds	3,050	3,850	3,050	3,050	3,050	3,550	3,850	7,550	7,550	3,050	3,050	3,550	48,200

Notes to 2021-22 Budget

Classes With the reopening of the Society underway in accordance with public health guidelines, LexArt reintroduces a robust education program in FY 2021-2022. The program will feature a diverse and innovative program of workshops and classes. Workshops will run from 1-5 days and classes will run from 4-8 weeks and operate on a three semester basis. Instructors will include members as well as outside recognized talents in all fields. LexArt is formatting its program on a "Ladders of Learning" concept with introductory classes for novices and more advanced classes to accommodate and promote advanced skill sets. LexArt hopes to stimulate interest in the crafts and attract new members through its "Ladders of Learning."

The 2021-2022 budget is a significant increase over last year's covid restrained budget and a nearly 40% increase over 2019-2020 which was curtailed by the onset of covid; the budget is slightly above the original 2019-2020 expectations. LexArt is confident in its program.

Contributions FY 2021-2022 \$100k budgeted unrestricted contributions would be a high-mark in LexArt's history were it not for the outpouring of support realized in the face of covid last year. Development will continue its "Major Donors" program focused on generous supporters, its Annual Fund and develop "Members Matching" providing incentive to donors. LexArt needs the support of donors to continue to grow its community outreach programs and promote its Arts& Crafts legacy.

In addition, Development is pursuing grant and other opportunities with the potential for up to \$80k in restricted funds; restricted funds often provide for costs that would otherwise require operating funds.

Sales FY 2021-2022 Sales are budgeted to contribute \$52.5 to operations. The gross sales number is consistent with the FY 2019-2020 with some uptick for on-line sales and increased gallery and shop sales. The operation of the Nye Gallery is budgeted to increase visitors and related sales. Also, innovative sales opportunities (e.g. trunk and parking lot sales) introduced last year will continue and increase opportunities for members sales.

The net sales increased with reclassification of marketing and other costs to G&A. And, as discussed in membership, commitment fees have been reclassified from the sales and included in dues. Net sales are budgeted with 70/30 split with consignors paid 70% of sales and LexArt receiving 30%.

Membership FY 2021-2022 Membership dues are budgeted to contribute \$79k to operations. This represents a \$25k increase over 2019-2020 and more than 2x last year's budget. Factors leading to the increase include reclassifying the commitment fees from sales to membership. This change was made to recognize the nature of the commitment fees and simplify the dues process. In addition, dues, after adjustment for commitment fees, have been increased 10%, the first dues increase since 2015. Also, LexArt has budgeted a 20% increase in membership to be realized across the year - offsetting a significant decrease last year due to covid - and in recognition of the anticipated increases from renewed operations and "Ladders of Learning" initiatives.

Expenses Expenses for the current FY through March 31, 2021, are consistent with the 2020-2021 budget showing a small (less than 4%) favorable variance attributable to a 10% underspending for payroll. Budgeted increases for the 2021-2022 budget are as follows:

Building and Grounds budget increased \$12k primarily to reflect the need to perform R&M (\$15k) that has been deferred for several years.

General and Administrative increased \$26k primarily due to \$17k increase in the Marketing / Advertising budget. The 2021-2022 Marketing budget reflects a consolidation of marketing costs previously accounted for in various revenues and increases to reflect heightened outreach and additional events.

Payroll increases \$27k to accommodate needed staffing to support administrative requirements, the robust education program and increased sales. A new full-time administrative hire (\$50k) is in process increasing the cost of PT staff included in the prior budget.

Professional Services are budgeted slightly under (\$2.6k) the prior year. \$15k savings over the prior year due to the ending of a development consultant contract is offset by increases in bookkeeping costs; a review of bookkeeping is in process.

Utilities has been budgeted to reflect the 2019-2020 actual costs reflecting a return of more fulltime operations.

General & Admin													-
Advertising	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	1,300	15,600
Equipment / Software Technology	900	900	900	900	900	900	900	900	900	900	900	900	10,800
Fees-Operational Services	1,744	1,033	579	187	665	1,880	1,842	196	444	609	550	171	9,899
Misc. Expenses			100	100	100	100	100	100	100	100	100	100	1,000
Office Expenses	112	1,034	800	800	800	800	800	800	800	800	800	800	9,146
Postage/Printing	515	515	515	515	515	515	515	515	515	515	515	515	6,180
Scholarships													-
Total General & Admin	4,572	4,782	4,194	3,802	4,280	5,495	5,457	3,811	4,059	4,224	4,165	3,786	52,625
Payroll													-
Payroll Taxes - Employer	870	1,305	870	870	870	870	1,305	870	870	870	870	870	11,307
Wages/Salaries	11,369	17,054	11,369	11,369	11,369	11,369	17,054	11,369	11,369	11,369	11,369	11,369	147,800
Total Payroll	12,239	18,358	12,239	12,239	12,239	12,239	18,358	12,239	12,239	12,239	12,239	12,239	159,107
Professional Services													-
Consulting	3,000	2,500	2,500	2,500	-	-	-	-	-	-	-	-	10,500
Financial Services	2,000	2,000	2,000	2,000	12,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	34,000
Insurance Expense	1,595					10,400							11,995
Total Professional Services	6,595	4,500	4,500	4,500	12,000	12,400	2,000	2,000	2,000	2,000	2,000	2,000	56,495
Utilities													-
Electric	730	730	730	730	730	730	730	730	730	730	730	730	8,760
Heat/Hot Water	635	635	635	635	635	635	635	635	635	635	635	635	7,620
Phone	260	260	260	260	260	260	260	260	260	260	260	260	3,120
Water/Sewer	110	110	110	110	110	110	110	110	110	110	110	110	1,320
Total Utilities	1,735	1,735	1,735	1,735	1,735	1,735	1,735	1,735	1,735	1,735	1,735	1,735	20,820
Total Expenses	28,190	33,225	25,718	25,326	33,304	35,419	31,401	27,335	27,583	23,248	23,189	23,310	337,247
Net Operating Income	16,296	(5,022)	(7,783)	(8,061)	(9,675)	20,018	6,944	(18,750)	(14,788)	(5,313)	(1,281)	(14,250)	(41,666)
Cash (Used) / Provided	16,296	(5,022)	(7,783)	(8,061)	(9,675)	20,018	6,944	(18,750)	(14,788)	(5,313)	(1,281)	(14,250)	(41,666)
Beginning Unrestricted Cash / CDs	349,318	365,614	360,592	352,809	344,748	335,073	355,090	362,035	343,284	328,496	323,183	321,902	349,318
Ending Cash	365,614	360,592	352,809	344,748	335,073	355,090	362,035	343,284	328,496	323,183	321,902	307,652	307,652

LEXINGTON ARTS AND CRAFTS SOCIETY, INC.
Proposed Votes of the Board of Directors
to be Adopted on April 20, 2021

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.

1. APPROVAL OF MINUTES

VOTED: That the Board of Directors hereby approve as submitted the minutes of the Board of Directors Meeting of Members held March 2, 2021.

2. AUTHORIZATION OF ANNUAL MEETING AND RECORD DATE

VOTED: That the Annual Meeting of Members (the “***Annual Meeting***”) be held on Tuesday, May 18, 2021 at 7:00 o’clock p.m., local time, via videoconference, for the following purposes:

- (1) to elect up to nine (9) directors;
- (2) to transact such other business as may properly come before the meeting or any adjournment thereof.

VOTED: That the record date for determination of the members entitled to receive notice of and to vote at the Special Meeting shall be the close of business on April 20, 2021.

VOTED: That Louise Hara and Peter Bain and each of them, are designated proxyholders to vote proxies received from the members for use at the Special Meeting.

VOTED: That the President, Chair, and Treasurer and each of them, are authorized and directed to prepare, or cause to be prepared, and to send a Notice of Meeting and a form of Proxy in connection with the Annual Meeting in such form as may be approved by such officers.

3. NOMINATIONS FOR BOARD MEMBERSHIP

VOTED: That, pursuant to Article IV, Section 2 of the Bylaws, the following individuals be nominated for election at the 2021 Annual Meeting to serve on the Board of Directors for terms ending with the Annual Meeting in the year specified:

2023	2024
Wayne Davis	Jessie Chen
Nicole Mordecai	Peter Demuth
Leslie Sargis	Lauri Hugentobler
	Michael Lawson
	Matthew Siegal

4. EXPRESSION OF APPRECIATION

VOTED: That, on behalf of the Lexington Arts & Crafts Society, the Board expresses its appreciation to retiring board members Peter Kelley, Joseph Brown, Todd Carey, and Susan St. Maurice, each of whom has contributed their time, experience, and wisdom to the achievement of positive changes at LexArt.

5. FY 21-22 MEMBERSHIP DUES

VOTED: That Annual membership dues to the Lexington Arts & Crafts Society, exclusive of any guild dues, be set as follows, effective June 1, 2021:

1. Membership Categories

Sustaining	\$125
Corporate	\$480
Ceramics	\$400
Woodworking	\$400
Metalworking	\$315
Weaving & Fiber Arts	\$315
Decorative Arts	\$260
Needle Arts	\$260
Painters	\$260
Photography	\$260
Polymer, Beading	\$260

- 2. Any annual dues charged by a guild will be collected along with Society dues. All such guild dues collected will be transferred to guild bank accounts on a quarterly basis.
- 3. Members over the age of 80 are entitled to a 50% discount on Society dues.
- 4. An optional periodic payment system will be established to enable members to pay their annual dues in at least two installments.
- 5. The Executive Director, with the approval of the Executive Committee, will determine the amounts of each dues payment allocable to the general support of the organization and to non-deductible member benefits (such as merchandise, goods, and services) in accordance with IRS Guidelines, and so indicate in membership application materials, receipts, and elsewhere as appropriate.

6. BUDGET APPROVAL AND AUTHORIZATION

VOTED: That the Fiscal Year 2021-22 Operating Budget as presented is hereby approved and allocated.

RESOLVED, that the Primary Officers of the Corporation 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.

RESOLVED FURTHER, that any actions taken by the Primary Officers 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.

7. GENERAL AUTHORIZATION

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.

That any actions taken by the Primary Officers 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.