



**Minutes of  
Lexington Arts and Crafts Society, Inc.  
Board of Directors Meeting  
March 8, 2022  
3:30 PM**

The March 8th Board of Directors Meeting of the Lexington Arts and meeting was called to order at 3:32 pm, conducted in person at LexArt, and via videoconference, it was chaired by Wayne Davis, Chair of the Board.

The following board members were in attendance:

Wayne Davis, Peter Bain, Casandra Goldwater, Louis Hara, Rachel Rosenblum, Christine Gamota, Jennifer Bergantino, Lauri Hugentobler, Nicole Mordecai, Peter Demuth, Matthew Siegal, Alison Lauriat, Nancy Cornelius, Mike Lawson, Carolyn Reckman, Rachel Rosenblum, Molly Nye

The following Guild Observers and administrators were in attendance:

Steve Goldstein (Photographers), Terumi Irizawa (Deco Arts), Susan McFarlane (Painters), Alison Lauriat (Ceramics), Chase Jones, Shirley King (Needle Arts)

The meeting began with an ice breaker exercise where board members paired off and asked each other a) what they found most gratifying about LexArt and b) what would they like to see different at LexArt two years from now. Presentation of answers was followed by lively discussion.

**Approval of Minutes. (PMM p. 2-8)** Rachel Rosenblum moved that the minutes of the January 25th, 2022 meeting be adopted. Seconded by Mike Lawson. Thereafter, it was:

**VOTED:** That the Board of Directors hereby approve, with amendment, the minutes of the Board of Directors Meeting of Members held January 25th, 2022.

The motion was adopted unanimously.

### **Executive Director Report**

Matthew Siegal reported that LexArt shows are gaining recognition and sees outside artists beginning to list our exhibitions in their biographies. He then reviewed new ideas about how to utilizing the gallery in slow times or short for durations.

He writes many letters of support for various people and organizations. Many of these requests are directed to the Lexington Select Board. As a result of a recent letter, Wayne Davis was able to secure an additional 10k in federal Covid Relief funds.

Matthew reviewed recent gallery events and cited the “Free and Not a Slave” exhibit which satisfied three goals; it shared our space with an outside community organization, it supports LexSeeHer, and it celebrated Black History Month. He intends to do more of this type of collaboration.

### **Volunteerism Discussion (PMM p. 6)**

Volunteering is part of the LexArt culture and has allowed the organization to flourish for over 80 years. It is also a major challenge for LexArt. Wayne said that a project would begin soon to measure just how many volunteer hours are needed to run LexArt.

Discussion was energetic on this hot issue and included talk about setting expectations with new members, communicating volunteering needs, and recognizing volunteers. Matthew described potential categories of membership to accommodate people who don't volunteer, and to targets specific benefits of LexArt membership (ability to exhibit, access to studios, class discounts, etc.)

Board members suggested volunteering should be part of LexArt's strategic plan, which outlines our economic model, goals, what should be jobs are staffed, and what should be handled by member volunteers. Some volunteer roles need continuity and more involvement and should have a benefit. It was noted that drudgery results from the uneven distribution of work done by minority of members.

Matthew stressed that we need the gallery sitters most of all and stated that Chase is not a viable gallery sitter due to his other duties.

### **Membership Dues and Benefits Discussion (PMM p. 7-8)**

Matthew reported that restructuring of membership levels and dues will not be completed for fiscal year 22-23. He intends to conduct a membership survey and membership interviews (conducted by Board Members) before this goes forward.

Matthew received support for several proposed minor changes to membership benefits.

### **Guild Bank Accounts (PMM p. 6-7)**

The practice of maintaining separate guild managed accounts comes with high bookkeeping and accounting costs. LexArt pays approximately \$4000 every year to reconcile 20 sub accounts with LexArt's financial systems. In addition, the year end processes of changing signatories and balance reconciliation is very labor intensive for LexArt. Consolidated control is being considered and will have many benefits, including ensuring that all guild expenditures are known and included in the LexArt operational budget. Guild Treasurers will still have full visibility and ability to spend guild monies but transactions will be integrated with LexArt's financial systems.

### **5:41 Adjourn**

Respectfully submitted

Peter Bain, Clerk



**Lexington Arts and Crafts Society, Inc.**  
**Board Meeting**  
**March 8, 2022**

- Who:** Board of Directors; Guild Board Observers
- When:** March 8, 2022  
3:30-5:30 pm
- Location:** **In person – Plummer Studio, 130 Waltham St., Lexington, MA**  
Via Zoom Video Conference. [LINK](#). Meeting ID: 833 1405 6803. Passcode: 634-617
- Contact:** Chase Jones (781.862.9696)
- Please Bring:** Documents distributed electronically
- Purposes:** **Connect/reconnect with each other.** Hear and discuss Executive Director Report. Discuss and provide feedback to Executive Director and Executive Committee on various topics.
- Agenda:**
- [3:00] Early arrival. Opportunity for informal socializing.
  - 3:30 Welcome and Overview (Wayne Davis)
  - 3:35 Icebreaker Exercise and Discussion
  - 4:10 Review and approve minutes of October 19, 2021 Meeting
  - 4:15 Executive Director’s Report (Matthew Siegal)
  - 4:25 Volunteerism - discussion
  - 4:55 Guild Accounts – feedback and comments
  - 5:00 Membership Dues and Benefits – feedback and discussion
  - 5:10 Reserved time
  - 5:30 End Meeting



**Minutes of  
Lexington Arts and Crafts Society, Inc.  
Board of Directors Meeting  
January 25th, 2022  
3:30 PM**

*NOTE: "PMM" refers to pre-meeting materials, a copy of which will be included in the record minutes once approved.*

The January 25, 2022 Board of Directors Meeting of the Lexington Arts and Crafts Society, Inc. (LexArt) was called to order at 3:32 pm, conducted via videoconference, and chaired by Wayne Davis, Acting Chair of the Board.

The following board members were in attendance: Wayne Davis, Peter Bain, Cassandra Goldwater (elected during meeting), Molly Nye, Louis Hara, Rachel Rosenblum, Christine Gamota, Jennifer Bergantino, Lauri Hugentobler, Nicole Mordecai, Peter Demuth, Diane Gordon, Matthew Siegal, Alison Lauriat, Nancy Cornelius, Mike Lawson, Jessie Chen, Carolyn Reckman.

The following Guild Observers and administrators were in attendance: Wilda Ward (Decorative Arts), Steve Goldstein (Photographers), Terumi Irizawa (Metalworkers) Susan McFarlane (Painters), Alison Lauriat (Ceramics), Shirley King (Needle Arts), Chase Jones.

The meeting began with Carolyn Reckman, as the Chair of the Council of Guild Chairs, asking for clarification on her voting rights on the board. Peter Demuth consulted the bylaws and confirmed that the Chair of Council of Guild Chairs is a member of the Board, *ex officio*, and a full voting member of the Board of Directors.

**1. Approval of Minutes. (PMM p. 2-8)** Rachel Rosenblum moved that the minutes of the October 19th, 2021 meeting be adopted as presented. Seconded by Matthew Siegal. Thereafter, it was:

**VOTED:** That the Board of Directors hereby approve, with amendment, the minutes of the Board of Directors Meeting of Members held October 19th, 2021.

The motion was adopted unanimously.

**2. Development Committee Report (PMM p. 15)**

Wayne Davis reported that the major donor campaign has been very successful and has resulted in several multi-thousand dollar donations. The most exciting news is a \$350,000 donation from the Peter and Ann Lambertus Foundation (this follows a \$100,000 gift from last year). He stressed how the

Lambertus Foundation beliefs align with the LexArt mission and gave examples of how LexArt could use the money. Wayne cautioned that LexArt cannot count on continued donations of this size year after year as we consider how to spend the money and that we must step up efforts to diversify our donation sources. Aside from the Lambertus gift, LexArt has met the budget target of \$100,000 in contributions, with several months of fundraising left in the fiscal year.

### **3. Executive Director Report (PMM p. 9-11)**

Matthew Siegal reported that the Education program is going well despite delays and cancelations from Omicron. The Holiday Marketplace was very successful with \$86,000 in gross sales. He shared that membership has grown to 257, exceeding the budget for 20% growth (240) this year. He noted that this growth is from mostly brand new and young members. Matthew has hired an Education Coordinator, Hanna Wolfe, who starts on Monday. He then reviewed the next set of Gallery shows and noted they speak to LexArt's expanded mission.

Regarding use of the Lambertus gift, he stated that he wants to be conservative but also has some immediate spending requests. These include several building repairs and a groundwater drainage study. There are also several programming expenses he would like to take on (scholarships, community based gallery programming, etc.) as well as LexRAP tuition forgiveness. The cost of the building and programming expenses totals \$41,090. In future months he wants to update the capital management policy, simplify our financial accounts, and update IT infrastructure.

Carolynn Reckman requested assurance that the \$7000 needed to match the Mass Cultural Council's facilities planning grant is prioritized. Matthew noted it was in the budget.

Jenn Bergantino noted that the Communications Committee had previously requested funding for hiring a part-time employee to assist with marketing, but that the position had been removed from the budget to reduce the expected deficit. She asked whether that position could now be considered in light of our improved financial position. Matthew responded he expects to budget a marketing position next fiscal year and reiterated his desire to have a strong Gallery and Education program in place before a big marketing push. This was followed by a long discussion about the benefits of leaning into the marketing momentum of LexArt's recent successes, as well as managing the multiple change efforts ongoing.

### **4. Treasurer Report (PMM p. 12-14)**

Treasurer Mike Lawson described several parts of his report; 2nd quarter financials, end of year financials, and associated comments. He relayed that the Finance Committee met recently to update the Cash and Investment Policy because it is inadequate to manage long term funds (such as extra monies from the Lambertus gift). That committee is also initiating a Capital Planning project, which will purposely set aside money to fund ongoing building repairs.

Lastly, Mike put forth a new budget which adds \$67,000 of Mass Cultural Council grants and Matthew's spending requests.

Mike Lawson moved that the following resolutions be adopted. Seconded by Peter Bain. Thereafter, it was:

**VOTED:** That the already completed and proposed Gallery/Building/Repair and Maintenance projects outlined in the Director's Report, including additional spending of \$28,690 above those previously approved, are authorized and approved.

**VOTED:** That the already completed and proposed expenditures for scholarships and general and administrative expenses outlined in the Director’s Report, resulting in additional spending of \$12,400 during fiscal year 2021-22, and an additional \$7500 for high school scholarships during fiscal year 2022-23, are authorized and approved.

**VOTED:** That the Fiscal year 2021-22 budget, previously adopted by the Board of Directors as of May 14, 2021, be amended as shown in the table below.

The motion was adopted unanimously.

Rachel Rosenblum moved that the Treasurer’s Report be accepted. Second by Louise Hara. Thereafter, it was:

**VOTED:** That the Treasurer’s Report is accepted and approved. The motion was adopted unanimously.

**5. Nominating and Governance Committee Report (PMM p. 16-17)**

Wayne Davis reviewed that a number of board members have resigned recently and how he would like to fill at least one vacancy during this meeting.

Carolyn Reckman moved that Cassandra Goldwater join the board. Seconded by Rachel Rosenblum. Thereafter, it was;

**VOTED:** That Cassandra Goldwater be appointed to the Board to fill the vacancy created by the resignation of Katina Leodas, effective immediately with a term expiring as of the 2022 Annual Meeting.

The motion was adopted unanimously.

Wayne explained that with the departure of Katina Leodas, because the board had no Vice Chair appointment, we are currently without a Chair of the Board.

Molly Nye moved that Wayne take a new term as Chair of the Board. Rachel Rosenblum seconded. Thereafter, it was;

**VOTED:** That Wayne Davis be elected as Chair of the Board, effective immediately.

The motion was adopted unanimously.

The board discussed the need to reconstitute the Executive Committee due to recent changes. Molly Nye moved that the Executive Committee be reconstituted. Rachel Rosenblum seconded. Thereafter, it was;

**VOTED:** That the Executive Committee consist of the following members: Matthew Siegal, Wayne Davis, Peter Demuth, Lauri Hugentobler, Michael Lawson, and Cassandra Goldwater.

The motion was adopted unanimously.

## 6. GENERAL AUTHORIZATION

Rachel Rosenblum moved that the officers of the board be authorized to act on behalf of LexArt. Molly Nye seconded. 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.

The motion was adopted unanimously.

Wayne then reviewed future board meeting dates and his desire to meet in person next time. He also strongly encouraged board members to attend gallery receptions to raise the level of engagement with our community.

### 4:30 Adjourn

Respectfully submitted,

Peter Bain, Clerk

**TOPICS for  
BOARD DISCUSSION**  
March 8, 2022

**1. Volunteerism**

We need to do a wholesale assessment/evaluation of volunteerism at LexArt. While volunteers have been an essential part of the operating model in the past and will be for the foreseeable future, the existing systems have been troubled for years and are ill-suited to where we are going. It will take some time to envision and implement a new approach, but we'd like to begin with a discussion of some of the existing challenges and possibilities. Here are some of the issues we'd like to begin with:

- (a) **Measurement and Tracking.** We have no metrics whatsoever. How many volunteer hours are required to operate the business presently? How does that translate to number of volunteer hours required of each member? How would that translate to membership dues if all those hours were paid and needed to be offset by dues? LexArt currently does not have the capacity to track volunteer hours. We need to acquire that capacity ASAP. We are researching systems and expect to have something in place for next fiscal/membership year.
- (b) **Expectations.** Without getting into the history of current or past expectations around volunteering and how they've been communicated, we *will* need to clearly communicate expectations in the future. But first, we'll have to determine what expectations to set—a challenge given our lack of data.
- (c) **Incentives.** We may wish to consider a carrot and stick approach to members fulfilling volunteer requirements. Presently there are neither rewards for exceeding, or penalties for failing to fulfill volunteer requirements. Examples of such a system might include free classes or memberships for volunteers who meet or exceed certain volunteer hour thresholds, tying member benefits such as ability to exhibit, sell and participate in Holiday Marketplace, to fulfilling volunteer requirements.
- (d) **Differential Expectations.** On a related note, should there be a membership category that accommodates craftspeople who care only for studio access and don't care to exhibit or sell or wish to participate in volunteerism. While some may feel that this fee for studio use approach would be counter to the DNA of the organization, it begs the question of knowingly turning such people away.
- (e) **Volunteer Management.** While one of the primary functions of the guilds and guild apparatus is to manage volunteerism, this really only applies to guild volunteerism and not Society volunteerism. There is no equivalent for Society volunteerism. Do we need a volunteer coordinator and a formal volunteer program?

**For board discussion:** We'd like to hear the board's thoughts on sub-topics (b)-(e) above, and any other issues around volunteerism you think will need to be addressed. Sub-topic (a) Measurement and Tracking is mentioned informationally only.

**2. Guild accounts**

Historically and presently each of the guilds managed/manages their finances separately. They collect varying amounts of guild fees/dues used to operate the studios, maintain equipment, and purchase equipment, tools, and consumables. These funds are kept in separate guild managed bank accounts, legally belong to the Society and must be consolidated for tax filings. The guild accounts are managed by



a guild treasurer, rotating on an annual basis. In practical terms, the Society owns these funds and the Board has fiduciary responsibility over their use, neither the Treasurer nor the Board can easily exercise oversight control or ability to document their use. This setup contributes to these structural, as well as a number of operational problems.

- (a) The signing authority for each of these accounts changes annually and not in synch with one another. This is problematic for both the bank holding the accounts and the Society treasurer.
- (b) The year-end financial reconciliation of these accounts with the Society finances costs several thousand dollars annually. Each of the past two years, Juna, our contract bookkeeper, has charged us \$4,000 for work outside the scope of their contract. The majority of these charges are for year-end reconciliation. Much of the work involves issues of documentation. The issue of reconciliation of accounts has come to our attention as a result of engaging in an annual audit the past two years.
- (c) Often, when the guilds consider or experience an expense outside the use of basic materials, there is an ask or a negotiation as to whether the guild or the society will bear the expense. Since all the funds are the property of the Society, this is an artificial delineation that wastes time and energy, causes confusion, and creates management issues.
- (d) The cost of operation of the studios, the most fundamental function of the organization, lives outside the Society's annual operating budget.

While it is not prudent to centralize the management of the studios, it is prudent to centralize and consolidate the guild accounts and financial structure of the organization. Short of merging the accounts, we are looking for a step that would both provide central oversight and tracking of the organization's finances and relieve the financial burden of year-end account reconciliation.

**For Board discussion:** This topic is for notice to the board, with the opportunity for comment and advice as the Executive Director and Executive Committee move forward. The Executive Committee has determined in principle to establish better controls and to centralize bookkeeping, so that it is done consistently and properly, the Executive Director has visibility into the operational costs of the studios, and the Treasurer and Board can exercise appropriate fiduciary oversight. Details for this will be worked out and discussed with guild treasurers in the next few weeks. New procedures will be established no later than the start of the next fiscal year.

### **3. Membership-Board survey/interviews**

We gave ourselves the charge of revamping the membership structure of the organization with the goal of having it in place for the next fiscal/membership year. Although there has been much good discussion, and we are clear on our aims of both broader opportunity and simplicity, we need greater input from current membership. The Executive Director would like to survey membership as to how their benefits are valued relative to one another. Any restructuring will involve a reshuffling and or parsing of benefits, as well as hopefully identifying new benefits and assigning them values within a new cost structure. We would like board members to conduct interviews and survey membership as a means of capturing this information, as well as gaining familiarity with membership and preparing for meaningful input into membership restructuring.

**For Board discussion:** Feedback on the idea of board members conducting interviews with members about the views of the benefits of LexArt membership and which aspects they consider more and less valuable.

Regardless of not moving forward at this time with a complete restructuring of membership, there are several obvious changes we can initiate for the coming membership/fiscal year. The Executive Director currently anticipates implementing the following changes to the membership dues and benefits.

- (a) The present member sales consignment split of 70% to artist and 30% to the society must be updated. The dues and fees of membership do not compensate or provide for such a generous arrangement. We should move to a 60% artist, 40% society member sales consignment split. This is and has historically been an industry standard. It is not clear at this time if we will alter the non-member consignment split currently already at 60/40.
- (b) In conjunction with the above change, we will offer members a 10% discount on all LexArt purchased merchandise. This will serve numerous purposes of helping compensate for the change in consignment split, encourage sales, and bring us into compliance with membership in the North American Reciprocal Museum Association (NARM). NARM is an affiliation of 1,190 arts, historical, and cultural institutions in the United States, Canada, Mexico, Bermuda, and El Salvador which offer reciprocal benefits to qualifying members of other participating NARM institutions. We promote membership in NARM as a benefit of Lexart membership but have not been in compliance with their requirements. The 10% merchandise discount will be extended to members of all NARM affiliated organizations.
- (c) We will revise our member discount for LexArt offered classes from 15% to 10%, and also extend this discount to all NARM members.
- (d) We will explore higher level discounts as part of higher-level membership categories moving forward.
- (e) We will offer a basic LexArt membership of \$75 to community members who wish to support and be affiliated with the organization. This membership will provide basic discounts as outlined above and previews to events such as Holiday Marketplace when available.

**For Board discussion:** We are seeking comment and advice on the above changes before they are implemented. The Executive Committee has determined that final decisions on membership pricing and benefits levels is a management function and therefore the responsibility of the Executive Director.