

Freeport Arts & Cultural Alliance Minutes of 07/02/2015 Steering Committee Meeting

Meeting held at Freeport Library.

In attendance: Keith McBride, Ellen Ebert, David Webster, Jane Bradley, Ed Bradley, Rose Mary Burwell, Nancy Salmon, Elizabeth Guffey, Scott Miller, Andrew Kull (guest)

Meeting called to order at approximately 7:05pm.

Meeting chaired by Jane Bradley.

Minutes:

(1) Introductions.

(2) Ed Bradley moved to accept the minutes of the June 4, 2015, meeting of the Steering Committee. Shari Broder seconded the motion. Motion passed unanimously and the minutes were accepted.

(3) Lawyer Andrew Kull and the Organization Committee presented incorporation papers for the non-profit entity Freeport Arts & Cultural Alliance, which were explained and discussed.

Kull explained that as a non-membership arts organization for public benefit -- considered an educational endeavor -- FACA would qualify as a 501c3. Committee re-affirmed decision to file for 501c3 status and approved Kull filing the 501c3 application and Request for EIN with the IRS.

Group approved listing Kull as the incorporator and approved listing interested Steering Committee members as the initial Board of Directors. (This was a change from the June meeting, at which the Steering Committee members were to be listed as Incorporators.)

There was additional discussion of the fiduciary responsibilities of the Board (minimally, to attend meetings and read materials submitted for consideration) and the need to be able to make decisions between board meetings. For critical Board decisions, such as major contracts, we can create "Unanimous written consent in lieu of a meeting" documents to be filed in our corporate book. Generally, decisions requiring Board approval can be made via email under the Informal Action clause.

VOTE: Ed Bradley moved to approve signing and filing the documents. David Webster seconded, and the motion passed unanimously. The documents were then signed by those members of the new Board Of Directors who were present. Board members not present will be contacted by Keith McBride for their signatures.

Group approved Scott Miller to sign the SS-4 application, which he did.

VOTE: Jane Bradley moved to sign the letter of engagement with Andrew Kull for legal services pursuant to his clerkship of FACA. Keith McBride seconded the motion, which was unanimously approved.

Organization Committee laid out critical next steps for their work:

- (a) flesh out and customize the FACA by-laws
- (b) figure out how to achieve a Board of Directors that represents the diversity of Freeport's arts & cultural community.
- (c) acquire Directors & Offices Insurance – Ed Bradley will investigate this

The Organization Committee expects to meet in the 3rd week of July.

(3) Committee Reports

(a) Organization Committee

In addition to the work noted above, the committee will be considering the informal structure and workings of FACA and exploring ways to organize the community as a whole in addition to creating the formal structure governing FACA.

(b) Finance Committee

Ed Bradley moved that FACA open a checking account at Bath Savings Institution. This was unanimously approved. Jane Bradley will open the account. Ed Bradley will be a 2nd signature on the account as Finance Committee chair.

Ed reported that fundraising approved at June meeting will begin the week of July 6.

(c) Information Hub Committee

Elizabeth Guffey submitted a written report from the Information Hub Committee outlining their progress since the last Steering Committee meeting and plans regarding virtual and physical arts information kiosks.

Committee requested clarification from the Steering Committee regarding who should be allowed to post information to the kiosks, in particular, what restrictions should be placed on events postings. Steering Committee advised that for the time being the physical kiosks should be limited to Freeport-based events. They further advised that the virtual (web-based) kiosk should highlight Freeport-based events and artists but could include arts events in other communities as a service to Freeport arts consumers (to expose Freeporters to arts opportunities elsewhere). However, the Information Hub Committee should focus its attention and resources on gathering and distributing Freeport-based information for now.

Committee requested clarification on the mission/purpose statement for FACA so it can be listed on the website. Steering Committee advised using the language from the incorporation papers and a mission statement submitted by Nancy Salmon to start with. This may be revised at a later date.

Shari Broder joined the Information Hub Committee.

(4) The Needs Assessment Committee was formed to examine space needs and make recommendations concerning specific components to be included in an arts & cultural center. The first step will be for the committee to work out a process to find out what potential users are out there and what their space needs are. It is likely that the Information Hub and Organization Committees will be supporting the Needs Assessment process, as there is some overlap in their respective work.

The following people were placed on the Needs Assessment Committee: Nancy Salmon & Elizabeth Guffey (sharing responsibility during the year), Jane Bradley, Ed Bradley, Keith McBride. If others would like to join this committee, they should contact one of these members.

(5) Next meeting August 6, 7pm, Freeport Library. Steering Committee meets the first Thursday of the month.

Meeting adjourned at 8:42pm.