

## Local Clay Board Meeting Minutes

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February 2<sup>nd</sup>, 2005

**In attendance :** Frank Gosar, Don Clarke, Susan Fishel, Rhoda Fleischman, Paula MacCullen, Mike Morrison, and Local Clay member Lindsey Smith - Recording Secretary : Don Clarke

### **Opening remarks**

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Rhoda opened the meeting by commenting on how positive it was to see all the new members and the energy that they brought to the organization. She explained that one of her goals was to make Local Clay members' meetings more fun and less boring (she indicated she had heard comments from the membership), and to utilize the meetings for more networking.

Some of the things she has instituted are as simple as an "opening" to the meeting that helped break the ice and/or a question that would illicit sharing by the attendees. Rhoda asked for suggestions and Don commented to the benefits to sharing "studio tricks" (similar to the editorial sections in Clay Times Slurry Bucket and Ceramics Monthly's Suggestions).

Rhoda went on to mention some of her other goals for this year which included a redesign of the Local Brochure and a members' Holiday Guide. She also asked all Local Clay officers and Committee Chairs that are not going to make a membership meeting to phone her beforehand and let her know the status of their Committee.

Rhoda detailed how it was important to realize that ClayFest is not Local Clay, in fact it is only one of the many functions of the organization and it was important to take every opportunity to highlight the other programs (ie : Empty Bowls and Clay In Education). She further noted that, as President, she is Local Clay and anyone wanting/need information should contact her not the Secretary. Rhoda made a point that there should be no confusion between Don Clarke's role as Chairperson of ClayFest and her role as President of Local Clay.

### **BUDGETS**

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Susan Fishel had a handout detailing the income and expenses for the organization in FY2004. The gist of the details was that we had income of \$3,540 and expenses of \$4,197 which meant that we had a net loss of \$657 for the year. This meant that the money we have to carry-forward into 2005 is \$4,282.

Susan explained that in the past ClayFest has paid for all of the accountant fees and taxes. In discussions with Don (ClayFest Chairperson) she had decided that it was more equitable to pro-rate these expenses based on cash-flow/profit. These will now become an new budget item for Local Clay.

After significant discussion about estimating the income for 2005, the philosophy of spending money to benefit the membership, and how much money we should keep "in reserve" the following budget was proposed :

| <b>Category</b>   | <b>2005 Budget</b> | <b>Comments</b>       |
|-------------------|--------------------|-----------------------|
| President         | \$25               |                       |
| Secretary         | \$215              | Includes ½ POB rental |
| Treasurer         | \$25               |                       |
| Clay In Education | \$1400             |                       |
| Membership        | \$50               | Redesign brochure     |
| Empty Bowls       | 0                  |                       |
| Workshops         | \$2000             |                       |
| Accountant        | \$125              |                       |
| Taxes             | \$250              |                       |
| <b>Total</b>      | <b>\$ 4090</b>     |                       |

There was considerable discussion about the Workshop budget as we only spent a small portion (\$440) of the budget last year. Rhoda reminded the group that the Ruth Anne Tudball workshop was put on by Oregon Crafted and cost Local Clay nothing, and that this may not happen again so we should not count on it. Susan noted that while currently both Local Clay and ClayFest show a loss (no taxable income) things may change as the year progresses and she requests \$250 to be set aside incase we need to make quarterly estimated payments.

Don asks for an estimate of the income for the year so that we have a better understanding of the cash-flow picture. There is more discussion regarding the difficulty of making such projections (despite the fact that it is standard operating procedure to estimate both income and expenses) and in the end Susan estimates our income to be approximately \$2,036. This would mean that if things go as expected, we would get the year with a carry-forward of roughly \$2,228.

Before calling for a vote, Rhoda asks everyone for their input on the numbers. The comments range from "cautions but comfortable" to "full steam ahead". As a last issue, the possibility of ClayFest being an "expense" to Local Clay is broached. Don explains that historically the ClayFest Steering Committee has limited their budgeted expenses to their carry-forward plus booth fee income (thus not counting on any income from Sponsorship or commissions). This approach makes it extremely unlikely that ClayFest could ever spend to the point where they created a negative expense to Local Clay.

Frank motions we accept the budget as proposed. Paula seconds. Passes unanimously.

## POLICIES

### Treasurer

The Board continues a discussion begun at the recent Local Clay meeting about the reasonableness of the Local Clay Treasurer and the ClayFest Treasurer always being the same person (and thus having the same terms). Everyone agrees that it makes no sense to have two Treasurers and agrees to change the By-Laws as follows (the portion in **bold** is added) :

Section 7. Treasurer : The Treasurer shall be responsible for all fiscal matters of the corporation and shall maintain adequate books and records which accurately reflect the operations of the corporation and its assets and liabilities. The Treasurer shall also prepare or cause to be prepared all quarterly, annual and such other reports ordered by law, and shall perform such duties as are incident to the office of Treasurer. **The Treasurer of Local Clay shall also serve as the Treasurer of ClayFest.**

Don proposes we accept the changes. Michael seconds. Passes unanimously.

### Secretary

Don mentions that in his years as both Local Clay Secretary and ClayFest Registrar there is a similar issue with the two positions. He notes that if these two position were held by two different people (as may be if Michael takes over as Registrar in 2006) then there would have to be two different databases containing for all intents mostly the same information. While this is manageable it would require careful interface between the two positions and there may be benefits to ensuring that the Secretary of Local Clay and Registrar of ClayFest are one-and-the-same.

There is significant discussion about the issue, but in the end there is not enough interest in amending the By-Laws. The Board decided instead to wait-and-see if this is really in issue or only a possible issue.

### Empty Bowls Chair

Frank notes that the current By-Laws do not include a change that was approved in August of 2000. Before Don took over as Secretary there was no one maintaining the By-Laws and this change was reflected in the minutes but never included in the By-Laws. The change that was moved and approved created an additional Board position for Empty Bowls Chair-elect which was elected at the annual January membership meeting and served as Chair the following year.

This came to light with the election at the January meeting of Rosemarie Atencio as Empty Bowls Chair. Since her election she has been confounded and confused with the difficulty in assuming her new position as the current Empty Bowls Chair continued to maintain her position. Frank noted that the Board simply "screwed-up" in not ensuring the amendment was included in the By-Laws and asked that they be updated to reflect this 2000 change. Don agreed to add the wording from the August 16, 2000 minutes to the By-Laws at the same time as he updates the (above) change to the Treasurer position.

This still left the issue of Rosemarie's position unanswered. Was she the Empty Bowls Chair-elect ? or had she actually resigned ? or ..... there was no closure to this issue.

#### Other OFFICERS

It was noted that the By-Laws contain no descriptive language regarding the Clay In Education Committee Chair, Empty Bowls Committee Chair, Workshop Committee Chair, and now the new Empty Bowls Chair-elect. Frank agreed to draft language to cover these five positions.

#### ClayFest

Don broached the ongoing issue regarding the function of ClayFest. The current By-Laws are extremely vague regarding the purpose of the annual show specifically with regards to it's role in generating income to Local Clay. Rhoda has historically stated that one of the purposes of ClayFest was to be a funding source for the education of Local Clay members. There is some brief discussion, but the topic changed before there was any substantial dialog on amending the By-Laws to clarify if ClayFest is intended to fund Local Clay.

Don then broached the fact that the By-Laws currently state "*The Local Clay Chair(s) and Local Clay Committees shall put on an annual trade show for its eligible members and invite the public*" yet there is no definition as to the phrase "eligible members". At this point membership is annual and payments due on January 1<sup>st</sup> yet ClayFest applications are regularly sent to people who are not members in as much as they have not paid their membership dues. Don wonders if the intent was to have the show open to "current" members of Local Clay (as a possible definition of eligible). The discussion continues at length regarding the benefits to having members pay their dues in January (ie : a membership directory that is complete early in the year, more visibility of income from memberships by the budgeting meeting, etc) countered by the desire to appeal to "all warm bodies whether they have paid their dues or not". In the end Rhoda asks the ClayFest Steering Committee to come back to the Board with their proposed definition of who are "eligible" members.

As an aside, Don mentions that in his role as Secretary he deletes Local Clay membership information (but not the actual record) from the database on January 1<sup>st</sup> so that only "current" members continue to get announcements, etc. He said he had felt that this was appropriate since the organization's By-Laws state that people become members "*by payment of dues*" and those that had not paid their dues by the prescribed date (January 1<sup>st</sup>) were technically not members. He notes that we currently have over 200 people in the database of which only 42 had paid their dues by January 1<sup>st</sup>. This presents an ongoing problem with when to publish the membership directory as many members don't pay their dues until they apply to ClayFest in late April.

#### Closing remarks

The President, reading from a prepared statement, lead the Board into a discussion on issues involving responsibilities of officers, respect for their fellow Board members, and Local Clay's interface with the pottery community. The Board chose to have this discussion "off the record". The conclusion of this discussion was that responsibility for receiving and replying to email from localclay@clayfest.org would be transferred to the Chair-elect, and that the Secretary's responsibilities would be limited to the description in the By-Laws.

Frank moved to adjourn the meeting

Don seconded

Passed unanimously