

MONTANA PERFORMING *Arts* **consortium**

MPAC Summer Board Meeting
June 9-10, 2023
Belt Performing Arts Center
58 Castner Street, Belt, MT 59412

Present: President – Tom Webster, Vice-President – Jill Wagner, Treasurer – Connie Jenkins,
Secretary – Misty Annala, Board Members – Jim Peaco & Hannah Hudgins.
Absent: Artist Rep – Nick Spear, Board Member – John Zirkle

Tom Webster called the meeting to order Friday, June 9, 4:00 p.m.

- Election of Officers
 - Tom made a motion to retain the officers of the board with no changes. Hannah seconded; motion carried. Officers re-elected as follows for one year term:
 - President: Tom Webster
 - Vice-President: Jill Wagner
 - Treasurer: Connie Jenkins
 - Secretary: Misty Annala
- Nomination Committee
 - Three board members were appointed to a nomination committee. The committee will search for possible future board members to be brought before the annual membership meeting for a vote in the case of an opening:
 - Jill Wagner, Connie Jenkins, Misty Annala
- Executive Director Review
 - Tom made a motion to renew Emily Wolfram's contract for the term of one year. Jill seconded; motion carried.
 - Discussion
 - Compensation: Emily pointed out that there are several components of her job that have not been expected in the past, such as website design, email marketing, social media, and graphic design. She is currently hired at .5 (half-time) for a base salary of \$12,000/yr. She would like to set a long-term goal of bringing the salary up to \$30,000 per year, with merit pay based on earnings. She has the goal of bringing in enough additional funding for the organization to eventually make this possible.

- Accounting: Emily asked for clarification on the accounting system. She wondered if we would prefer cash accounting or accrual. It was decided to continue with a cash accounting system.
 - Working Board: Emily asked for clarification on her ability to assign tasks to the board. Board members agreed that it is appropriate for her to assign tasks to board members.
- Health Check for Member Organizations
 - Emily presented information that she had collected from member presenter groups, including bookings for the 2023-2024 concerts season, and anecdotal comments that each group shared about their process, joys, concerns, and publicity methods.
- Meeting Minutes
 - Tom made a motion to accept the minutes from the January 29, 2023, and April 24, 2023, meetings. Connie seconded; motion carried.
- Financial Report
 - Hannah made a motion to accept the year-to-date financial report for FY23. Jill seconded; motion carried.
- New Business: Membership Proposal
 - Emily presented a 2001 fee schedule, pricing research, and a June 2023 proposal for setting up membership levels, fees, and benefits.
 - Discussion: There was some concern about presenting an additional change to typical MPAC procedure since we have already changed the date for the conference this year. It was also determined that we would need more time to structure the fee, so it did not create a burden for long-time presenter members. Since the goal of this change was to create additional funding for the MPAC organization, and it did not seem likely that we could accomplish that goal in time for the upcoming conference, the idea was shelved pending further discussion.
- New Business: Fundraising
 - Give Great Falls: Emily reported earnings from Give Great Falls fundraiser and discussed attending the chamber event.
 - Program advertising: Emily tasked each board member with selling to ads for the conference program. Money and ads will be due by September 30th, 2023.
 - Sponsorships: We discussed finding sponsors for parts of the conference. Emily will check with hotels.
- **MEETING ADJOURNED FOR DINNER AT 6:00 P.M.**
- **MEETING RESUMED SATURDAY, JUNE 10, 9:00 A.M.**
- New Business: Review By-Laws
 - See attached for proposed changes*
 - Former artist representative, Alyssa Roggow joined the board for this task.
 - The board worked on amendments to by-laws to be voted on/adopted by board at fall meeting.
 - Board asked Emily to seek outside help to check the language of the changes.

- Long-Range/Strategic Plan
 - The board examined the current long-range plan, making changes to items that were no longer relevant. They also set a goal to facilitate developing a new strategic plan within the next two years.
- Budget for FY24
 - Emily discussed the need to generate revenue to cover the additional cost of having the conference at the Mansfield in Great Falls. She estimated the additional cost at \$5,000.
 - Board members agreed to each sell two ads for the conference program to help generate additional revenue.
- October 2023 Conference
 - Emily presented a proposed schedule and budget for the conference. Some changes were made to facilitate a later start time.
- Belt Theater Future MPAC Conference Host Feasibility Assessment
 - Jim and Amy Olson met with the board to present the possibility of hosting a future MPAC conference in Belt, MT.
 - Board members toured the theater.
- **MEETING ADJOURNED FOR RANCHES AT BELT CREEK TOUR AND DINNER AT 4:00 P.M.**
 - Board members toured Ranches at Belt Creek and consider housing options for a future conference.
 - Plans were made to tour the Belt Pavilion Sunday morning at 10:30, as a possible site for dinners during the MPAC conference.
- Montana Arts Council and Cultural Trust update.
 - Board members were joined by MAC representatives Kristin Burgoyne and Monica Grable for dinner and an update from the Montana Arts Council.

- **ACTION ITEMS**
 - All board members: Sell two ads for the conference program. Due by September 30th.
 - All board members: Reach out to past attendees to check in. See if they are still active, invite them back to the conference. E-mail Emily if you have reached anyone.
 - Emily: See if the stage manager can stop by the Belt Theater sometime to determine the feasibility of using that stage for the conference.
 - Emily: Seek outside help for language of changes to by-laws.

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BY-LAWS OF THE MONTANA PERFORMING ARTS CONSORTIUM INC.

Revised **6/10/2023**

THE PURPOSE OF THE MONTANA PERFORMING ARTS CONSORTIUM INC. SHALL BE:

1. TO PROMOTE AND ENCOURAGE THE TOURING OF THE PERFORMING ARTS THROUGHOUT MONTANA IN A PROFESSIONAL AND COST-EFFECTIVE MANNER.
2. TO PROVIDE SUPPORT AND TECHNICAL ASSISTANCE TO NON-PROFIT PERFORMING ARTS PRESENTERS .
3. TO FOSTER A FAVORABLE CLIMATE FOR BOTH ARTISTS AND Presenters IN MONTANA.

**ARTICLE I
MEMBERS**

SECTION 1. The members of this Corporation shall be as follows: Performing Artists, Agents, and Performing Arts Organizations which subscribe to and support the goals of the Montana Performing Arts Consortium. There shall be two voting classes of members: 1.) presenting organizations, 2.) Performing artists and agents. Dues to be determined by the Board of Directors.

SECTION 2. One representative from each member presenter, member agency, and member artist group shall have one vote at any official meeting of the members.

SECTION 3. The members of the corporation, as such, shall not be liable for its obligations.

**ARTICLE II
MEMBERSHIP MEETINGS**

SECTION 1. The annual meeting of the members of the Corporation shall be held in conjunction with the annual conference at a place and time to be designated by the Board.

SECTION 2. Special meetings of the members may be held upon the call of the President, or by resolution of the Board, or upon request of not less than two-thirds of the members having a right to vote at such meetings.

SECTION 3. Notice of the annual meeting of the Corporation and of any special meeting shall be mailed or e-mailed to the voting members at their respective addresses 30 days before such meeting.

SECTION 4. A quorum at any meeting of members shall consist of at least one-fourth of the voting members, but a lesser number may meet and adjourn from time to time until a quorum is secured.

SECTION 5. {Language for email or virtual meetings and votes.}

ARTICLE III
BOARD OF DIRECTORS

SECTION 1. The property, affairs, activities and concerns of the Corporation shall be vested in a Board of Directors, consisting of no less than 5, no more than 8 Directors, one of which shall be an artist representative elected by . The members of the Board shall upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

SECTION 2. At each annual meeting, a number of directors equal to that of those whose terms have expired shall be elected for the term of three years for member performing arts organizations and one year for the artist representative. At the expiration of any term, any director may be re-elected.

SECTION 3. Nominations for election of Directors shall be made by the nominating committee not less than 30 days prior to the annual meeting of members, but nominations may be made from the floor by any member. The election of Directors shall be at the annual meeting of the members. A majority vote of the quorum of members present shall be sufficient for election of the Directors. The artist representative shall be elected at the annual meeting by the member artists and member agents.

SECTION 4. The Board shall fill all vacancies which may occur by a majority vote of the remaining Directors of the Board. The person so chosen shall hold the office for the unexpired term of his/her predecessor.

SECTION 5. {Language and procedure for removing a board member }

ARTICLE IV
BOARD OF DIRECTORS MEETINGS

SECTION 1. A quorum of the Board shall consist of at least 50% of the Board of Directors.

SECTION 2. The Board of Directors shall meet at least annually, immediately following the annual meeting of the members, and in any other regular meetings as the Board, by resolution, may fix from time to time.

SECTION 3. Special meetings of the Board may be held at any time and place upon call of the President, or upon request of three or more Directors.

SECTION 4. Notice of all meetings of the Board shall be given by mail or e-mail 30 days prior to the date of the meetings.

NOTE: Check on public, member or board only meetings.

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**ARTICLE V
OFFICERS**

SECTION 1. The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, all of whom must be members of the Board. The offices of President and Secretary may not be held by the same person.

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SECTION 2. The officers shall be elected by the Board annually at the first meeting of the Board following the annual meeting of the Corporation. The officers so elected shall serve for a term of one year. The Board, by majority vote, shall fill all vacancies that may occur, with the appointee to hold office until the next annual meeting of the Board.

SECTION 3. The President shall preside at all meetings and perform the duties customarily required of such office and shall be the chief officer, subject to the direction of the Board.

SECTION 4. The Vice President shall perform all duties of the President in the absence of the President and such other duties as may be assigned by the Board.

SECTION 5. The Secretary shall have charge of the corporate books and records of the Corporation and shall oversee notice of meetings to the members and Directors, and with the President, shall execute and sign such instruments as require his/her signature, and shall make such reports and perform such other duties as are incident to this office or which may be required by the Board.

SECTION 6. The Treasurer shall have custody of all monies and securities of the Corporation and shall oversee accounting of its funds and property and shall perform all duties incident to this office or which may be required by the Board.

SECTION 7. Any officer or agent may be removed by the persons authorized to elect or appoint such officer or agent whenever in their judgment the best interests of the Corporation would be served thereby. The removal of an officer or agent shall be without prejudice to the contract rights, if any, of the removed officer or agent. Election or appointment shall not of itself create contract rights.

SECTION 8. The directors and officers of the Corporation shall not, as such, be liable for its obligations.

**ARTICLE VI
COMMITTEES**

SECTION 1. The President shall annually appoint three members of the Board, who shall be a nominating committee. They shall submit nominations for Directors in writing to the Secretary no less than thirty (30) days prior to the annual meetings.

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SECTION 2. The Board may provide for such other committees as may be deemed necessary and may determine the selection of the committee members and prescribe their duties.

SECTION 3. The designation and appointment of such committees and the delegation of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.

**ARTICLE VII
AMENDMENTS**

Section 1. The Board shall have the power to make, alter, amend, and repeal the Bylaws by affirmative vote of a majority of the Board at any regular or special meeting, provided that the proposed action is inserted in the notice of such meeting.

**ARTICLE VIII
AGENTS AND REPRESENTATIVES**

SECTION 1. The Board may appoint such agents and representatives with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as it is consistent with these Bylaws, to the extent authorized and permitted by law.

**ARTICLE IX
CONTRACTS**

SECTION 1. The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or pledge its credit, or render it liable monetarily for any purpose of to any amount.

**ARTICLE X
PROHIBITION AGAINST LOANS AND SHARING IN CORPORATE EARNINGS**

SECTION 1. Loans to Directors and officers are prohibited.

SECTION 2. This corporation is one which is organized and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3), as amended, and Section 170(c)(2) of the United States Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law. No part of the net earnings of this corporation shall inure to the benefit of its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article Two herein, no

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substantial part of which is carrying on propaganda, or otherwise attempting to influence legislation, or which is participating in or intervening in any political campaign, for or against any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to such organization or organizations as are tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine.

ARTICLE XII INVESTMENTS

SECTION 1. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it. No action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of tax exemption under the Internal Revenue Code as it now exists, or as it may be amended.

ARTICLE XIII EXEMPT ACTIVITIES

SECTION 1. Notwithstanding any other provision of these Bylaws, no members, Director, officer, employee, or representative of this Corporation shall take any action on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code as it now exists, or as it may be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code.

ARTICLE XIV FISCAL YEAR

SECTION 1. The fiscal year of the Corporation shall begin on the first of July and end on the thirtieth of June.

ARTICLE XV

RECORD MAINTENANCE AND INSPECTION RIGHTS

SECTION 1. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board, and committees having any of the

authority of the Board. The Corporation shall maintain a record of the names and addresses of members entitled to vote.

SECTION 2. All books and records may be inspected by any board member or his/her agent or attorney for any proper purpose upon request.

These By-laws were duly adopted at the fall meeting of The Montana Performing Arts Consortium, a Montana non-profit corporation, held on the _____ day of _____, 2023.

IN WITNESS WHEREOF, we the president and secretary of the corporation have hereunto subscribed our names this _____ day of _____, 2023.

Amended and Restated by the Board of Directors on

President

Secretary