

**MINUTES OF A BUSINESS MEETING OF THE MEMBERSHIP OF THE  
ART STUDENTS LEAGUE OF NEW YORK, HELD WEDNESDAY, JANUARY 22, 2020,  
PURSUANT TO NOTICE DULY GIVEN, IN THE GALLERY AT THE LEAGUE'S  
BUILDING AT 215 WEST 57TH STREET, NEW YORK CITY.**

President Frank called the meeting to order at 7:05 PM, welcoming the new Board of Control and thanking the League staff.

**I. Election of Members**

The names of nominees were projected on the gallery screen. Upon a motion duly made and seconded the nominees were approved for membership.

**II. Deferred Business**

There was no deferred business.

**III. New Business**

President Frank explained the process of voting on a petition to amend the By-Laws and reads the proposed amendment.

Appointment of inspectors:

Members Margaret Beels, Sergio Loa, and Beth Alberty volunteered to serve as inspectors for ballot casting and counting.

President Frank then opened the floor for discussion.

Member Deborah Zavon stated that the idea of change is good but disagreed with the wording of the amendment and proposed adding the words “no electioneering during class time” to the language of the amendment and went on to say that all parties should have a voice at the League.

Member Frank Pritchard stated that he was in favor of the amendment but that anyone who was a member should be allowed to voice their opinion. Mr. Pritchard also questioned why in person ballot casting was necessary. President Frank noted that this is stipulated in the League By-Laws and noted that the petition for the amendment was proposed in accordance to the rules of the By-Laws.

A member asked why the resolution did not include all staff and noted that other staff should be allowed their opinion. President Frank stated that instructors proposed the petition for an amendment and then invited those instructors who proposed the petition to explain their reasoning.

Member and instructor Costa Vavagiakis provided background to the amendment and explained that instructors were always independent contractors, not employees.

Member Steve Rosenfeld asked for clarification regarding the hiring process for instructors.

Board Member Beth Berns responded that the BoC hires the executive director, reviews the League’s budget, reviews top salaries and looks at total dollar value of instructor salaries.

Board Member Ezra Bookstein stated that the board has no direct say in the hiring or firing of instructors.

Board Member Charlotte Bialek stated that the Board has an indirect say in the process regarding instructor hiring decisions through the executive director.

Board member Beth Berns stated that when there is a negative situation the Board gets involved.

President Frank stated that if a situation rises to a certain level of concern it is possible that legal counsel is required.

Member Richard Caraballo asked if the prohibition against electioneering would include the Executive Director.

Member Stephen Durkee supported the amendment but questioned if it should be in the constitution at all, or if it would be more appropriate elsewhere. Mr. Durkee stated that the Constitution was outdated, and that the amendment should eventually be removed from the Constitution and placed in a communication strategy guidance document.

President Frank stated that the Board would re-evaluate the Constitution as a whole to bring it up to date.

Board Member Beth Berns asked if Mr. Durkee would like to be included in future efforts by the Board to revise the Constitution.

Member Andy Reiss provided historical perspective by noting that the League went 120 years without such a clause and stated that he was in favor of more democracy, noting that people come to study with specific instructors, that the instructors are the experts and should have a voice. Mr. Reiss went on to say that it made no sense to take away the voice of instructors, and that all should have a voice as long as it's not on the League's nickel.

Member Jaron Newton asked why instructors were made employees.

Member and instructor John Varriano stated that the amendment as written was a mistake and went on to discuss the history of instructors' payroll status. Mr. Varriano explained the reasoning behind the current clause, which was intended to protect the administration from coercion and instructors from undue influence. Mr. Varriano went on to discuss how instructors were critical at two junctures in recent League history and proposed striking the entire clause, and putting it back on the Board to reconsider and evaluate the whole of the Constitution.

Member Kent Smith stated that instructors are valuable and that this change is a step in the right direction to begin reevaluating the changes necessary to the By-Laws. Mr. Smith also noted that the instructors were instrumental during the air rights sale.

A member addressed the question by Member Jaron Newton regarding the difference between independent contractors and employees, noting that there are advantages to being an employee in terms of withholding taxes. The member noted that the Board is elected to manage the League and that members are here to learn art, and stated that we should be careful that the instructor-student relationship not be compromised. The member expressed his opinion that this was not the right amendment.

Member Beth Alberty spoke next in support of the previous comments that the amendment is not appropriate. Ms. Alberty proposed a vote to table the proposed vote to reconsider the amendment.

Board Member Beth Berns stated that we can make a motion to table the vote for the amendment but that 50% have to approve the motion. Ms. Berns noted that the Board plans to thoroughly review the Constitution and stated that her personal preference is to strike the second half of the amendment.

Board Member Jeff Sundheim stated that what we have before us was an opportunity to vote yes or no on the current wording.

Member Jeff Sauber commented on a point of procedure, noting that it is important to give the amendment more thought to examine the specific situation being addressed.

Member Bettina Barbier stated that class time may not be appropriate for discussion of elections, but that other times may be, and that it would be beneficial to hear other people's opinions; Ms. Barbier stated that she was in favor of tabling the vote for the amendment and proceeding with modernizing the Constitution.

Member Kent Smith cautioned against tabling the vote noting that this process could drag into the next election cycle, stating that this issue deserves a yes or no vote.

Member and Instructor Deborah Winiarski spoke next stating that she was involved in the creation of the petition from the beginning with instructor and member Costa Vavagiakis, and spoke about enforcement and the potential of action against instructors, noting the threatening email sent by Executive Director Michael Rips. Ms. Winiarski asked how many students have experienced electioneering in studios, and noted that instructors conduct themselves professionally. Ms. Winiarski noted that the proper procedures have been followed in proposing the amendment to the By-Laws.

Member George Nader discussed the influence of instructors on students, citing the involvement of instructors during the cantilever air rights sale. Mr. Nader called for a motion to table the vote.

Member and Instructor John Varriano stated that the vote can be tabled and that it provides an opportunity to take a second look at the issues being addressed.

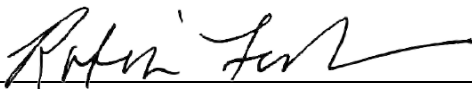
Board Member Charlotte Bialek called for a vote to table. A vote by show of hands was counted by Board Member Ezra Bookstein, who announced that tabling was rejected by a vote of 56 to 41.

President Frank calls for a motion to vote on the amendment. The motion was seconded and ballot casting proceeded.

At this time Board Member Beth Berns announced the reinstatement of the January members business meeting.

Upon the conclusion of ballot casting and counting, Director of Special Projects Ken Park announced the results: 155 total votes with 1 abstention, 49 against, 105 in favor, for a 68% majority vote. A 75% majority being required, the motion was not passed.

Upon a motion duly made and seconded, President Frank adjourned the meeting at 8:30 PM.



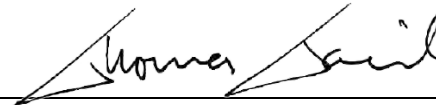
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Robin Lechter Frank, President

8/12/2020

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Date



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Thomas Tacik, Staff Member (Taking Minutes)

8/12/2020

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Date