

MINUTES OF AN ANNUAL MEMBERS MEETING OF THE ART STUDENTS LEAGUE OF NEW YORK, HELD WEDNESDAY, DECEMBER 1, 2021, PURSUANT TO NOTICE DULY GIVEN, BY INTERNET (ZOOM) TELECONFERENCE.

I. Call to Order

President Robin Frank announced that there was a quorum present and called the meeting to order at 6:00 p.m.

II. Reading of the Minutes

The minutes of the Annual Meeting of December 2, 2020, and the minutes of the Business Meeting of October 27, 2021, were read by Tom Tacik, staff member acting as recording secretary, and accepted.

III. Election of New Members

The names of nominees for membership were projected on-screen. Upon a motion duly made and seconded, the nominees were accepted for membership.

IV. Appointment of Election Inspectors

The following members were appointed as election inspectors: Kathleen Cornelius, Judith Louie, and Lory Alcaro.

V. Election of Board Members

Following a review of the voting process and a discussion of how that process was adapted to an online platform, Director of Special Projects Ken Park initiated online polling.

The election results were as follows:

	<u>Total</u>
President	
<i>Robin Lechter Frank</i>	621
Vice President Nominated by Women	
<i>Jacquetta Szathmari</i>	578
Vice President Nominated by Men	
<i>Charles van Horne</i>	557

The following top three vote-recipients were elected to the Board of Control:

Board Members	<u>Total</u>
<i>Marcie Bronkar</i>	371
<i>Stephen Rosenthal</i>	349
<i>Jack Howard-Potter</i>	294

VI. Miscellaneous Business

Vice President Charlotte Bialek, Chair of the Constitution Reform Committee, thanked the members for attending, introduced the members of the Constitution Reform Committee, thanked Ken Park and Board of Control members for their support, and proceeded to introduce the resolutions for amendment to the by-laws.

VOTE 1 Resolved, that Article V of the Constitution and By-Law XII be amended, as clarified after the November Town Hall, to create staggered terms for BOC members, new term limits for BOC President and members, and the number of appointed BOC Members.

The resolution was introduced by Vice President Charlotte Bialek. A motion to proceed with the first vote was duly made and seconded. Discussion followed, led by Constitution Reform Committee member Stephen Durkee, who gave a Power Point presentation explaining the proposed amendment.

Member George Nader raised the point regarding term limits for the President, stating that years already served should be counted and considered retroactively under the new amendment.

Committee member Yoko Cohen explained the decision to make the years served by the President cumulative going forward.

Member Walanne Steele expressed the belief that terms were self-serving for current board members.

Member Linda Brosterman asked about the reduction of appointed board members. Vice President Bialek explained that the reduction of appointed board members increased the number of elected board members, thereby giving the membership greater voice in who is elected to the Board of Control.

Member Kent Smith discussed how this amendment benefits the League.

Member George Nader reiterated the belief that a potential term of 11 years for the President is too long.

Artistic and Executive Director Michael Hall commented on Mr. Kent's discussion regarding how this amendment provides stability for the Board.

President Frank addressed past applicants for board positions and the importance of re-applying.

The poll was projected on screen, voting proceeded, and the amendment was approved.

VOTE 2 Resolved, that Article X of the Constitution and By-Law XV be amended so as to both require a 4-week posting period for proposed amendments to the Constitution and the By-Laws.

The resolution was introduced by Vice President Charlotte Bialek. A motion to proceed with the second vote was duly made and seconded.

The poll was projected on screen, voting proceeded, and the amendment was approved.

VOTE 3 Resolved, that new By-Laws I and VIII be adopted concerning membership and dues to replace the current By-Laws I, VII, VIII and Amendments 20,21, and 30.

The resolution was introduced by Vice President Charlotte Bialek, who explained the process of reorganizing the by-law on membership.

A motion to proceed with the third vote was duly made and seconded. The poll was projected on screen and voting proceeded. However, due to an error in polling the results of this vote were nullified. The resolution was tabled for a vote at the next Members Business Meeting in January 2022.

VOTE 4 Resolved, that Amendments 26 and 29, concerning voting and proxies be replaced with a new By-Law concerning voting, and that Amendment 31, concerning the Building, be revised and adopted as a By-Law.

The resolution was introduced by Vice President Charlotte Bialek. A motion to proceed with the fourth vote was duly made and seconded. The poll was projected on screen, voting proceeded, and the amendment was approved.

VII. Address of the President

President Frank provided an update on recent fundraising efforts and successes, including the annual Gala. President Frank wished all members a happy and healthy New Year, and thanked outgoing board members Beth Berns, Kathy Blake, Nelsena Burt-Spano, and Charlotte Bialek for their service to the League. President Frank also encouraged those interested to apply for appointment to the Board of Control.

VIII. Treasurer's Report

Finance Committee Chair Beth Berns presented the Treasurer's Report, providing an overview of the League's Financial Position Statement and investment portfolio. Ms. Berns reported that the Finance Committee met at least monthly, and that the Investment Advising Committee met at least quarterly. Ms. Berns also reviewed Payroll Protection Program grants made to the League, the Statement of Activities, and the Statement of Functional Expenses.

IX. Artistic and Executive Director's Report

Artistic and Executive Director Michael Hall provided members with an update on recent activities, including:

- Enrollment statistics for in-person and online classes
- Instructor response to the return to in-person classes
- Building and scaffolding:
 - The 57th street side is clear; only the sidewalk bridge remains
 - Removal of the 58th street side was half complete by mid-November, and will be completed in January 2022 following the DOT moratorium on street closures

There being no further business, and upon a motion duly made and seconded, the meeting was adjourned at 8:00pm.