

SFQG Board Meeting Minutes – May 26, 2020

Location: Zoom Meeting on line

Present: Maren Larsen, Sumilu Cue, Gloria Miller, Cathey Kennedy, Valarie Lienkaemper, Jessica Church, Cher delaMere, Adrienne Hickman, Dottie McHugh, Jeanie Low, Cathy Miranker, Barbara Strick, JoAnn Vail

Meeting start time: 6:40 PM

MSP: February Minutes approved

MSP: April Minutes approved

Vice-President's Report – Sumilu Cue (see attached)

Treasurer's Report – Gloria Miller (see attached)

Church lease is up. They are not returning our calls. They have our security deposit and our library. Maren will continue to pursue them. We need to make a decisions before we do anything permanent. It is a good idea for us as a board to decide about guild meetings remaining on line through the end of the year so that we can plan for our speakers and how we can accommodate as much of the feel of the guild meetings on line as possible. Seek suggestions from the membership. Ask Ginger for a Covid issue with each committee presenting their ideas and how they can go about the meeting going forward on line or ??

QuiltAway refund checks will be mailed out and the refund coming from Walker Creek Ranch, and will reimburse the guild.

Proposal: In light of the ongoing Covid19 pandemic, we, the board, propose that we do not meet in person but hold all our general meetings on line until the end of 2020.

MSP: Proposal approved

Programs Report – Sumilu Cue (see attached) In response to the first Zoom general Guild meeting, breakout rooms were suggested. Alex sent an email with all of the Zoom options and the associated costs. The Speaker missed the interactive aspects of lecturing in person, but enjoyed the Q&A at the end. Board discussion went on to explore the benefits and limitations of the Zoom format. Show and Tell, a popular feature was discussed with several ideas as to how to go about it in the new format.

Standing Committee Reports:

Quilt Show – Alex Byrne Meeting scheduled tomorrow. East Bay show totally cancelled this year. Alex sent out a report with 4 suggestions. A fifth suggested at this meeting is that we offer our time slot to East Bay that we hold our show the following year.

Website – Cathy Miranker (see attached) Cathy has not received the video from the May Zoom meeting. It will need to be in YouTube or Vimeo with a link on our Website.

QuiltAway – Jeanne Matysiak (see attached) has been cancelled. Jeanne is hoping to renegotiate a time in the future.

Community Outreach – Adrienne Hickman (see attached) Over 425 blocks. Time to start sorting them out and putting them in batches to make quilt tops (7 blocks by 9 blocks), and will need backs and binding. Already have 8 of the 20 total. Maren is still getting \packets of squares in the mail. Next Wednesday there will be a meeting at Maren's at 6:00 PM to group the blocks.

Friendship Blocks – Kenan Shapiro (no report)

Historian – Jeanie Low (no report)

Hospitality – Margaret Piazza (no report)

Library – Cher delaMere (see attached) Cher is thinking about how to make the library

accessible during the SIP. Cher has to write an article for the Covid edition of the newsletter. Call Cher for magazines and use the "Ask the Librarian" feature on line for the books.

Membership – Anna Chan (see attached)

NCQC – Laraine Salmon (See attached Submitted by Gloria Miller)

Newsletter – Ginger Ashworth (no report)

Opportunity Quilt – Dottie McHugh the opportunity silk quilt has been postponed until we can get together.

Parliamentarian – Valarie Lienkaemper (see attached) Valarie still needs to research how there can be an anonymous vote during a membership meeting (ie electing the board in the fall) We need to start thinking about committee chairs and board officers that will be needed for the fall vote.

Post Cards – JoAnne Vail (see attached)

Sewing Circles – Betty McNiel Going forward we might plan for a friendly reach-out to the membership to reassure them that the guild is still in tact and active.

Block of the Month – Julia McLoud The block of the month has been suspended until we can meet in person again. The current activity to take its place is the Lone Robin project. Those who choose to participate will follow the directions sent out for each "round" and complete a top by the end of the year.

New Business

COVID -19 - (How to proceed? Thinking about everything from location, speakers, library, newsletter, free table, hospitality etc. Where do we go from here?)

See above.

St. Mary's has requested that we make a quilt for them to auction off that contains their logo in celebration of their 50th anniversary. No size was stipulated yet. This is a job for a committee. Maren will put it in the newsletter.

Unfinished Business

Committee to consider possible new meeting location. Maren needs to talk with our contact with our current church before we move forward.

Barb will contact all the guilds that were planning on showing their opportunity quilts at our guild meetings that we are now on line, and to invite them to send us photos of the quilts and we can post them on our website along with the info on how to buy tickets.

Location/Date of next meeting, Zoom on line. Tuesday, June23rd, 2020

Meeting adjourned at 8:20 PM

Respectfully submitted by Cathey Kennedy, Secretary to the Board

Attachments:

Vice-President's Report: Starting to look for examples of online fundraising since there is a very good chance we won't be having in person meetings this fall, especially if there is a second wave of

coronavirus infections.

Treasurer's Report:

Bank balances:

Quilt Show 2021.....350.21
QuiltAway 2020..... 22,027.68
SFQG Savings..... 48,7734.33
SFQG Checking..... 9,127.58

Church/Meeting rental space:

Current lease at \$500 per month ends May 31

April rent \$500, paid.

As agreed at April board meeting, we are holding May rent, \$500, awaiting discussion with our church contact concerning rent credit and lease.

The church currently holds our security deposit of \$1,200.00.

Quilt Show:

Spoke with Quilt Show Treasurer, Claudia, confirming current balance. The account contains one vendor booth reservation payment (Laura Lee Fritz). Claudia is holding three additional checks for booth reservations. The fate of the 2021 show will determine if these checks will be deposited or returned to the vendors.

Web Site Report: The web site reflects current information from those committee chairs and others who provide me with updates.

The site crashed briefly yesterday and has been restored.

QuiltAway:

As announced, QuiltAway 2020 canceled. Awaiting refund of deposit from Marin County, Office of Education, \$8,607.32. Refund checks to enrollees are being written and are expected to be co-signed and mailed this week.

The Virus and the financial health of SFQG:

My feeling is that we are in a healthy financial state. We have money in savings, a large membership and a proven record of being able to raise funds and be frugal with spending. That said, we are in a peculiar period of history with many unknowns. I will continue to monitor our income and identify areas where we might lose income such as (but not all) 'Guests' at general meetings, newsletter and ongoing book sales. I will also note areas of savings such as (but not all) room set-up fees and hospitality. I will also start building a budget for 2020-21.

Link to Profit & Loss Report: </Users/cathey/Downloads/P and L 5.26.2020.xls>

Link to Cash Flow Report: </Users/cathey/Downloads/Cash Flow May 26 2020.xls>

Programs Report: Thanks to Claudia Shearer for encouraging the guild to move forward with taking our lectures online.

Alex scheduled our first meeting and we held a practice Zoom meeting sign-in for first time users. Alex and Maren had a dress rehearsal with Jane Haworth, our speaker.

Alex set up an Eventbrite registration so we could anticipate how many sign-ins to expect. The result was less than satisfactory because the link to the meeting was buried in the confirmation email from

Eventbrite, but, a majority of the participants received Alex's reminder email the afternoon of the lecture and were able to connect to the meeting from there.

There were 207 registrants and at its max there were 137 participants with almost all staying for the whole meeting which was limited to an hour with announcements, speaker intro, presentation, and Q&A.

Feedback so far has been good. There has been a recommendation to have breakout rooms at the end of the Q&A so people can visit, but we will have to review the cost. Alex has sent a detailed email outlining Zoom's potential costs for the guild.

Also, in speaking with Jane, who felt like she wasn't getting any feedback because she felt separated from her audience, we may try to make the next one with Youngmin Lee, who will be filling in for Fern Royce, a little more interactive and Youngmin is good with that. She is also interested in a quick technical dress rehearsal before her presentation in June.

Also, Linda Schmidt, who was going to be presenting a trunk show in August has asked to be rescheduled to a future date when we can safely meet together again.

I have left a voice message and sent an email to Julie Silber and hope to learn if she would like to move forward with her presentation, which is also a trunk show, or postpone it to a later date.

Moving forward with the Zoom lectures, Alex has offered to keep setting up the meetings and is looking at a different service to register participants. Claudia will stay on to help monitor the chat room and help individuals sign into the meeting.

QuiltAway Report: It was so sad although not entirely unexpected to have to cancel our June 2020 QuiltAway. I am working with Gloria to remit full refunds to all of our disappointed participants. I will stay in touch with Walker Creek regarding rescheduling. If/when they start accepting reservations, I will ask the board for permission to try again.

Community Outreach Report:

Epiphany Project

- % 445 cross blocks received
- % 8 twin quilts ready for binding from Jeanne Maytsiak & her team
- % 7 twin quilts out to binding volunteers, 1 returned finished
- % 7 wheel chair quilts out to binding volunteers, one waiting
- % 1 finished quilt donated by Angie (friend of Jeanne?)

Two rolls of batting (96" X 30 yds) were purchased in March from Hobbs Quilt Batting, Charity Batting Program. Jeanne Maytsiak has one roll for the Epiphany Project. She and her team of volunteers are long-arming the quilts.

The next steps are recruiting volunteers to:

- % square up the blocks (we plan to contact known accurate cutters for this task)
- % separating them into harmonious groups
- % sewing the blocks
- % cutting backs
- % cutting binding (Jeanne has been providing binding with the quilts her team has made. She also is using a Community Outreach fabric.)

As you might expect the whole project is much more difficult during the pandemic. I am hopeful that a couple of volunteers will be able to sort the blocks into groups in person, but we are also trying to plan for solo sorting.

Library Report: I have talked extensively to Adrienne about moving the carts to my garage and that is

definitely possible and would therefore make contents of library available-- exact method to be determines. At same time I would weed collection in order to create one cart for the new venue and reserve another cart at my house from which titles can be made available on demand(again method to be determined).

Membership Report: Update on Membership, as of May 19, 2020

SFQG - Welcome back 2 returning members and 1 new member:

Suzi Leong, Palo Alto, CA

Lisa Lieberman, South San Francisco

Carol Burns, San Francisco

Total memberships (Full, Junior and Affiliates) – 237

Newsletter subscribers – 5

Life time membership – 1

NCQC Report: I attended the NCQC Zoom meeting "Programming for Quilt Guilds" Started at 11a and over about 1:30p and was jam packed with excellent information. 173 participating guilds, mostly West Coast. I will download the documents and slides and chat question and send them to all. All guilds asking the same questions about Zoom, speakers, fundraising, retreats and legalities. Some guild starting from scratch, this was their first Zoom call, and others way ahead of the curve like Silicon Valley Modern.

Quick takeaways,

Do not post videos of speakers presentations on our web site without written consent.

Typical team to conduct a general meeting with a speaker is 5 people, 2 hosts (or cohosts) and 3 support people.

With support and encouragement all ages and abilities taking well to online formats. The large attendance at our last general meeting is not unusual.

This all gets easier.

Further, I've asked Alex to help figure out what Zoom account(s) to purchase. There is more flexibility than I realized so we don't need to lock ourselves into long term contracts. Special features can be added as needed and also dropped if not needed. Will not commit to anything before checking back with you.

Opportunity Quilt Report: Nothing new to report or to do, to recap the status:

We will not make the silk quilt until we are able to have quilt away again.

We will not do an opportunity quilt until we can safely go to places to sell the tickets

We maybe postponing our Quilt Show anyway

Parliamentarian Report:

At the request of our President, Maren Larsen, I have consulted our bylaws, researched California Law online, and read the revised online Roberts Rules of Order with reference to

Nonprofit Electronic Meetings under Covid 19

California Law*allows for nonprofits to hold electronic meetings under certain conditions**(irrespective of pandemic status) unless the bylaws of the organization prohibit such meetings.

Since our bylaws do not prohibit such meetings we are free to have electronic meetings.

Emphasis is stressed (both in California Law and Roberts Rules of Order) on providing ample notice of upcoming meetings, making the electronic meeting easily accessible to all members and giving all members the ability to participate in discussions. Our meeting last week accomplished the first two items quite well. To open up discussions at general meetings we would need some way for members to "sign up" to talk, propose, etc.

Board Meetings**

We can hold online board meetings and vote at them.

All the board members need to be able to communicate with the other directors at the same time and all must be able to fully participate in the discussion.

Voting at Board Meetings.

According to our bylaws "Article IV, Executive Board, Section A...Voting may be done in person, via conference call at the time of meeting, or by written absentee vote, which must be received by the President prior to the scheduled Executive Board meeting."

General Meetings***

We can hold online meetings and vote*** at them. Our bylaws prohibit proxy or absentee voting at general meetings.

According to our bylaws "Article IX, General Meetings. Section A – General meetings shall be held monthly at a time and place designated by the Executive Board." which also allows us to have electronic meetings if the board so decides.

***I have not figured out how to anonymous voting online at our meetings and as we have elections coming up in the fall this needs to be addressed.

***CALIFORNIA LEGISLATIVE INFORMATION**

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631]

(Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841]

(Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910]

(Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 2. Directors and Management [5210 - 5260]

(Chapter 2 added by Stats. 1978, Ch. 567.)

****(6)** Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:

(A) Each director participating in the meeting can communicate with all of the other directors concurrently.

(B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

There are other details, but the above seemed most pertinent.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631]
(Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841]
(Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910]
(Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 5. Meetings and Voting [5510 - 5527]
(Chapter 5 added by Stats. 1978, Ch. 567.)

ARTICLE 1. General Provisions [5510 - 5517]
(Article 1 added by Stats. 1978, Ch. 567.)

5510.

***(a) Meetings of members may be held at a place within or without this state as may be stated in or fixed in accordance with the bylaws. If no other place is stated or so fixed, meetings of members shall be held at the principal executive office of the corporation. Unless prohibited by the bylaws of the corporation, if authorized by the board of directors in its sole discretion, and subject to the requirement of consent in [clause \(b\) of Section 20](#) and those guidelines and procedures as the board of directors may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation ([Sections 20](#) and [21](#)) or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, in accordance with subdivision (f).

(b) A regular meeting of members shall be held on a date and time, and with the frequency stated in or fixed in accordance with the bylaws, but in any event in each year in which directors are to be elected at that meeting for the purpose of conducting such election, and to transact any other proper business which may be brought before the meeting.

Post Cards: As of 5/25/20, 12 volunteers are making postcards.

Sewing Circles Report: Lincoln Park Quilters: Dottie reports that around 25 - 30 of us have been meeting on Zoom Friday mornings from 10 -11, we decided to keep meeting in the summer as well. We have as a group and individuals continued to donate to the church.

This past week 15 people in the group made 260 masks for the Navajo Nation. Trudy and her husband did the pickup and they mailed the masks today.

This Friday we decided to each work on a bow-tie quilt together.