

2004 Pre-Conference Executive Board Meeting
Roosevelt Hotel
New York, New York
Thursday, April 15

Agenda

Present: Elizabeth Clarke, Executive Director; Allen Townsend, President, Daniel Starr, Past President; Jeanne Brown, Vice-President/President-Elect, Phil Heagy, Treasurer; Judith Herschman, Secretary; Suzy Frechette, Midwest Reg. Rep.; Irene Puchalski, Canadian Rep.; Laura Schwartz, South Reg. Rep.; Kay Teel, West Reg. Rep, Carol Graney, Northeast Reg. Rep. Also attending: Bonnie James, Office and Financial Manager, Vicky Roper, Association Administrator.

Announcements:

Reminder that new Board attendees cannot vote.

1. **Call to Order** (9:00)
 - a. Reminder that Roberts Rules of Order is being followed.
 - b. Townsend welcomed the incoming Board members
2. **New York Conference Issues – Goodman & Webster** (9:05)

This will be the largest conference ARLIS/NA has ever had. The registration desk will be moved on Friday to the Mezzanine level. The organizers have met with the hotel people and everything in order. An estimate of earnings is between \$40,000 and \$50,000, the conference being one of the chief money makers for society. The program is both diverse and interesting. Webster encourages those whose program suggestions were rejected this year to resubmit for next year. The Exhibits area was expanded to 65 from 60. There have been a lot of late registrants. Compliments to the Conference Committee were issued by Goodman. The Convocation will be able to accommodate up to 600 people. The special tribute suggested by Bill Walker to Florence DaLuiso-Zoll will take about 7 minutes after which there will be the DSA award. We met the room block requirements so that the meeting rooms will be free. Townsend expressed appreciation to Goodman for managing the complicated finances. The Leadership Breakfast high costs are indicative of New York prices which is reason that there are fewer organized social events than usual and less luxurious spreads. The Society fundraiser sponsored by Bard will have 69 attendees which is more than expected. Membership meeting will not be a luncheon meeting.

- a. 2005 Preview

Schwartz reported that the Houston Conference Planning Committee met March 5. The hotel is finished and is beautiful. The area is replete with restaurants and the Houston public transportation system is being further developed so that there will be easy access to museums and Rice University.. The hope is for an attendance of 600. The theme of the conference is “Beyond Borders: Collaborative and Exploratory Ventures in Art Information”. John Evans, Mark Pompelia and Schwartz are doing local arrangements. Program co-chairs are Elizabeth Schaub and Laura Schwartz. Clarke reported that discussions with Hilton Americas Hotel has been productive.

b. 2006 Banff

Clarke reported on the planning progress. The Banff Springs Canadian Pacific Hotel will be the site. The Contract has been signed. May 3-11. The room block is 1000. Because of unusual venue, more publicity will be required to assure good attendance. Townsend hopes that focus will be on meetings and core competencies.

c. 2007 Atlanta – with VRA?

VRA dates have not yet been set. Townsend hopes there will be a joint or simultaneous session. Starr reminded all that a joint contract up front will be necessary for smooth planning and operation. It was suggested that the St. Louis experience be reviewed in order to avoid difficulties experienced there.

3. **HQ and Management** (9:20)

a. Membership database issues

i. E-renewal notices

Headquarters now has the technology to do e-mail renewals. They have had 35 renewals done this way, up 3% from last year. The NY Library Association has gathered information about these issues from a survey ; the Membership Committee might want to investigate. Starr asked about complimentary memberships. A list of honorary members will be posted. Graney suggested including a letter to honorary members indicating that the membership renewal packet is being sent to them for information only.

Action: Townsend will draft text for letter to be included in renewal packets sent to honorary members explaining that the packets are for information only. Deadline mid year meeting.

Clarke suggested that discussions of the membership form changes should begin now for implementation for the next cycle. Approval by Board will be made at the midyear meeting.

Townsend suggested that the Membership database update should be made monthly and two months before the annual conference be updated weekly. Brown emphasized the necessity of weekly updating during the heavy renewal period. Townsend raised the problem of not being able to find a person representing an institution and not having individual membership. Starr recommended the abolishing of institutional membership in favor of subscription. Herschman recommended cross reference in the personal member database might solve the problem. Clarke reminded the Board that the Membership Committee needs to be informed about the details of this discussion.

Action: The two Membership Committee liaisons will propose to the committee the Board recommendation that the representative person designated by Institutional members also appear in the personal database. During Conference

Action: Headquarters will explore with Derek the implementation of adding the institutional designee. Deadline May 15

Starr recommended that the last date the database has been updated be displayed prominently. Now the database is wiped clean of non-renewals as of deadline. What should the online database be? The issue needs to be resolved after further discussions with membership committee, publications committee, headquarters, the Board, and all other groups using the directory. One goal is to stop printing the Membership Directory and have the database replace it.

To be continued at Post conference meeting

b. Management Calendar

Brown and Allen met about updating the Management Calendar. They looked at how much in advance things had to be done and cleaned up outdated things. Brown asked that there be reactions to the Calendar as the year progresses. Board members still want monthly reminders.

c. Policy Manual edits - discussion and/or approval

i. Section J revision (Finance) (sent via e-mail) (Heagy)

One of the major recommended changes to Section J is to assign the Board responsibility to allocate end of year revenues to specific purposes as stated in the new J-5a. Starr questioned J-10 which concerns chapter fundraising and indicated that seeking Board approval was not really happening and recommended that it might be changed or just not enforced since it has caused problems with Conference fundraising in the past. Brown question why it is even the Vice-President who must give approval. Signatory authority needs to be changed as well. Heagy will bring the issues to the Finance Committee who will draft amendments.

Amendments will be made for post conference discussion/approval.

ii. Visual Resources Division (sent via e-mail)

The Visual Resources Advisory Committee was disbanded and the new incoming moderator of the Division revised the job description and the description of the Division. The description of the Division would go into the Handbook and the job responsibilities would go into the Policy Manual. The language reflects having a liaison to VRA outside the Board and a liaison to the summer workshop.

Motion 1: That the Policy Manual E-4-d and Handbook be revised to reflect the new language proposed by the Visual Resources Division, with the revision of spelling out of VRA. Approved unanimously.

iii. Development Committee proposal (sent via e-mail)

Townsend suggested that the request of the Development Committee for expansion of up to 12 members not be incorporated into the Policy Manual until the year's experience be reviewed. The committee made the request because of the development of the Sponsorship Packages. Discussion ensued resulting in the following motion

Motion 2: That the proposal from the chair of the Development Committee to change Policy G-9 to read "not to exceed 12 members" be approved. Approved unanimously.

iv. Committee term limits (discussion)

Issue of how to find new people to chair committees if we set term limits was raised. Brown solicited interest of members in committee assignments and 20 responded. They were not appointed to committees.

The question is how to involve them when existing committee chairs want continuity. Starr suggested possible expansion of committees, encouragement of chairs to appoint new members, appoint task forces for specific work accomplishments. Herschman suggested staggering appointments. Teel and others expressed need to involve new members. Starr underscored need to appoint committees as early as possible. Webster suggested that while we invite new people to attend committee meetings as observers, we need to move them to active appointments. It was proposed that perhaps guidelines rather than rules might accomplish the same end. Committees are now limited to 8 including the Board liaison. Possible solutions are to appoint two interns to committee, not count the liaison, and/or limit multiple memberships. What remains unresolved is the issue of longevity of some chairs and the too frequent changes of others.

Liaisons should discuss with chairs at this Conference questions about membership, rotation, interns, staggering, etc. to inform the post-conference discussion. Task force may be appointed at that time.

Motion 3: That Policy Manual edits sent to the Executive Board via e-mail be accepted as revised and that G-17 be changed from “website manager” to “website editor”. Approved unanimously.

Action: Brown will send all Policy Manual changes and the VRD proposal to the web editor for updating and send the Policy Manual changes to the Administrative Document Editor.

d. Legal relationship to Chapters (Clarke)

Clarke explored similar organizations and each was very different in how they handled this issue. She then read books and consulted lawyers and decided to determine with the Board/Society what they thought the relationship between chapters and ARLIS/NA ought to be. Liabilities, taxes, activities are some of the issues affected. All chapters are using same IRS tax number and, therefore, ARLIS/NA should be receiving and reporting tax exemption for all chapters. Chapter by-laws are the same as ARLIS/NA, but they are not incorporated. IRS considers them related. Heagy asked whether they would have to file separately which they would if they were incorporated. ALA counsel said that the chapter, if incorporated, would be liable and if not, ARLIS/NA would be.

Clarke distributed a document outlining the nature and requirements of a legal relationship between ARLIS/NA and the chapters. Cost of chapter

incorporation was questioned. Tax and legal issues associated with foreign chapter incorporation and cross border chapters were raised. Legal costs are estimated to be \$5000; incorporation fees need to be investigated. Looser model would disallow national membership requirements and fundraising would be local. Franklin expressed support for the looser, cheaper option rather than more centralized option requiring expensive separate incorporation. Recruitment for local chapters is already difficult and expensive. Some chapters are quite small and would not be able to afford even legal fees. Webster called for a document which specifies costs and benefits of each of the options or models. Matters of where to incorporate and costs needs to be explored. Chapters are aware of Board discussions but do not know details. Webster wants to present a Board-endorsed plan. Starr recommends that chapters decide themselves about incorporation but this does not resolve liability issues.

Action: Clarke will consult the attorney for ASAE, ask him to read her document and comment on financial and legal implications of the various options/models of the relationship of chapters to the national society. Due June 1

Action: Webster will chair a task force consisting of Clarke, the Canadian and regional representatives to create a document which presents the costs and benefits of the options/models. Due July 15

Action: White will need to make sure if required that the chapters are in compliance with IRS reporting requirements by gathering financial statements. September 1.

It was noted that this discussion itself represents due diligence.

Break (10:30)

4. Finances & Development (10:45)

Motion 4: That the Board recognize the seating of new Executive Board on 19 April 2004, and authorize the changing of financial account signatories on all ARLIS/NA accounts to read as follows:

**Elizabeth Clarke, ARLIS/NA Executive Director
Bonnie James, ARLIS/NA Financial Manager
Jeanne Brown, President
Margaret Webster, Vice-President
Allen Townsend, Past President
Judith Herschman, Secretary
Lynda White, Treasurer**

a. Treasurer's report

Finances were audited by a North Carolina firm. This occurs every three years. The firm found that all was well except for chapter relationships. The Society's net income was \$11, 637. Revenue and expenditures came out to be around \$300,000 rather than the expected \$350,000. We have budgeted \$400,000 for next year. The current conference projections are for a net of \$20,000.

b. Income in excess of operating 2003

The Board needs to decide what to do about net income. Speakers are supposed to be paid out of the Speakers Fund but in Baltimore payment came out of general funds. Heagy indicated that restricted funds are tied to investment funds, so the Speakers Fund might need come out of Canadian Money market investments. James says this should be resolved at the end of the year by the auditor shuffling lines so that funds can continue to generate income. The society can reinvest income. Reserve funds can be used for special unbudgeted needs. Starr suggested that the excess should be left in general operating funds. At year end, investment accounts totaled \$650,000, \$200, 000 of which is in the bank. The Board might want to consider increasing the Reserve Fund which then could be used for special projects. Starr indicated that this year would be a fortuitous time to raise dues since Houston conference rates will not be raised as has been done for the two previous conferences

Motion 5: That surplus operating funds from 2003 be moved to the Reserve Fund. Approved unanimously.

c. Corporate sponsorship packages for Houston

Townsend will deal with this issue.

d. Society Circle status report

e. Overhaul of operating budget structure

It would be useful to get data to more accurately reflect the cost of publications and possibly assign portions of dues to support particular publications. White and James need to have primary responsibility with the

advice of the Finance Committee. Headquarters does have some distribution figures. Any budget reorganization is based on definitions, i.e. how the lines are allocated and read, which could be a time-consuming task. Mid-year might be good time to review this issue.

5. Membership (11:45)

a. Dues and structure

i. Dues increase discussion

It is expected that we will be facing a deficit year requiring an increase in dues. It was suggested that consideration of the dues structure be separated from the dues amounts. The Society could approve structural change but not approve amounts. This needs to be explained in the mailing for the By-Laws changes vote. Contributions at higher levels have increased so results should be beneficial to the Society's financial health.

Action: Townsend, with assistance of Starr, will develop letter explaining dues restructuring and amount for By-Laws change. May 15

ii. Recruitment/diversity/student chapters revisited

This has been an ongoing issue. A conference travel award for a student from an underrepresented ethnic group was proposed. Some chapters have initiated these kinds of awards. Schwartz indicated that this might be done on a Society level. Perhaps Salander-O'Reilly would be willing to sponsor such an award. Townsend thought that local sponsorship might be better since the candidates come from local schools. Webster suggested it might be both local and national levels. Brown suggested a beginning librarian could also be funded. There is \$27,000 currently in the travel fund. Teel expressed support for the national level award and suggested we seek sponsorship. Schwartz proposed foundation support and Starr proposed that this task be delegated to the Development Committee. The possibility of directing all award committees to consider minorities was discussed but rejected because of difficulties in identification and questions of legality. It was noted that the Diversity Committee might be asked to come up with reasonable guidelines and a real proposal. Starr suggested bringing this issue up at the leadership breakfast.

The student chapter issue can not be decided right now because of the need to resolve the chapter/national relationship first. Outreach should be done at chapter level and Board will need to encourage this. Perhaps a student interest roundtable might be formed. This issue might be raised at the leadership breakfast as well.

b. Membership restructuring and form revisions for 2004

i. Bylaws change needed?

The need to change the dues structure is related to the fact that correlation with salaries is contraindicated by both US and Canadian privacy laws, that the Strategic Plan recommended simplification of the structure, and the impact of the new Society Circle memberships. The By-laws will need to be changed. The Membership Committee will need to approve the present proposed revisions to Board by post-conference: Article II – 2. New Language: Membership in the Society shall consist of classes as determined by the Executive Board in consultation with the Membership Committee.

The Diversity Committee will need to come up with a ByLaw change to enable the committee to become a standing committee. A general statement about having standing committees but not naming them specifically will be drafted.

The society should delete Article III, Section 4. because there are too few overseas members to worry about (11).

The capability to vote online should be developed, perhaps not for this vote, but before next membership cycle.

Action: Headquarters will send out to the membership a mailing for voting on all three By-Law changes. June 1

Action: Secretary will send ballot of By-Law changes to Headquarters for mailing. Secretary will tally results. May 15 (See post-conference minutes for new schedule)

6. Awards Committee (12:30)

a. Research & Travel Award Fund-Raising coordination

Townsend will coordinate the fund-raising. H.W. Wilson has given more than needed and refused to take it back.

Extra \$2000 exists this year for distribution.

Action: Administrative Documents Editor will update the Handbook by excising development charge from the Travel Awards Subcommittee charge.

b. Travel Awards issues

Fabian wants earlier deadlines for the Travel Awards. Funds must be in hand before awards are granted. The schedule is in the Management Calendar. If we want to fund an award for an under-represented minority student, the Diversity Committee should come up with guidelines. This issue might be discussed at the Leadership Breakfast.

7. Divisions, Sections, Roundtables and Task Forces

a. AWS Task Force report

Brown presented the report which looked at structure, hierarchy, directory, organization, and navigation issues all of which are imperative in redesign. A considerable amount of discussion ensued.

While the web editor is not expected to do the redesigning, Franklin thinks the new editor should be involved and could perhaps do some fixing as a stopgap measure until we could get new designer. Teel agreed. Clarke suggested Ion has the advantage of knowing ARLIS and its needs. Brown proposed soliciting an estimate of cost and a proposed design from Ion. Roper will get

Action: Brown will solicit from Ion Communications a design proposal for the ARLIS/NA website. Roper will send contact information to Brown. Due May 10.

b. ARLIS/NA-VRA Joint Task Force on Continuing Education update

No discussion

c. Book Arts Roundtable petition

The Book Arts Roundtable's petition to become a committee was discussed.

Motion 6: That the Book Arts Discussion Group petition to become an official roundtable be approved. Approved unanimously.

Action: Herschman will send documentation to Administrative Documents Editor for him to update the manual and related documents

- d. Proposed Roundtable dissolution policy statement (sent via e-mail)

A discussion was held of the proposed criteria for dissolving a roundtable: if no moderator can be found or fewer than 10 members signed up. Frechette suggested that the Board might consult members of the roundtable before acting, but it was suggested the liaison might be responsible and communicate guidelines so that the problem does not develop.

Starr suggested that the distinctions between divisions, committees, roundtables be revisited next time the Bylaws are updated.

Teel argued for putting the guidelines (that there are three criteria for forming and maintaining a roundtable: 1. finding a moderator, 2. submitting an annual report, and 3. having 10 or more members signed up) in the Policy Manual.

Motion 7: That we approve the criteria for dissolution of roundtables submitted by the Board Task Force on the topic. Approved unanimously.

- e. Regional and Canadian Representative Reports

Graney reported on the Northwest Region.

Frechette reported that midwest is interested in proposing Indianapolis as ARLIS October 2005 joint meeting proposed for Santa Fe. May need funding.

Puchalski reported that Canadian regional Chapter funded two student travel awards.

8. Review NYC Committee Liaison Assignments

Webster put forth the need to have a Board member be able to sit through entire meetings not just have the incoming President and Vice-President make cameo appearances. A discussion about Board attendance at DSRT's meetings, liaison functions, and reporting for post-conference occurred. Assignments for attendance were made. Brown will provide an envelope on the Bulletin Board for submitting to her messages which identify issues which need to be brought up at the post-conference Board meeting. Brown reminded all Board members attending DSRT's that Webster is the official Board liaison. Remind them that the deadline for special funding proposals is May 31 and guidelines are on the web.

9. Public Libraries Forum

Townsend suggests that as many Board Members who can attend please do. Was dissolved because in the past there was insufficient interest. Frechette hopes that some formal proposal will come out of this forum which can be acted upon at the post-conference meeting.

10. Diversity

- a. To create a As Standing Committee – bylaws change needed?

No discussion

- b. Diversity Forum

Townsend suggests that as many Board Members who can attend please do.

11. Closing remarks.

Townsend thanked the Board members, Conference Committee, and Headquarters for their support and collegiality and mentioned the outgoing members in particular. Starr presented Townsend with a gift on behalf of the Board.

The meeting was adjourned at 5:00 pm.