

Timeline of the Governance Committee's and Board of Managers' Work on Proposed Amendments to the Providence Art Club Constitution

April, 2018: Board of Managers approves Governance Committee purpose and primary duties and responsibilities including "...reviews and recommends changes in the organization's bylaws, policies to support the bylaws...and committee structures..."

Winter 2019: Rhode Island Foundation (RIF) Workshop on private non-profit Board development

February – March 2019: Meeting with Jill Pfitzenmayer, PhD, (RIF), re: professionals who could assist PAC with Board development and review of its Constitution. Three candidate interviews. Receipt of anonymous donation to fund the work.

April 2019: Gayle Gifford of Cause & Effect hired; work plan adopted, including focus groups (Board, senior staff, PAC members) for input about what is valued and desired from the Board and the Club. Governance members are identified to work on succession planning, committee charters, job descriptions, a manual of Board approved policies that may be needed, and review of the Constitution.

April 2019 – April 2020: Ongoing work with Ms. Gifford: guidance regarding community standards and best practices; non-profit requirements; formatting options; templates; response to Governance requests for information and examples; facilitated discussions

May 2019: Results of Board focus interviews: honor Club history and culture; create clarity; be transparent, ensure the Constitution aligns with state law, maintains the Club's 501c3; consult Club's counsel and accountants as needed

June 2019: Governance reports on its work through the Club's Annual Meeting program

July and August 2019: Focus groups with senior staff and 31 PAC members, representing Artists, Arts Professionals, and Patrons including a range of "established" members (10+ years) and new members

August 2019: Review of senior staff and member focus group results; plan next steps

September 2019: Roundtable discussion with Jim Han, Esq. (Partridge Snow & Hahn, LLP), Ned McCrory, CPA (PKF O'Connor Davies, LLP) and John Savage, Esq. (Shechtman Halperin Savage)

October 2019: At the request of Governance, Ms. Gifford presents the current Constitution in reformatted order to assist the Committee as it seeks to clarify and simplify the document, while honoring tradition.

November 2019: Review of Rhode Island Nonprofit Corporations Act of 2019 requirements

December 2019 – April, 2020: Governance continues monthly and more frequent, biweekly, work sessions; committee members work between meetings on each topic to be considered in the following meeting. In April it is agreed the document to date should now go to counsel

June 2020: Governance reports on its work through the Club's Annual Meeting program

May 2020 – September 2020: Governance seeks advice from Doug Giron, Esq. (Shechtman Halperin Savage) to guide its continuing deliberations

August 27, 2020: Board of Managers Special Meeting for review, questions, and input regarding proposed Constitution amendments drafted to date

September 2, and September 9, 2020: Board of Managers continues review, questions, and input

October PAC newsletter: Included is an update regarding the Governance Committee's work on the Constitution and anticipated presentation of proposed amendments to the Constitution to the membership.

October 8, 2020: Board of Managers meets with Attorney Doug Giron to continue its review of proposed Constitution amendments drafted to date

October 21, 2020: Board final review and unanimous vote to approve proposed amendments to Constitution following submission of signatures of ten active members of the Club on October 19, 2020, requesting a Board meeting on this subject. (Article VI – Sec. 6)

November PAC newsletter: President's Message describes the Governance Committee's work on the Constitution and a "heads up" regarding materials about to be sent out to the membership to vote on proposed amendments.

November 4, 2020: Signatures of Board members verifying the unanimous vote on October 21 is posted November 4, 2020.

November: Governance works with Doug Giron, Esq. on membership ballot language and set-up.

November 9, 2020: Notice to Club members (Article IV Section 6) regarding Informational Special Meeting of the membership on November 30, 2020 to review the Proposed Amended Constitution. The current Constitution and the Proposed Amended Constitution are posted in the members' section of the PAC website. The voting process is described, as is the process for submitting written questions to Governance from November 9 through November 23, 2020.

November 9 – December 7, 2020: Members vote electronically and by mail ballot. Responses are sent to questions submitted from November 9 – November 23; copies of documents are provided as requested and the opportunity for an individual Q & A with Governance members involved in this process is offered.

November 20, 2020: IMPORTANT REMINDER OF VIRTUAL MEETING, YOUR VOTE IS IMPORTANT! is sent to the membership via Constant Contact. Notice includes a link to the PAC website where documents are posted and the electronic ballot.

November 23, 2020: Last day to submit written questions regarding the Proposed Amended Constitution

November 2, 2020: Written Q & A from members and responses from the Governance Committee are posted on the members' section of the PAC website

November 30, 2020: Informational Special Meeting of the membership is held via ZOOM to offer a live Q & A forum for members regarding the Proposed Amended Constitution. Meeting is audio taped.

December 1, 2020: Audio tape of Informational Special Meeting is posted in the members' section of the PAC website and remains there through the end of voting on December 7, 2020.

December 8, 2020: Ballots are counted by the Chairperson of the Audit Committee, and the Treasurer/Assistant Treasurer.

December 9, 2020: Voting results are posted on the members' section of the Club's website.