

The PROVIDENCE ART CLUB



THE ART OF *Camaraderie*



Posted November 27, 2020

QUESTIONS SUBMITTED ON OR BEFORE NOVEMBER 23, 2020 AND RESPONSES

IMPORTANT REMINDER OF VIRTUAL MEETING
Monday, November 30, 2020 at 6:30 pm regarding

PROPOSED AMENDMENTS to the PROVIDENCE ART CLUB CONSTITUTION

Date	Questions	Responses
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11-20-20	Probably I'm missing this but is there a place where you can just read what the proposed changes are?	<p>Below is a summary of the changes to our current Constitution</p> <p>In broad terms, the proposed document maintains both the content and spirit of the original; specific updates fell into the following categories:</p> <ul style="list-style-type: none">• Reorganization of structure for clarity and consistency• Compliance with current State laws and regulations regarding 501(c)(3) non-profit organizations, while maintaining the historical integrity and original spirit of the Club• Affirmation that the Board of Managers - rather than a specific individual - controls the interests and affairs of the Club• Confirm and solidify the operation of the Club in the 21st Century
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<p>11-20-20</p>	<p>Is there a summary of the proposed amendments and how they address the current needs of the club?</p> <p>At first glance, the current constitution is 3 pages while the amendment proposal is 12 pages. Without going through and comparing both documents line by line, a summary of the proposed changes would be helpful if that is something that could be provided.</p>	<p>In broad terms, the proposed document maintains both the content and spirit of the original; specific updates fell into the following categories:</p> <ul style="list-style-type: none"> • Reorganization of structure for clarity and consistency • Compliance with current State laws and regulations regarding 501(c)(3) non-profit organizations, while maintaining the historical integrity and original spirit of the Club • Affirmation that the Board of Managers - rather than a specific individual - controls the interests and affairs of the Club • Confirm and solidify the operation of the Club in the 21st Century
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<p>11-21-20</p>	<p>Oftentimes, when a document is amended, the amended portion is struck through and the changes are highlighted. This would allow the reader to see what the changes are more easily and encourage thoughtful engagement in the process. Any possibility this could be done here?</p> <p>What is the current membership (number of members?) Is the Club going to allow electronic voting? (by Email?)</p> <p>I understand that you are allowing electronic votes now, but will that be an ongoing thing even once we are not affected by COVID? (Assuming we will be...)</p> <p>It looks like there is no opportunity to ask for further changes- Who was consulted on the new form and language of the Constitution?</p>	<p>In broad terms, the proposed document maintains both the content and spirit of the original; specific updates fell into the following categories:</p> <ul style="list-style-type: none"> • Reorganization of structure for clarity and consistency • Compliance with current State laws and regulations regarding 501(c)(3) non-profit organizations, while maintaining the historical integrity and original spirit of the Club • Affirmation that the Board of Managers - rather than a specific individual - controls the interests and affairs of the Club • Confirm and solidify the operation of the Club in the 21st Century • Currently there are approximately 610 members • In response to your question regarding future electronic or virtual meetings. The Board of managers (BOM) has not made any decisions on future electronic voting or virtual options. The goal of the BOM right now is to continue the PAC business needs during the COVID and make sure the membership is fully informed. • In response to your question “Who was consulted on the new form and language of the Constitution?” PAC hired a consultant Gayle Gifford to guide the initial steps, reformatting and changes and then the Governance Committee worked with our Attorney Doug Giron to ensure that all modifications met the Rhode Island General Laws and maintained the non-profit status. These amendments took over a year to develop under the
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<p>11-23-20</p>	<p>It would be nice if the Board could provide a red-lined version so that the member can see where the changes are being made. Trying to go back and forth to identify the changes would seem to be difficult if not impossible for the member to do effectively.</p>	<p>Thank you for your inquiry regarding the proposed Amendments to the Constitution. I'm responding on behalf of the Providence Art Club (PAC) Governance Committee who developed these changes to bring our Constitution to the 21st Century. Below please find some pertinent points regarding the changes.</p> <p>In broad terms, the proposed document maintains both the content and spirit of the original; specific updates fell into the following categories:</p> <ul style="list-style-type: none"> • Reorganization of structure for clarity and consistency • Compliance with current State laws and regulations regarding 501(c)(3) non-profit organizations, while maintaining the historical integrity and original spirit of the Club • Affirmation that the Board of Managers - rather than a specific individual - controls the interests and affairs of the Club • Confirm and solidify the operation of the Club in the 21st Century <p>We would be happy to talk to you on the phone to better explain the process and clarify any additional questions. This process has extended over a year and we have several redline versions and would be happy to share them with you but we would like to explain the variety of versions. Please let us know if you would like us to forward redline versions. We have a scheduled informational meeting (virtual) on Monday, November 30, 2020 at 6:30 pm. Please go to the PAC web site for further information.</p>
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<p>11-23-20</p>	<p>The Finance Committee has been established to guide the BOM on its fiduciary responsibility. Yet it has only been in the recent past that the BOM has made the necessary adjustments to the club with regard to the recent losses incurred by virtue of the strength of character by the sitting Treasurer. What is the purpose of this committee if it fails in this regard?</p>	<p>The Finance Committee along with the BOM is prepared to carry out its responsibilities and fiduciary duties.</p>
	<p>The Governance Committee has been established to vet potential Board members. How can it be justified for a committee to have this much power to guide the Board when the Nominating committee as currently established has far more power to bring change to the Board through the membership.</p>	<p>The Nominating Subcommittee will continue the historical practice of recommending new Board members for consideration. Please refer to Article 6 Section 6.06 for further clarification of Standing committees and their functions.</p> <p>Section C (i) the Nominating Subcommittee will continue the historical process of nominating new BOM.</p> <p>In addition, the BOM will be developing Policies and Procedures to ensure everything is managed consistently.</p>

	<p>The numbers for submitting an alternate slate have been adjusted to make it far harder to achieve that goal. What is the justification?</p>	<p>The number for selecting an alternate was discussed and this was an agreed modification.</p> <p>For further clarification, the PAC hired a consultant Gayle Gifford to guide the initial steps, reformatting and changes and then the Governance Committee worked with our Attorney Doug Giron to ensure that all modifications met the Rhode Island General Laws and maintained the non-profit status. These amendments took over a year to develop under the guidance of the Governance Committee and then approval by the full BOM.</p>
	<p>The new system proposed has the Board choosing the President. If I am correct in this analysis, what is the justification?</p>	<p>The Proposed Constitution does recommend the Board of Managers select the officers. Based on discussions with the PAC consultant, RI Foundation, and our attorney the Governance Committee recommended to the BOM that they selected the officers. Other nonprofit organizations are utilizing this method of selection. For further clarification, the PAC hired a consultant Gayle Gifford to guide the initial steps, reformatting and changes and then the Governance Committee worked with our Attorney Doug Giron to ensure that all modifications met the Rhode Island General Laws and maintained the non-profit status. These amendments took over a year to develop under the guidance of the Governance Committee and then approval by the full BOM.</p>

	<p>These changes are significant, yet we are voting on this at a special meeting. Typically, amendments are brought to the members at the Annual Meeting. What is the justification?</p>	<p>Please refer to current Constitution - <u>Article VI – Internal Economy SEC. 6.</u> This Constitution or dues may be amended either at any annual meeting of the Club, or <u>at any special meeting called for that purpose.</u></p> <p>The proposed amendment shall be subscribed by at least ten Active Members of the Club and shall be submitted to the Board of Managers at a regular meeting of the Board. If a majority of the Board shall vote in favor of the proposed amendment, such proposed amendment shall, with its signatures, be posted on the bulletin-board for at least ten days before the time appointed for the meeting of the Club at which action on the amendment is to be taken. A notice of the meeting and a copy of the proposed amendment shall be sent to every Active Member of the Club, and an affirmative vote of two-thirds of such members present shall be necessary to carry any such amendment.</p> <p>The BOM followed the current Constitution process to bring the proposed amendments to the full membership.</p>
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	<p>There has been no effort to bring a full comparison of old vs. new changes to the members as to these changes. The members have been given only broad explanations. What is the justification?</p>	<p>Redline versions were sent upon request.</p> <p>FYI - BOM has made every effort to be transparent and provide information as follows:</p> <ul style="list-style-type: none"> • BOM developed pertinent talking points • 30-day notice prior to voting • Letter from President and BOM highlighting reasons to amend. • Posted notice of open questions period ending November 23, 202 • Offered one on one conversation and with any members that had more questions. • Posted Informational meeting November 30, 2020 • Allowed additional seven days to vote • Open ballot counting process
	<p>It has been stated that this document brings the club into compliance regarding our 501c3 status. Specifically, what language has been added which accomplishes this and where was the club currently out of compliance? Please elaborate.</p>	<p>Club is not out of compliance. Our Consultant and Attorney has guided us to meet any new Rhode Island General Laws. We are reaffirming compliance with IRS requirements to better protect the organization. We added 501© current requirements into the proposed Constitution such as Charitable Purpose, Legal Existence and Principle Office.</p>

Dated: 11-27-20