

GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.  
BOARD OF DIRECTORS  
MINUTES OF JULY 10, 2019

Present: *Bonnie Casper, Phil Fabrizio, Roy Green, Ken Hartman, Les Mardiks, Mara Mayor, Neeraj Mistry, Martha Morris, Willem Polak, Ana Rasmussen, Irena Savakova, Frankie Stankovic, Susan Stern*  
Absent: *Chris Fromboluti, Polly Hahn, Dan Hanlon, Eric Nelson, Mike Zangwill*

Guests: *Greg Grant, General Counsel, Shulman Rogers Law Firm*

Staff Present: *Katey Boerner*

1. President Bonnie Casper called the meeting to order at 7:00 pm and welcomed new board member Frankie Stankovic.

2. President's Report – Bonnie Casper

Bonnie began by thanking everyone for volunteering to serve on this year's board and promised an exciting year. She summarized the coming year noting the ongoing work of the Master Planning Task Force, facilities upgrading, positive fundraising, and the rollout to celebrate the 100<sup>th</sup> anniversary of the Park's Denzel carousel. Looking at several housekeeping details, Bonnie asked members to check board contact list for accuracy; review 2020 board calendar, especially noting October 5 date of board retreat; and complete annual surveys of self and board, if not done so to date. Members were also reminded to complete executive director annual review form.

Discussing the year further, Bonnie noted this would be a year of transition in which each component – Montgomery County, the Partnership, and National Park Service – will be adjusting to new roles in terms of the Park's management. Continuing, Bonnie stressed the importance of multi-tiered fundraising, using both short- and long-term goals, generated by the completion of the master plan, to raise money for operations and maintenance, and a capital campaign. All members will need to be fully engaged, especially in terms of thinking of additional sources to approach as the Park looks ahead to planning for the next 10 to 20 years.

3. Approval of Minutes – **VOTE: The minutes from the June meeting were approved unanimously.**

4. Finance Report – Katey Boerner

The year-end FY19 estimated statements were presented with the note that nothing had changed since the last meeting. The May 31<sup>st</sup> statement showed a net of \$75,000 in revenue in line with budgeted projections for the year (with one month left in the fiscal year). Assets are similar to the levels in 2018. Year-end projections are still estimated but expectation is that we will be in the black and healthy and be meeting our budgeted targets.

The year-end audit will begin soon. Auditors (Adeptus accounting firm) will arrive in September and complete their work by October with November targeted for a presentation to the Board Finance Committee of their report.

5. Board Member FY20 Administration

Members were again reminded to review contact information for accuracy and FY20 board calendar. Individual board member work plans should be completed and returned before

September board meeting. Help in accessing files and other information through Dropbox and in using the Gmail list serve and calendar feature was offered by staff – please contact Katey Boerner or Debbie Mueller for assistance.

The list of board committees/task forces FY 2020 was presented. The appointment process was briefly reviewed and Bonnie promised to contact each member to discuss this year's committee appointments.

6. Executive Director Report

Katey provided an update on the National Park Service's project to repair the structure housing the 98-year old Dentzel carousel, beginning with the just-installed fencing around the structure. She noted there was much press coverage concerning the closing of the carousel and about the work to be done. Katey reviewed the two phases to the project and the financing for each. She noted that the band organ will need to be moved for its protection. Funding for this will be separate and come from a combination of National Park Service, County and State grants.

Katey provided an update on several other items. The Park has applied or is awaiting the award of several grants, including one from the Cafritz Foundation to support general operations. (See the Development Staff Report, July 10, 2019, for a full listing of grants approved and pending.) June programming, in addition to the Folk Festival, included the first LGBTQ Family Day at the Park and annual participation in Montgomery County Heritage Days. The former was especially successful.

The Park's summer day camp programming includes more than 250 participants per week. There are lots of options and the after-care program has been popular. The Partnership's collaboration with Horizons Greater Washington to bring at-risk DC children to the Park for our programs was especially noted as successful.

(For full details on all programming, see the Education Program Report – June 2019)

7. Old/New Business

Staffing: The positions of Visual Arts Exhibitions Manager and Facilities Manager have been filled. Within the next few weeks the Education Program Director position formerly held by Meredith Forster will be advertised with the goal of its being filled by early fall. Interim plans are in effect that cover Meredith's duties for the summer using a combination of temporary staffing and reassignment of existing staff.

The meeting was adjourned at 8:07 pm.

There is no meeting in August. The board's next meeting is Wednesday, September 11, 2019, at 7:00 pm.

GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.  
BOARD OF DIRECTORS  
MINUTES OF SEPTEMBER 11, 2019  
AND OCTOBER 5, 2019 MEETING [TWO VOTES]

Present: *Bonnie Casper, Councilmember Andrew Friedson, Chris Fromboluti, Roy Green, Polly Hahn, Dan Hanlon, Ken Hartman, Les Mardiks, Mara Mayor, Neeraj Mistry, Martha Morris, Eric Nelson (via phone), Willem Polak, Irena Savakova, Susan Stern, Mike Zangwill*

Absent: *Phil Fabrizio, Ana Rasmussen, Frankie Stankovic,*

Guests: Rose Hacking, from Councilmember Friedson's office

Staff Present: *Katey Boerner, Debbie Mueller*

1. President Bonnie Casper called the meeting to order at 7:00 pm and welcomed Councilmember Andrew Friedson.
2. Discussion with Andrew Friedson  
Councilmember Friedson is very familiar with Glen Echo Park. This past year, he attended Fall Frolic, the Gala, and the Labor Day Art Show. He is totally committed to being an advocate for the Park as a region-wide resource, not just District 1. He suggested that the Partnership approach other County Councilmembers through various means to seek funds for master planning and to advocate for its annual general operating grant funds. These means include one-on-one meetings and invitations for Councilmembers to come to the Park to learn first-hand from participants about the impact of the Park's programs on their lives. Board Members who live in other districts should personally contact their Councilmember. All Board Members should "plant seeds" as reminders to Councilmembers that the Park reaches a diverse demographic and share specifics about the consequences of reduced funding.

With regard to capital projects, Councilmember Friedson recommended that the Partnership secure costsharing grants from the State and the County. Board Members are encouraged to talk with Delegate Marc Korman and other Delegates about the possibility of a bond bill from the State.

3. Approval of Minutes – **VOTE: The minutes from the July meeting were approved unanimously.**
4. Board Governance: By-Laws – Bonnie Casper  
Bonnie reviewed the proposed change to the organization's By-Laws that would allow for more flexibility in approving appointments to fill at-large seats at any time of the fiscal year rather than just at the June Board Meeting. Nomination and election process would remain the same.

Martha Morris has agreed to transition to an at-large Board Member in order to allow the County to offer seats to recommended appointees. Three appointees can be added. The County Council will vote to approve these appointments later in September. The Board Governance Committee would also like to nominate Peter Freeman to join as an at-large Board Member for a two-year term. The maximum number of Board Members permitted under the By-Laws is 25; these changes would increase total Board membership to 22.

The process requires that the Board receive notice at least 14 days in advance for any changes to the By-Laws. Since the current By-Laws change was proposed with less than 14 days of notice, the Board took a non-binding vote that was unanimous in approval of the change. Bonnie will convene a Special Board Meeting on October 5, at the beginning of the Board Retreat, in order to allow for an official vote.

**VOTE: At the October 5 meeting of the Board the above vote was ratified and the By-Law changes proposed were approved unanimously.**

Section 4 (g) is amended to read as follows:

*At-Large Seats: The remaining seats on the Board of Directors shall be at-large seats and shall be filled with persons who are elected by the existing Directors. At each annual meeting of the Board, or at any time during the fiscal year the Board Governance Committee determines that a seat be filled, the At-Large Directors to serve for the ensuing term shall be elected by the existing Directors.*

**VOTE: The Board voted unanimously to approve the addition of at-large Board Member Martha Morris to a second three-year term.**

**VOTE: At the October 5 meeting of the Board, Peter Freeman was elected to an at-large board seat for a two- year term.**

5. Board Governance: Board Evaluations – Martha Morris

A report on the results of the Board evaluations is available on DropBox. The self-assessment outcomes were very positive with regard to planning and undertaking responsibilities. The overall assessment of the Board revealed less positive comments with regards to fundraising, understanding financials, and recruiting new Board Members. Noteworthy suggestions include establishing an Advisory Board for fundraising, strengthening connections with cooperators, adding more diversity to the Board, and engaging in more team building activities.

Martha encouraged Board Members who had not returned their Conflict of Interest Questionnaire and signed Disclosure Statement to do so as soon as possible.

6. President's Report – Bonnie Casper

Bonnie shared plans for the Board Retreat on October 5. The Retreat will focus on understanding where the Partnership as an organization is going and how the committees can better work together. Board Committee Work Plans will be written by Chairs that relate to the strategic plan. Katey will provide the outline to chairs for these plans.

Bonnie mentioned that the Fundraising Committee is looking at ways to change the format of the Gala in celebration of the Year of the Carousel. According to Bonnie, the 100<sup>th</sup> anniversary celebration that will extend from Carousel Day on May 2, 2020 through the entire 2021 carousel season that concludes in September 2021. The Committee also plans to meet with a consultant to discuss ways that the Partnership can build capacity and position itself to undertake a future capital campaign.

7. Executive Director Report – Katey Boerner

Katey provided an update on summer programs at the Park. Camps were very successful. The Labor Day Art Show (LDAS) attracted live TV news coverage. LDAS sales were similar to prior years, with 182 pieces sold, despite lower attendance due to the closure of the carousel.

The Park's children's theaters and the aquarium were reporting very low weekend attendance due to the closure of the carousel. In an effort to assist the Park's resident groups and boost attendance, the Partnership organized and covered costs for free activities. These included a climbing wall, carousel moon bounce, chalk artist, and complimentary access to Saturday Art Explorers during four weekends (two in August and two in September).

Summer at the Park was also busy with exhibitions, Art Walk events, and summer concerts.

The Partnership is in the process of contracting for more long-term grounds maintenance. Two new staff members have been hired. They are Tomora Wright as new Visual Arts Exhibition Manager, and Trevor Gordon as new Facilities & Maintenance Supervisor.

Carousel roof construction will continue as soon as the issue of financing paperwork is resolved. Presently, the contractor has stopped work because funds have not been made available for the next phase. Ken Hartman will meet with National Park Service (NPS) to try to remedy any contractual issues such as a donation agreement so that the NPS can receive the grant funds which the Partnership has raised for the project.

The County agreement with the Partnership should be signed soon which is largely based on the master agreement between NPS and the County, and the template for tenants/resident groups should follow. NPS has received these documents for approval and has 30 days to review them and approve.

There will be new quarterly meetings with NPS, the County, and the Partnership. The first quarterly meeting will take place in October.

Mara Mayor raised concern about the potholes in the upper parking lot along MacArthur Blvd. NPS is still responsible for upper lot repairs and maintenance.

8. Facilities Committee Update – Dan Hanlon

Loring Engineers is providing in-kind services to undertake a mechanical/electrical report on the Ballroom. Also, the Committee has renewed its partnership with the University of Maryland. This year, a new program with the UMD Civil Engineering School will engage 5 teams of 7 engineering students each to document the Park's infrastructure, including natural gas, water, sewer, transportation, utilities, etc.

Katey mentioned that several resident groups have expressed an immediate need for more space, including Glen Echo Pottery, Glassworks, and the Washington Conservatory of Music.

9. Master Planning Task Force Update – Chris Fromboluti

Chris noted that the Task Force is working to develop a draft Master Plan that can be shared with the County in order to begin the conversation about how the Park can move forward. The goal is to have a presentation for the Partnership to share with potential funders who might support a larger more detailed master plan. Overall, feedback from meetings with cooperators revealed that they

love the Park but it looks like the Partnership will need to increase square footage by 25% in the next 10 years to meet the demand for arts programs.

10. Old/New Business

The Town of Glen Echo is looking to sell lots next to the Irish Inn and change the traffic pattern around the Inn. There will be a new traffic light at MacArthur Blvd. and Oberlin Ave.

The meeting was adjourned at 8:40 pm.

The Board's next regular meeting is Wednesday, November 13, 2019, at 7:00 pm.

**BYLAWS OF**  
**GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.**  
**(“THE CORPORATION”)**

AS AMENDED ON OCTOBER 5, 2019

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Directors.

3. **MEMBERSHIP:** The Directors of the Corporation shall constitute the members of the Corporation.

4. **BOARD OF DIRECTORS:**

(a) **Role/Number:** The business and affairs of the Corporation shall be governed by a Board of Directors which shall be composed of no more than twenty-five (25) persons and no less than nine (9) persons.

(b) **Composition of the Board, Generally:** The Board of Directors shall include, at all times, persons who are reflective of the interests of the community, including park users, cooperators, residents of the surrounding neighborhoods and the general public.

(c) Designated Seat – Town of Glen Echo: One member of the Board shall be a person who is a resident of the Town of Glen Echo who has been designated by the Town of Glen Echo to serve on the Board of Directors.

(d) Designated Seat – Bannockburn Civic Association: One member of the Board shall be a person who is a resident of Bannockburn who has been designated by the Bannockburn Civic Association to serve on the board of Directors.

(e) County Executive-Appointed Seats: If the total number of members of the Board numbers between 9 and 12 persons, then three seats on the Board shall be reserved for persons appointed by the County Executive of Montgomery County, Maryland (“County Executive”) and confirmed by the County Council. If the total number of members of the Board numbers between 13 and 25 persons, then four seats on the Board shall be reserved for persons who shall be appointed by the County Executive and confirmed by the County Council.

(f) *Ex Officio* Seats: The County Executive and the President of the County Council, or their designees, shall be non-voting members of the Board *ex officio*.

(g) At-Large Seats: The remaining seats on the Board of Directors shall be at-large seats and shall be filled with persons who are elected by the existing Directors. At each annual meeting of the Board, **or at any time during the fiscal year the Board Governance Committee determines that a seat be filled**, the At-Large Directors to serve for the ensuing term shall be elected by the existing Directors. Vacancies among the



At-Large Directors occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors.

(h) Term: Except for the Directors who serve *ex officio*, each Director shall hold office for a term of three years or until a successor is duly elected. The initial Board members shall be divided into three approximately equal groups, one-third (1/3) of the members to serve for an initial term of one (1) year, one-third (1/3) to serve for an initial term of two (2) years, and one-third (1/3) for an initial term of three (3) years. No person shall serve more than two (2) consecutive full terms on the Board of Directors; provided, however, that if a Director holds the office of President during the year when his/her final term ends, then, at the request of the incoming President, the outgoing President may serve as a member of the Board and as an additional at-large member of the Executive Committee during the following one year, but he/she shall not be required to serve on any other committees during that year. Persons serving an initial term of less than three (3) years may serve for two (2) additional full three year terms. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year.

(i) Removal: A Director may be removed, without cause, as determined by a two-thirds vote of the Board members then serving. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board members then serving. Substantial cause shall include failure to participate in the activities of the Board of Directors.

(j) Resignation: A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

## 5. OFFICERS OF THE BOARD OF DIRECTORS:

(a) Election/Vacancies: The officers shall consist of President, Vice-President, Secretary and Treasurer and such additional vice presidents or assistant secretaries or assistant treasurers as the Board may from time to time appoint. The officers shall be elected by the Board of Directors, from among the members of the Board other than the members occupying Ex Officio Seats, at the annual meeting of the Corporation. A vacancy occurring in the Office of President, for whatever reason, shall cause the Vice President to assume the position of President for the remainder of the term of his/her predecessor. A vacancy occurring in any of the offices of Vice President, Secretary or Treasurer, for whatever reason, shall be filled by appointment by the President, in consultation with the Executive Committee, and any Director so appointed shall fulfill the term of his/her predecessor.

(b) Term: Officers shall serve a term of one (1) year and until their successors are elected, or until they are removed for cause. No elected officer of the Corporation, shall serve more than three (3) consecutive terms in the same office.

(c) Removal: An officer may be removed from his position, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

(d) Resignation: An officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

(e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as stated as follows:

(1) The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.

(2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.

(3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation.

(4) The Treasurer shall oversee: the deposit of funds of the Corporation into the proper accounts of the Corporation; the recondition of all receipts and disbursements

from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports. The Treasurer shall serve as Chairperson of the Finance Committee.

(5) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

## 6. BOARD MEETINGS:

(a) Annual Meeting: The Annual Meeting of the Corporation shall be held on the second Wednesday of June or at such other date and time as may be determined by the Board of Directors.

(b) Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

(c) Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings; Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special

meeting being called and shall be given orally or in writing at least 48 hours prior to the meeting time. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

(e) Quorum: At meetings of the Board of Directors, a quorum shall consist of a majority (51%) of the Directors then serving, present in person.

(f) Voting: Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than one-third of the Directors then serving. Each Director, other than *ex officio* Directors, shall have one vote. Members of the Board may vote only in person if present for the meeting; there shall be no proxy voting. Board Directors shall be considered present when participating as allowed in 6 (g) of these bylaws.

(g) Audio and Video Conferencing: A meeting of the Board of Directors may be held using audio or video conferencing technology, provided that each participant in the meeting is able to hear and be heard, simultaneously. For regular in-person Board meetings Board Directors may participate by audio or video conferencing if unable to attend in person.

7. COMMITTEES: The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint persons to chair those committees, from among the members of the Board. Membership on committees may include persons who are not Directors of the Corporation.

(a) Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and one at-large member, other than a Director occupying an Ex Officio Seat, elected by the Board of Directors. A vacancy occurring in the position of the at-large member, for whatever reason, shall be filled by appointment by the President, in consultation with the remaining members of the Executive Committee, from among the Directors other than ex officio Directors, and any Director so appointed shall fulfill the term of his/her predecessor. The prior year's outgoing President shall serve as a second at-large member of the Executive Committee when designated pursuant to paragraph 4(h) above. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

(b) Board Governance Committee. The Board Governance Committee shall be appointed by the President and approved by the Board of Directors. The chairperson of the Board Governance Committee and a majority of the members of Committee shall be members of the Board. The Board Governance Committee shall be responsible for nominating persons to serve as at-large directors, giving regard to the qualifications

required in these bylaws and the needs of the Corporation. The number of persons nominated shall be equal to the number of vacancies intended to be filled. With regard to the County-Appointed Seats described in paragraph 4(e) above, the Board Governance Committee shall be responsible to communicate the needs of the Corporation, as set forth in a statement of nominating priorities, to the County Executive and shall request that the County Executive consider the nominating priorities in the course of the appointment process. The Board Governance Committee also shall, at the Board meeting immediately preceding the annual meeting, nominate persons to serve as the elected officers of the Corporation. The Committee will recommend a slate of officers unless there is more than one nominee for any position. If more than one person has been nominated for any position, the Committee may choose not to nominate a full slate but may exercise the option to require a separate vote for each position that has received more than one nomination. The Board Governance Committee shall also be responsible for orientation and education of board members. No person shall serve on the Board Governance Committee for more than three (3) consecutive years.

(c) Standing Committees. The Board of Directors may establish such standing committees as the Board determines are appropriate for the conduct of the business of the corporation. Each committee shall include at least two members of the Board of Directors, one of whom shall serve as Chair of the committee, and may include additional persons who are not members of the Board of Directors. Members of the Standing Committees shall be appointed by the President.

(d) Special Committees. The Board of Directors may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed by the Board. The members of special committees established by the board of Directors shall be named by the Board of Directors. The members of special committees established by the Board of Directors shall be named by the President.

#### 8. APPOINTED OFFICERS AND STAFF.

(a) Chief Executive Officer: The Board of Directors shall appoint a chief executive officer, with a title appropriate to the functions of the office. Other staff shall be appointed by the chief executive officer.

(b) Authority: The Board of Directors may delegate duties and customary authority to the chief executive officer and staff of the Corporation. The duties and authority delegated shall be memorialized in written job descriptions.

(c) Oversight: The chief executive officer shall be subject to hire and termination by the Board of Directors. Other appointed staff shall be subject to hire and termination by the chief executive officer.

(d) Staffing to the Board: The chief executive officer shall attend and participate in meetings of the Members and the Board of Directors and of committee as staff to the



Board and the committees but shall not be entitled to a vote.

9. CONFLICT OF INTEREST: Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

10. INDEMNIFICATION: The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent

permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

11. EXONERATION: To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

12. INSURANCE: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article.

13. EMPLOYEE BENEFIT PLANS:

- (a) The Corporation shall be deemed to have requested a Director or Officer to serve an employee benefit or welfare plan where the performance of the Director's or Officer's duties to the corporation also impose duties on, or otherwise involves services by, the Officer or Director to the plan or beneficiaries of the plan;
- (b) Excise taxes assessed on a Director or Officer with respect to an employee benefit or welfare plan pursuant to applicable law shall be deemed fines; and
- (c) Actions taken or omitted by the Director or Officer with respect to an employee benefit or welfare plan in the performance of the Director's or Officer's duties for a purpose reasonably believed by the Director or Officer to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interest of the Corporation.

14. MISCELLANEOUS PROVISIONS: Except to the extent prohibited by law, the indemnification provided in Section 9, above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall enure to the benefit of the heirs, executors, administrators of such person

15. COMPENSATION: The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the corporation. In addition, nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity.

16. INSPECTION OF CORPORATE RECORDS: Members of the Board of Directors shall have reasonable access to the records of the Corporation including, but not necessarily limited to: these bylaws, the roster of Directors, the books of accounts and the minutes or proceedings of the Board of Directors and of the Committees. The records shall be open to inspection no later than 2 business days after receipt of a written request, addressed to the Chair or the Secretary of the Corporation by a member of the Board of Directors of the Corporation for any purpose reasonably related to his/her service as a board member. Such records shall be made available for the same purpose at any Board of Directors meeting when requested at least 2 business days in advance of the meeting. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the Member's expense.

17. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money shall be signed by any two of the President, Vice President, Secretary, or Treasurer, or other agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President,

Vice President or any other agent of the Corporation designated by the Board of Directors.

18. FISCAL YEAR: The fiscal year of the Corporation shall be from July 1st to June 30th.

19. ACTION WITHOUT MEETING: As provided under Maryland law, any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

20. AMENDMENTS: These bylaws may be amended by a simple majority vote of the Board of Directors then serving who are present and entitled to vote at a meeting at which a quorum is present. The proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least fourteen (14) days prior to the meeting date.

21. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices. This policy of non-discrimination covers school programs and activities including, but not limited to, academic admissions, financial aid, educational

services and employment.

22. SEAL: The Seal of the Corporation shall be circular in form with the words: GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.

23. DISSOLUTION: The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board of Directors this 5<sup>th</sup> day of January 2019.

Bonnie Casper President

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors as amended on November 14, 2012.

Susan Stern Secretary

GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.  
BOARD OF DIRECTORS  
MINUTES OF NOVEMBER 13, 2019

Present: *Bonnie Casper, Phil Fabrizio, Peter Freeman, Chris Fromboluti, Roy Green, Dan Hanlon, Ken Hartman, Les Mardiks, Neeraj Mistry, Eric Nelson (via phone), Samir Paul, Willem Polak, Frankie Stankovic, Susan Stern*

Absent: *Polly Hahn, Mara Mayor, Martha Morris, Ana Rasmussen, Irena Savakova, Thalia Washington, Mike Zangwill*

Guests: Charles Cuvelier, Superintendent NPS GW Memorial Parkway; Aaron LaRocca, Chief of Staff NPS GW Memorial Parkway; David Dise, Director of General Services – Montgomery County; Rose Hacking, from Councilmember Friedson’s office (via phone); Greg Grant, Shulman Rogers (General Counsel)

Staff Present: *Katey Boerner, Debbie Mueller, Ama Mills-Robertson*

1. President Bonnie Casper called the meeting to order at 7:04 pm
2. Introductions – Our guests from the GW Parkway and Montgomery County were introduced.
3. Discussion with Charles Cuvelier, Superintendent GW Memorial Parkway  
Superintendent Cuvelier discussed the NPS involvement with Glen Echo Park and the mission and goals of the GW Parkway management. He presented documents to David Dise, from Montgomery County, finalizing NPS approval of the GEPPAC/Montgomery County agreement format. He stated NPS is working on the parking lots and how to repair them. When asked about the carousel construction timeline, Aaron LaRocca reported construction would be completed by 4/13/2020. Charles distributed the strategic plan for the Parkway. He indicated they are challenged with a backlog of deferred maintenance projects.

David Dise (Montgomery County) emphasized the need to complete agreements and sub-agreements (with tenant organizations). He will assure the County Chief Executive Officer has signed off on both our agreement and the tenant agreements soon.

David also brought up the following items. The Annual Workplan, which is part of the NPS/MoCo requirements, is being developed. The NPS has provided comments and will add to the workplan, that will include capital projects, maintenance projects, etc. Any large projects need to be discussed well in advance so they get into the NPS planning cycle. The Spanish Ballroom floor replacement is a good example. The County would like to see the upper parking lot repaired, non-functioning outdoor lamps replaced, and the overall site cleaned up. David stated that the NPS office needs to be vacated and the County will make any necessary HVAC and other repairs that prevent it from being used for program functions.

The frozen funding status of the carousel fire suppression system was discussed. This project will not be completed as planned. Repairs to the current system will be made and it will be operable.

Neeraj Mistry inquired about the use of volunteers. David responded that the County oversees the volunteers and will work with the Board and staff to plan volunteer projects. Trudy Hopkins from the County is in charge of matching available volunteers and needs. Willem Polak noted that volunteers from the Town of Glen Echo will clean-up the Minnehaha Creek.

Willem Polak (Mayor of the Town of Glen Echo) stated that the town is cleaning up the Minnehaha Creek and is hosting an NPS community meeting regarding traffic flow.

4. Approval of Minutes – **VOTE: The minutes from the September meeting were approved unanimously.**

5. Treasurer’s Report – Eric Nelson

Katey Boerner and Eric Nelson reviewed the financial statements for the month ended September 30, 2019 and asked for questions.

Adventure Theatre is not paying their rent at this time due to unresolved complaints concerning their HVAC system which the County is addressing as a maintenance item. Ken Hartman and Katey will pursue this issue and schedule a meeting to resolve the situation. The HVAC is working but is awaiting a computer controller, which will allow the system to become fully automated. The County replaced the HVAC chiller recently that serves numerous buildings. Eric Nelson indicated that the Partnership needs to have some type of written default clause/process to remedy these situations in the tenant agreements. Neeraj suggested a requirement of a three-month deposit. Ken will report back about the status of the HVAC repairs.

The Puppet Co. is also behind on its rent and has been struggling due to carousel closure and other factors impacting attendance.

The annual audit is in process but not yet complete. The Partnership has an extension to file and can do so in the next few months. The auditors have completed their field work.

Major Maintenance Fund

The Board reviewed the requirement in our contract with Montgomery County that we establish a Major Maintenance Fund which will be a part of the agreement requirement between the Partnership and Montgomery County. The Fund established is as follows:

*As required under the Montgomery County/GEPPAC contract the organization establishes a **Major Facility Maintenance Fund***

*From the GEPPAC/County agreement **Article 2, Section A. iii.***

“GEPPAC shall establish a Major Facility Maintenance Account to be funded with income from the Cooperators in an amount set by GEPPAC based upon the square footage occupied by Cooperators. Funds from this account shall be used to defray major maintenance and cyclical maintenance expenses for the Park not covered by the Life Cycle Maintenance account as referenced in Attachment C [Investment Account



Agreement]. Expenditures from the account shall be tracked and reported through an annual audit of the Primary Cooperator which shall be provided to the County.”

The organization shall establish this fund initially with prior year utility fees paid by resident organizations and going forward shall establish a fee structure based on square footage occupied by resident groups and incorporate this fee into the monthly rent structure. We anticipate that the amount deposited into the Major Facility Maintenance Account will be in the range of \$75k to \$100k annually.

6. President’s Report – Bonnie Casper

Bonnie reported on the Board Retreat that was held in October. She has distributed a detailed document summarizing outcomes.. The group agreed the retreat had value for our planning as well as enabling Board Members to get to know each other. A work plan focusing on accountability should be developed to follow up. Bonnie and Katey will draft this.

Bonnie provided an update on fundraising beginning with a focus on Gala planning. The committee still needs to finalize the honoree and honorary chair. The theme is *Carousel Carnival* and will feature outdoor entertainment after the dinner. We invited the German Ambassador to serve as Honorary Chair to highlight the Dentzel Carousel connection. The Partnership will also be giving an Advocacy Award, which last year was awarded to Chris Van Hollen. It was suggested that the Puppet Co. should receive special recognition.

Bonnie has recommended that the Board approve the hiring of a fundraising consultant. A possible Cafritz grant would pay a portion of this expense, but we will not know about this grant funding for several months. Potential consultants have been interviewed. As Bonnie pointed out, additional operating funds are needed for the Park and a strategic fundraising plan for the future. The consultant would provide a plan and strategy, and also help identify potential larger donors.

Fundraising requests have gone to Pepco/Exelon, and a list of foundations was distributed to Board Members for them to identify any foundations that they might have a relationship with. Eric Nelson provided list of foundations for possible capacity-building grants to Debbie.

Neeraj recommended that an 18-month lead time be allowed between contacting donors and actually receiving any potential funds. He also indicated that the Partnership would need to have staff internally prepared to work on relationship building with these potential donors. Capacity building will take additional staff resources and time. He suggested we fund staffing to do this if staff have to work on this going forward.

Regarding the year-end appeal, Board Members were asked to sign letters and provide contacts. These letters will be mailed immediately after Thanksgiving. This is the Partnership’s easiest ask and highest return on investment for fundraising.

7. Facilities Committee Report – Dan Hanlon

Work on space issues within the Park continues. The pottery and glassblowing programs need more space, and temporary trailers may be an option. Additional facilities items are contained in the committee’s report which has been distributed.

8. Master Planning Committee Report – Chris Fromboluti

Chris referred the Board to his committee report which has been distributed. The work of the committee is continuing and the University of Maryland project to examine infrastructure needs has almost completed the first phase.

9. Executive Director Report – Katey Boerner

Katey provided a report which was distributed in writing to the Board. *Please see Program Report, Dance Report, and Facilities Report.* The Washington Conservatory is looking for more space in the Park as their primary home since there will be a change in their arrangement with Westmoreland Church. Restoration work on the exterior of the Spanish Ballroom is currently underway – funded with approximately \$184k in capital grants from Maryland Heritage Areas Authority and Arts & Humanities Council of Montgomery County. The holiday party will take place on December 11<sup>th</sup>. Winter's Eve event will take place on December 14<sup>th</sup>. Ama Mills-Robertson noted that the Holiday Art Show & Sale is currently on view in the Popcorn and Stone Tower Galleries. The Spring/Summer 2020 Classes and Events Catalog will go to the printer in December and registration opens on January 25, 2020.

10. Executive Session

The Board went into Executive Session to discuss the Executive Director's compensation.

11. Report regarding Executive Director – The Executive Director's compensation as recommended by Executive Committee was approved.

The meeting was adjourned at 9:30 pm

The Board's next regular meeting is Wednesday, January 8<sup>th</sup> at 7 pm

GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.  
BOARD OF DIRECTORS  
MINUTES OF JANUARY 8, 2020

Present: *Bonnie Casper, Pete Freeman, Chris Fromboluti, Roy Green, Polly Hahn, Dan Hanlon, Ken Hartman, Les Mardiks, Mara Mayor, Neeraj Mistry (via phone), Martha Morris, Eric Nelson, Willem Polak, Ana Rasmussen, Frankie Stankovic, Susan Stern, Thalia Washington, Mike Zangwill*

Absent: *Phil Fabrizio, Samir Paul, Irena Savakova*

Guests: Rose Hacking, from Councilmember Friedson's office (via phone)

Staff Present: *Katey Boerner, Debbie Mueller, Ama Mills-Robertson*

1. President Bonnie Casper called the meeting to order at 7:02 pm
2. Approval of Minutes – **VOTE: The minutes from the November meeting were approved unanimously.**
3. President's Report – Bonnie Casper  
Board Tasks FY20: Board members were reminded that the list of tasks by committee is available for review as a handout and online in Dropbox. Bonnie asked Committee chairs to review the list in terms of the outcomes generated during the retreat.

Fundraising/Gala: The Gala Committee is reaching out to the German Ambassador to serve as the Honorary Chair as a way to highlight the German heritage of the Dentzel Family. A site visit to the Park has been scheduled with the cultural attaché and another Embassy representative. This year's Advocacy Award will recognize Councilmember Andrew Friedson. The event will not be black tie optional this year, but encourage more casual attire. Board members were asked to provide contacts that can be solicited as sponsors and to commit to purchase tables and to invite guests to join them or purchase tickets.

Advocacy Report: Bonnie has scheduled a meeting with County Executive Marc Elrich on Jan. 28 with Katey, Ken Hartman, and David Dise to discuss support for the Park's infrastructure study as a first phase of master planning. Montgomery County does not own the Park's buildings but the County is responsible for the infrastructure. Bonnie is also planning to schedule a meeting with Senator Chris Van Hollen to provide an update on the status of the carousel roof repairs and painting. Attendees will include Montgomery County representatives, Katey, Bonnie, and a representative from Congressman Jamie Raskin's office.

Debbie Mueller provided an update on the year-end appeal. She reported that \$86,250 has been raised to date. Additional matching funds for some of the donations are expected from employer matching donations, so this year's appeal may well exceed last year's total of \$91,600. Debbie will send Board members an update regarding the outcome from their contacts who were solicited.

4. Executive Director's Report – Katey Boerner

Carousel project: The National Park Service will be installing a tent to control for weather while painting the roof. The large footings for the tent are currently being installed. The next quarterly meeting with NPS will take place at the end of January.

Painting and repairs of the Spanish Ballroom exterior have been completed. This project was funded by \$183,000 in capital grants from the Arts and Humanities Council of Montgomery County and the Maryland Heritage Areas Authority.

The roof of the Hall of Mirrors Dance Studio has been repaired using money from the long-term maintenance fund.

In news about personnel, Nick Beys joined the staff in December to assist with facility needs.

The Partnership is waiting on NPS approval of contracts with cooperators/resident partners; Ken Hartman will be checking on the status. There is a possible need to add a clause in the contracts that states that the County will intervene if there are any discrepancies. For example, Adventure Theatre MTC withheld rent due to issues with HVAC system. The Partnership should look at language in existing County contracts about resolution processes. The County will now also sign all Partnership/cooperator agreements.

Ama Mills-Robertson provided an update on programs, including enrollment statistics. The new spring/summer catalogs will be in mailboxes by January 18; registration opens on January 25. Exhibition openings will be held during the coming week for shows in all three galleries. When visitors purchase art in a Partnership gallery, contact information can be collected from credit card purchases to build the email list for future exhibitions.

Mara Mayor noted that the events page on the Park's website needs to be updated.

Katey reported that the Puppet Co. is struggling financially and behind on its rent, due to multiple factors including low ticket sales during the carousel's closure. Katey will work with Executive/Finance committees to review the Puppet Co.'s succession planning and changes to the business model and report back to the Board in March with a status update. The Puppet Co. typically attracts the highest attendance at the Park of about 80-100,000 people. Visitation has dropped to 50,000 people. Looking ahead, the Partnership cannot expect to get the same level of income or attendance from Puppet Co..

Katey also reported Adventure Theatre has withheld rent due to repairs that affected the Arcade HVAC system, which were to be completed by Montgomery County. These repairs are now largely completed and payment from Adventure Theatre is expected soon.

5. Board Governance – Martha Morris

Eric Nelson and Phil Fabrizio will be leaving the Board at the end of June 2020.

The committee will determine areas of expertise that the Board is looking for and then review nominations from other Board members. The committee will present candidates for the Board to consider at the May meeting and then the Board will vote at the June meeting. Martha will send out a reminder with the deadline for nominations.

Board members have completed conflict of interest forms and there are no issues to report.

The Board will be asked to complete annual evaluations in June.

6. Facilities Committee Report – Dan Hanlon

The assessment of the Spanish Ballroom dance floor has been completed. Katey will post the report for the Board to review as an internal document. One option to address humidity is to install a system that can later be updated for HVAC using the same ductwork. Another option is high velocity air conditioning that does not use ducts. County engineers and architects will add their expertise to this effort before the Partnership goes to NPS. The priority for the ballroom is the dance program even though the Partnership does not earn as much from the dance program as it would from private rentals.

The University of Maryland Civil Engineering infrastructure studies have been completed. Dan will put together a consolidated presentation on the work produced by the five teams of students to present at the next Board meeting. Mike Zangwill published an article on this collaboration in the Bannockburn Back 9 newsletter.

7. Master Planning Committee Report – Chris Fromboluti

Chris reported that the committee is working on a document that can be used to raise awareness and funds for a professional master plan. Martha is leading efforts to create a Power Point presentation with graphics and plans. This document will go to the Board for approval.

8. Innovation Task Force – Susan Stern

The Task Force met in December. The committee is working to develop ways for internal and external constituents to make suggestions and offer new ideas. The committee anticipates rolling-out a two-step process in February, first to internal/resident partners and then to the general public. The committee will work on how to manage the information and determine what is feasible. The hope is to target millennials (age 18-35) and families as well as singles. The committee is researching national and local peer organizations as models for how other organizations are reaching out to younger populations.

The committee is seeking innovative ideas for new activities as well as looking at what is already being done but offering a new perspective. Millennials are interested in experiences. The visitor survey project will also provide feedback; however, millennials may not be a large segment of survey participants.

9. Old Business/New Business

Board members were asked to continue to think about connections that they might have with foundations and corporations. These will be used to research and create strategies for solicitation.

The meeting was adjourned at 8:20 pm

The Board's next regular meeting is Wednesday, March 11<sup>th</sup> at 7 pm

GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.  
BOARD OF DIRECTORS  
MINUTES OF March 11, 2020

Present: *Bonnie Casper, Peter Freeman, Chris Fromboluti (via phone), Roy Green (via phone), Polly Hahn (via phone), Dan Hanlon, Ken Hartman (via phone), Les Mardiks (via phone), Mara Mayor, Martha Morris, Eric Nelson, Samir Paul (via phone), Willem Polak, Ana Rasmussen, Irena Savakova, Frankie Stankovic, Susan Stern, Thalia Washington (via phone), Mike Zangwill (via phone)*

Absent: *Phil Fabrizio, Neeraj Mistry*

Guests: Rose Hacking, from Councilmember Friedson's office (via phone);  
Greg Grant, Shulman Rogers General Counsel (via phone)

Staff Present: *Katey Boerner, Debbie Mueller, Ama Mills-Robertson*

1. President Bonnie Casper called the meeting to order at 7:06 pm
2. Approval of Minutes – **VOTE: The minutes from the January meeting were approved unanimously.**
3. President's Report – Bonnie Casper  
Fundraising/Gala: Bonnie reported the Fundraising Committee is moving forward with planning for the Gala. Ridgwells will be the caterer. Horizon will be the band. Park artists have been asked to create centerpieces and contribute works to the Silent Auction. Board Members are being counted on to sponsor tables and attend the event on May 16.

Carousel construction update: On Friday, March 13, – the National Park Service will give select staff and Board members a tour to see progress. NPS reports that work is on schedule.

Carousel Day: Planning continues for Carousel Day activities, May 2, including a ribbon cutting ceremony. Long & Foster is a major sponsor. The Park will follow the lead from Montgomery County concerning the Coronavirus outbreak. According to Ken Hartman, there may be the need to cancel events over a certain number of attendees. Many organizations are cancelling programs for a few weeks and then reassessing.

4. Treasurer's Report – Eric Nelson  
The Partnership successfully completed another audit. A new requirement for the Form 990 is to split programs into three columns. Bonnie asked when was the last time the Partnership used a different auditor. It was stated that the Partnership has not looked at other auditors mainly because of the challenges for a new auditor to understand the complexities of the Park, NPS, and resident organizations. The Partnership is happy with the current auditor's services as the company specializes in arts groups and its pricing is reasonable (approximately \$15,000). Also, the auditors assign different staff to work on our audit each year, in essence creating a new team, but this could be bid out in future years.

It was reported that financial statements are aligned with the budget as of the end of January. The Partnership is a little behind in receivables and the impact of COVID-19 has not yet been felt.

The Finance Committee put forth a standard bank resolution for approval to change signers on the Partnership's bank accounts. There was discussion about the by-laws and the need to potentially document how the current signer(s) were appointed – although this was done many years ago and is in minutes from past meetings in all likelihood. A measure was approved to add signatories as follows: in addition to Katey (who is a signatory): for Revere Bank Bonnie Casper, Martha Morris, and Emily Rogers; for United Bank – Bonnie Casper, Martha Morris, and Ama Mills-Robertson.

5. Executive Director's Report – Katey Boerner

COVID-19: General Counsel Greg Grant provided legal guidance concerning where the organization stands contractually. All contracts are considered to be jointly held by the Partnership and Montgomery County. If the Park is open for business, then the Partnership must fulfill its obligation to provide a clean/safe facility. The arts groups must decide for themselves if they choose to use the Park or not. If a group decides to terminate its contract, then it would lose its deposit. However, we can look at rescheduling options/modifications to satisfy contracts. The Park must shut down if required by the County.

Insurance issues were considered so that we do not get sued for negligence. It was pointed out that business interruption insurance, even if we had it, would not cover the current situation.

Partner organizations and students are looking to the Partnership for leadership and guidance. Katey requested latitude in making mutually beneficial arrangements with partners and students. For example, Katey offered to extend the winter minimum rate to help preserve our partnerships with dance presenters, and she will make student-friendly plans for classes. Katey will be as consistent as possible with decisions, but the Park has such a variety of programs and activities that makes it challenging.

Social dance events present special challenges. There is a lot of contact during social dance events and most dances exceed the 120 person limit for large events. Also, there is the concern that no contact information for individuals who attend the dances is collected and so there would be no way to communicate to others if an attendee were to become sick. CDC is recommending social distancing. Bonnie decided to table the decision on canceling dances and programs pending the County's statement March 12 (the following day). There will be an Executive Committee conference call to come up with a policy.

Katey reported that the Puppet Co. is struggling financially and is \$40,000 behind on rent, due to multiple factors including low ticket sales during the Carousel's closure. The Puppet Co. leaders plan to retire at the end of June 2020. They have hired a new artistic director and they are restructuring the organization with a new board. The Finance Committee will look at costs for GEPPAC to provide administrative assistance, including running the box office. Also, the Finance Committee may trade out value of theater equipment to help alleviate the \$40,000 debt. Other groups may have an interest in the space for private use, but these groups would not draw attendees to the Park. The Partnership would like to keep puppetry at the Park, and might consider shared space arrangement to rent/lease to other groups for evening programs with puppetry during the day.

6. Board Governance – Martha Morris

The committee has not received any proposals for nominees. Bonnie and Frankie Stankovic have some prospects that they will recommend. The committee's timeline is to present recommendations to the Board in May and then elections will take place in June. Phil Fabrizio (County appointee) and Eric Nelson (at-large) will be going off the Board in June. We are looking for new Board members with finance and fundraising skills.

7. Facilities Committee Report – Dan Hanlon

The University of Maryland Civil Engineering infrastructure studies have been completed. Dan will post a PowerPoint overview of the outcomes produced by the five teams on DropBox.

8. Master Planning Committee Report – Chris Fromboluti

Chris reported that the committee is working on a document to show long and short term plans to share with the Board by June.

9. Innovation Task Force – Susan Stern

On February 26, the task force sent the link to the Concept Note, an online submission form to solicit ideas for innovations, to internal constituents -- current and past Board, resident partners, and staff. The task force plans to roll this out to external constituents, including students and the general public, in April. The committee will then convene the first peer evaluation group to review submissions in June.

10. Old Business/New Business

Bonnie suggested to poll the Board about adding a Board meeting in April. Board Members were asked to tentatively hold April 15.

The meeting was adjourned at 8:54 pm.



GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.  
BOARD OF DIRECTORS  
MINUTES OF APRIL 29, 2020

Present via Zoom or conference call: *Bonnie Casper, Phil Fabrizio, Peter Freeman, Chris Fromboluti, Roy Green, Polly Hahn, Dan Hanlon, Ken Hartman, Les Mardiks, Mara Mayor, Neeraj Mistry, Martha Morris, Eric Nelson, Samir Paul, Willem Polak, Ana Rasmussen, Irena Savakova, Frankie Stankovic, Susan Stern, Thalia Washington, Mike Zangwill*

Guests: Greg Grant, Shulman Rogers, general counsel  
Rose Hacking from Councilmember Friedson's office

Staff: *Katey Boerner, Debbie Mueller, Ama Mills-Robertson*

1. President Bonnie Casper called the meeting to order at 7:05 pm
2. Approval of Minutes – **VOTE: The minutes from the March meeting were approved unanimously.**
3. Status Updates

a. Park Closure/COVID Updates – Ken Hartman

Ken noted that the County hopes it is near the peak for the Coronavirus, but that there will be a long transition back to normal. There will be phases we go through and some practices would continue such as social distancing and face masks. He does not have specific insight yet into how Glen Echo Park will be treated by the County during the various phases of resuming activities – for example theater activities or summer camps. Consumer confidence issues will lead to a long-term lower level of activity. The carousel may not be able to operate as this is an area of high exposure. The Governor's phases were discussed as they relate to the Park's activities and potential resumption of some of the normal activities for GEP. Ken Hartman indicated the County will not be more restrictive than the State in the phases, but could have different timing of the phases and moving from one to another.

Phase 1 would be partially getting back into the Park's spaces with some outdoor activities and limited revenue generated.

Phase 2 would be more activity, possibly during the summer. Staff are laying out plans for getting ready to implement once the Park is permitted to reopen. We will try to make a decision on summer camps by mid-May. Sixfoot distancing and masks would be some of the requirements.

b. Status of Fundraising/Finances – Katey Boerner

As per the minutes from the last Board Meeting, the directive was to continue to monitor finances and pursue donations as well as develop online program content. We have made great strides in moving forward with fundraising and online programming.

To date, we have raised approximately \$160k toward emergency relief. This figure includes donations from individuals and donoradvised funds as well as \$54k in project grant funds from the Maryland Heritage Areas Authority that have been approved for reallocation to general operations and a \$20k general operating grant from the Cafritz Foundation.

The revised FY20 yearend projection reflects this added fundraising alongside less income from rent to show a loss of \$325k. This figure gets offset by the \$222,725 Payroll Protection Program (PPP) loan. As such, we are still at a loss of approximately \$102k.

Katey will work with members of the finance committee and other advisors to help develop the draft budget for FY21.

c. Resident Groups/Partners – Katey Boerner/Ama Mills-Robertson

Several resident organizations at the Park have Board Members and volunteers that are engaged in planning, including Glen Echo Pottery, Washington Conservatory, and Adventure Theatre-MTC (ATMTC). ATMTC secured a PPP loan; the big challenge for them is summer camps and summer theater as the summer represents approximately one-third of their revenue. The Puppet Co.'s situation is in flux as discussed earlier with new creative leadership stepping into place.

Sole proprietor or individual artists, like Paul Swartwood/Glassworks, are struggling. We have steered them to resources available. Also, with the cancellation of social dances, musicians are struggling.

We will have an online meeting with resident organizations next week. We are working to launch an online shop to promote art sales/income for resident artists. As of now, only two artists have expressed interest. Some of our partner organizations have their own online shops that we will link to as well.

We are promoting various online offerings in collaboration with Yellow Barn (40 classes online and approximately 300 students), Washington Conservatory (adult classes and private lessons), Photoworks (online classes and a new lecture series), Metropolitan Ballet Theatre & Academy (online classes), Glen Echo Pottery (handbuilding classes and informal critiques with students), Glen Echo Park Aquarium (Facebook Live events), ATMTC (free presentations), and Puppet Co. (free streaming last month), as well as independent instructors (calligraphy, children's classes, and dance/movement). We also presented our first online exhibition using Flickr last week. We plan to introduce Art Talk & Cocktails online events since we have had to cancel our Art Walk series of events. We are working to ensure that webpage links are correct. Mara would like to see improvements to the web site and organization of the online offerings. The staff work in this area was praised – particularly given the rapid transition that was required.

4. Board Governance – Martha Morris

The recruitment process for new Board Members is moving along slowly. Some candidates have expressed interest but are not quite ready to commit given these uncertain times. We are looking to fill two at-large positions (Roy Green and Eric Nelson will end their terms in June) and one County appointed position (Phil Fabrizio's term ends in June). The Board will need to present the slate of officers for FY21 at the next Board Meeting on May 13. Nominations were requested for current Board Members to fill officer positions by May 5.

5. Innovation Task Force – Susan Stern

The Innovation Task Force met last Wednesday. They received only a few responses to the original concept note in February. They plan to reach out again to ask specifically for ways to safely reopen the Park with a new message to the Park's internal community (Board, staff, resident partners) in

May. Under a new timetable, the Task Force will then evaluate ideas, prioritize, and present back to the Board.

6. Facilities Committee – Dan Hanlon

The vandalism of the carousel revealed deficiencies in the Partnership's arrangement with NPS/County related to the fire alarm/security system and ensuring the carousel is monitored and protected by both these types of systems. NPS is planning to pay for repairs but the timeline is uncertain. We are waiting for NPS to respond in writing to the analysis of the Spanish Ballroom dance floor. The completed renovation of the Popcorn Gallery is a big improvement.

7. Master Planning Committee Report – Chris Fromboluti

Chris reported that the Committee is working on a document that can be used to raise awareness among elected officials and then revise the document to assist with fundraising efforts for a professional master plan. This document will go to the Board for approval by the end of the summer.

8. Looking Ahead – Next Steps/Planning

The Finance Committee needs to create a quarterly framework for FY21 with flexible programming scenarios to match the phases of reopening dictated by the State and County. The County Council will discuss the arts budget tomorrow and recommend level funding, but they will review the budget again in a couple of months and will likely need to make cuts later in the year – perhaps to the arts but we do not know at this time.

Bonnie noted that the Partnership plans to ask Gala honorary chair and honorees to be recognized instead of this year at next year's Gala. Irena mentioned that Leo Daly would be willing to record a video address on behalf of the Park. Bonnie to discuss further with Irena.

The meeting was adjourned at 8:30 pm

The Board's next regular meeting is Wednesday, May 13 at 7 pm

GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.  
BOARD OF DIRECTORS  
MINUTES OF May 27, 2020

Present: *Bonnie Casper, Peter Freeman, Phil Fabrizio, Councilmember Andrew Friedson, Chris Fromboluti, Roy Green, Dan Hanlon, Ken Hartman, Les Mardiks (via phone), Mara Mayor, Neeraj Mistry, Martha Morris, Samir Paul, Willem Polak, Ana Rasmussen, Irena Savakova, Frankie Stankovic, Susan Stern, Thalia Washington (via phone), Mike Zangwill*

Absent: *Polly Hahn, Eric Nelson*

Guests: Greg Grant, Shulman Rogers General Counsel (via phone)

Staff: Katey Boerner, Ama Mills-Robertson, Debbie Mueller, Jenni Cloud, Emily Rogers

1. President Bonnie Casper called the meeting to order at 7:06pm.
2. Approval of Minutes—**VOTE: The minutes from the April 29 meeting were approved unanimously.**
3. County Report – Ken Hartman  
Ken noted that there will be an announcement this week from County Executive Marc Elrich that moves us toward Phase One.
4. Coronavirus GEP Response Status – Katey Boerner  
Update on GEP resident organizations:
  - ATMTC relies on much of their revenue coming from summer programming; they are making decisions in two-week stages, although they are prepared to be online all summer if they need to be. Katey has met with ATMTC twice, and our staff have spoken with all groups individually and as part of our resident group meetings;
  - Yellow Barn transitioned to online very well but does not anticipate in person classes for some time;
  - Glen Echo Pottery does not have much that they can do until they can hold small classes with masks and social distancing. They are developing a strong plan for Phase 2;
  - Puppet Co. founders/leaders are getting ready to retire. Discussions are ongoing with them on when their first show will occur under new leadership and what other programming they will be doing under the new artistic director (Liz Dapo) and new board management;
  - Photoworks is doing online classes and exhibitions;
  - Art Glass is really unsure about how they can do classes and run studio;
  - Glassworks (blown glass studio) is doing essential work on site to continue producing work;
  - Social dance groups are out of business entirely. We have talked with dance groups about doing some programs online and adapting for future guidelines when in person programming returns. Musicians rely on performing for dancers and we are working on ideas with them as well;
  - Aquarium is transitioning to online programs for now;
  - SilverWorks is regrouping and trying to be creative. They are eager to do work as soon as they can and will do private lessons and work in the studio in Phase 2

- Washington Conservatory has transitioned to online lessons; they recently hosted an online concert with donations that was very successful. They are working to restart social distanced private lessons in Phases 2-3.

All of the Park's organizations have concerns about safety for older patrons and instructors. They are incredibly grateful that we forgave rent; this was difficult for us to do as other landlords have not done this. Our rentals program has been suspended for the time being. NPS staff are getting mail for Clara Barton House once/week. Local residents are using the Park with bikes and scooters and walking. We have security onsite from 10 pm to 6 am and the park is closed from 8 pm to 6 am. The café is closed – we will have to regroup with Praline as their restaurants are struggling.

#### Summer Day Camp – Bonnie Casper

The Executive Committee met last week to discuss what it would take for the Partnership to operate camps and reopen. The Committee concluded that instead of trying to cobble together some sort of onsite program for the summer for likely limited attendance, the Committee voted to recommend to the full Board that GEPPAC cancel all of our onsite children's camp programs and provide only online camp options. The Partnership recommends that the cooperators should do likewise, although the cooperators decide for themselves and must be in compliance with the County, the State, and the CDC. Ken noted that the County Recreation Department has cancelled camps for the summer but is continuing to consider outdoor activities but not sure what that will look like. Ken will share County's plans as soon as available. Private school summer day camps have been cancelled in most cases. The Executive Committee felt that it would take too much effort to figure out how to operate camp in compliance and keep kids and instructors safe. Staff time would be much better spent developing online programs and looking forward to the fall. Greg Grant noted that the biggest concern that employers are facing is what will parents do for childcare once they go back to work. Samir Paul remarked that, depending on what the County schools do in the fall, there might be an opportunity for GEPPAC to fill-in gaps if MCPS uses alternating days, for example.

**VOTE:** Motion from Executive Committee: GEP Partnership's onsite camp programs (operated by our organization or other resident organizations who use our registration system) will be cancelled for the 2020 summer with the understanding that there will be online alternatives and other safe options made available to serve children and families. Bonnie presented motion on behalf of the Executive Committee. **The Board voted unanimously to approve this action item.**

#### Park Programming Priorities/Plan – Katey Boerner

Katey noted that she has been working with the budget and matching priorities to the budget to determine both what is physically possible and what is financially possible. The chart that was distributed of outlining the Plan to Reopen reflects the Governor's and County's phasing. Montgomery County is still waiting to enter Phase 1. Phase 1 – allows for use of outdoor spaces and artists can access their studios; Phase 2 – start looking into classes and events with social distancing and small private events; Phase 3 (when schools reopen) -- larger social gatherings permitted; entertainment venues open; theaters might be able to resume; not sure about social dances. The draft budget matches the phases, although there are details still to be worked out. It is still unknown what the public will want to participate in. Resident groups and partner artists might be in the best position to tell us what their needs and the needs of their customers are. Masks are not required in outdoor areas. Marketing Director Jenni Cloud mentioned that we could do email surveys of our constituents to get a better sense of their readiness/willingness to participate in our programs. Neeraj Mistry offered to bring colleagues on site to provide a public health assessment or

audit to determine where the risks are. The question of how do we make the outdoor space safe could be answered by possibly having demarcations to note 6ft spacing. Frankie Stankovic suggested that we keep in mind that we do not want to plan activities where we put down a deposit especially as things keep changing. Susan Stern mentioned that the Concept Note is being revised by the Innovation Task Force to include suggestions about ways to safely reopen the Park. We are hoping to send it out to internal groups early next week and then 10 days later we would send it to external groups. Ken Hartman and Dan Hanlon suggested that the Board rely on staff to determine when GEPPAC might be prepared to offer programs and that staff seek guidance from the County. We will need to keep revisiting the chart and phases.

5. Treasurer's Report – Katey Boerner

The Executive Committee and the Finance Committee jointly recommend that the Board adopt the draft budget as presented subject to the following: 1) the final cooperator agreements between Montgomery County and the Cooperators include language to cover the kind of situation presented by COVID-19; 2) additional fundraising alternatives be considered in July including spending funds to increase revenues; and 3) the proposed budget as passed by this motion be reviewed quarterly and revised if necessary.

Katey reported that the Partnership is in an improved position through FY20 with the PPP loan and funds raised during the pandemic time period of almost \$200K. We will continue to work on narrowing the gap, with an expected loss of \$110k. This seems bearable in light of the overall situation and given the availability of unrestricted net assets. The Finance Committee is comfortable with our position going into next fiscal year with budget assumptions matched to the phases of reopening. Budget projection is in flux and we will need to revisit this on a quarterly basis. The assumption is that we would be in Phase 1 going into Phase 2 for Q1 and Q2; Q3, we hope to be in Phase 3 (although this may come earlier). Our budget priority is to keep core staff in place to the extent that the revenue will support this, with bare bones staff to move toward a higher level of activity in the fall 2020. We are looking at a significantly reduced budget, depending on the resident groups and when we start to charge rent again in stages. Social dance income is not expected until Phase 3. We hope to get renewed general operating grants from the County and State. We are estimating a net of \$60k for a spring event (possibly gala). Overall, we have decreased the budget from \$2M to \$1.1M by: cutting expenses significantly in Q1 without having to eliminate staff; salary cuts of 10% for senior staff; 5% salary cuts for lower level staff; and some staff taking paid time off during the summer and fall. We have to continue to maintain the Park's grounds. We would have to draw from our reserves by the end of the year, but we should focus on Q1 and Q2 for now. Finance and Executive Committees have agreed to accept the proposed budget. Bonnie noted that there is going to be a supplemental County budget process that may entail cuts once the County determines more about where they are with tax revenue losses. The budget is being presented for initial review at this Board Meeting; vote on the budget will take place at the June Board Meeting.

6. Board Governance Report – Martha Morris

The Committee did not pursue any at large candidates at this time. Martha presented the slate of officers that will be voted on at the June Board Meeting: Bonnie Casper, President; Martha Morris, VP; Susan Stern, Secretary; Dan Hanlon, Treasurer; Pete Freeman, At-Large; Chris Fromboluti, Past President. Outgoing Board Members will be Phil Fabrizio (County appointee); Roy Green and Eric Nelson. Also, Thalia Washington is resigning from the Board due to family and work obligations. The County will appoint new representatives to two positions in the fall; Katey will let people know

when County applications become available and we can encourage people to apply. The Committee will once again conduct the annual Board self-evaluation process in June. Martha will work with Katey to set this up.

7. Facilities Committee Report – Dan Hanlon

The GEP Partnership is doing ongoing maintenance. The NPS carousel repair project is almost completed but work to repair damage done by vandalism has not taken place yet and no date has been set to begin these repairs. NPS is using the restoration firm that we recommended.

8. Master Planning Committee Report – Chris Fromboluti

Master Planning is still going on with the Committee working on the report document that will be presented to the Board to review by the July Board Meeting before finalizing.

9. Innovation Task Force – Susan Stern

The Task Force worked on revising the Concept Note to reflect COVID concerns, making it more concise and direct. As mentioned previously, the Concept Note will go to our internal group (staff, board, cooperators, instructors) next week. Then, after 7-10 days, we will send the Concept Note to the external group (students and the general public). There will be an opportunity to tweak the format if needed before going out to general public. The Task Force will review responses regularly. Responses will provide immediate feedback about what people are concerned about and how we can reimagine the future of the Park.

10. Old Business/New Business

Ama Mills-Robertson provided an overview of online classes and exhibitions. We had 80 online classes from March through May 31; summer camps are being adapted to online formats and are set to start on June 15. Overall, the Park cancelled over 200 classes, including classes through the end of June. To date, we have refunded almost 2,000 students, including summer camps. Online exhibitions are now available on our website. We will launch our first online open call with a guest juror for the exhibition entitled, “Moving Forward” – aimed to capture/highlight perspectives on the current health crisis.

Jenni Cloud provided an overview of marketing efforts. We are promoting content created by our dance partners, including free dance lessons. The Washington Conservatory of Music recently presented their first virtual concert with Michael Adcock with almost 200 people online. They also have a family concert scheduled for early June. Partner organizations put their events on Facebook and invite us to co-host so that the event can reach our over 10,000 followers. We will present the annual Summer Concert Series online, with more information available on this in June. We are offering free video art projects every other week through our Saturday Art Explorers program. This webpage is now in our top 15 webpages visited. We are developing Virtual STEAM made up of new video programs that highlight art and science. Adventure Theatre MTC is offering free digital Facebook live events. Puppet Co. has streamed a couple of recorded performances. The Glen Echo Park Aquarium has offered events on Facebook live. Social media efforts promote a weekly featured artist. We are planning to introduce an online “Art Talk and Cocktails” series by the end of June. We continue to get solid open and click rates and social media engagements through our Stay Connected weekly email newsletter. We will not be able to present the traditional Labor Day Art Show, but we hope to launch an artist marketplace/exhibition space in the fall.

Dan Hanlon mentioned the GlassWorks presentation for Glass Arts Society. Their high-quality video presentation was rated #1 by the Glass Arts conference.

Bonnie thanked Irena Savakova for arranging for Leo Daly to make a video on behalf of the Park's Gala.

The meeting was adjourned at 8:46pm.

The next Board Meeting will take place on June 17 – the third Wednesday of the month.



GLEN ECHO PARK PARTNERSHIP FOR ARTS AND CULTURE, INC.  
BOARD OF DIRECTORS  
MINUTES OF June 17, 2020

Present: *Bonnie Casper, Peter Freeman, Chris Fromboluti, Roy Green, Polly Hahn, Dan Hanlon, Ken Hartman, Les Mardiks (via phone), Mara Mayor, Martha Morris, Willem Polak, Ana Rasmussen, Susan Stern, Thalia Washington (via phone), Mike Zangwill*

Absent: *Phil Fabrizio, Eric Nelson, Neeraj Mistry, Samir Paul, Frankie Stankovic, Irena Savakova*

Guests: Greg Grant, Shulman Rogers General Counsel (via phone)  
Rose Hacking, representing Councilmember Andrew Friedson

Staff: Katey Boerner, Ama Mills-Robertson, Debbie Mueller, Jenni Cloud, Emily Rogers

1. President Bonnie Casper called the meeting to order at 7:05 pm.
2. Approval of Minutes—**VOTE: The minutes from the May 2020 meeting were approved unanimously.**
3. County Report – Ken Hartman  
As of Friday at 5 pm, the County is moving into Phase 2 of the recovery, which includes conditions to open indoor retail, restaurants, fitness centers, office spaces, outdoor day camps, outdoor youth sports, etc. The County is working with Katey on plans to reopen Glen Echo Park. A distance of 6 feet per person is required for office staff. To the extent possible, county staff will continue to telework.

Cooperator Status/updates – Katey Boerner

Recreation centers are going to be doing some day camps with day care options. The Partnership has already decided to cancel in-person camps this summer. Adventure Theater MTC (ATMTC) may do differently. We are working with resident groups with regard to resuming work in their studios. This would include private/semi-private lessons and resuming classes if social distancing can be maintained. We will review plans with each partner organization and get approval from the County. We are going to start some in-person adult classes, with social distancing. Indoor gatherings with up to 50 people will be allowed, so we need to consider what that means for the Park. The Partnership office will slowly ramp back up with staff on-site, but we are still reviewing guidelines as to when staff can start serving the public. The County is requiring that bathrooms be cleaned every two hours. Air circulation/ventilation issues may need to be considered. There are no guidelines from the State or County on this. Concerts are listed as an activity that cannot be done at this time; we will need clarification on holding outdoor concerts at the Park.

Our plan is to have cooperators begin to pay some portion of their rent again in July.

Status updates:

Pottery – they have a well thought-out plan to maintain social distance and resume classes on a small scale beginning July 6;

Art Glass, Glassworks, Silverworks – looking at making work and having private or semi-private instruction

Yellow Barn – online only for summer; smaller groups in the fall; may do some private or semi-private lessons

Photoworks – virtual programs; not doing camps

Washington Conservatory of Music – private and semi-private lessons ongoing; virtual summer programs

Social dance program – completely suspended right now; eventually, we hope to have events that require attendees to come with a partner and observe social distancing

Fall 2020 – The Partnership will try to open galleries; launch online artist marketplace for resident artists and instructors; create an artist membership to enable Labor Day Art Show artists to participate; we will not print Fall/Winter Classes & Events Catalog. The latter is very expensive and requires significant staff time to produce.

Ama Mills-Robertson provided an update on the Puppet Co.: Elizabeth Dapo will be the new creative director effective June 30, 2020. She has a lot of exciting ideas, including classes for adults. Also, she has assembled a group of puppeteers from around the country to offer online classes as well as one-time puppet shows during July and August.

Update on the online marketplace: we are making great progress on this effort. Staff are looking at different platforms and we just hired a summer intern to work with staff on the marketplace project. The plan is to have a curated online marketplace for artwork as well as Glen Echo Park merchandise (tote bags, T-shirts, etc.). The website is being upgraded with a tentative launch at the end of July. The upgrade will enable us to allow customers to access the marketplace through the Park's website.

Online summer camps started on Monday, June 15 with 4 camps and approximately 30 registrations for this first week and a higher enrollment the second week. Overall, we will have 90 online camps this summer; some camps repeat multiple weeks over the summer. Camp sessions are generally less than 2 hours long. Partnership staff worked with instructors to modify their traditional in-person camps to this format.

Jenni Cloud provided an update on other online offerings: we are launching our virtual Summer Concert Series on Facebook Live every Thursday evening from June 25 through September 3. To ensure that we do not exceed the 50 person limit, we can issue free tickets through Eventbrite. In the Fall we will launch Live from the Spanish Ballroom featuring the musicians from our dance program.

Greg Grant suggested that we reach out to business groups, such as the Chamber of Commerce, to further promote camps as there is likely to be an increasing need/opportunity for options as parents go back to work. Employers might also be looking for virtual activities to promote connectivity among their employees.

#### 4. Treasurer's Report – Katey Boerner

FY20 budget projection 6/15/20 originally budgeted \$2M; projected revenue is \$1.7M. The PPP loan of \$222,725 will make up most of the difference with a net loss after PPP credit of \$76k. However, PPP will not appear on the books until next year. This is a much better financial outlook for FY20, due to budget reductions and strong fundraising efforts, than was originally forecasted.

FY21 – no changes from budget presented at May Board Meeting  
Q1 -- salary cuts; relies on State and County GOS grants; begin to get rent from cooperators  
Q3 – reinstate salary levels once revenue increases

**The budget for FY21 was adopted unanimously** per the recommendation presented by combined Executive Committee and Finance Committees at the May meeting. The motion at that meeting which was adopted was as follows:

***The executive committee recommends to accept the budget proposal as presented with these notes: 1) the final rental agreement between Montgomery County and GEPPAC Cooperators include language to cover the kind of situation presented by COVID-19, 2) additional fundraising alternatives be considered in July when the new fiscal year begins, and 3) the proposed budget as passed by this motion be reviewed quarterly and revised if necessary.***

5. Advocacy Report/President’s Report – Bonnie

On June 5, an email statement from the Partnership Board and staff was sent out in support of the non-violent protests for racial equity.

Bonnie thanked Rose Hacking, Ken Hartman, Councilmember Andrew Friedson, David Dise, and Councilmember Craig Rice for their help with securing County capital funding for the Arcade Building restoration project. Capital funding was originally pledged for FY21, but then deferred to be split between FY22 and FY23. After advocacy meetings at which we explained why the funding was needed in FY21 – the Council’s Education & Culture Committee approved moving the full grant of \$112,238 back to FY21. This is great, as we will complete the project in spring 2021 in advance of festivities to celebrate the 100<sup>th</sup> anniversary of the Carousel.

Overall arts funding: the Council’s Education & Culture Committee met on June 8 to discuss emergency funds for the arts as proposed by Councilmember Evan Glass. Councilmember Andrew Friedson was also very involved with this proposal. The Committee recommended establishing a \$3M arts rescue fund that will be put forward to the full Council (TBD).

6. Board Governance Report – Martha Morris

County Appointee process: July 8 is the deadline for applicants. Samir Paul will apply to continue on the Board. There are two additional vacancies. Applicants must be County residents. Martha encouraged Board Members to forward the application link to candidates that they would like to apply. Mike Zangwill recommended that Bannockburn resident Pam Toole apply. The County Executive typically finalizes the appointments in August. The Board Governance Committee will have time to review the list of applicants and express our interests in the candidates in advance.

The annual Board evaluation is online. This is a two- part evaluation covering each Board member’s performance and then overall performance of the Board. Everyone was asked to complete the evaluation by June 30. The Committee will then prepare a report on outcomes that will be shared with the Executive Committee.

Katey will complete a self-appraisal. Bonnie asked Board Members to send their feedback on the Executive Director's performance to her and then she will consolidate.

Officer Nominations: The Committee presented the following slate of Board officers: President – Bonnie Casper; Vice President – Martha Morris; Secretary – Susan Stern; Treasurer – Dan Hanlon; At-Large – Pete Freeman; Past President – Chris Fromboluti. **VOTE: Board voted unanimously to approve the slate of officers.**

Renewals –**VOTE: Board voted unanimously to appoint the following Members to a second three-year term: Bonnie Casper, Neeraj Mistry, Irena Savakova, Willem Polak (must be appointed by the Town of Glen Echo).**

7. Facilities Committee – Dan Hanlon  
New carousel security system is getting installed; work should be completed by the end of this week. The Partnership will continue to pay for overnight security until this is completed. The band organ is still in off-site storage. Emily recently received the construction schedule for the vandalism repairs from the National Park Service (NPS). Repair work will begin next week. NPS will use the contractor that we recommended for the restoration work on the canopy; the contractor is located in Ohio. Repair work should be done by the end of September 2020. Emily is working to get clarification on machinery that will be on-site. Our facilities staff is on-site keeping things running.
8. Master Planning – Chris Fromboluti  
The Task Force is making progress on the master planning report. Irena Savakova is working on the graphics. The draft report will be distributed at the next Board Meeting.
9. Innovation Task Force – Susan  
On June 9, the Committee sent out the revised Concept Note to the Park's internal group (cooperators, instructors, staff, and Board) – we currently have 11 responses. Feedback included some big suggestions, such as a sculpture garden, as well as ideas about marketing and technology. We also received feedback about the Concept Note itself and may revise it further before sending it out to the general public and students by the end of June. The Task Force will review all suggestions and prioritize ideas for consideration by the full Board.
10. Old Business/New Business  
Bonnie thanked those leaving the Board: Thalia Washington, Phil Fabrizio, Eric Nelson, and Roy Green.

Bonnie asked Board Members to email her to let her know if they would like to continue working on their assigned committees or switch to other committees.

Next Board Meeting will take place on Wednesday, July 8.

Meeting was adjourned 8:37 pm.