

**CHAMBER MUSIC RALEIGH**  
**MINUTES**  
**FEBRUARY 5, 2024**  
**Via Zoom**

**PRESENT: Peg O’Connell, Jeffrey Krolik, Joe Kahn, Jo Cresimore, Dan Porper, Terry Thompson, Stephen Reynolds, Rowena Mariano, Angela Hodge, Kaine Riggan, ED.**

1. Steve Welcomed the group
2. Approved minutes of October 2, 2024 Meeting—motion Jo, Rowena seconded
3. Treasurer’s report--\$217,340 in investments with Collegiate Capital as of Feb 5, 2024. We have a potential new finance committee member, Lair Block. Motion to accept treasurer’s report. Jo motion, Terry second
4. Discussion of possible change of bylaws regarding Board terms of office—Article III, Section 4—  
The group discussed the possible changes below. Dan will confirm that there are no legal requirements for term limits. If none, then group will vote via email. Peg will prepare materials for vote.

a. Term of Office. Directors shall serve for a term of three years, or until a successor is duly elected or appointed. Except as provided otherwise in these bylaws, the term shall begin at the next scheduled meeting following election or appointment. Each Director shall hold office until his or her terms expires, death, resignation, removal, disqualification, or his or her successor has been elected or appointed. No Director, whether elected or appointed, may serve more than nine consecutive years after the date of adoption of these bylaws.[Adopted in 2017] Any director may resign at any time by giving written notice to the Chair of the Board. The resignation takes effect upon receipt of notice or at a later date if specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time with or without cause by two-thirds vote of the Board of Directors.

b. Amendments. The Bylaws may be altered, amended, or repealed and new Bylaws adopted upon the vote of two-thirds of the members of the Board of Directors present and voting at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting. These Bylaws may also be amended by mail ballot upon the affirmative vote of two-thirds of the members of the Board of Directors. In the case of amendment by mail ballot, the notice of vote shall include a description of the proposed amendment and a statement as to its effect and purpose. [Article V, Section 4]

c. Election. The Board of Directors, initially and at each subsequent annual meeting [we may wish to designate the first meeting after the beginning of the new fiscal/calendar year as the time for elections ]thereafter, shall elect from among the Directors the Chair, Vice-Chair, Secretary, and Treasurer, and such Vice-Chairs as the Board may have authorized. Each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, or disqualification, if such occurs before the next annual meeting or until his or her successor has been elected and

qualified. If necessary to fill offices that have become vacant, the Board may elect officers at any regular meeting. [If we are amending bylaws, we might want to clarify this point]

5. Executive Director's Report—Report in detail on members' page:
  - Governor's mansion concert—cleared in excess of \$2000 dollars—extra expense for piano tuning
  - Coverage of event in Walter magazine
  - We completed the audit—we got a clean audit by Cody Rivoli. A clean audit allow us to increase our request from \$24,999 to \$46,913.
  - Past year tax filings are not showing up on IRS website for years 2018 and 2019. We are pursuing an IRS Affirmation letter which will allow us to receive trust account contributions.
  - Our ticket sales are high. Our sales exceed artist fees.
  - Grants applications for upcoming year: Raleigh Arts Council, National Endowment (need project) NC Arts Council, South Arts, United Arts, National Humanities.
  - Balance in PNC account \$112,785.55. Suggesting put some \$ into interest bearing account. Jeffrey moves \$60,000 be placed in up to 14-month CD. Joe second. Approved. Kaine instructed to make arrangements.
  - Lori Aveni, our accountant, will go remote from mountains.
  - String Queens—both shows sold out--\$95,895 in revenue and clear in excess of \$40,000
  - NCMA—trying to get dates set with Museum. New arrangement, NCMA will no longer charge rent but it seems we have been able to work something out. Season 83 opener will be octet but not at Museum. Still working on trying to get the Museum on Mother's Day.
6. Executive Service Corporation Report—see attached documents—Steve provided a update from ESC process. They are offering us a grant of \$15,000 to update our strategic planning process. Steve requested that board members review the current plan and then volunteer for planning committee. Suggests that we were toward a more concrete goals and mission.
  - Action Item: Formation of a Strategic Planning Committee
    1. Dan volunteered to serve on Planning Committee
    2. Jeffrey suggested looking at other chamber music org strat plan. He will try to find some examples.
7. No other business came before the group
8. Meeting adjourned at 6:15pm—Next meeting April 1, 2024

Respectfully Submitted February 7, 2024,



Peg O'Connell—Secretary/Treasurer

CHAMBER MUSIC RALEIGH  
RECORDATION OF BOARD VOTE VIA ELECTRONIC MAIL  
BYLAWS AMENDMENT

On February 7, 2024 Board Secretary Peg O'Connell, sent the following proposed amendment to Chamber Music Raleigh Bylaws dated May 15, 2017 to every member of the Board requesting a vote on the amendment via electronic mail. The amendment was approved by unanimous vote via electronic mail. The Amendment is effective February 16, 2024.

In Article III, Section 4, delete the yellow highlighted language:

**Term of Office.** Directors shall serve for a term of three years, or until a successor is duly elected or appointed. Except as provided otherwise in these bylaws, the term shall begin at the next scheduled meeting following election or appointment. Each Director shall hold office until his or her terms expires, death, resignation, removal, disqualification, or his or her successor has been elected or appointed. **No Director, whether elected or appointed, may serve more than nine consecutive years after the date of adoption of these bylaws.** Any director may resign at any time by giving written notice to the Chair of the Board. The resignation takes effect upon receipt of notice or at a later date if specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time with or without cause by two-thirds vote of the Board of Directors.

In Article IV, Section 2, insert the green highlighted language:

**Election.** The Board of Directors, initially and at each subsequent annual meeting thereafter, shall elect from among the Directors the Chair, Vice-Chair, Secretary, and Treasurer, and such Vice-Chairs as the Board may have authorized. Each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, or disqualification, if such occurs before the next annual meeting or until his or her successor has been elected and qualified. If necessary to fill offices that have become vacant, the Board may elect officers at any regular meeting. **The first meeting of the Board after the beginning of the organization's fiscal year shall serve as the annual meeting.**

Respectfully submitted,



Peg O'Connell, CMR Secretary  
February 19, 2024