



The Barn Theater

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Board Of Directors Meeting Minutes

September 9, 2024

I. Call to Order- 6:44PM

II. Roll Call

Executive Board Members Present: Vikki Cervantes - President, Barbra Black - Vice President, Kate Smith - Treasurer, Ambree Bough - Corresponding Secretary, Melanie Tyler-Recording Secretary

Board Members Present: Cindy Kelly, Kristin Redford, Isaac Hernandez (Via Phone, Left at 7:27PM), Charles Hickinbotham, Stephani Berra

Board Members Absent: Ash Morales, Ben Satko, Bob Merzoian, Ashley Chappell

Public in Attendance: Cathy Cassidy, Ellie Berra

III. Birthday Acknowledgements

A. Presented by Cindy Kelly

IV. Public Comment

At this time, members of the public may comment on any item not appearing on the agenda. Under state law, matters presented under this item cannot be discussed or acted upon by the Board at this time. For items appearing on the agenda, the public is invited to make comments at the time the item comes up for Board consideration. Any person addressing the Board will be limited to a maximum of five (5) minutes. Please state your name for the record.

V. Review requests from Cathy Cassidy and Charles Hickinbotham that were sent to the Board, Ms. Smith and to Ms. Cervantes.

A. Review Proposed amendment to the ByLaws

1. Melanie Tyler

The agenda was amended to move the discussion regarding Ms. Cassidy's emails and messages to the top of the meeting due to another email being received after the initial agenda was posted. At 3:00PM the amended agenda was posted to the website and provided to the Board members. In keeping with compliance of the Brown Act, a hard copy was distributed to all attendees at the meeting.

Ms. Cassidy sent numerous emails to the Board and reached out to Board members individually. Many of the emails are screenshots of items found on the internet with no other context.

One message that was relayed through Mr. Hickinbotham to Ms. Smith pointed out that our bylaws and the Articles of Incorporation have a discrepancy regarding membership.

Our bylaw verbiage uses the word member, however the description of the duties of a member in the bylaws do not coincide with what a membership in an organization would normally include. Furthermore, our Articles of Incorporation which were created before any bylaws were set into motion state that our organization does not have a membership. After consulting with our attorney, Mr. Allan Bailey, the Executive Board decided that the best plan of action to rectify the confusion is to submit a proposal to amend the bylaws that would remove verbiage that uses the word member and better describe what role volunteers and members of the community play in the organization, and send out the amendments with the ballots for Board Elections to be voted on. The amended bylaws were submitted to the entire Board for review.

Motion to present the amended bylaws to Mr. Bailey for review and to include them on the ballots during the election.

Motion: Smith

Second: Kelly

Motion passed unanimously.

Ms. Cassidy expressed her objections to this process. She repeatedly asked if the Board was reading her emails. Several board members expressed that they had read the emails, however, that they did not really make sense nor seem relevant to us. Ms. Bough attempted to have a conversation with Ms. Cassidy and explain where the Board

stood on the subjects she was opposed to. After a lengthy discussion that was not being resolved, Ms. Tyler pointedly asked Ms. Cassidy to explain what her intentions are as it could be inferred from the emails that she would like the power to vote Board members off the Board. The discussion got heated and Ms. Tyler expressed her frustrations with the constant barrage of emails and disruptions in Board meetings by Ms. Cassidy. Ms. Cassidy confirmed that she wanted the bylaws to give power to “members” to vote Board Members off of the Board. In addition, Ms. Cassidy repeatedly asked if the Board had read the original bylaws and requested that the Board give her access to records dating prior to when most of the Board had been involved with the Barn Theater. Ms. Tyler informed Ms. Cassidy that the Board is unable to provide those records, as the former President, Denise Everhart, had not left them behind when she left and that it is the understanding of multiple Board members that she had disposed of them. Ms. Cassidy then accused Ms. Tyler of breaking the Code of Ethics on numerous occasions. Ms. Redford attempted to diffuse the situation and offered to be a point of contact going forward. At the end of the discussion, Ms. Cassidy insinuated that she will be taking further action outside of the Board meeting.

VI. Minutes and Financials (Consent Calendar)

Items on the consent calendar are to be reviewed prior to the meeting. All Consent Calendar Items are considered routine and will be enacted in one motion. There will be no separate discussion of these matters unless a request is made, in which event the item will be removed from the Consent Calendar. All items removed from the Consent Calendar for further discussion will be heard at the end of Scheduled Matters.

Ms. Cassidy asked if she could have an item moved off of the consent calendar. Ms. Cervantes informed her that the Board members have that authority to move items off of the consent calendar, not a public attendee. She was reminded that she needed to express her comments during the Public Comment section of the meeting. Ms. Cassidy stated that Robert’s Rules allow her to interrupt a meeting. Ms. Cervantes stated she has never attended a Board meeting where the members of the public are allowed to disrupt a meeting outside of Public Comment.

- A. August 12, 2024 Board Meeting Minutes
- B. Financial Report - Kate Smith (Treasurer)

Financial reports were not received from the CPA in time to review. They will be reviewed at the next Board meeting.

Motion to approve the minutes as presented.

Motion: Smith
Second: Bough
Motion passed unanimously.

VII. Director Reports

(Please keep all reports to a maximum of 5 Minutes. Items reviewed in reports are up for discussion and possible action.)

A. Jack & The Three Sillies

Ms. Redford reported on Jack & the Three Sillies

No Action

B. Ms. Scrooge

Ms. Tyler reported on Ms. Scrooge.

No Action

VIII. New Business

A. Roof Repairs

1. Cindy Kelly

a) Global-Roll On Application-\$5,200/Skirt \$25,000

b) Smiths-Shingles-\$65,000/Skirt \$14,000-\$19,000

(1) Smith's advised not to do a roll on application.

(2) Both Ms. Kelly and Ms. Tyler have done business with Smiths and have found them to be a trustworthy and reliable vendor.

c) Ms. Smith reported that her husband, Mr. Nate Smith, (no relation to the Smith roofing company), had pointed out a hole in the roof over the theater seats. Ms. Smith is going to ask if it is something he can put a temporary fix over.

d) The Board needs to come up with some fundraising ideas to raise the money for the needed roof repairs.

B. Vagrancy Issues

1. Email sent by Ms. Tyler to the City Council and City Planner

a) Discuss the responses from Raymond Beltran, Greig Meister and Donald Weyhrauch.

(1) The council members indicated that they would request more patrols, increased clean up services from the city and that the issues would be added to the City Council agenda.

(2) Board members reported that they were already seeing an improvement of actions by the City.

C. Requests from Darian Martinez (presented as public comment at 8/12/24 meeting.)

1. USB Speaker for the make up room.

a) Board responded no to this request.

2. Sound-proof curtain to be installed between the stage and the make up room.

a) Board responded no to this request as it would decrease the ability for cast to hear their cues.

Both numbers 1. & 2. need to be addressed and controlled by the Stage Managers and backstage crew. It is their responsibility to keep the cast and crew quiet and make sure they are making it to their marks.

3. Ceiling fans in the green room.

a) Board responded no to this request. The wall AC and use of regular fans is sufficient.

4. A surge protected power strip for the green room.

a) Board agreed to this request. Ms. smith will purchase 4 surge protectors for the Barn.

D. Revisit discussion on ticket refunds and transfers.

1. Members of the Executive Board asked to discuss this further.

a) Mr. Hickinbotham will research plug-ins for the website which will allow transfers of tickets to another date.

E. Christmas Season Gift Cards

1. Mr. Hickinbotham will research the ability to offer Gift Cards electronically.

F. November Meeting-lands on Veteran's Day.

1. Request to move meeting to Monday, November 18th.

2. Public Announcement of Date Change

Motion to move the November Board meeting to November 18, 2024 and to announce on socials.

Motion: Bough

Second: Black

Ayes: Berra, Bough, Kelly, Hickinbotham, Smith, Black, Redford, Tyler, Cervantes -
(Voting to make a quorum.)

Noes: None

Absent: Hernandez

9/0. Motion passed.

G. Reservations and Events Committee

1. Kristin Redford

Ms. Redford requested that we create a Reservations and Events Committee. The following Board members volunteered to participate in that committee.

1. Stephani Berra
2. Vikki Cervantes
3. Kristin Redford

I. Board Discussion/Comments and/or Consent Calendar Discussion (Any updates or comments from members will be discussed at this time. These discussions are not up for vote at this current meeting, but may be added to the next agenda if necessary. Consent Calendar items moved to this section are up for discussion and will be put back on the next agenda for final vote.)

Mr. Hickinbotham requested further discussion regarding season tickets. This will be added to the next agenda.

Ms. Cassidy requested a review of the Misery profit and loss statements and proof of the program costs for Misery to show that no other program costs were added to the Misery expenses.

IX. Upcoming Meetings

- A. Board Meeting-October 14, 2024, 6:30PM

X. Upcoming Events

- A. Discussion and possible action regarding space rentals from the calendar.
 1. Buzzard Fest, October 5, 2024
 2. Night of Improv, October 12, 2024

1. Haunted House/Scrooge Fundraiser, October 18 & 19, 2024

XI. Adjournment-8:20PM