Photo by Dominique Taylor. Courtesy of Vail Valley Partnership.
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Orientation Note: The agenda for both the meetings of the full board and the Executive Committee are developed by the chair in collaboration with the WESTAF executive director. The chair has the final authority to set the agenda. Trustees may always request items to be placed on the agenda.

Agenda
Meeting of the WESTAF Board of Trustees
October 24-25, 2018
Hotel Talisa | Vail, Colorado

Wednesday, October 24
Location: Weisshorn Boardroom

4:00 p.m. Meeting of the Board Development Committee
5:00 p.m. Meeting of the Executive Committee
6:15 p.m. Meet in the Hotel Lobby to Travel to Dinner at Terra Bistro
6:30 p.m. Cocktails
7:00 p.m. Working Dinner Location: Terra Bistro, 352 E Meadow Dr., Vail

- Thank you to trustees rotating off the WESTAF board
- Introduction of new trustees: a) Bassem Bejjani; b) Ann Hudner; and c) Karmen Rossi
- Introduction of WESTAF CEC Fellow from Ukraine Bozhena Zakaliuzhna
- Self introductions by the WESTAF trustees
- Formal introduction of the new WESTAF executive director
  - Remarks by Christian Gaines
  - Questions and comments
- Comments by each trustee regarding ways WESTAF can expand and improve over the next five years

9:00 p.m. Adjourn

Thursday, October 25
Location: Monte Rosa Room

8:45 a.m. Full breakfast served in meeting room
Location: Monte Rosa Room

9:00 a.m. Call to order

9:05 a.m. Approval of the minutes of the previous meeting

9:10 a.m. Report of the Chair

9:20 a.m. Report of the Executive Director
9:30 a.m. Finance Report
- Finance Update - September 2018
- Earned Income Report

9:40 a.m. Report by WESTAF investment advisor Tim Schott
- Annual review and approval of the WESTAF investment policy
  ○ Action item

10:00 a.m. Trustee Elections (Action item)
- Report of the Board Development Committee
- Re-election of Trustees
- Election of officers and at-large members of the Executive Committee

10:15 a.m. Break

10:30 a.m. Presentation, discussion and adoption of the FY 2019 budget
- Discussion
- Action item

10:50 a.m. Review and approval of the changes to the WESTAF bylaws
- Discussion
- Action Item

11:15 a.m. Status on the Transition Process
- Update on the transition process – Tamara Alvarado
- Board-related transition actions needed in the coming year – Erin Graham
- Staff-related transition actions needed in the coming year – Anthony Radich

11:35 a.m. Discussion regarding communication of WESTAF’s strategic plan

12:00 p.m. Lunch

12:30 p.m. Discussion regarding Feb board meeting and advocacy in lieu of large DC delegation

1:00 p.m. Review of the Creative Vitality™ Suite Project
- Introduction, Anthony Radich
- Paul Nguyen, Manager, Creative Vitality Suite

Other business

1:30 p.m. Adjourn
Minutes of the Board of Trustees

Las Vegas, Nevada
May 16-17, 2018

Trustees Present
Erin Graham; Tamara Alvarado; Cyndy Andrus; Dana Bennett; Teniqua Broughton; Loie Fecteau; Karen Hanan; Joaquin Herranz, Jr.; Jonathan Johnson; Kelly Stowell; Steven Tepper

Trustees Absent
Roy Agloinga; Wendy Bredehoft; Natalie Camacho Mendoza; Michael Faison; Tony Garcia; Michael Lange; Nikiko Masumoto

Staff Present
Lori Goldstein, Public Art Archive Manager; Leah Horn, Director of Communications; Amy Hollrah, Finance Director; Natalie Villa, Project Associate

Staff Absent
Anthony Radich, Executive Director

Call to Order
Graham called the meeting to order at 9:01 a.m.

Approval of the Minutes
Graham called for a motion to to approve the minutes of the previous meeting. Bennett so moved. Johnson seconded. The minutes were approved.

Report of the Chair
Graham walked the board through the finalized 10-year vision map and plan. Graham noted that she and Radich were planning to travel to the state agencies in the WESTAF-region to roll out the plan.

Tepper noted that there were a great many strategies and goals to discuss when presenting the plan and stated that it might be helpful to create a 30-second video to provide a high-level overview of the plan.

Graham noted that WESTAF would not share the strategies and metrics with outside groups, rather just the vision map, as the strategies and metrics were internal resources.

Alvarado added that though there may be some discomfort with a plan as long as 10 years, the approach demonstrated WESTAF’s commitment to being highly viable in the future.
Graham stated that, after three years, the board of trustees would review the 10-year plan and discuss what had been accomplished and what goals needed to be updated.

Tepper asked what the key differences were between the past plan and the current plan. Graham noted there were several key differences between the most recent and the new plans. Examples of the differences included:

- The new plan was highly specific regarding the need for the organization to continue to invest in technology.
- The new plan addressed the desire to grow WESTAF’s multicultural programs.
- This new plan anticipated growth in the area of advocacy services.
- The new plan contained an increased focus on serving rural artists.
- The new plan included a focus on operational excellence, an area that can often be overlooked.

Graham stated that it would be beneficial for trustees to participate in the presentation of the strategic plan to the arts agencies in their home states. She commented that the trustees would have a better sense of what was occurring in their states and which parts of the WESTAF plan were most applicable to the experience there.

Graham reported that, effective in October, Broughton had agreed to chair the Multicultural Advisory Committee. She noted that, during the Multicultural Advisory Committee’s leadership succession planning, reference was made to how the Committee had been established in the WESTAF bylaws. However, after examining the bylaws it was discovered that no mention of the formalization of the committee existed. Graham noted that this discovery prompted an overall review of the WESTAF bylaws, which yielded the finding that the bylaws, though still serviceable, needed to be updated in a number of sections.

One of the most significant changes, she noted, would be to formally add the Multicultural Advisory Committee as one of WESTAF’s three standing committees. This, she noted, had always been the intention of the organization’s leadership. The revised draft bylaws would be sent to the full board 30 days in advance of the October meeting. At that meeting, after reviewing the changes, a vote would be taken on approval of the draft revisions.

Graham noted that WESTAF had received a request for additional funds to support the work of the California Arts Advocates, who were working on behalf of the California Arts Council. She stated that the organization had sent a letter to WESTAF addressing the need for additional funds. Key among them was the need to advocate for an additional $10 million for the California Arts Council. Graham approved the additional funding and the legislature and governor increased the Council’s funding by $8.8 million.

Finally, Graham reported that the position announcement for the WESTAF executive director had been sent out. She noted that the staff and some trustees had received questions about the nature of the position, as it varies substantially from the description of the current executive director’s work. She noted that the announcement may not meet the perception of the field, but it very much represents what the current executive director has evolved to in terms of work tasks and expertise.
Graham reported that a position description had also been prepared for a deputy director and noted that the deputy director would focus more on policy and advocacy. Due to the significant number of questions, a memo regarding the position and its revised focus, was sent with talking points so that trustees could explain the shift in a succinct and clear manner.

**Update on the Executive Director**
Radich, who was unable to attend the meeting because of his wife’s medical needs, provided a brief update via a pre-recorded video.

**Update on the Search Process**
Alvarado noted that the announcement for the position of WESTAF executive director went out three weeks earlier to 1,200 individuals through the search firm. Alvarado reminded the board that the Search Committee consists of:

- Tamara Alvarado
- Teniqua Broughton
- Len Edgerly
- Erin Graham
- Tey Marianna Nunn
- Michael Faison
- Loie Fecteau
- Ricardo Frazer

Alvarado reported that she and Radich had met in person with Lisa Grossman of m/Oppenheim for a check-in on processes and expectations. Alvarado commented that there would soon be an in-person meeting of the full Search Committee. At that meeting, she stated the Committee would review the initial cluster of candidates and verify that those in the cluster were the type of candidates WESTAF was seeking for the position.

She then noted that WESTAF was very clear about ensuring that the search reflected WESTAF’s values of diversity, equity, and inclusion. She reported that the search firm m/Oppenheim had confirmed its commitment to those values and had assigned Patrick Salazar as a consultant to the search process.

Hanan asked for the timeframe for hiring a deputy director.

Graham noted that the deputy director would not be hired until after an executive director had been hired.

**Board Development Committee Report**
Hanan reported that the Board Development Committee had been busy identifying new trustees and contacting current trustees whose terms were coming to an end to determine if they were willing to serve another term.

Hanan noted that she and Radich spoke with potential candidates to discuss if they had the interest, time, and desire to be on the board. She noted that included in the board book were the biographies of the three candidates: Bassem Bejjani of Washington state, Ann Hudner of Oregon, and Karmen Rossi of Wyoming.

Broughton asked how those candidates fit WESTAF’s commitment to diversity.
Hanan noted that Bejjani was a person of color. She added that the candidates brought areas of expertise that were identified as needed on the board.

Hanan called for a motion to approve all three candidates for board service starting in October 2018 as recommended by the Board Development Committee. Broughton so moved. Johnson seconded. The candidates were approved. The new trustees would be joining the October full board meeting.

**Finance Update**

Andrus presented the finance report. She noted the following:

- The finances were presented for the period of October 1, 2017 through March 31, 2018, which was halfway through the WESTAF fiscal year.
- The financials looked considerably better than the previous year due to many factors, including the reduction in overhead costs – especially payroll and rent.
- Andrus noted that WESTAF was projecting a significant surplus.

Hanan asked if the reduction in staff had reduced WESTAF’s capacity to complete work.

Hollrah stated that most of the staff reduction was within the GO™ team. She commented that, with the repositioning of GO to GO Smart™, fewer staff were needed to service the software.

Tepper asked for the renewal rate for the technology programs.

Hollrah noted that there was a high renewal rate on many of the programs, especially within GO Smart. She further noted that in many of WESTAF’s systems there was a high retention rate, in part because it was difficult for organizations to extract their data and move to another system.

**FY18 Budget Preview**

Hollrah presented the FY19 budget preview to the trustees. She reviewed the schedule for the budget approval process and noted the key steps as:

- Staff would present a preview of the budget at the May meeting. The preview would identify major changes in revenues and expenses and the costs of starting up and/or winding down selected programs.
- Staff would prepare a draft budget in July.
- In August, the staff would meet with the treasurer to discuss the budget and incorporate changes suggested by the treasurer.
- The Executive Committee would review, revise, and approve the budget at their late summer in-person meeting.
- The full board would receive a copy of the budget 30 days in advance of the October board meeting and be asked to connect with the treasurer or staff if they had questions.
- The draft budget would be presented for full board approval at the October full meeting of the trustees.

Andrus asked Hollrah to remind the board the reason for the WESTAF fiscal year beginning in October.

Hollrah stated that WESTAF was on the federal fiscal year, which begins October 1. She noted that the rationale for this congruence was that it matched the National Endowment for the Arts’ fiscal year and thus was an assist in the management of funds.
Hollrah reviewed the makeup of WESTAF income, highlighting the primary sources as being NEA discretionary funds, NEA TourWest funds, participation fees from state arts agencies, and income from WESTAF’s earned income projects.

Hollrah then reviewed the revenue lines related to the NEA, highlighting the funds that support regional discretionary activities. She then noted that the state participation fees had not increased since 1995 and accounted for seven percent of the income in the core budget.

Hollrah noted that WESTAF’s goal was to reach $900,000 in net revenues from earned income projects. She commented that staff was projecting that in the current year, ZAPP would reach $280,000 in net revenues, CaFE would reach $150,000, and GO Smart would reach $10,000.

Herranz asked if the WESTAF staff was monitoring its market share and also monitoring possible threats and emerging threats to the various technology programs.

Hollrah stated that the program managers typically monitor competitors and track what work they are doing. She noted that Radich also monitored competitors.

Hollrah highlighted programs that were not bringing in a great deal of revenue but had the potential to bring in significant additional income. The programs included: a) the Emerging Leaders of Color program; b) consulting services focused on issues of diversity, equity, and inclusion; c) the collection management tool of the Public Art Archive; and d) a growth in search services. Hollrah noted that, once resources were available, staff would recommend that WESTAF spend additional funds on the enhancement of the CVSuite tool, state arts advocacy, and the further development of the Public Art Archive.

Hanan asked for clarification on whether or not WESTAF was still searching for outside investors for the technology programs.

Hollrah stated that work continued on the search for outside investors. She added that Radich had been focusing such efforts on the Public Art Archive project. WESTAF staffer Lori Goldstein then provided a brief update on the state of the Public Art Archive project. She noted that the project was progressing well and commented that staff was preparing a proposal to a foundation.

Hollrah noted that WESTAF was experiencing a decrease in overhead expenses due to staff reduction and a reduction in lease costs at the new office location. She then stated that staff was working hard to draft a balanced budget for FY19.

Graham asked Hollrah to expand on the idea of continuing to move forward with the multi-year budget process.

Hollrah stated that WESTAF would continue to work on a multi-year budget. She noted, however, that there was necessarily a significant amount of guessing with such a multi-year budget process. She also commented that such a budget would be helpful to have in hand during a changeover in executive directors.

**Review of the Advocacy and Leadership Seminar in Washington, DC**

WESTAF staff member Leah Horn noted that the Arts Leadership and Advocacy Seminar started off as an advocacy-centered effort, with leadership development later infused into the program. She noted that over time, WESTAF had become more strategic regarding who was invited and what was discussed.
Horn added that an effort had been made to encourage year-round conversations with members of Congress regarding federal support for the arts. Horn added that an effective strategy for advocacy occurring at the Seminar was to not meet with the already-supportive members of Congress. Horn added that WESTAF had updated the one-sheets for the WESTAF-region states to present more data. She reported that WESTAF had also begun collecting information from meetings with Congress to note what language and messaging were working with those individuals. Horn added that these efforts helped inform the FY17 NEA advocacy effort.

Horn explained that, in February 2017, WESTAF hired three advocacy consultants to encourage WESTAF-region art advocates to contact their members of Congress and encourage them to support the NEA. Each of the advocacy consultants was given a specific charge. One focused on the Emerging Leaders of Color network; one worked with arts advocates across the WESTAF-region (except for those in California); and the third consultant focused his efforts on California advocates only.

Horn noted that there was an opportunity to further cultivate those relationships and make them multi-contact, year-round efforts. She added that there may be an opportunity to focus on advocacy efforts outside of the DC meeting, much like what had occurred in the past year. Horn asked the group to consider if the current format of incorporating leadership within the advocacy focus effective.

Andrus asked if WESTAF had ever contacted the Congress members who support the arts and what has been effective in the WESTAF approach. She noted that everyday someone is going to Congress with an ask.

Graham noted that there had been report-outs from the delegates during the Seminar. She also noted the people had reported that Congress had taken notice of the WESTAF group, as it is a far travel.

Broughton stated that a difficult part of the meeting was focusing efforts on those individuals who had less influence. Some members of Congress did support the arts but did not have enough influence to make a difference. Broughton suggested that WESTAF consider focusing more effort on visiting those individuals who have more influence and being more strategic about who the delegates meet with.

Hanan stated that she met with her state legislatures and noted that advocates needed to find what works best for their states. Hanan received feedback noting that the advocates rarely read all of the paperwork they receive. Hanan added that the data was critical but must be backed up by good stories.

Stowell asked if WESTAF targeted influencers on specific committees.

Horn noted that it targeted the appropriations committee for both the Senate and House. Horn noted added staff reviewed the members and focused on the ones in the WESTAF region, which was the strategy deployed for the NEA campaign. WESTAF helped strategically roll out and approach those members in the appropriations committee and helped craft the message, state by state.

Horn noted that there was a need for both AFTA, which is larger, and the grassroots-type of work that WESTAF does.

Graham noted that WESTAF uses the Seminar as a way to build the relationship with the NEA.

Fecteau agreed that WESTAF needed to continue to nurture relationships with key stakeholders in the NEA.
Broughton noted that she was in favor of moving forward with the Seminar with changes. The changes included:

- Having the board meeting before or after the Seminar.
- Adjusting the meeting to concentrate on states’ needs.
- Consideration of incorporating a year-long focus, much like what was done with the NEA campaign.
- Create accountability by creating benchmarks and metrics for the delegates.

Herranz noted that he believed the Seminar was valuable, especially because WESTAF was working across different sectors. Herranz did not believe the $75,000 price tag was that expensive when looking at the larger picture. He noted that there were a lot of learning opportunities within the Seminar and suggested WESTAF expand it to include building relationships with other organizations in the arts and across sectors.

Andrus stated that the quick report-out from the delegates was helpful. She added that it allowed the delegates to see which allies they have in the various states.

Alvarado noted that she believed it would be helpful to follow up so that requests from the meetings could be coordinated. WESTAF could assist in the collection of information to send to Congress after the meetings.

Graham asked the trustees to consider the following questions:

- WESTAF cares about the relationship between the NEA and NASAA, but is a presentation/briefing from AFTA necessary?
- Is a board meeting at the Seminar necessary?
- Should there be a deeper discussion around the strategies that are working within the different states?
- Should WESTAF scrap the briefings from NEA, NASAA, and AFTA altogether?

Hanan and Broughton agreed that WESTAF should not exclude AFTA, but rather be more specific in how they can participate in a more effective manner.

Graham suggested that WESTAF consider coordinating a different format of the board meeting ahead of the DC meeting.

Herranz suggested that WESTAF pilot some of the options as a way to move forward but not cancel the Seminar completely. He added that this would allow the changes to be gradual instead of changing everything at once.

Fecteau noted that the Seminar was helpful as a way to be a part of the larger conversation, especially for states without an advocacy group effort.

Graham added that WESTAF should have a year-long strategy for advocacy.

Andrus suggested that WESTAF consider partnering their advocacy efforts with another group that is not part of the arts, such as technology. She added it would be something to consider and would tie back into WESTAF’s work. Andrus noted that CVSuite could tie the communication through the creative economy and expand WESTAF’s reach.
Bennett agreed with Andrus, stating that one of the best groups for mining advocacy was women. She added that the effort was extremely effective as it expanded their understanding of what mining is.

Tepper suggested that WESTAF consider the creativity in advocacy and how to change what is known as “typical” advocacy. Tepper added that the arts is part of the queue instead of using creativity to share the messages of the arts.

Andrus asked if there could be a task force to assist with the planning and strategic re-thinking of the Seminar.

Graham called for trustees to be a part of the advocacy task force.

Broughton, Stowell, Andrus, Hanan, and Herranz agreed to be a part of the advocacy task force.

**Report of the PAA**
WESTAF staffer Lori Goldstein presented on the status of the Public Art Archive. She provided an overview of the program and the future goals for the Archive. She also provided a glimpse into the new collection management tool the Public Art Archive would be launching in 2018. The full presentation can be found [here](#).

**Other Business**
Broughton asked if there was a large topic that the board would be discussing during the October meeting.

Graham noted that the trustees would be considering candidates and further discussion on how the board would support the transition.

**Adjourn**
Graham adjourned the meeting at 1:20 p.m. Pacific Time.
Orientation Note: Christian Gaines has been hired as WESTAF’s new Executive Director. He will start work at WESTAF on January 14, 2019. While all WESTAF trustees have been previously informed of Gaines’ background and qualifications, his resume is presented here for your reference.

CHRISTIAN GAINES

Resume

A film, art and technology leader who is passionate about bringing opportunities to artists, inspiring teams to do their best work and creating joyful spaces where everybody can belong.

Consultant (Various Locations) January 2018 to Present

• **Sendergram.com.** Chief Business Development Officer for a Los Angeles startup that provides a secure blockchain-enabled digital media file sharing, review, delivery, transaction and sales platform for the creative industries. Developing business plan, presentation, cultivating prospects for first-round financing and formulating go-to-market Strategy.

• **EarthX.** Consultant for a Dallas environmental advocacy nonprofit that conducts the world’s largest Earth Day event. Conducting an audit, assessment and collaborative exploration of this young nonprofit, yielding recommendations and deliverables to scale, streamline and set a course for financial independence and sustainability.

• **Spitzberg Advisors.** Consultant-at-large specializing in nonprofit, mission-driven festivals, conferences and expositions for a Washington DC arts and culture consulting agency.

• **Tiny World Tours.** Visitor experience consultant for boutique travel company. Conducted recent expeditions to Nepal, Jordan, the Black Rock Desert in northwestern Nevada and upcoming to Karlovy Vary International Film Festival in the Czech Republic.

Executive Director, ArtPrize (Grand Rapids, MI) April 2013 to January 2018

ArtPrize is a nonprofit international art competition open to every artist working in every medium from everywhere in the world. For 19 days in the early fall, around 500,000 visitors descend upon Grand Rapids, Michigan. Attending artists exhibit around 1,500 words that appear in over 170 venues and it’s all free and open to the public. $500,000 in prizes is awarded each year -- half by smartphone-enabled public vote and half by a jury of art professionals. This creates an intriguing tension between professional and popular opinion around which countless conversations happen about art and why it matters. It’s unorthodox and disruptive to the art world and the public alike. ArtPrize has been recognized twice by The Art Newspaper as the most attended public art event on the planet and was highlighted in The New York Times’ “52 Places To Go in 2016.”

- Identified, developed, retained and led a management team of sixteen staff members supported by sixty seasonal workers and a thousand volunteers.

- Worked closely with in-house Technology Director and third-party Web and App developers (Mighty in the Midwest and Atomic Object) to develop, stabilize and fine-tune registration, profile, connection, wayfinding, voting and social media features and functionality for 1,500 artists, 180 venues and 400,000+ visitors annually. In 2017, 61K ArtPrize mobile app downloads, 43.5K unique voters cast
385K individual votes for art over 19 days. 4.2/5 rating in App Store.

- Worked closely with museums and their curators to plan events and thematic exhibitions, including the Indianapolis Museum of Art, the Walker Art Center (Minneapolis), The Speed Museum (Louisville), the Contemporary Arts Center (New Orleans) and the 21c Museum Hotel properties, among others.

- Led all efforts to implement, enhance and grow artist development, communications, education, exhibitions, finance, fundraising, operations, production, social good, staffing, technology and visitor experience strategies.

- Transitioned event funding from mostly a single foundation to a diversified and sustainable revenue portfolio, with annual $3.5MM budget attained through corporate sponsorship activation and fulfillment, public and private grants, membership and merchandise, with over $3MM contracted through 2020 in multi-year agreements.


- Launched social good programs to directly address, measure and improve equity, arts education, artist development, accessibility, environmental sustainability and wellness outcomes.

Specialist, Film Festival Business Development, IMDb.com, a division of Amazon.com (Los Angeles, CA) July 2008 to April 2013

IMDb is the most trafficked film, celebrity and TV web site on the planet, attracting over 160 million unique visitors and 3 billion page views per month. In 2008, IMDb acquired Withoutabox.com which links filmmakers — from first-time directors to Academy Award® winners — with over 1,000 film festivals, networks, and competitions worldwide.

- Reported to the Vice President of IMDb Professional Services, and managed $5 million annual revenue goal.

- Worked closely with IMDb development team to address bugs reported from customers in the field. Formulated workarounds as necessary. Manually set up and launched site-wide geo-targeted buttons and banners campaigns. Tracked performance metrics – page views, revenue, new users, new and returning festivals.

- Negotiated and secured multi-year agreements with Sundance, Toronto, New York, Pusan, Montreal, Vancouver, Hong Kong, Guadalajara, Moscow and Melbourne film festivals, as well as 62 other top-tier festival accounts.

- Deployed dozens of IMDb festival advertising campaigns from 2008-2012, worth over $13 million; dispensed 1.7 billion impressions yielding over 700,000 unique clicks.

- Engaged extensively as a speaker and panel participant on the subjects of independent film, film festivals, technology and alternative distribution platforms.

Director of Festivals, American Film Institute (Los Angeles, CA) June 2000 to July 2008

AFI is a national institute providing leadership in the recognition and celebration of excellence in the art of film, television and digital media. AFI trains the next generation of filmmakers at its world-renowned AFI
Conservatory, preserves the legacy of America’s film heritage through the AFI Catalog of Feature Films and honors artists and their work through a variety of programs, including the AFI Life Achievement Award, the AFI Awards, and AFI’s 100 Years...100 Movies series. As the largest nonprofit exhibitor in the United States, the Institute founded AFI Dallas International Film Festival and currently presents AFI FEST presented by Audi, AFIDOCS documentary festival and year-round programming at the AFI Silver Theatre in Silver Spring, Maryland.

- Reported to COO and responsible for all West Coast festival and thematic exhibition projects, including the annual AFI FEST presented by Audi in Hollywood, California and year-round exhibition programs including “AFI at ArcLight” in collaboration with ArcLight Cinemas and “Cinema’s Legacy: How Great Filmmakers Inspire Great Filmmakers” in collaboration with Skirball Cultural Center.

- Created the “AFI Project 20/20” international filmmaker exchange program, raising $500,000 per year through an unprecedented alliance between NEA, NEH, US State Department, President's Committee on Arts & Humanities and Department of Museum & Library Services. Program continues today as “Film Forward” at the Sundance Institute.

- Secured and coordinated at AFI FEST world premieres of Academy Award winning motion pictures MONSTER and MONSTER'S BALL as well countless additional press screening and red carpet arrival events.

- Oversaw 500% growth in annual operating budget from 2000 -- 2007 into a $3.2 million cash/$2.4 million direct budget relieving in-kind/$3 million in-kind media annual budget.

- Secured festival presenting sponsorship with Audi in 2004 for seven-figure, multi-year commitment, a presenting sponsorship that continues today.

- Negotiated multi-year, seven-figure production services and trademark licensing deal with City of Dallas to create AFI Dallas International Film Festival, which continues today as Dallas International Film Festival.

**Festival Director and Director of Programming,** Hawaii International Film Festival (Honolulu, Hawaii) April 1996 to June 2000

Established in 1981, the Hawai‘i International Film Festival (HIFF) is a nonprofit organization dedicated to the advancement of cultural exchange and media awareness in the Pacific Rim. HIFF’s programming has two particular mandates: to be a festival of record for emerging films from Asia and the Pacific, and to present top festival films from around the world, annually screening films from over 45 countries. Today, HIFF is a premiere cinematic event in the Pacific with a dozen screening sites on six Hawaiian Islands, drawing an audience of 80,000 from around the state, the nation and throughout the world.

- Reported to the President of the Board of Directors, working with several Board Committees.

- Led five direct reports including the Neighbor Island Coordinator, Film Programmer, Sponsorship Director, Publicity Director and Volunteer Coordinator who managed a seasonal staff of 25 assisted by 300 annual volunteers.

- Oversaw $1 million annual budget and responsible for securing all cash and in-kind assets from corporate sponsorship, public and private grants, ticket and pass sales.
● Faced sudden and unexpected loss of State funding in 1996 but successfully transitioned the traditionally free film festival into a pay-as-you-go event by smoothly implementing ticket and pass policies and replacing lost funds.

● Founded a successful HIFF Spring “mini-festival” to sustain interest in the main November festival year-round and to raise additional revenue. The HIFF Spring Festival continues to this day.

**Film Programmer, Sundance Film Festival**  
_Los Angeles, CA and Park City, UT_  
_June 1994 to April 1996_

Since 1981, Sundance Institute has evolved into an internationally recognized nonprofit organization that actively advances the work of risk-taking storytellers worldwide. Originally founded by Robert Redford in the mountains of Sundance, Utah, Sundance Institute has always provided a space for independent artists to explore their stories free from commercial and political pressures. By providing year-round creative and financial support for the development of original stories for the screen and stage, Sundance Institute remains committed to its mission to discover and develop independent artists and audiences across the globe.

● Reported directly to Director of Programming, Sundance Film Festival.

● Responsible for programming the 1995 and 1996 Sundance Film Festivals in collaboration with a core staff of two additional fellow programmers.

● Oversaw screening and submissions process, selected films and invited filmmakers, secured prints, wrote program guide notes, introduced films and lead Q&A’s at the Sundance Film Festival.

● Acquired HTML expertise and served as original webmaster of the first Sundance Film Festival website in 1995, solely responsible for regularly updating content.

● Served as the first Director of New Media at Sundance, planning and executing panels and special events addressing non-linear storytelling at the 1996 Sundance Film Festival.

● Composed lead-in copy on deadline describing upcoming feature film offerings on the newly launched Sundance Channel.

**Administrative Director, The American Pavilion**  
_Los Angeles, CA and Cannes, France_  
_September 1988 to June 1994_

Since its debut in 1989, the American Pavilion has served as a communication and hospitality center for the thousands of Americans in Cannes during the Cannes Film Festival, providing a wide array of facilities and services to the international film community. To its corporate sponsors, dozens of exhibitors and office holders, and thousands of Cannes attendees, the American Pavilion accommodates the need for information, orientation, and recreation.

● Oversaw all administrative and operational tasks in a startup event management company, including bookkeeping, marketing, communications and HR.

● Managed all independent contractors and interviewed, hired and oriented volunteer work crew of film
EDUCATION

Vassar College, Poughkeepsie, NY (B.A., English, 1987)
Stowe School, Buckinghamshire, England (English, French, Geography A-Levels, 1983)

AFFILIATIONS

Member of Michigan Council for Arts and Cultural Affairs (2013 – present)
Member of the Board, DisArt (2015 – present)
Member of the Board of Directors, AsiaPacificFilms.com (2009 – 2011)

Served on the jury at the Sundance, SXSW, Warsaw, Montreal, Denver and Dallas film festivals.
Contributor of film festival commentary to the leading independent film website Indiewire.com,
with filings from the 2011 Abu Dhabi Film Festival, the 2010 Doha Tribeca Film Festival, the 2010
Moscow International Film Festival, the 2009 Locarno International Film Festival and the 2007
Midnight Sun Film Festival.

Speaker and panelist, including recent speaking engagements at the National Association of
State Arts Agencies Conference (2016), the International Council of Fine Arts Deans Conference
University (2015), SXSW Film Conference (2015), the Cannes Film Festival, France (2012),
Sydney, Australia (2011), Montreal, Canada (2011), Guanajuato, Mexico (2011), Krakow, Poland
(2011) and Winterthur, Switzerland (2010) and 2010 panel engagements for the Independent
Documentary Association (IDA), IFP’s Independent Film Week, the Toronto International Film
Festival and Digital Hollywood, among others.
Bozhena Zakaliuzhna Bio

Bozhena Zakaliuzhna is the Director of the Jam Factory Art Center, a new multidisciplinary contemporary art center located in a former industrial building in Lviv, Western Ukraine. The space is scheduled to open in 2020. Bozhena would like to dedicate her time in the US to exploring institutional and audience development for the arts, observing projects with strong community engagement, and researching exemplary models of programming and operations of multi-disciplinary arts and culture centers.
WESTAF Finance Update

For the Period Ended September 30, 2018

WESTAF fiscal year 2018 has now concluded and the finances reported are the unaudited cash numbers for this past year. The audit will begin shortly and an audit report will be completed and shared with the board in January or February, 2019. Overall, there is a cash surplus at year-end of $140,711, which is close to our budgeted goal of $144,696. Please note that although staff worked to secure payment from clients for services prior to September 30, there were over $158,000 in outstanding invoices at year-end, including three unpaid state participation fees.

Earned Income Programs

● (1) Overall, earned income is very close to the budgeted income goal and, at 95%, expenses are less than the budgeted amount.
● (2) As previously reported CaFE™ income has continued to outpace projections and ended the year at 115% of budget.
● (3) Despite sales efforts, GO™ and CVSuite™ did not reach their income goals.
● (4) Marketing and sales efforts for IMTour™ and YouJudgeIt™ have been limited in FY18 so it is not unexpected income is under budget for those projects.
● (5) The 204% of expenses for IMTour™ include required technology fixes and grants paid out to participants.

Discretionary Income

● (6) Ten states have paid their participation fee by September 30th. The states that have not paid include California, Colorado and Hawai‘i.

Programs & Services

● (7) Programs and state services expenses include advocacy funding, multicultural meetings, the symposium, conference travel for staff, executive director forum, planning costs and general state arts agency assistance.
● (8) Program income includes funds from Hawai‘i to support the public art symposium held in November, funding from Washington Humanities to support advocacy and income from immigration advisory letters.
Operations

- **(9)** Non-personnel operations costs are slightly higher than budget due to the transition costs. A $100,000 transfer from investments was made to offset these one-time expenses.
- **(10)** Personnel expenses are very close to budget at 102%.

“Below the Line” Financial Reporting

- **(11)** The accrual numbers listed below the cash include the audit adjustments from closing out FY17. FY18 audit adjustments are in process and will be completed in January, 2018. These adjustments include accrual and deferral of income based on when it is earned, the accrual and deferral of expense based on when it is spent, entering depreciation as an expense and ensuring NEA grant income is recognized to match expense within the fiscal year.
- **(12)** The flow through activity for CaFE™ and ZAPP™ is reset each fiscal year: these numbers are a total cumulative flow since October 1st and continue to build each month.

Submitted by: Amy Hollrah, Finance Director
Orientation Note: WESTAF maintains both cash and accrual forms of accounting. The financial reports that are prepared for the trustees are prepared in the form of cash. The reason for this is that cash reports provide a more conservative view of the organization’s finances.

## FY18 Cash Summary

Click [here](#) to be directed to the PDF version of the FY18 Cash Summary

### WESTERN STATES ARTS FEDERATION

#### Cash Report For Sept 30, 2018

<table>
<thead>
<tr>
<th>Code</th>
<th>Program Name</th>
<th>Income</th>
<th>Expense</th>
<th>Net</th>
<th>Income</th>
<th>Expense</th>
<th>Net</th>
<th>FY18 Budget Revenue</th>
<th>% of Budget Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td>EARNED INCOME PROGRAMS</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>IMTour</td>
<td>3,938</td>
<td>71,236</td>
<td>(67,298)</td>
<td>5,000</td>
<td>35,000</td>
<td>(30,000)</td>
<td>79%</td>
<td>204%</td>
</tr>
<tr>
<td>5</td>
<td>YouJudgelt.com</td>
<td>3,984</td>
<td>15,357</td>
<td>(11,373)</td>
<td>8,000</td>
<td>20,000</td>
<td>(12,000)</td>
<td>50%</td>
<td>77%</td>
</tr>
<tr>
<td>6</td>
<td>GO *</td>
<td>330,810</td>
<td>227,432</td>
<td>103,178</td>
<td>370,286</td>
<td>304,000</td>
<td>66,286</td>
<td>89%</td>
<td>75%</td>
</tr>
<tr>
<td>7</td>
<td>CAFE</td>
<td>532,067</td>
<td>307,764</td>
<td>242,303</td>
<td>550,000</td>
<td>336,000</td>
<td>214,000</td>
<td>115%</td>
<td>92%</td>
</tr>
<tr>
<td>8</td>
<td>Public Art Archive</td>
<td>3,000</td>
<td>71,260</td>
<td>(68,260)</td>
<td>7,500</td>
<td>66,000</td>
<td>(58,500)</td>
<td>40%</td>
<td>110%</td>
</tr>
<tr>
<td>9</td>
<td>CVSuite*</td>
<td>137,137</td>
<td>121,178</td>
<td>15,959</td>
<td>150,000</td>
<td>85,000</td>
<td>65,000</td>
<td>91%</td>
<td>143%</td>
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<tr>
<td>11</td>
<td>ZAPP Management</td>
<td>884,490</td>
<td>884,490</td>
<td>0</td>
<td>877,490</td>
<td>0</td>
<td>877,490</td>
<td>101%</td>
<td></td>
</tr>
<tr>
<td>12</td>
<td>ZAPP Partner Payout</td>
<td>200,781</td>
<td>-</td>
<td>200,781</td>
<td>200,000</td>
<td>-</td>
<td>200,000</td>
<td>100%</td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Software Research</td>
<td>-</td>
<td>4,000</td>
<td>(4,000)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>0%</td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Search Services</td>
<td>10,000</td>
<td>2,655</td>
<td>7,345</td>
<td>46,000</td>
<td>15,000</td>
<td>30,000</td>
<td>22%</td>
<td>17%</td>
</tr>
<tr>
<td>15</td>
<td>800 &amp; 500 General Earned Income</td>
<td>(180)</td>
<td>-</td>
<td>(180)</td>
<td>25,000</td>
<td>-</td>
<td>25,000</td>
<td>0%</td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>SUBTOTAL</td>
<td>2,205,822</td>
<td>841,737</td>
<td>1,364,085</td>
<td>2,213,276</td>
<td>885,000</td>
<td>1,328,276</td>
<td>100%</td>
<td>95%</td>
</tr>
<tr>
<td>17</td>
<td>DISCRETIONARY INCOME</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>NEA Regional Plan</td>
<td>995,871</td>
<td>-</td>
<td>995,871</td>
<td>995,875</td>
<td>-</td>
<td>995,875</td>
<td>100%</td>
<td>0%</td>
</tr>
<tr>
<td>19</td>
<td>States</td>
<td>292,694</td>
<td>-</td>
<td>292,694</td>
<td>317,390</td>
<td>-</td>
<td>317,390</td>
<td>92%</td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>SUBTOTAL</td>
<td>1,288,565</td>
<td>-</td>
<td>1,288,565</td>
<td>1,313,265</td>
<td>-</td>
<td>1,313,265</td>
<td>98%</td>
<td>0%</td>
</tr>
<tr>
<td>21</td>
<td>PROGRAMS &amp; SERVICES</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>NEA Admin 20%</td>
<td>156,800</td>
<td>1,350</td>
<td>155,450</td>
<td>156,800</td>
<td>4,000</td>
<td>152,800</td>
<td>100%</td>
<td>34%</td>
</tr>
<tr>
<td>23</td>
<td>Programs &amp; Services</td>
<td>47,612</td>
<td>248,959</td>
<td>(201,347)</td>
<td>40,000</td>
<td>261,000</td>
<td>(221,000)</td>
<td>119%</td>
<td>95%</td>
</tr>
<tr>
<td>24</td>
<td>State Services</td>
<td>86,345</td>
<td>(96,345)</td>
<td>-</td>
<td>10,000</td>
<td>130,000</td>
<td>(120,000)</td>
<td>0%</td>
<td>65%</td>
</tr>
<tr>
<td>25</td>
<td>SUBTOTAL</td>
<td>204,412</td>
<td>336,654</td>
<td>(132,242)</td>
<td>206,860</td>
<td>395,000</td>
<td>(188,140)</td>
<td>99%</td>
<td>85%</td>
</tr>
<tr>
<td>26</td>
<td>OPERATIONS</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>27</td>
<td>Investment Transfer</td>
<td>100,000</td>
<td>-</td>
<td>100,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>28</td>
<td>Non-Personnel Operations</td>
<td>5,294</td>
<td>454,551</td>
<td>(449,257)</td>
<td>-</td>
<td>407,022</td>
<td>(407,022)</td>
<td>112%</td>
<td>9</td>
</tr>
<tr>
<td>29</td>
<td>Personnel &amp; Benefits</td>
<td>1,932,440</td>
<td>(1,032,440)</td>
<td>900,000</td>
<td>-</td>
<td>1,901,203</td>
<td>(1,901,203)</td>
<td>162%</td>
<td>10</td>
</tr>
<tr>
<td>30</td>
<td>Development</td>
<td>2,000</td>
<td>-</td>
<td>2,000</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>SUBTOTAL</td>
<td>107,294</td>
<td>2,466,991</td>
<td>(2,379,697)</td>
<td>-</td>
<td>2,308,645</td>
<td>(2,308,645)</td>
<td>108%</td>
<td></td>
</tr>
<tr>
<td>32</td>
<td>CASH NET:</td>
<td>3,068,093</td>
<td>3,665,382</td>
<td>400,711</td>
<td>3,733,341</td>
<td>3,588,645</td>
<td>144,696</td>
<td>102%</td>
<td>102%</td>
</tr>
<tr>
<td>33</td>
<td>Accrual Adjustments</td>
<td>1,164,700</td>
<td>420,555</td>
<td>738,145</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>34</td>
<td>ACCRUAL NET:</td>
<td>4,970,793</td>
<td>4,094,937</td>
<td>875,856</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>35</td>
<td>WESTAF’s Share of ZAPP:</td>
<td>$ 725,609</td>
<td>A WESTAF asset, representing a 80.96% share.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>37</td>
<td>CaFE Flow Through Activity:</td>
<td>$ 2,859,038</td>
<td>Total client funds flowing through our financial office since Oct 1, 2017.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>38</td>
<td>Balance of Cash Reserve Accounts:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>39</td>
<td>Cash Reserve</td>
<td>$ 47,467</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>40</td>
<td>Investments</td>
<td>$ 750,731</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>41</td>
<td># of States that have not paid FY19 fees:</td>
<td>$ 24,400</td>
<td>CA, CO, HI, WY</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>42</td>
<td>Balance of Cash Reserve Accounts:</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>43</td>
<td>Cash Reserve</td>
<td>$ 47,467</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>44</td>
<td>Investments</td>
<td>$ 750,731</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>45</td>
<td>Accrual Adjustments</td>
<td>1,164,700</td>
<td>420,555</td>
<td>738,145</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>46</td>
<td>ACCRUAL NET:</td>
<td>4,970,793</td>
<td>4,094,937</td>
<td>875,856</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>47</td>
<td>Amounts yet to be spent on current NEA Grants:</td>
<td>NEA16</td>
<td>$ 61,538</td>
<td>10%</td>
<td>ending 12/31/18</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>48</td>
<td>NEA17</td>
<td>$ 271,487</td>
<td>43%</td>
<td>ending 12/31/19</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>49</td>
<td>NEA18</td>
<td>$ 472,464</td>
<td>0%</td>
<td>begins 8/1/18; ending 12/31/20</td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>50</td>
<td>PAD17</td>
<td>$ 70,707</td>
<td>73%</td>
<td>ending 6/30/19</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

51 * Most contracts are renewed in June and July. Thus, nearly all GO & CVS revenue will be received in the summer of this fiscal year.

Compiled by ATH on 10/11/18
Orientation Note: WESTAF depends heavily on revenue from earned income projects. As a result, the WESTAF trustees have a strong interest in keeping up-to-date on the status of such projects. WESTAF’s earned income projects are divided into two segments: a) “Significant Earned Income Projects” are projects that are designed to generate substantial discretionary earned income; and b) “Other Earned Income Projects,” which are projects that are expected to eventually cover their annual costs but are not doing so at the moment.

Summary of Significant Earned Income Projects

October 24, 2018

This report summarizes the trends in revenues and clients for WESTAF’s major earned income projects. Projects such as IMTour, the Public Art Archive, and YouJudgeIt are not included in this list as they are considered “developmental” in terms of earned income. In the next 12 months, the Public Art Archive should have sufficient revenues to be included in the earned income report. Following are notes on the activities of WESTAF earned income projects as of the end of September, 2018.

Call for Entry™ (CaFE™)
This project had a strong year in terms of numbers of clients and revenues. Work is underway to provide mobile capabilities to the existing site. That enhancement will make the site more competitive. The management of this project has been reorganized and enhanced. Christina Villa, the successful manager of the ZAPP® program, now oversees CaFE™ as well as ZAPP®. She will be able to provide senior-level staff leadership that will help the project continue to grow.

GO Smart™
WESTAF’s online grants management software has been repositioned in the marketplace. As expected, the change resulted in several clients electing to use vendors who offer more complex products. The repositioning has resulted in a significant decrease in personnel and technology development costs. The sales effort, though slower than what was hoped for, is starting to pick up with several new clients in the pipeline. Please note that most of the revenue (annual license fees) for this project is collected in the late summer months.

Creative Vitality Suite™ (CVSuite™)
The CVSuite project continues to build its client base, but at a much slower pace than what had been hoped for. Sales for FY18 are expected to fall slightly short of expectations. However, during FY18, the overhead costs for this program have been significantly reduced.

ZAPPlication® (ZAPP®)
The ZAPP program continues to grow. However, because it now has so much of the market, significant additional growth will be difficult to attain. Nevertheless, the ZAPP staff and sales agent are working to attract the relatively few shows that have not elected to use ZAPP. In addition, they are researching new markets that might adopt ZAPP, such as DIY fairs. Sales of e-blasts are very strong and have brought in nearly $50,000 in revenue.
Earned Income Summary

Click [here](#) to be directed to the PDF version of the Earned Income Summary.

### Western States Arts Federation

#### EARNED INCOME SUMMARY

<table>
<thead>
<tr>
<th></th>
<th>FY06 accrual</th>
<th>FY07 accrual</th>
<th>FY08 accrual</th>
<th>FY09 accrual</th>
<th>FY10 accrual</th>
<th>FY11 accrual</th>
<th>FY12 accrual</th>
<th>FY13 accrual</th>
<th>FY14 accrual</th>
<th>FY15 accrual</th>
<th>FY16 accrual</th>
<th>FY17 accrual</th>
<th>FY18 accrual</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CaFE™</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Licensees</td>
<td>15</td>
<td>59</td>
<td>69</td>
<td>62</td>
<td>180</td>
<td>222</td>
<td>303</td>
<td>475</td>
<td>601</td>
<td>802</td>
<td>946</td>
<td>1,083</td>
<td>1,221</td>
</tr>
<tr>
<td>Applications</td>
<td>24</td>
<td>85</td>
<td>128</td>
<td>159</td>
<td>198</td>
<td>337</td>
<td>659</td>
<td>1,723</td>
<td>2,173</td>
<td>3,001</td>
<td>3,417</td>
<td>4,794</td>
<td>5,865</td>
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<tr>
<td>Revenue</td>
<td>33,902</td>
<td>86,009</td>
<td>139,846</td>
<td>151,819</td>
<td>165,644</td>
<td>171,945</td>
<td>200,879</td>
<td>226,849</td>
<td>298,539</td>
<td>502,140</td>
<td>566,320</td>
<td>585,666</td>
<td>632,067</td>
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<tr>
<td>E-Blast rev</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>6,650</td>
</tr>
<tr>
<td>Expense</td>
<td>49,326</td>
<td>24,365</td>
<td>34,482</td>
<td>74,302</td>
<td>82,645</td>
<td>142,967</td>
<td>74,057</td>
<td>156,176</td>
<td>175,187</td>
<td>257,503</td>
<td>286,635</td>
<td>310,012</td>
<td>307,764</td>
</tr>
<tr>
<td>Net</td>
<td>(15,818)</td>
<td>61,944</td>
<td>105,364</td>
<td>77,517</td>
<td>102,999</td>
<td>28,956</td>
<td>126,822</td>
<td>70,718</td>
<td>223,352</td>
<td>244,637</td>
<td>269,715</td>
<td>275,694</td>
<td>324,303</td>
</tr>
</tbody>
</table>

#### GO

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Note: All revenue & expenses in this document are per accrual accounting methods: therefore they do not match the monthly cash financials.

a) FY18 financials are not finalized; these numbers include some accrual but are mostly cash. Full accrual entries happen during the audit process in Nov & December. These numbers were pulled on 10/8/18 prior to most adjustments.

b) Up to the end of FY14, CVI had no deferred revenue - reports were provided and paid for. In FY14, these reports changed to a subscription model where the payment needs to be amortized over the length of the term (most often 12 months). This is also how GO income is calculated.

c) The Net listed does not include fully allocated staff expense with the exception of ZAPP

Updated 10/16/18 by Amy Hollrah, Christina Villa, Raquel Vasquez, Jessica Gronich, Susan Gillespie & Natalie Villa.
FY19 Draft Budget

Orientation Note: The WESTAF budget is prepared through a series of steps that are set out in the WESTAF Standing Rules. The following core steps are observed annually: a) At the May meeting of the trustees, the staff presents the trustees with a "budget preview." The budget preview identifies key projected changes in revenues and expenses for the next fiscal year. The budget preview is reviewed, discussed, and approved by the trustees at that meeting; b) Staff prepares a draft budget; c) Staff reviews the draft budget with the WESTAF treasurer and adjustments are made; d) The Executive Committee reviews, discusses, and approves a draft budget at its late summer in-person meeting; e) the draft budget is sent to the full board for review 30 days in advance of the fall meeting of the full board of trustees; and f) The board meets in October and reviews, discusses, and approves a budget. Indeed, the budget for WESTAF is usually formally approved about three weeks into the WESTAF fiscal year. This may seem odd, but with all the advance processing of the budget, staff pretty much knows what the governing board wants to do in advance of receiving their final, formal approval.

Click here to be directed to the PDF version of the FY19 Draft Budget.
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<th>Programs</th>
<th>FY 19 Budget</th>
<th>FY 19 Budget</th>
<th>FY 18 Budget</th>
<th>FY 18 Projections - July</th>
<th>Operating Income</th>
<th>FY 16 Budget</th>
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### Western States Art Federation FY19 Cash Budget V3 FINAL

*August, 2018*

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<td>43,971</td>
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<td>3,849,620</td>
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<td>Change fr FY18 proj</td>
<td>(170,054)</td>
<td>(10,067)</td>
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**Financial Activity:** Cash flows through WESTAF and ZAPP:
- **ZAPP:** $28,976,000 1% increase over projections
- **Cafe:** $2,192,000 1% increase over projections

**TOTAL:** $31,168,000 $2,420,000 $2,397,000

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**WESTAF Board of Trustees Meeting**

**Vail, Colorado**

**October 24-25, 2018**

[Back to Table of Contents]
Orientation Note: Budget notes are prepared to accompany every draft WESTAF budget. The purpose of the notes is to call attention to the significant forces affecting the budget and also to posit ways WESTAF might respond to plausible sudden changes in its financial environment.

Budget Notes for WESTAF FY19

Overall Multi-Year Strategy
Staff proposes that the budget strategy deployed in the past several years be continued. That strategy is rooted in the maximization of earned income in order to support the long term advocacy and policy goals of WESTAF. Those goals are centered on the advancement of state arts agencies in the WEST region.

Uncertainty Related to the Funding of the National Endowment for the Arts
In its last two budget proposals to Congress, the Trump administration has called for the elimination of the National Endowment for the Arts (NEA). Congress did not approve the first recommendation and passed a budget that actually increased the federal appropriation to the agency. The current administration budget proposal that again seeks the elimination of the agency is also expected to be rejected. The agency budget should be approved in September and is slated to have another small increase.

NEA Forward Funding
The funds WESTAF receives from the NEA are funds that have been awarded in a previous year. Therefore, even if the NEA and its budget were eliminated, WESTAF would normally have one more year of full funding from the agency. Please note, however, that there are ways for the Congress to "sweep" these funds. Doing so would be an unusual action, but we are living in unusual times!

Doomsday Scenarios and Others
If the NEA is eliminated, WESTAF will lose $1.6 million within this FY19 budget. Approximately $550,000 of those funds are pass through monies that are distributed in the form of TourWest grants. Of the NEA funds, the total impact on discretionary funds is approximately $1,047,440. WESTAF can absorb that loss and remain in business; however, if the worst occurred and the NEA was eliminated, there would need to be substantial reductions in programs and staff. At this time we estimate that 10 of the current 26 staff members would be laid off. The WESTAF executive director has prepared a detailed draft doomsday plan. Because the reduction of staff is so central to the plan—there are few other ways to meet the savings needed—the plan has not been widely shared. Since the NEA funding discussion could continue for some time, holding a multi-month discussion of who might be eliminated from staff and when would be unproductive and damaging to morale.

If the NEA budget is trimmed but not eliminated, the executive director has prepared scenarios to absorb such cuts. All such scenarios have been devised on an assumption that the organization would rebuild eliminated or trimmed programs over a three-to-five year period.

Executive Director Transition Costs
The change in the WESTAF executive director after a 23 year period will incur some costs. Those that will impact the FY19 budget are:

- There will be several months of overlap between the hiring of the new executive director and the departure of the current executive director. Because these are high-cost employees, the estimated additional expenditure for a year is estimated to be approximately $90,000.
A new executive director will need to travel to become oriented to the region and the state arts agencies located within it. A total of $12,500 has been set aside for that purpose in FY19.

A new WESTAF deputy director is expected to be hired in August of 2019 and two months of salary and benefits, approximately $18,000 has been budgeted for this position in FY19.

**Revenues from the National Endowment for the Arts**

WESTAF receives two kinds of funds from the National Endowment for the Arts: a) touring and presenting funds that are essentially pass-through funds; and b) discretionary funds that can be used for WESTAF operations related to its approved NEA plan. The total funds awarded by the NEA for WESTAF fiscal year 2019 are $1,687,800. This is approximately $105,000 less than 2018 due to a one-time increase in funding for cross-sector work awarded last year. A total of $635,360 of these funds are required to be allocated to the TourWest regranting program and $5,000 is restricted to supporting accessibility. The remaining $1,047,440 is allocated for general discretionary purposes. This grant will be spent over many years: only the portion of the TourWest grants are expected to be spend in FY19 is listed in the budget.

Unless the NEA receives a major increase, funding allocated to WESTAF from them is not expected to increase in the near-to-mid future. Also, please note that the annual award made to WESTAF by the NEA is rooted in a cluster of formulas and is not competitive in nature.

**Revenues from State Participation Fees**

Revenues from state participation fees are projected to be the same as they have been since 1995--$317,390. The ongoing fiscal stress--sometimes self-induced--in the states makes increasing these fees difficult. However, opportunities exist to create “associate participants” in WESTAF. Associate participants would need to pay an annual fee for which they would receive a limited set of services from WESTAF. Some work has been completed on launching such a program, however, no plans are in place to do so in 2019.

**Revenues from Key Earned Income Projects**

The core strategy for WESTAF’s earned income programs is to build a core of three strong and diverse sources of revenue independent from the funds received from the NEA and the states in the WESTAF region. The three pillars of this strategy are the ZAPPlication® project, CallforEntry™, and GO Smart™. Staff’s long-term goal is to generate a minimum $300,000 a year in net income from each project while using the cash flow from the programs to cover most of the core WESTAF expenses. Following is a summary of the progress toward that goal.

- From FY15 to FY17, the ZAPP® partner payout was $309,000. WESTAF received $248,000 and its partners the remainder. In FY18, the payout was $250,000 and WESTAF received $200,000. In FY19, we are expecting the payout to total $350,000, which would yield WESTAF a payout of $283,360.

The challenge posed by the ZAPP project is that it is the dominant operator in its market and, with 850 events licensing the software, future expansion in terms of the number of shows will be limited. Thus, finding ways to structure and deploy additional ways to generate funds related to the the project is a major initiative of the ZAPP staff. The staff has almost completed work on new software that will allow for the licensing of a full cycle art fair management tool. This will be followed by the addition of an art sales site related to ZAPP and also ZAPP-related software called the “Artist’s Desktop.” The “Desktop” will be a single location on the web where visual artists can conduct a variety of business and administrative actions that help artists engage in the business side of their work.
The CaFE project is positioned to grow. The major change on the horizon is the need to reinvest in the software through a significant rebuild. The need for a rebuild is centered on the desire of clients to have greater flexibility in the use of the system. The rebuild was expected to be launched in FY18; however, the decision was made to prioritize making this site mobile responsive as doing so was deemed a competitive necessity. Thus the rebuild effort has been delayed by six months but it is underway.

Sales for this project continue to be strong with $100,000 in gross revenues expected to be added in FY18. Sales efforts have been ramped up for this product and net revenues after fully allocating staff expenses are expected to reach approximately $140,000 in FY18.

In FY17, the GO project was repositioned and rebranded “GO Smart™.” GO Smart software is less staff-intensive to manage and requires far less ongoing development work than the previous GO product. The change resulted in two staff members being laid off and the implementation of substantial reductions in ongoing development fees. As projected, the changeover resulted in a reduction of clients and a reduction in gross revenue. Currently, new sales are being made for this product, although such sales are slower than what had been hoped for. The goal for the GO Smart project will continue to be 100 clients, which should bring the effort within range of a $300,000 annual net revenue after all expenses are fully allocated. The sales effort for GO Smart will be further ramped up in the coming year.

Revenue from Other Earned Income Projects
Development and marketing work continues on a number of other earned income projects. Such work is expected to result in the projects paying for themselves or generating net revenues over time. None of these projects have been initially structured to be significant net revenue producers for WESTAF; however, each is designed to at least cover all of its expenses in the long term.

The Creative Vitality™ Suite team is working to expand the market for the CVSuite™. The expanded visibility for the product through webinars and promotions is helping to create more interest in the field. The major impediments to making significantly more sales are: a) the lack of knowledge in the field as to how to select and then use data to advance policy agendas; and b) the presence of competitors that have far less robust products, but who clutter the sales space and create confusion among non-sophisticated potential clients.

The Public Art Archive™ has advanced in the development of a collection management tool that is to be integrated into the site, and the software should be deployed in FY18. The licensing of this tool has long been projected to be the key source of revenue to support the project and early expressions of interest from potential users is strong. There are an estimated 800 public art programs in the United States and we estimate that 200 to 300 of them are good candidates for this software. The base licensing fee is $1,500 annually. Staff is seeking $500,000 to secure its dominant position in the public art-related online tool market. The funds will be used to add tools and social media connections that will seek to engage the public with public art in a way that has never before been attempted on a mass scale.

IMTour™ launched in March of 2017. It has a growing user base; however, major promotion of the site is awaiting the completion of enhancements to the site and will be included in the FY19 draft budget.
• YouJudgeIt™ continues to grow, but slowly. Staff has a plan to greatly expand the site’s customer base but has not had the time to implement it. The site continues to function well in the role it was designed for—as a low-cost adjudication site that funnels potential clients to the higher revenue-producing ZAPP and CaFE sites.

Temporary Cuts
In the FY19 draft budget, two traditional WESTAF activities have not been funded. One is a symposium. WESTAF symposia cost approximately $70,000, and in a year of substantial transition costs and modest projected revenue growth, funding for a symposium for FY19 has been deleted. Please note that a symposium was held in FY18. Although an annual symposium is desirable, skipping a year is common.

Also cut from the budget is the annual Arts Leadership and Advocacy Seminar in Washington, DC. This event was not held in FY18 because of major uncertainty about how to make good use of the time in the new Trump administration. The $70,000 cost of the event was partially covered by funds set aside for board meetings and funds designated for professional development. A smaller version of this activity is being considered for FY19, with a return to the full event planned for FY20.

Overhead Expenses
Overhead expenses are expected to decrease in the coming fiscal year. The decrease is due to several factors:

• With the move of the WESTAF offices to a new location, staff is expecting a $40,000 decrease in rent expenses per year.

• The WESTAF office’s need for a phone system is not dire; however, the current system will need to be replaced in the next several years at a cost of between $25,000 and $40,000.

• Now is the time that there is usually an office-wide replacement of computers. The past practice has been to borrow funds to cover the cost of the changeover and then to pay the loan off over a three-year period. Depending on the availability of funds, this process may or may not be initiated in FY19.

• Healthcare costs are relatively under control at the moment. The cost of healthcare is expected to be $135,000 in FY18 and is expected to be within 15% of that total in FY19. However, because of the instability in that market the possibility exists for WESTAF to be hit with a substantial increase.

• The WESTAF staff very much appreciates opportunities for professional development. If funds are available, a request may be made to allocate additional funds to that work.

Balancing the Budget
Staff works to balance the budget or produce net revenues annually. Because of an unusual number of expenses in the area of technology nesting into the FY17 year and a reduction of revenues related to GO—especially the conclusion of the $100,000 NEA contract for GO, staff will seek to balance the FY17 and FY18 budgets as a collective over a 24-month period. At this point in FY18, we appear to be on track to attain the two-year aggregate budget balance goal.

END
Orientation Note: WESTAF’s cash reserve of approximately $750,000 is managed by Tim Schott of Aton Advisors. The cash reserve is a true operating cash reserve and is not an endowment fund. The funds are managed by a financial advisor in order to maximize—in a rather conservative manner—their earning potential. Presented here is an update on the performance of the funds invested in the WESTAF cash reserve. Also presented here is a copy of the WESTAF investment policy.

Investment Report | Cash Reserve

Click here to be directed to the PDF version of the WESTAF Investment Performance.

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<th>Change in Account Value</th>
<th>This Period</th>
<th>Year to Date</th>
<th>Account Value [in Thousands]</th>
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<th>Market Value</th>
<th>% of Account Assets</th>
<th>Overview</th>
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<td>Total Account Value</td>
<td>$750,730.55</td>
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### Schwab One® Account of
**WESTERN STATES ART FEDERATION**

**Account Number:** 2201-3350  
**Statement Period:** September 1-30, 2018

**Account Value as of 09/30/2018:** $47,466.99

### Change in Account Value

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<td>Transfer of Securities (In/Out)</td>
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### Asset Composition

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<th>% of Account Assets</th>
<th>Overview</th>
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<td>3% Cash, Bank Sweep [K,?]</td>
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<td>Bond Funds</td>
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<td>97% Bond Funds</td>
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<td><strong>Total Account Value</strong></td>
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Orientation Note: WESTAF has a board-approved investment policy that the WESTAF financial advisor uses to guide the investment strategy. The WESTAF bylaws require that the investment policy be reviewed annually and either revised or reconfirmed.

Investment Policy
Containing Updates Most Recently Made in October, 2014

I. Purpose
The investment policy has been developed to establish investment guidelines that will govern WESTAF investment decisions and to guide and ensure effective stewardship of accumulated funds. It is acknowledged that, after consideration, the board may periodically approve deviations from and exceptions to this policy.

II. Responsibilities of Board and Treasurer
The WESTAF board of trustees is responsible for establishing and maintaining this policy statement. Responsibility for the investment of surplus funds shall rest with the board. The treasurer will report upon the status of the investment program at regularly scheduled Trustee meetings. All transactions that utilize WESTAF assets shall be undertaken for the sole benefit of the Federation. The assets of WESTAF will be invested in the manner consistent with fiduciary standards of prudence, the articles of incorporation, and any federal, state, Internal Revenue Service or other applicable laws or guidelines. The investment policy will be reviewed by the board annually.

III. Objectives of the Investment Program
The objectives of the WESTAF investment program are to provide a reliable source of income and to advance the financial security of the organization. Additional objectives are:

- To keep surplus funds invested promptly;
- To manage the assets for maximum total return within a prudent level of risk for such funds; and
- To seek to maintain the real value of invested principle.

To provide investment income for operations and unanticipated exigencies as well as growth and financial security to the organization, the reserve will be segregated into two distinct funds.

A. Fund A: General Reserve
The primary purpose of the general reserve fund (Fund A) is to:

- Ensure the organization’s ability to survive extraordinary events that would have a negative impact on its ability to fulfill its long-term mission
- Provide funding for special WESTAF projects and capital needs
- Cover budgeted operating deficits or unscheduled budget deviations
- Provide investment income to support ongoing operations

Of the total amount of cash reserves held, up to 40% shall be designated as funds for the general reserve. Expenditures of Fund A principal require board approval.
B. Fund B: Stabilization and Growth
The primary purpose of the stabilization and growth fund (Fund B) is to provide a vehicle to allow for the continued growth and stability of WESTAF. Of the total amount held in cash reserves, up to 90% shall be designated as funds for the stabilization and growth fund. Expenditures of Fund B principal require board approval.

IV. Portfolio Guidelines
WESTAF desires to have a broad, prudent diversification of its investments within the investment categories noted herein.

A. The executive director, in consultation with the board and/or executive committee as he/she deems necessary, shall be authorized to invest Fund A resources, without prior board approval, in:

- Federally (FDIC) insured certificates of deposits — not to exceed the federally insured level at any one financial institution
- Money market funds
- Treasury bills, and/or mutual funds or exchange traded funds that invest primarily in short-term debt instruments with maturities less than three years.

B. The executive director, in consultation with the board and/or executive committee as he/she deems necessary, shall be authorized to invest Fund B (stabilization and growth) funds in the following vehicles:

- Any permissible Fund A investment
- Treasury notes and bonds
- Federal agency notes of the U.S. government
- Corporate bonds and common stock listed on major stock and bond exchanges
- Exchange traded funds
- Professionally managed or indexed mutual funds
- Real estate

Investment of Fund B assets will be made at the discretion of the WESTAF board of trustees and/or designated investment managers. At times, investment opportunities may arise that are less traditional than the above, and WESTAF may consider such investments when they are reasonable, prudent, and consistent with the other guidelines set out in this policy statement.

C. All securities purchased shall be readily marketable on major trading exchanges. WESTAF will not engage in market trading or timing. WESTAF will utilize a total return approach, that is, relying on both income and capital appreciation to meet its objectives.

D. Real Estate Investment
On occasion, the board of trustees may be encouraged to purchase real estate as a portfolio investment to house the organization, which may or may not include an income production component. The following criteria, among others, should be considered before arriving at a decision to purchase real estate:

- The long-term goals and objectives of the organization;
- The appraised value of the property;
- For income-producing real estate: the anticipated yield, terms of any exiting lease agreements, and the credit worthiness of current tenants;
● The necessity of financing and the debt servicing capacity of the organization; and
● Overall risk involved and the potential for future marketability.

E. Allowable Investments
WESTAF will not knowingly invest in companies whose policies and practices conflict with the organization’s overall goals, mission, and principles. Due care will be exercised when selecting investment vehicles to ascertain whether a potential conflict of interest exists.

F. Line of Credit
A line of credit that uses organization investments as collateral may be established with a limit of up to $150,000. The executive director is authorized, at his discretion, to utilize this line of credit for operational cash flow purposes. Line of credit borrowings and related charges will be reported via regular financial updates to the board.

V. Use of Professional Managers
At such times as appropriate or required, professional management shall be used to advise and/or manage the Federation’s assets as approved by the board and/or executive committee. With regard to marketable securities, the investment portfolio may be managed by a company or companies selected by the associate director and executive director in consultation with the board and/or executive committee. Any investment manager shall:

● Operate under the principle of no conflict of interest;
● Implement an investment plan in concordance with the objectives and guidelines provided within this policy statement;
● Assume responsibility for investment decisions in compliance with this policy and other guidelines set forth; and
● Keep the board apprised as to the status of the funds.

VI. Performance Monitoring and Goals
Staff will prepare quarterly reports to include investment balances (cost and market), additions, income, and total return of the Federation’s investment portfolio for review by the treasurer. The treasurer will perform an annual review of the entire investment portfolio and report the performance to the board of trustees. In addition, the treasurer, in consultation with staff, will regularly monitor and evaluate the performance of any selected investment managers.
Orientation Note: The structure of the WESTAF board of trustees is fully detailed in the WESTAF bylaws. During the October meeting of the trustees, which is considered the organization’s “annual meeting,” officers, at-large members of the Executive Committee, new trustee candidates, and/or trustees up for renewal are presented for a vote by the Board Development Committee. The Board Development Committee is WESTAF’s nominating committee.

**Trustee Elections**

**Re-election of Trustees**

The Board Development Committee, in consultation with the Executive Committee, brings forward the following names for re-election to the Board of Trustees:

<table>
<thead>
<tr>
<th>Trustee</th>
<th>Term</th>
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</thead>
<tbody>
<tr>
<td>Nikiko Masumoto</td>
<td>Re-elect for three-year term</td>
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</tbody>
</table>

**Slate of Officers**

The Board Development Committee, in consultation with the Executive Committee, proposes the following for election to the Executive Committee:

| Office     | Name                  | Term                  |
|------------|-----------------------|
| Chair      | Erin Graham           | Elect for one-year term |
| Vice Chair | Tamara Alvarado       | Elect for one-year term |
| Secretary  | Roy Agloinga          | Elect for two-year term |
| Treasurer  | Cyndy Andrus          | Re-elect for two-year term |
| At-Large   | Teniqua Broughton     | Elected for one-year term |
| At-Large   | Joaquin Herranz, Jr.  | Re-elect for one-year term |
| At-Large   | Karen Hanan           | Re-elect for one-year term |
Orientation Note: WESTAF’s bylaws were last significantly overhauled in calendar years 1995 and 1996. Although that version of the bylaws has served the organization well, the 22-year-old bylaws need to be revised in order to align with current operating procedures. This section of the agenda contains: a) A summary of the key proposed changes to the old bylaws; b) A marked-up version of the bylaws that call attention to the proposed changes; and c) A draft of the proposed revised bylaws in readable form.

Summary of Draft Changes to the WESTAF Bylaws

August 31, 2018

Definition, Purpose & Principles – Article I
This section has been pared down to “definition” and “purpose” sections. The “principles” segment has been deleted. That section was probably inserted during the reorganization of WESTAF and looks like it was intended to help guide the work of the recently reorganized entity. Today, the section seems extraneous.

Removing Trustee Classifications – Article IV Section 2
In the current bylaws, the trustees are divided into two classes; trustees who are executive directors of state arts agencies; and b) trustees who are not executive directors of state arts agencies. This language and these classifications appear to no longer have meaning as both of these types of trustees are treated the same and have the same powers.

Congruence of Numbers – Article IV Section 2
When the Hawai‘i State Foundation on Culture and the Arts (HSFCA) rejoined WESTAF in the early 2000s, the name of the HSFCA was inserted into the bylaws alongside those of the then 12 participating states. However, throughout the bylaws, the numbers presented to describe the composition of the WESTAF board were not changed to reflect Hawai‘i’s renewed participation. With Hawai‘i rejoining the organization, that total number is now 13. This failure to correct the numbers occurred throughout the bylaws and especially in areas in which the building blocks needed for board composition were stated. Those building blocks are: a) Five state arts agency executive directors; b) one person from each of the states not represented by a state arts agency executive director (this correctly totals eight not seven); and c) up to nine at-large members.

Election of State Arts Agency Executive Director Trustees – Article IV Section 2A
In order to make the election of state arts agency executive directors more similar to the process used to elect all other trustees, the revised draft bylaws direct that the executive directors of the state arts agencies in the WESTAF region will nominate their peers for open executive director peer positions on the WESTAF board. The full WESTAF board will then vote on those nominees. This change is projected to have no major impact on the ability of the state arts agency executive directors to select the representatives they wish to serve on the board. The proposed revision will, however, allow the full board to not seat candidates it considers highly disruptive to the work of the organization.

The Multicultural Advisory Committee as a Standing Committee – Article V Section 1
The WESTAF Multicultural Advisory Committee was always intended to be one of the three permanent WESTAF committees. This fact was never reflected in the bylaws.
This bylaw revision positions the Multicultural Advisory Committee as a standing committee along with the Board Development Committee and the Executive Committee.

**Power of the Chair to Act Without Consulting the Board**
In several places in the old bylaws, the Chair was empowered to act only after consulting the board. For more than 20 years, the Chair has not consulted the board on such matters, and the trustees appear comfortable with that practice. In order to ensure that the bylaws conform to what is accepted practice, the requirement for the Chair to consult the board on minor matters has been eliminated.

**Subsidiary Organizations – Article VI**
This section has been substantially rewritten to give the WESTAF trustees the broadest latitude in creating subsidiary organizations of almost any type. The key feature of the new language is that the WESTAF trustees must approve the structure of each subsidiary in advance of its formation.

**Committees of the Field – Article V Section 2**
This entire section has been deleted. WESTAF has not used these provisions for more than 20 years. Should a “Committee of the Field” be desired, authority to commission ad hoc committees is present and can be used for that purpose.

**Participation Fees – Article VIII**
This section has been added for the purposes of: a) underscoring the importance of the participation fees; and b) ensuring that the WESTAF participation fee is not construed to be a “membership fee,” which it is not.

END
These Amended and Restated Bylaws of Western States Arts Federation were adopted by a majority vote of the Board of Trustees of the corporation held on ______________, 2018 and supersede and replace in their entirety all previous bylaws of the corporation.

ARTICLE I
Definition, Purpose & Principles

Section 1: Definition. WESTAF (the Western States Arts Federation) is a private nonprofit corporation that provides concentrated benefits and services to the thirteen states and state arts agencies in the West, and serves the arts nationally through the provision of technology services, programs, and advocacy. The states and state arts agencies that are a special focus of WESTAF are the states of: serving as a regional consortium led by state arts agencies in Alaska, Arizona, California, Colorado, Hawai‘i, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming (the “Federated States”). to support the artists and audiences of the region.

Section 2: Purpose. WESTAF weaves technology, diverse thought leadership, and innovation to energize, network, fund and otherwise support public sector arts agencies and arts communities throughout the West and the United States. Believing that the American West offers unique cultural resources and opportunities that transcend state boundaries, the purpose of WESTAF is to advance and nurture the arts communities of this region by initiating and coordinating necessary/creative/visionary multi-state arts projects and services that are otherwise not provided.

Toward that end, WESTAF’s operating principles include the following:
- Capitalizing on regional perspectives on the arts
- Developing strategic thinking that establishes and furthers connections among the arts, artists, and arts audiences
- Concentrating on issues in the west on which the arts can have significant impact
- Functioning as a regional catalyst for the arts
- Utilizing the west’s natural synergy among and between the many cultural and regional groups through the development of arts initiatives meaningful to them

ARTICLE II
Offices

Section 1: Business Offices. The principal office of WESTAF (sometimes referred to as the corporation) the Federation shall be in Denver, Colorado. The Corporation Federation may have such other offices as the Board of Trustees may determine from time to time.

Section 2: Regional Agent’s Office. The Corporation Federation shall have and continuously maintain a in the State of Colorado a registered agent’s office, and a registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of...
Colorado, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE III
Members
The Corporation has Federation shall have no members.

ARTICLE IV
Board of Trustees

Section 1: General Powers. The general policies of the corporation Federation shall be set by the Board of Trustees (sometimes, the “Board”).

Section 2: Number and Qualifications. The Board of Trustees shall consist of no less than thirteen (13) and no more than twenty-two (22) members, the exact number of which shall be determined by the then-serving Board of Trustees from time to time. Each Trustee must be a human who is eighteen years of age or older.

within two (2) classifications:

A. Classification 1: Five (5) voting Trustees shall be Executive Directors of any of the WESTAF-region Federated State Arts Agencies. to be elected by the Executive Directors of the Arts Agencies Directors of all the Federated States. They will be nominated by the Executive Directors of the WESTAF-region State Arts Agencies and elected by the WESTAF Board. A WESTAF-region A Federated State Arts Agency is a state arts agency in any of the Federated States that pays a Participation Fee to the corporation as provided for in Article VIII of these Bylaws. an agency which pays an unrestricted Federation Fee plus a Participation Fee to the Federation to be calculated on a basis and at a rate to be determined by two-thirds (2/3) vote of the Board of Trustees.

B. Classification 2: Up to Seventeen (17) private citizens shall be selected as voting At Large Trustees for their leadership in the cultural development of the West, their business acumen, or for professional involvement in the practice, promotion, creation or presentation of the arts. Prospective Trustees nominees will be elected by the WESTAF Board Development /Executive Committee. upon nomination by the Board Development Committee. Seven Eight (8) of these Trustees must be from the seven Federated States not represented on the Board by a State Arts Agency by an Executive Director.

Section 3: Election and Tenure.
Classification 1 Trustees will serve three-year terms and are exempt from term limits. Classification 2 Trustees will serve three year terms and may be elected to no more than three consecutive full three year terms. The Board of Trustees shall elect and replace all Trustees. Trustees will serve three-year terms and may be elected to no more than three consecutive full three-year terms, except: (a) Trustees may be elected to one and two-year terms to allow for the staggering of Trustee rotation and other imperatives as determined in the Board’s discretion; (b) as provided for in Section 3.1 of this Article IV; and (c) a Trustee may be elected to a one- or two- year term beyond three consecutive full three-year terms if necessary to allow the Trustee to serve a full two-year term as Chair.

Section 3.1: Extension of Trustee Terms for Leadership Continuity
To provide continuity in governing board leadership during a changeover to a new executive director, the absolute terms of service for Board Officers as Trustees and Board Officers under Sections 3 and 5, respectively, of this Article IV may be temporarily waived by a majority vote of the Board, but for no more than two (2) additional one (1) year terms or for one (1) additional two (2) year term. This allows these Board bylaw
change allows these officers to serve beyond the normal nine-year term limitation for Trustees. In order to enjoy this release from term limitations, these individuals must be elected and re-elected by the Board of Trustees.

Section 4: Officers. The Board Officer Officers of the Board shall consist of a Chair, Vice Chair, Chair-Elect, Secretary, and Treasurer. The Chair may appoint such other officers, including Assistant Secretaries and Assistant Treasurers, as deemed advisable. Such appointed officers shall serve at the pleasure of the Chair of the Board. The officers shall have the authority and perform the duties prescribed from time to time by the Board. No Trustee may hold more than one office at any one time. The Executive Director of the corporation Federation shall not be eligible to hold office as a on the Board Officer.

Section 5: Election and Term of Officers of the Board. The Board Officers Officers of the Board shall be elected by the Board from among its members to serve then serving for a term of two (2) years. An individual may not serve in any one of the five four principal offices of Chair, Chair-Elect, Vice Chair, Secretary, and Treasurer for more than three consecutive two year terms. By majority vote of the board, the limit of 9 consecutive years of board service may be extended to allow the Chair to serve a full two-year term of office. Election of the Chair-Elect to the position of Chair shall take place during the Board’s final meeting in the second year of the existing Chair’s tenure, or at a regular meeting of the Board should the Chair resign or otherwise be removed from office. Election of the Vice Chair, Secretary, and Treasurer shall take place at the Board’s first meeting of the Chair-Elect’s tenure as Chair. New Board offices may be created and filled at any regular or special meeting of the Board. Each Board Officer shall hold office until expiration of term, resignation or removal.

Section 6: Nominations.

A. Board of Trustees. Prior to the annual meeting of the corporation Federation, the Board Development Committee shall present to the Executive Committee with nominations for persons to fill positions to be voted on by the Board at the upcoming annual meeting. of Trustee Classifications 2 and 3. Following a review by the Executive Committee, the nominations shall be presented to the Board for action at the annual meeting.

B. Officers. As required by Article IV, Section 5, the Board Development Committee, at the beginning of the current Chair’s final year as Chair, shall present to the Board a nomination of a Trustee for the position of Chair-Elect. Subsequent nominations of Vice Chair, Secretary, and Treasurer of the Board will be made by the Board Development Committee in consultation with the Chair-Elect.

Section 7: Removal of Trustees. Any Trustee may be removed by the vote of two thirds of the Board members then serving whenever, in the judgement of the Board, the best interests of the corporation Federation would be served thereby. A Trustee who misses Classification 1 or 2 At Large Trustee may, should he or she miss two consecutive Board meetings may be removed from the Board at the discretion of the Executive Committee.

Section 8: Vacancies. A vacancy in a Classification 1, 2 or 3 position on the Board due to death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term, in accordance with qualifications for Trustees as stated herein. and in the same classification as the vacant position.

Section 9: Duties of Officers of the Board of Trustees.

A. Chair. The Chair of the Board shall preside at all meetings of the Board and provide leadership to the Board of Trustees. The Chair acts as a liaison between the Board and senior-level staff, and ensures
Trustees are properly informed. The Chair provides independent advice and counsel to the Executive Director. The Chair acts as a communicator of Board decisions when appropriate. perform such other duties incident to the office as from time to time may be assigned by the Board.

B. Vice Chair. The Vice Chair in the absence of the Chair of the Board, or in event of the Chair’s inability or refusal to act, shall perform the duties of the Chair, and when so performing shall have all the powers of and be subject to all restrictions relating to the Chair’s authority.

C. Secretary. The Secretary shall be responsible for the maintenance of minutes and records of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the seal of the corporation Federation; and in general perform all duties incident to the office and such other duties as from time to time may be assigned by the Chair or by the Board.

D. Treasurer. The Treasurer shall be generally responsible for oversight of the fiscal activities of the Federation.

E. Assistant Treasurers and Assistant Secretaries. If required by the Board, the Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Secretary and Treasurer, the Executive Director, or the Chair of the Board.

F. The Officers of the Board must be Trustees of the Federation.

Section 10: Regular Meetings. A regular meeting of the Board of Trustees shall be held at least three times each year at such time and place, either within or without the State of Colorado, as the Chair of the Board shall determine. Additional regular meetings may be scheduled by the Chair Board as the Chair deems necessary. Regular meetings may be convened via telephone conference call as provided for in Section 14 of this Article IV. The Chair shall direct that such notice of regular meetings be given as the Chair reasonably determines is reasonable and consistent with the practices of the corporation.

Section 11: Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Board or a majority of the Executive Committee, the Executive Director of the Federation, or any five Trustees of the Federation. The person, or persons, authorized to call special meetings of the Board may fix any place, whether within or without the State of Colorado, as the place of holding any special meeting of the Board called by them. A minimum of 5 days advance notice must be given for a special meeting. Special meetings may be convened via telephone conference call as provided for in Section 14 of this Article IV. Notice of a special meeting shall include the general purpose of the meeting and shall be given as required by Article XII of these Bylaws.

Section 12: Quorum. A majority of the Board then serving in office shall constitute a quorum for the transaction of business at any meeting of the Board.; but If less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may recess the meeting without further notice.

Section 13: Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present at its convening (commencement) shall be the act of the Board, unless the act of a greater number is required by law or these Bylaws. Trustees may cast their vote via mail ballot or an email ballot, provided the Chair allows a mail ballot or email ballot. No proxies are allowed.

Section 14: Meetings by Telephone. Members of the Board or any committee of the Board may participate in a regular or special meeting by any means of communication by which all Trustees participating may hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Informal Action by Trustees. Any action required by law to be taken at a meeting of Trustees or any action
which may be taken at a meeting of the Trustees may be taken by consent in writing, setting forth the action so taken, and shall be signed by a majority of those then serving in office after due written notice to all Trustees in accordance with these ByLaws.

Section 15: Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees or any committee thereof, may be taken without a meeting if taken in accordance with subsection A or B of this Section 15. Any action taken without a meeting shall have the same effect as action taken with a meeting. All signed written instruments necessary for any action taken without a meeting shall be filed with the minutes of the meetings of the Board of Trustees.

A. Action may be taken without a meeting if each and every member of the Board of Trustees then serving as Trustees does one of the following in writing: votes for, votes against, or abstains from voting on such action, and the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Trustees then in office were present and voted.

B. Action may be taken without a meeting pursuant to C.R.S. § 7-128-202 as follows:

(i) **Required Notice to Trustees.** An action without a meeting may only be taken if the corporation transmits notice in writing to each Trustee, as provided for by Article XII of these Bylaws, stating the action to be taken, the time within which a Trustee must respond, and that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time required in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting. The notice may also include any other matters the corporation determines to include.

(ii) **Action by Trustees.** Action may be taken without a meeting only if notice as described in B(i) above is transmitted in writing to each Trustee, and each Trustee, by the time stated in the notice (i) votes in writing for such action, or (ii) votes in writing against, abstains from voting on such action, or fails to respond or vote, and fails to demand in writing that such action only be taken with a meeting. The vote, abstention or demand that such action not be taken without a meeting by a Trustee may be revoked in writing by that Trustee if received by the corporation by the time stated in the notice.

(iii) **Contents and Form of Writing.** The writing required by Trustees under this subsection B must inform the corporation of the identity of the Trustee, the vote, abstention, demand or revocation of that Trustee, and the proposed action to which such vote, abstention, demand or revocation relates. Such writing may be transmitted to or received by the corporation by electronically transmitted facsimile, email, or other form of wire or wireless communication, or by hand delivery or U.S. mail, and shall be effective upon receipt by the corporation.

(iv) **Vote Required and Effective Date.** Action without a meeting under this subsection B may only be taken if, at the end of the time stated in the notice, the affirmative votes for such action received in writing and not revoked equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Trustees then in office were present and voted, and the corporation has not received an unrevoked written demand by a Trustee, within the time stated in the notice, that such action not be taken without a meeting. Action taken without a meeting under this subsection B shall be effective on the date by which the Trustees must respond as stated in the notice.

Section 16: Executive Session. The Board by majority vote can establish an Executive Session on
legal matters, personnel matters or other sensitive matters. On actions involving Article VII, Section 2, (Compensation), or other financial or personnel issues relating to a member with individual members of the Board, such Board members will be excused from those portions of the Executive Session involving a discussion of his or her circumstances. sections of the Executive Session by the Chair.

Section 1746: Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and shall pay or reimburse in advance his or her expenses, to the fullest extent permissible under the Colorado Revised Nonprofit Corporation Act (the “Act”). The corporation may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section to the fullest extent permissible under the laws of the State of Colorado.

If any provision of the Act or these Bylaws dealing with indemnification is invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that has not been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in §501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either §4941 or §4958 of the Internal Revenue Code.

The Federation shall indemnify any Trustee, officer, staff person, or former Trustee, officer or staff person of the Federation or any person who may have served at its request as a Trustee in connection with the defense of any action, suit proceedings, civil or criminal, in which said person or persons is made a party by reason of being or having been a Trustee, staff person or officer except in relation to matters as to which said person or persons is adjudged in such action, suit or proceeding to be liable for conduct which constitutes wanton and willful acts or omissions in the performance of duty to the Federation; and to make any other indemnification that is authorized by the Articles of Incorporation, ByLaws or resolution adopted after notice by members entitled to vote.

ARTICLE V
Committees

Section 1: Committees of the Board.

A. Standing Committees. The corporation shall have the following standing committees to advise and recommend to the Board of Trustees and, for the Executive Committee, to serve in place of the Board on those matters within its express or delegated powers: The Federation shall have the following standing committees to advise and recommend to the Board of Trustees:

1) Executive Committee.

A. Composition. The Executive Committee of the Board of Trustees shall consist of the principal Officers of the Board, (Chair, Vice Chair, Chair-Elect, Secretary, and Treasurer), and the Executive Director of the Federation as a nonvoting member, and of three (3) other At Large members of the Board who shall be nominated by the Board Development Committee in consultation with the Chair-Elect and elected by the Board at its first meeting in the tenure of the Chair. A majority of the Executive Committee shall constitute a quorum. The action of a majority of the members of the Executive Committee present and constituting at least a quorum shall be the act of the Executive Committee.
B. **Powers.** The Executive Committee shall have and exercise all and every power of the Board between meetings, except for the election or removal of Board Officers and Trustees, hiring or firing the Executive Director, and modification in the ByLaws or long range plan. The Executive Committee shall also have and exercise such powers as the Board may from time to time delegate to or impose upon it, except as is or may be limited by law or any other provision of these ByLaws.

C. **Chair.** The Chair of the Board shall preside at all meetings of the Executive Committee. In the absence of the Chair, or in the event of inability or refusal to act, the Vice Chair of the Board shall perform all the duties of the Chair.

D. **Notice.** Notice of standing meetings via conference call of the Executive Committee need not be given. Notice of in-person meetings of the Executive Committee must be given 30 days in advance. Notice of a special meetings of the Executive Committee need not state the purpose of the meeting and, notwithstanding the provisions of Article XII of these Bylaws, shall be given with such advance notice and in such manner as the Chair determines is reasonable and consistent with the practices of the corporation.

E. **Minutes and Reports.** The Executive Committee shall keep regular minutes and provide copies to the Trustees at their request. Mail copies thereof promptly after each meeting to all members of the Board. The Executive Committee shall report its actions and proceedings to the Board at each meeting thereof, and its actions shall be subject to Board approval.

F. **Meetings.** The Executive Committee shall hold meetings as need arises at such time and place as may be determined by the Chair. Meetings of the Executive Committee may be via telephone conference call or in person. or the Executive Director of the Federation.

2) **Board Development Committee.**

A. **Committee Composition.** A Board Development Committee of no fewer than four Trustees up to seven (7) Trustees shall be appointed from among Trustees then serving in office by the Chair in consultation with the Executive Committee. The Chair will also designate a chair for the Committee. The Committee will be designated at the first meeting of the Executive Committee in the Chair’s tenure, and at subsequent meetings if required. The Board Development Committee shall include both At Large Trustees and Trustees who are State Arts Agency Executive Directors. Members of the Committee will serve one year renewable terms at the first meeting of the Executive Committee in the Chair’s tenure, and at subsequent meetings if required. The Board Development Committee shall include at least one person from each Trustee classification that presently comprises Board membership.

B. **Powers.** The Board Development Committee shall have the power to nominate individuals to serve on the WESTAF Board of Trustees and also, in consultation with the Chair or the Chair-Elect, to nominate Board Officers and At Large members of the Executive Committee. The Board Development Committee shall also have and exercise such powers as the Board may from time to time delegate to or impose upon it, except as is or may be limited by law or these Bylaws.

C. **Chair.** The chair of the Committee shall preside at all meetings of the Board Development Committee. In the absence of the chair, or in the event of inability or refusal to act, an officer of the Board shall be appointed by the Board Chair to perform all the duties of the Committee chair.

D. **Notes.** The Board Development Committee shall keep keep meeting notes and provide copies to Trustees at their request.

E. **Meetings.** The Board Development Committee shall hold meetings as need arises at such time and place as may be determined by the Committee chair. Meetings may be via telephone conference call or in person.

3) **Multicultural Advisory Committee**

A. **Committee Composition.** A Multicultural Advisory Committee of no fewer than two Trustees and four
members of the public shall be appointed by the Chair. Members of the Multicultural Advisory Committee will serve one year renewable terms. The Multicultural Advisory Committee shall include both Trustees who are At Large and State Arts Agency Executive Directors.

B. **Powers.** The Multicultural Advisory Committee will advise the WESTAF Trustees and staff on issues of diversity, equity, accessibility, and inclusion. The Multicultural Advisory Committee will also evaluate and advise concerning WESTAF programs and initiatives related to diversity, equity, accessibility, and inclusion. The Multicultural Advisory Committee shall also have and exercise such powers as the Board may from time to time delegate to or impose upon it, except as is or may be limited by law or these Bylaws.

C. **Chair.** The chair of the Multicultural Advisory Committee shall be a current Trustee appointed by the WESTAF Chair. A vice chair of the Committee will also be appointed by the WESTAF Chair.

D. **Notes.** The Multicultural Advisory Committee shall keep notes of their meetings.

E. **Meetings.** The Multicultural Advisory Committee shall hold meetings as the need arises at such time and place as may be determined by the Chair. Meetings may be via telephone conference call or in person.

43) **Ad Hoc Committees.** In addition, the Chair may designate and appoint Ad Hoc Trustee Committees as needed. The Chair or Board may also dissolve such Committees. or Board by resolution may designate and appoint Ad Hoc Trustee Committees as needed.

A. **4) Powers.** Committees shall have and exercise the authority given them by the Chair or the Board of Trustees provided, except the Chair does not have authority to delegate the powers of the Board to any Ad Hoc Committee. however, no such Committee or officer or employee shall have the authority of the Board to amend, alter or repeal the ByLaws, and nor shall any Committee be empowered to act in lieu of the Board as to the powers of the Board described in these ByLaws, with the exception in the latter ease of the Executive Committee. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it by law or by these ByLaws.

B. **5) Term of Office.** Each member of an Ad Hoc Committee shall be appointed by the Chair for a term of one year that is renewable by the Chair. Each member of a Committee shall continue as such until a successor is appointed, unless the Committee shall be dissolved by the Board or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof. In accordance with the terms of Officers, At Large members of the Executive Committee shall serve for terms of two (2) years.

C. **6) Committee Chair.** One member of each Ad Hoc Committee shall be appointed as Chair of the Committee by the Chair of the Board.

5) **Generally Applicable Provisions.** The following provisions apply to all Committees of the Board except for the Executive Committee:

A. **7) Vacancies.** Vacancies in the membership of any Committee may be filled by the Chair. appointments made in the same manner as provided in the case of the original appointments and shall be only for the fulfillment of the term of the vacated position.

B. **8) Quorum.** Unless otherwise provided in the documentation establishing a resolution of the Board designating a Board Committee, a majority of the whole Committee then serving in office shall constitute a quorum and the act of the majority of the members present and constituting at least a quorum at its convening (commencement) shall be the act of the Committee. After due notice, any action of such Committee may be taken without a meeting if consent, setting forth the action so taken, shall be signed by all the Trustees who are members of such Committee.

C. **Notice.** Notice of regular or standing meetings of any Committee need not be given. Notice of a special
meetings of a Committee need not state the purpose of the meeting and shall be given at least five (5) days in advance of the meeting as provided for in Article XII of these Bylaws.

D. 9) Rules. A Committee may adopt its governing rules. Such rules shall not be inconsistent with these Bylaws, with rules otherwise adopted by the Board, or applicable law. Apart from the Executive Committee as specified above, a Board Committee may adopt its governing rules. Such rules shall not be inconsistent with these ByLaws, with rules otherwise adopted by the Board, or the law.

Section 2: Committees of the Field. The Board of Trustees may from time to time establish committees of the field to advise and recommend on such artistic disciplines in the region or regional issues in the arts as it may deem appropriate. The Committees shall have and exercise the authority given them by the Chair or the Board of Trustees provided, however, no such Committee or officer or employee shall have the authority of the Board to amend, alter or repeal the ByLaws, and nor shall any Committee be empowered to act in lieu of the Board as to the powers of the Board described in these ByLaws. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it by law or by these ByLaws.

A. Field Committee Composition. Field committees shall be composed in the following manner:
   a. Field Committee Chair. The Chair of the Board shall appoint a member of the Board of Trustees as Chair of the Field Committee.
   b. Field Committee Members. On suggestion by the field, recommendation by Federation staff and approval by the Executive Committee, the Chair shall appoint up to ten (10) persons from among outstanding representatives of the relevant field to serve terms as established by the Executive Committee. Trustees in addition to the Committee Chair may also be appointed as Committee members and shall not be included in this number.

B. Rules. Subject to approval by the Board or Executive Committee of the Federation, Field Committees may adopt governing rules, which shall not be inconsistent with these ByLaws or the law.

C. Field Committee Activities. Field committees may undertake, but are not limited to, the following activities:
   a. Programs, Projects and Services. Field Committees may undertake programs, projects or services for the arts of the region, participation in which shall not be limited to Registrants. Service charges may be levied as the Board deems appropriate.
   b. Field Forums. The Committee may convene, by registration, appropriate groups or associations of the field to provide forums for communication about, education in, and discussion of issues and concerns in the relevant area. Participation in the Field Forums shall be open to all interested parties, be they artists, organizations, or otherwise interested individuals through payment of an annual unrestricted Registration Fee to the Federation as may be determined by the Board of Trustees.
   c. Fund raising. Field Committees may take on responsibility for fund raising for specific programming.

D. Term of Office. Each Member of a Field Committee shall continue as such until a successor is appointed, unless the Committee shall be dissolved by the Board or unless such member be removed from such Committee, or unless such member shall cease to qualify as a member thereof.

E. Vacancies. Vacancies in the membership of any Field Committee may be filled by appointments made in the same manner as provided in the case of the original appointments and shall be only for the fulfillment of the term of the vacated position.

F. Quorum. Unless otherwise provided in the resolution of the Board designating a Board committee, a majority of the whole Committee then serving in office shall constitute a quorum and the act of the majority of the members present at its convening (commencement) shall be the act of the Committee.
After due notice any action of such Committee may be taken without a meeting if consent, setting forth
the action so taken, shall be signed by all members of such Committee.

ARTICLE VI
Subsidiary Organizations

Section 1: Authority to Form. The corporation may incorporate, form or organize a new organization which is
wholly owned or controlled by the corporation (a "subsidiary").

Section 2: Types of Subsidiaries. A subsidiary may be of any type permissible by law, including, without
limitation, 501(c)(3), 501(c)(4), other nonprofit classifications, or for-profit corporations, partnerships, or limited
liability companies.

Section 3: Board Approval of the Subsidiary. In advance of the formation of a subsidiary, the legal structure
of the subsidiary, the governance structure of the subsidiary, and the purpose and principles related to the
work of the subsidiary, will be approved by the Board. The Board will review and approve all documents that
pertain to the establishment of the subsidiary and its governing structure. Governing Boards of Subsidiaries:
Governing Boards of Subsidiaries shall be termed Boards of Trustees for nonprofit organizations and Boards of
Directors for for profit corporations:

A. Number and Qualifications. The Board of a Subsidiary shall number no less than five (5) and no more
than nine (9) persons from the following classifications:
   a. Classification A. Five (5) Trustees of the Federation.
   b. Classification B. Non Trustees who have demonstrated significant involvement in the relevant
      area in the arts.

B. Election and Tenure:
   a. Classification A. Trustees will serve on the Board of a Subsidiary will serve in accordance with
      their tenure on the Board of Trustees of the Federation.
   b. Classification B. Such non Trustees shall be proposed by the Membership Committee of the
      Federation and elected by the Board of Trustees of the Federation for renewable three year
term of office.

Section 4: Subsidiary Operations. Subsidiary organizations shall operate in a manner consistent with
structures imposed by these ByLaws on the Board of Trustees (Art. IV), and Committees (Art. V).

Section 5: Release of Subsidiary Organizations. A Subsidiary may from time to time, by decision of the
Board of Trustees of the Federation, reincorporate as an independent organization.

Section 6: Adoption of Subsidiary Organizations. Under special circumstances, by mutual agreement of the
Board of Trustees of the Federation and the Board of an outside organization, that organization may be
adopted as a Subsidiary of the Federation, in which case it shall abide by the provisions of this Section.

ARTICLE VII
Federation Officers and Operations

Section 1: Officers. The executive officers of the Federation shall be an Executive Director and such Deputy
or Assistant Directors as may be determined by the Executive Director.
Section 2: Executive Director. The Board shall have the authority to hire, terminate and set salary and term by contract of the Executive Director. Performance reviews and termination of the Executive Director shall be in accordance with procedures established by the Board. The Executive Director may be removed from office at the pleasure of the Board, although removal by the Board does not affect whatever rights the Executive Director may have under any contract or agreement with the corporation.

Section 3: Vacancy. In the event of a vacancy or incapacity of the Executive Director, the Board may designate an Acting Executive Director.

Section 4: Duties of Officers.
A. The Executive Director shall be employed by the Board of the corporation Federation as its Chief Executive Officer, and act in accordance with policy determined by the Board. The Executive Director shall have such powers and perform such duties as are generally incident to the office of a Chief Executive Officer including authority to sign contracts and promissory notes provided such actions are within the framework of the Corporation’s annual budget as approved by the Board of Trustees, and as may be assigned by the Board, subject to overall approval of the Federation’s annual budget by the Board of Trustees. The Executive Director has authority to employ the Federation’s staff including its Deputy and Assistant Directors, set salaries, and terminate employees. officers of the Federation, set salaries, and terminate employees.

B. Any Deputy or Assistant Director shall perform such duties as from time to time may be assigned by the Executive Director.

ARTICLE VIII
Participation Fees

Section 1: Determination of the Fee The Board of Directors shall determine, in its discretion, the amount of the fee to be assessed to each state arts agency in the WESTAF region.

Section 2: Benefits Payment of the participation fee entitles a state to: a) a seat for at least one individual from the state on the Board of Trustees with the person selected through the WESTAF nomination process; b) Eligibility for a state’s state arts agency executive director to be elected to one of the five board seats reserved on the board for executive directors of state arts agencies; and c) any other benefits that may be made available to the state arts agency by the corporation.

ARTICLE IX
Contracts, Checks, Deposits and Funds, Drafts, etc.

Section 1: The Board may authorize any officer or officers, agent or agents or employee of the corporation Federation, in addition to the officers so authorized by these Bylaws, to enter into any contract and execute and deliver any instrument in the name of and on behalf of the Federation and such authority may be general or specific.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued for amounts over $250,000 in the name of the corporation Federation in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Director.
Section 2: Deposits. All funds of the corporation Federation shall be deposited to the credit of the corporation Federation in such banks, trust companies, or other depositories as the Executive Director selects. Board or designated officers may select.

Section 3: Gifts. The Board may accept on behalf of the corporation Federation any contribution, gift, bequest or device for the general purpose of, or for any special purpose of the corporation Federation and may adopt policies for acceptance or rejection of such gifts which shall bind all Board Officers, corporation officers, employees and any other agents of the corporation. Gifts and bequests linking WESTAF to long term, ongoing and significant obligations must be approved by the Board of Trustees.

ARTICLE IX
Books and Records
The corporation Federation shall maintain correct and complete books and records of accounts and shall also maintain the minutes of the meetings of the Board and the corporation Federation's Committees in conformance with law.

ARTICLE XI
Corporate Seal
The Corporate Seal of the Federation shall be in such form as shall be approved by resolution of the Board. Said Seal may be used for authorized purposes by causing it or a facsimile thereof to be imposed or affixed or reproduced or otherwise on instruments relating to the business of the Federation, as required.

ARTICLE XII
Notices
Notice of any regular or special meeting of the Board or the Executive Committee shall be given at least five (5) seven days previously thereto by written notice delivered personally or sent by mail or email telegram to each Trustee, Committee member or Associate representative at their last known address as shown by the records of the corporation Federation. If mailed or emailed, such notice shall be deemed to be delivered when sent. deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Any Trustee or Committee member or Associate representative may waive notice of any meeting. The attendance of a Trustee or Committee member or Associate representative at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee or Committee member or Associate representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and, after raising such objection, leaves the meeting.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board or Committee need be specified in the notice or waiver of such meeting, unless specifically required by law or by these ByLaws.

ARTICLE XIII
Revisions or Amendments
These ByLaws may be revised or amended by majority action of the Board of Trustees then serving in office. Proposed revisions or amendments will be recommended by the Executive Committee to the Board and
provided in writing to the Trustees at least 30 days one week prior to any meeting at which such revisions or amendments are to be considered.
WESTERN STATES ARTS FEDERATION
AMENDED AND RESTATED BYLAWS

These Amended and Restated Bylaws of Western States Arts Federation were adopted by a majority vote of the Board of Trustees of the corporation held on October 25, 2018 and supersede and replace in their entirety all previous bylaws of the corporation.

ARTICLE I
Definition, Purpose & Principles
Section 1: Definition. WESTAF (the Western States Arts Federation) is a private nonprofit corporation that provides concentrated benefits and services to the thirteen states and state arts agencies in the West, and serves the arts nationally through the provision of technology services, programs, and advocacy. The states and state arts agencies that are a special focus of WESTAF are the states and arts agencies in the states of: Alaska, Arizona, California, Colorado, Hawai‘i, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming (the “Federated States”).

Section 2: Purpose. WESTAF weaves technology, diverse thought leadership, and innovation to energize, network, fund, and otherwise support public sector arts agencies and arts communities throughout the West and the United States.

ARTICLE II
Offices
Section 1: Business Offices. The principal office of WESTAF (sometimes referred to as the corporation) shall be in Denver, Colorado. The corporation may have such other offices as the Board of Trustees may determine from time to time.

Section 2: Registered Agent’s Office. The corporation shall maintain a State of Colorado registered agent’s office, and a registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE III
Members
The corporation has no members.

ARTICLE IV
Board of Trustees
Section 1: General Powers. The general policies of the corporation shall be set by the Board of Trustees (sometimes, the “Board”).

Section 2: Number and Qualifications. The Board of Trustees shall consist of no less than thirteen (13) and no more than twenty-two (22) members, the exact number of which shall be determined by the then-serving Board of Trustees from time to time. Each Trustee must be a human who is eighteen years of age or older.
A. Five (5) voting Trustees shall be Executive Directors of any of the WESTAF-region State Arts Agencies. They will be nominated by the Executive Directors of the WESTAF-region State Arts Agencies and elected by the WESTAF Board. A WESTAF-region State Arts Agency is a state arts agency in any of the Federated States that pays a Participation Fee to the corporation as provided for in Article VIII of these Bylaws.

B. Up to seventeen (17) private citizens shall be selected as voting At Large Trustees. Prospective Trustees will be elected by the WESTAF Board upon nomination by the Board Development Committee. Eight (8) of these Trustees must be from Federated States not represented on the Board by a State Arts Agency Executive Director.

Section 3: Election and Tenure.
The Board of Trustees shall elect and replace all Trustees. Trustees will serve three-year terms and may be elected to no more than three consecutive full three-year terms, except: (a) Trustees may be elected to one and two-year terms to allow for the staggering of Trustee rotation and other imperatives as determined in the Board’s discretion; (b) as provided for in Section 3.1 of this Article IV; and (c) a Trustee may be elected to a one- or two-year term beyond three consecutive full three-year terms if necessary to allow the Trustee to serve a full two-year term as Chair.

Section 3.1: Extension of Trustee Terms for Leadership Continuity
To provide continuity in governing board leadership during a changeover to a new Executive Director, the absolute terms of service for Board Officers as Trustees and Board Officers under Sections 3 and 5, respectively, of this Article IV may be temporarily waived by a majority vote of the Board, but for no more than two (2) additional one (1) year terms or for one (1) additional two (2) year term. This allows these Board Officers to serve beyond the normal nine-year term limitation for Trustees. In order to enjoy this release from term limitations, these individuals must be elected and re-elected as Trustees by the Board of Trustees.

Section 4: Officers. The Board Officers shall consist of a Chair, Vice Chair, Chair-Elect, Secretary, and Treasurer. No Trustee may hold more than one office at any one time. The Executive Director of the corporation shall not be eligible to hold office as a Board Officer.

Section 5: Election and Term of Board Officers. The Board Officers shall be elected by the Board from among its members to serve for a term of two (2) years. An individual may not serve in any one of the five principal offices of Chair, Chair-Elect, Vice Chair, Secretary, and Treasurer for more than three consecutive two year terms. Election of the Chair-Elect to the position of Chair shall take place during the Board's final meeting in the second year of the existing Chair's tenure, or at a regular meeting of the Board should the Chair resign or otherwise be removed from office. Election of the Vice Chair, Secretary, and Treasurer shall take place at the Board's first meeting of the Chair-Elect's tenure as Chair. New Board offices may be created and filled at any regular or special meeting of the Board. Each Board Officer shall hold office until expiration of term, resignation or removal.

Section 6: Nominations.
A. Board of Trustees. Prior to the annual meeting of the corporation, the Board Development Committee shall present the Executive Committee with nominations for persons to fill the positions to be voted on by the Board at the upcoming annual meeting. Following a review by the Executive Committee, the nominations shall be presented to the Board for action at the annual meeting.
B. Officers. As required by Article IV, Section 5, the Board Development Committee, at the beginning of
the current Chair’s final year as Chair, shall present to the Board a nomination of a Trustee for the position of Chair-Elect. Subsequent nominations of Vice Chair, Secretary, and Treasurer of the Board will be made by the Board Development Committee in consultation with the Chair-Elect.

**Section 7: Removal of Trustees.** Any Trustee may be removed by the vote of two thirds of the Board members then serving whenever, in the judgement of the Board, the best interests of the corporation would be served thereby. A Trustee who misses two consecutive Board meetings may be removed from the Board at the discretion of the Executive Committee.

**Section 8: Vacancies.** A vacancy on the Board due to death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term, in accordance with qualifications for Trustees as stated herein.

**Section 9: Duties of Officers of the Board of Trustees.**

A. **Chair.** The Chair of the Board shall preside at all meetings of the Board and manage and provide leadership to the Board of Trustees. The Chair acts as a liaison between the Board and senior-level staff, and ensures Trustees are properly informed. The Chair provides independent advice and counsel to the Executive Director. The Chair acts as a communicator of Board decisions when appropriate.

B. **Vice Chair.** The Vice Chair, in the absence of the Chair of the Board, or in event of the Chair's inability or refusal to act, shall perform the duties of the Chair, and when so performing shall have all the powers of and be subject to all restrictions relating to the Chair's authority.

C. **Secretary.** The Secretary shall be responsible for the maintenance of minutes and records of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the seal of the corporation; and in general perform all duties incident to the office and such other duties as from time to time may be assigned by the Chair or by the Board.

D. **Treasurer.** The Treasurer shall be generally responsible for oversight of the fiscal activities of the Federation.

E. The Officers of the Board must be Trustees of the corporation.

**Section 10: Regular Meetings.** A regular meeting of the Board of Trustees shall be held at least three times each year at such time and place, either within or without the State of Colorado, as the Chair of the Board shall determine. Additional regular meetings may be scheduled by the Chair as the Chair deems necessary. Regular meetings may be convened via telephone conference call as provided for in Section 14 of this Article IV. The Chair shall direct that such notice of regular meetings be given as the Chair reasonably determines is reasonable and consistent with the practices of the corporation.

**Section 11: Special Meetings.** Special meetings of the Board of Trustees may be called by the Chair of the Board or a majority of the Executive Committee. The person, or persons, authorized to call special meetings of the Board may fix any place, whether within or outside the State of Colorado, as the place of holding any special meeting of the Board called by them. A minimum of 5 days advance notice must be given for a special meeting. Special meetings may be convened via telephone conference call as provided for in Section 14 of this Article IV. Notice of a special meeting shall include the general purpose of the meeting and shall be given as required by Article XII of these Bylaws.

**Section 12: Quorum.** A majority of the Board then serving in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may recess the meeting without further notice.
Section 13: Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present at its convening (commencement) shall be the act of the Board, unless the act of a greater number is required by law or these Bylaws. Trustees may cast their vote via mail ballot or an email ballot, provided the Chair allows a mail ballot or email ballot. No proxies are allowed.

Section 14: Meetings by Telephone. Members of the Board or any committee of the Board may participate in a regular or special meeting by any means of communication by which all Trustees participating may hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 15: Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees or any committee thereof, may be taken without a meeting if taken in accordance with subsection A or B of this Section 15. Any action taken without a meeting shall have the same effect as action taken with a meeting. All signed written instruments necessary for any action taken without a meeting shall be filed with the minutes of the meetings of the Board of Trustees.

A. Action may be taken without a meeting if each and every member of the Board of Trustees then serving as Trustees does one of the following in writing: votes for, votes against, or abstains from voting on such action, and the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Trustees then in office were present and voted.

B. Action may be taken without a meeting pursuant to C.R.S. § 7-128-202 as follows:

(i) Required Notice to Trustees. An action without a meeting may only be taken if the corporation transmits notice in writing to each Trustee, as provided for by Article XII of these Bylaws, stating the action to be taken, the time within which a Trustee must respond, and that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time required in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting. The notice may also include any other matters the corporation determines to include.

(ii) Action by Trustees. Action may be taken without a meeting only if notice as described in B(i) above is transmitted in writing to each Trustee, and each Trustee, by the time stated in the notice (i) votes in writing for such action, or (ii) votes in writing against, abstains from voting on such action, or fails to respond or vote, and fails to demand in writing that such action only be taken with a meeting. The vote, abstention or demand that such action not be taken without a meeting by a Trustee may be revoked in writing by that Trustee if received by the corporation by the time stated in the notice.

(iii) Contents and Form of Writing. The writing required by Trustees under this subsection B must inform the corporation of the identity of the Trustee, the vote, abstention, demand or revocation of that Trustee, and the proposed action to which such vote, abstention, demand or revocation relates. Such writing may be transmitted to or received by the corporation by electronically transmitted facsimile, email, or other form of wire or wireless communication, or by hand delivery or U.S. mail, and shall be effective upon receipt by the corporation.

(iv) Vote Required and Effective Date. Action without a meeting under this subsection B may only be taken if, at the end of the time stated in the notice, the affirmative votes for such action received in writing and not revoked equals or exceeds the minimum number of votes that would be necessary.
to take such action at a meeting at which all of the Trustees then in office were present and voted, and the corporation has not received an unrevoked written demand by a Trustee, within the time stated in the notice, that such action not be taken without a meeting. Action taken without a meeting under this subsection B shall be effective on the date by which the Trustees must respond as stated in the notice.

**Section 16: Executive Session.** The Chair can establish an Executive Session on legal matters, personnel matters or other sensitive matters. On actions involving Article VII, Section 2, (Compensation), or other financial or personnel issues relating to a member of the Board, such Board member will be excused by the Chair from those portions of the Executive Session involving a discussion of his or her circumstances.

**Section 17: Indemnification.** The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Colorado, and shall pay or reimburse in advance his or her expenses, to the fullest extent permissible under the Colorado Revised Nonprofit Corporation Act (the “Act”). The corporation may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section to the fullest extent permissible under the laws of the State of Colorado.

If any provision of the Act or these Bylaws dealing with indemnification is invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that has not been invalidated. Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in § 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either § 4941 or § 4958 of the Internal Revenue Code.

**ARTICLE V**

**Committees**

**Section 1: Committees of the Board.**

A) **Standing Committees.** The corporation shall have the following standing committees to advise and recommend to the Board of Trustees and, for the Executive Committee, to serve in place of the Board on those matters within its express or delegated powers:

1) **Executive Committee.**
   A. **Composition.** The Executive Committee of the Board of Trustees shall consist of the principal Officers of the Board, (Chair, Vice Chair, Chair-Elect, Secretary, and Treasurer), and the Executive Director of the corporation as a nonvoting member, and up to three (3) other At Large members of the Board who shall be nominated by the Board Development Committee in consultation with the Chair-Elect and elected by the Board at its first meeting in the tenure of the Chair. A majority of the then-serving members of the Executive Committee shall constitute a quorum. The action of a majority of the members of the Executive Committee present and constituting at least a quorum shall be the act of the Executive Committee.
   B. **Powers.** The Executive Committee shall have and exercise all and every power of the Board between meetings, except for the election or removal of Board Officers and Trustees, hiring or firing the
Executive Director, and modification of the Bylaws or any long range plan adopted by the Board. The Executive Committee shall also have and exercise such powers as the Board may from time to time delegate to or impose upon it, except as is or may be limited by law or any other provision of these Bylaws.

C. **Chair.** The Chair of the Board shall preside at all meetings of the Executive Committee. In the absence of the Chair, or in the event of inability or refusal to act, the Vice Chair of the Board shall perform all the duties of the Chair.

D. **Notice.** Notice of standing meetings via conference call of the Executive Committee need not be given. Notice of in-person meetings of the Executive Committee must be given 30 days in advance. Notice of a special meetings of the Executive Committee need not state the purpose of the meeting and, notwithstanding the provisions of Article XII of these Bylaws, shall be given with such advance notice and in such manner as the Chair determines is reasonable and consistent with the practices of the corporation.

E. **Minutes and Reports.** The Executive Committee shall keep regular minutes and provide copies to Trustees at their request.

F. **Meetings.** The Executive Committee shall hold meetings as need arises at such time and place as may be determined by the Chair. Meetings of the Executive Committee may be via telephone conference call or in person.

2) **Board Development Committee.**

A. **Committee Composition.** A Board Development Committee of no fewer than four Trustees shall be appointed from among Trustees then serving in office by the Chair in consultation with the Executive Committee. The Chair will also designate a chair for the Committee. The Committee will be designated at the first meeting of the Executive Committee in the Chair's tenure, and at subsequent meetings if required. The Board Development Committee shall include both At Large Trustees and Trustees who are State Arts Agency Executive Directors. Members of the Committee will serve one year renewable terms.

B. **Powers.** The Board Development Committee shall have the power to nominate individuals to serve on the WESTAF Board of Trustees and also, in consultation with the Chair or the Chair-Elect, to nominate Board Officers and At Large members of the Executive Committee. The Board Development Committee shall also have and exercise such powers as the Board may from time to time delegate to or impose upon it, except as is or may be limited by law or these Bylaws.

C. **Chair.** The chair of the Committee shall preside at all meetings of the Board Development Committee. In the absence of the chair, or in the event of inability or refusal to act, an officer of the Board shall be appointed by the Board Chair to perform all the duties of the Committee chair.

D. **Notes.** The Board Development Committee shall keep keep meeting notes and provide copies to Trustees at their request.

E. **Meetings.** The Board Development Committee shall hold meetings as need arises at such time and place as may be determined by the Committee chair. Meetings may be via telephone conference call or in person.

3) **Multicultural Advisory Committee**

A. **Committee Composition.** A Multicultural Advisory Committee of no fewer than two Trustees and four members of the public shall be appointed by the Chair. Members of the Multicultural Advisory Committee will serve one year renewable terms. The Multicultural Advisory Committee shall include both Trustees who are At Large and State Arts Agency Executive Directors.

B. **Powers.** The Multicultural Advisory Committee will advise the WESTAF Trustees and staff on issues of diversity, equity, accessibility, and inclusion. The Multicultural Advisory Committee will also evaluate
and advise concerning WESTAF programs and initiatives related to diversity, equity, accessibility, and inclusion. The Multicultural Advisory Committee shall also have and exercise such powers as the Board may from time to time delegate to or impose upon it, except as is or may be limited by law or these Bylaws.

C. **Chair.** The chair of the Multicultural Advisory Committee shall be a current Trustee appointed by the WESTAF Chair. A vice chair of the Committee will also be appointed by the WESTAF Chair.

D. **Notes.** The Multicultural Advisory Committee shall keep notes of their meetings.

E. **Meetings.** The Multicultural Advisory Committee shall hold meetings as the need arises at such time and place as may be determined by the Chair. Meetings may be via telephone conference call or in person.

4) **Ad Hoc Committees.** In addition, the Chair may designate and appoint Ad Hoc Trustee Committees as needed. The Chair or Board may also dissolve such Committees.

A) **Powers.** Committees shall have and exercise the authority given them by the Chair or the Board of Trustees, except the Chair does not have authority to delegate the powers of the Board to any Ad Hoc Committee.

B) **Term of Office.** Each member of an Ad Hoc Committee shall be appointed by the Chair for a term of one year that is renewable by the Chair.

C) **Committee Chair.** One member of each Ad Hoc Committee shall be appointed as chair of the Committee by the Chair of the Board.

5) **Generally Applicable Provisions.** The following provisions apply to all Committees of the Board except for the Executive Committee:

A) **Vacancies.** Vacancies in the membership of any Committee may be filled by the Chair.

B) **Quorum.** Unless otherwise provided in the documentation establishing a Board Committee, a majority of the whole Committee then serving in office shall constitute a quorum and the act of the majority of the members present and constituting at least a quorum shall be the act of the Committee. After due notice, any action of such Committee may be taken without a meeting if consent, setting forth the action so taken, shall be signed by all the Trustees who are members of such Committee.

C) **Notice.** Notice of regular or standing meetings of any Committee need not be given. Notice of a special meetings of a Committee need not state the purpose of the meeting and shall be given at least five (5) days in advance of the meeting as provided for in Article XII of these Bylaws.

D) **Rules.** A Committee may adopt its governing rules. Such rules shall not be inconsistent with these Bylaws, with rules otherwise adopted by the Board, or applicable law.

**Article VI**

**Subsidiary Organizations**

**Section 1: Authority to Form** The corporation may incorporate, form or organize a new organization which is wholly owned or controlled by the corporation (a “subsidiary”).
Section 2: Types of Subsidiaries A subsidiary may be of any type permissible by law, including, without limitation, a 501 (c) (3), 501(c) (4), other nonprofit classifications, or for-profit corporations, partnerships, or limited liability companies.

Section 3: Board Approval of the Subsidiary In advance of the formation of a subsidiary, the legal structure of the subsidiary, the governance structure of the subsidiary, and the purpose and principles related to the work of the subsidiary, will be approved by the Board. The Board will review and approve all documents that pertain to the establishment of the subsidiary and its governing structure.

ARTICLE VII
Corporation Officers and Operations

Section 1: Officers The executive officers of the corporation shall be an Executive Director and such Deputy or Assistant Directors as may be determined by the Executive Director.

Section 2: Executive Director The Board shall have the authority to hire, terminate and set salary and term by contract of the Executive Director. Performance reviews and termination of the Executive Director shall be in accordance with procedures established by the Board. The Executive Director may be removed from office at the pleasure of the Board, although removal by the Board does not affect whatever rights the Executive Director may have under any contract or agreement with the corporation.

Section 3: Vacancy In the event of a vacancy or incapacity of the Executive Director, the Board may designate an Acting Executive Director.

Section 4: Duties of Executive Officer A. The Executive Director shall be employed by the Board as the corporation’s Chief Executive Officer, and act in accordance with policy determined by the Board. The Executive Director shall have such powers and perform such duties as are generally incident to the office of a Chief Executive Officer including authority to sign contracts and promissory notes provided such actions are within the framework of the Corporation’s annual budget as approved by the Board of Trustees. The Executive Director has authority to employ the corporation’s staff, including its Deputy and Assistant Directors, set salaries, and terminate employees.

Article VIII
Participation Fees

Section 1: Determination of the Fee The Board of Directors shall determine, in its discretion, the amount of the fee to be assessed to each state arts agency in the WESTAF region.

Section 2: Benefits Payment of the participation fee entitles a state to: a) a seat for at least one individual from the state on the Board of Trustees with the person selected through the WESTAF nomination process; b) Eligibility for a state’s state arts agency executive director to be elected to one of the five board seats reserved on the board for executive directors of state arts agencies; and c) any other benefits that may be made available to the state arts agency by the corporation.
ARTICLE IX
Contracts, Checks, Deposits and Funds, Drafts, etc.

Section 1: The Board may authorize any officer or officers, agent or agents or employee of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract and execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or specific.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued for amounts over $250,000 in the name of the corporation shall be signed by an officer or officers, agent or agents or employee of the corporation in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Director.

Section 2: Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Director selects.

Section 3: Gifts. The Board may accept or reject on behalf of the corporation any contribution, gift, bequest or device for the general purposes or any special purpose of the corporation and may adopt policies for acceptance or rejection of such gifts which shall bind all Board Officers, corporation officers, employees and any other agents of the corporation. Gifts and bequests linking WESTAF to long term, ongoing and significant obligations must be approved by the Board of Trustees.

ARTICLE X
Books and Records
The corporation shall maintain correct and complete books and records of accounts and shall also maintain the minutes of the meetings of the Board and the corporation's Committees in conformance with law.

ARTICLE XI
Corporate Seal
The Corporate Seal of the corporation shall be in such form as shall be approved by resolution of the Board.

ARTICLE XII
Notices
Notice of any special meeting of the Board or any meeting of the Executive Committee shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or email to each Trustee or Committee member at their last known address as shown by the records of the corporation. If mailed or emailed, such notice shall be deemed to be delivered when sent. Any Trustee or Committee member may waive notice of any meeting. The attendance of a Trustee or Committee member at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee, or Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and, after raising such objection, leaves the meeting.

ARTICLE XIII
Revisions or Amendments
These Bylaws may be revised or amended by majority action of the Board of Trustees then serving in office.
Proposed revisions or amendments will be recommended by the Executive Committee to the Board and provided in writing to the Trustees at least 30 days prior to any meeting at which such revisions or amendments are to be considered.
Christian Gaines Offer Letter

October 2, 2018

Christian Gaines
535 Fountain Street NE
Grand Rapids, MI 49503

Dear Christian,

On behalf of the WESTAF Board of Trustees, I am pleased to offer you the position of Executive Director reporting to the Board of Directors through the Chair of the Board, starting on January 14, 2019. We are enthusiastic about having you join the organization to work with our trustees, staff, partners and community stakeholders to implement WESTAF’s ambitious strategic plan and lead the next evolution of WEST AF. We are confident that your knowledge, experience, and energy will offer the leadership and guidance required for WESTAF’s future.

The priorities of the Executive Director in the first year will be to:

- Become fully acquainted with the board, staff, programs, stakeholders, operations, funding and financial management of WESTAF;

- Work with the Executive Committee to develop annual goals tied to WESTAF's strategic plan in your first 90 days. Your goals will include strategic and operational focus areas, and we will develop them collaboratively with you. Going forward, you will have the opportunity to regularly report progress on them to the Board.

- Manage the day-to-day operations of WESTAF.

The terms that we have agreed are as follows: Your salary will be $205,000 annually.

Your work performance will be evaluated by the Chair and/or designees of the Chair on an ongoing basis. An annual formal performance evaluation of your work and salary review will be completed each fiscal year. All compensation will be paid in accordance with WESTAF's pay schedule and subject to normal withholdings. In addition to your compensation, you will also receive a benefits package that includes medical insurance, a health savings account, dental insurance, Life/AD&D/Disability Insurance, and a retirement plan.

- You will receive a one-time, lump sum payment of $6,000 on December 1, 2018 to cover all relocation and transition costs. These costs include legitimate expenses associated with your relocation to Denver, including: relocation of household goods, art and other material goods; realtor's fees and/or fees associated with breaking leases at your current place of residence; travel expenses for one house hunting trip; and miscellaneous transition costs.
The lump sum amount might be deemed to be taxable by tax authorities, and you are responsible for retaining appropriate receipts and for appropriate tax submissions.

- Prior to your start date of January 14, 2019, we invite you to attend the WESTAF Board meeting on October 24-25, 2018 in Vail, CO and the upcoming NASAA Assembly meeting on November 1-3, 2018 in Baltimore, MD. WESTAF will cover your travel expenses including airfare, transportation, and meals in accordance with the organization's travel reimbursement policy.

- You will be entitled to four (4) weeks of vacation days annually and standard sick leave days in accordance with WESTAF’s standard policy, with the understanding that the rhythm of our work varies and will provide appropriate latitude in your work schedule. As the Executive Director it is expected that you will arrange your vacation schedule so as not to disrupt the efficient operation of WESTAF.

- WESTAF is an "at-will" employer. This means that you will serve at the pleasure of WESTAF and its Board and either party can terminate the relationship with or without cause for any reason with at least thirty days prior written notice. For termination without cause only, you shall receive six (6) months of severance.

- In consideration of your employment with WESTAF, its promise to arbitrate all employment related disputes, and your receipt of the compensation and other benefits to be paid to you by WESTAF, at present and in the future, you agree that any and all controversies, claims, or disputes with anyone (including WESTAF, and any current or former employee, agent, executive, manager, affiliate, or benefit plan of WESTAF, in their capacity as such or otherwise) arising out of or relating to your employment with WESTAF or the termination of that employment, will be subject to binding arbitration under the arbitration rules applicable in the State of Colorado and pursuant to Colorado law. You agree that any arbitration will be administered by the American Arbitration Association ("AAA") and that the arbitrator will be selected in a manner consistent with AAA’s Employment Arbitration Rules. If you accept the terms of this offer letter, the resulting Agreement will be governed by the laws of the State of Colorado.

- As part of your responsibilities you will have access to confidential information of WESTAF. You agree not to either directly or indirectly, use for your personal benefit or divulge, disclose or communicate in any manner any information that is proprietary to WESTAF. You will protect such information and treat it as strictly confidential. This provision shall continue to be effective after the termination of this agreement.

We will provide you a copy of the WESTAF Employee Handbook, which outlines WESTAF employment policies and procedures. You will, of course, be expected to become familiar with and follow these policies and procedures. We will also provide you with documentation on WESTAF’s benefits package, health and benefits options. Before you start, we shall ask you to complete a Form W-4 (Employee's Withholding Allowance Certificate) and a Form 1-9 (Employment Eligibility Verification).

Please sign a copy of this letter indicating your acceptance of the offer. Please note that this offer expires on October 5, 2018 unless executed by both parties. If you should have any questions regarding the particulars of this offer please do not hesitate to contact me at any time. On behalf of the Board of Trustees, we are all truly excited about you serving as WESTAF’s new Executive Director. We look forward to working with you to further develop WESTAF as an institution of unique importance to benefit the arts community.
Executive Director Position Announcement

Click here to be directed to the PDF version of the position announcement to share with outsiders.

Executive Director
WESTAF (The Western States Arts Federation)

WESTAF seeks an entrepreneur with a significant understanding of technology and a commitment to cultural causes to develop, deploy, and maximize revenue from software and services that strengthen nonprofit arts ecosystems.

WESTAF is a nonprofit organization that weaves together technology, thought leadership, and innovation to energize, network, and grow funding for public sector arts agencies. Headquartered in Denver, Colorado, it is one of six regional arts organizations in the United States. WESTAF provides advocacy, policy, arts programming, and professional development services to the arts agencies in the states of Alaska, Arizona, California, Colorado, Hawai‘i, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, and Wyoming. In addition, through its technology programs, it serves arts organizations and artists in every state in the country. WESTAF has taken an entrepreneurial approach to addressing the needs of the arts and culture field by developing technology products and providing software as a service (SaaS). The income generated from these services enables WESTAF to elevate the arts and culture field through a number of initiatives.

Key Areas of Endeavor
The key areas in which the Executive Director will be engaged are:

- Ongoing development of seven existing and distinct technology products that support the arts and culture field and development of new technology products:
  - ZAPPlication®, the market leader for online application and adjudication management, is used by more than 850 art fairs and festivals and 80,000 artists nationwide.
  - CallforEntry™, an online application and adjudication-management system used by public art programs, galleries, museums, and educational institutions.
  - GO Smart™, an online grants-management system designed for public sector arts agencies to administer grant programs.
  - Independent Music On Tour™, a project that matches independent musicians with nonprofit presenters.
  - Creative Vitality Suite™, a research-based online economic development tool with national level data about the for-profit and nonprofit aspects of the creative economy in every part of the United States.
  - Public Art Archive™, an online archive of public art in the United States.
  - YouJudgeIt™, an affordable, web-based tool for managing small competitions of all types.

- Advocacy, networking, and convenings that are designed to help the cultural community explore critical issues affecting arts and culture, support the state and national legislative agendas of state arts agencies in WESTAF’s 13-state region, increase the capacity of state arts agencies through the provision of professional development opportunities, and the provision of consulting services related to the development of cultural policy.
- Sponsorship of multicultural initiatives, including the establishment of a pipeline of diverse arts leaders through the Emerging Leaders of Color Professional Development program. Proactive engagement with state arts agencies in the WESTAF region and beyond and also regional arts organizations in efforts that promote diversity, equity, and inclusion at the local, state, and regional levels.

The WESTAF Structure
WESTAF is a complex organization. It serves the arts and culture sector through programs, advocacy, and policy work. Simultaneously, the organization develops and deploys technology products in an SaaS form to generate earned income that supports both arts and culture initiatives and furthers the development of WESTAF software products. WESTAF has experienced solid growth over the years and has an FY18 core budget of $4.4 million. The organization also manages $30 million in funds that are collected on behalf of client organizations. Most of these funds are remitted to the client organizations after being collected, documented, and discounted.

WESTAF has a full-time staff of 26 and 5 permanent external contractors. Governed by a board of 22, WESTAF operates as a nonprofit organization; however, it is the majority owner of a significant for-profit subsidiary. WESTAF recently completed a rigorous, collaborative, and inclusive strategic planning process that outlines strategies for the next 10 years and has established metrics to evaluate the impact of those strategies.

The Position
Reporting to the board of trustees through the Chair, the Executive Director will implement WESTAF’s 10-year vision to strengthen the arts ecosystem. The Executive Director will be responsible for: managing all of the organization’s professional staff, funding, and resources; implementation of WESTAF’s programs and services; continual improvement of WESTAF software; and maximizing users and revenue flows of WESTAF software and associated services.

The Executive Director will be the primary driver of current and new technology and service initiatives and will reinforce and expand WESTAF’s role as a meaningful player in the arts-technology space. The individual will develop new customers, software-distribution channels, and strategic partnerships while ensuring that overall revenue, user count, and satisfaction goals are achieved. The Executive Director will hold primary responsibility as the organization’s chief salesperson and proactive steward of WESTAF’s line of arts-technology products and services.

The Executive Director will hire a Deputy Director, a newly created position that will provide cultural policy leadership at the local, state, and national levels and also guide the arts programming of the organization. The Executive Director, Deputy Director, all staff, and the full board will promote WESTAF’s substantial commitment to advancing diversity, equity, and inclusion in the arts.

Preferred Qualifications and Characteristics
The Executive Director will be a social entrepreneur who understands the need for art communities to shape technology products. The individual will ideally have direct experience with the Software as a Service business. The successful candidate will also have a significant number of the following qualities:

- Proven business and leadership experience
- A demonstrated ability to build earned revenue
- An ability to attract and retain talent, especially technology talent
- Experience as a facilitator and catalyst for new ideas
- Experience structuring and nurturing financial investments and partnerships
● The ability to gain the support and confidence of the board and staff at all levels
● The holding of deep-seated values related to advancing diversity, equity, and inclusion
● Outstanding oral and written communication skills, including excellent public speaking skills for formal and extemporaneous presentations

Compensation
The compensation for this position is competitive. Special incentive and bonuses for reaching key metrics can be included. Health, retirement, and other benefits are part of the compensation package.

Application Deadline: Tuesday, July 31, 2018.

For more information, to recommend a candidate, or to apply please contact:
Lisa Grossman - 650/323-3565 or lisag@moppenheim.com
Patrick Salazar – 310/230-5315 or patricks@moppenheim.com

To apply for this position, send a cover letter and resume to:
Laurel Sherman, Project Coordinator, WESTAF
search@westaf.org
Deputy Director, WESTAF

WESTAF’s vision is to weave technology, thought leadership, and innovation to energize, connect, and fund thriving public sector arts agencies and communities. Reporting to the Executive Director, the Deputy Director will lead and guide the development of progressive, sustainable, and high-impact arts-policy programs and services. WESTAF’s 10-year vision and strategic plan set forth aggressive goals and metrics. Key among them are tasks and initiatives related to strengthening state arts agencies, increasing equity in the arts field, increasing public funding and support for the arts, and advancing WESTAF’s position as a thought leader. The Deputy Director will play a key role in achieving these goals, with a focus on advancing the work of state arts agencies.

The Deputy Director is responsible for the management, resourcing, and implementation of WESTAF’s policy-related programs, services, and advocacy at local, state, and national levels. The Deputy Director will serve as the primary liaison with federal agencies, regional arts organizations, and state and local arts agencies. They will identify, coordinate, and align key individual, organizational, and agency partners with WESTAF’s strategic priorities and advocacy goals to increase public funding for the arts.

The Deputy Director will work with and supervise senior staff managing the arts-technology programs of WESTAF to identify and increase strategic opportunities to synergistically advance WESTAF’s policy and technology work through WESTAF thought leadership, research supporting the field, and use of data.

In collaboration with the Executive Director, the Deputy Director will help promote and sustain WESTAF’s substantial commitment to advancing diversity, equity, and inclusion in the arts. The Deputy Director will position WESTAF’s policy-related programs, services, and advocacy to proactively promote diverse leadership and inclusion in the arts.

Reporting

The Deputy Director reports to the Executive Director. Although there is no direct reporting relationship to the WESTAF board of trustees for this position, the Deputy Director works closely with trustees to develop strategy and implement WESTAF’s advocacy initiatives.

Essential Functions of the Deputy Director

- Develops, refines, and implements programs, services, and consulting services related to policy options and positioning for state arts agency participants in WESTAF.
- Works with WESTAF-region state arts agencies to help them become stronger, more innovative, entrepreneurial, and relevant to their constituencies.
● Develops and implements strategies to support WESTAF’s thought leadership in the field, including positioning and managing convenings, developing white papers, and developing key messaging.

● Establishes and promotes effective communication channels to position WESTAF as a leader and advance WESTAF’s mission and work.

● Maximizes the impact of WESTAF advocacy funds investments with strategies to achieve the organization’s strategic impact goals.

● With the Executive Director, identifies and aligns key individual, organizational, and agency partners to increase public funding for the arts at the state and national levels.

● Develops and implements public relations campaigns to build awareness of arts-related issues to drive legislation and policy informed by trends, political opinion, and public opinion.

● Manages external relationships with the National Endowment for the Arts, Regional Arts Organizations, and other arts and public policy organizations that benefit WESTAF and its participating states.

● Oversees selected WESTAF programs, including TourWest, the Multicultural Initiative, and Executive Search Services.

● Provides advice on programmatic dimensions of WESTAF’s earned-income programs.

● With senior staff, executes and advances WESTAF policy-related programs and services to proactively support and expand the promotion of leaders of color in the West.

● Represents WESTAF at conferences, convenings, public meetings, and important political functions.

● In coordination with the Executive Director, assists the board of trustees in executing their work and achieving WESTAF’s vision.

Competencies

● Leadership
● Strategic thinking
● High emotional intelligence
● Relationship builder
● Problem solving/analysis
● Synthesizer
● Results driven
● Excellent communication
● Outstanding political skills
● Competence with and commitment to diversity, equity, and inclusion
Qualifications

- Bachelor’s degree. A master’s degree is preferred
- Five years of public policy work at state and/or national level
- Demonstrated management and supervisory experience
- Demonstrated experience in advancing diversity, equity, and inclusion
- Exemplary written and oral communication skills
- Experience and formal training in arts disciplines and/or arts administration preferred

Position Type/Expected Hours of Work

This is a full-time position located in Denver, Colorado. General hours and days of work are Monday through Friday, 8:30 a.m. to 5:00 p.m. However, this position regularly requires long hours and frequent weekend work.

Travel

The Deputy Director travels an average of four days per month. Because Denver is located centrally, most travel requires a single overnight stay, and some can be accommodated by same-day, round-trip travel.
Orientation Note: This search timeline was used by the Search Committee in its work. When the Committee located a superior set of candidates, it was able to conclude its work earlier than expected.

WESTAF Executive Director Search Timeline

Friday January 12, 2018
Deadline for proposals from interested search firms to the WESTAF office.

Wednesday, January 17, 2018
Proposals are in the hands of the Search Committee for preliminary evaluation.

Monday, January 22, 2018
Deadline for Search Committee scoring of the RFPs.

Friday, January 26, 2018
Members of the Search Committee receive the short list of firms that will be interviewed the following week.

Monday, January 29 and Tuesday, January 30, 2018
The Search Committee meets in Denver
  ● Receives an update on the planning process and a briefing regarding how the plan informs the search.
  ● Receives a briefing regarding the day-to-day work of the current executive director.
  ● Selects a search firm or reduces the pool of applicants for the search job.
  ● Provides advice on the contents of a position description for the new executive director.

February, 1 through February 23, 2018
The Search Committee Chair, the WESTAF Chair, and the WESTAF Treasurer work with WESTAF staff to prepare a draft contract and work plan for the selected executive search firm.

Monday, February 26 and Tuesday, February 27, 2018
The WESTAF board of trustees meets in Los Angeles. The board hears a report of the search process and reviews and approves or does not approve the Search Committee’s recommendation of an executive search firm.

Thursday, March 1, 2018
The search firm begins work related to recruitment for the position.

August 2018 through December 2018
  ● The Search Committee reviews candidates and applications.
  ● The Search Committee interviews candidates.
  ● The Search Committee ensures that board members, staff, and technology experts are engaged appropriately throughout the process.
● The Search Committee selects one finalist.

**January, 2019**
- The WESTAF trustees spend time with the finalist.
- The WESTAF trustees approve or do not approve of the Search Committee-selected finalist.
- The finalist(s) is/are interviewed by technology experts who assess the candidate’s(‘) knowledge of technology.

**January/February 2019**
- The Search Committee negotiates a contract with the new executive director.
- The trustees approve the contract with the new executive director.

**March through August 1, 2019**
- Start date for the new executive director is set. *The contract of the current executive director concludes the first day of August, 2019. The current executive director may be away on vacation during the month of July. The trustees need to decide whether there will or will not be any overlap in work times and/or whether a new hire could start earlier than August 1, 2019, with the outgoing executive director working on project wrap-up and process consultation from his home office.*
Orientation Note: These two documents provide additional information on the current status of state arts agencies. One is a preview of the coming year and the other is a summary of the state of affairs at the conclusion of the most recent legislative session.

Click HERE to view NASAA’s State Arts Agency Legislative Appropriations Preview for Fiscal Year 2019

Click HERE to view NASAA’s report on FY18 state arts agency revenues
Orientation Note: The new WESTAF strategic plan has been approved by the trustees and is now ready to be presented to constituents and friends of WESTAF. How the plan will be rolled out and to whom remains to be finalized. A discussion of the issue will help inform a final decision on how the rollout is structured and to whom it is focused.

Final WESTAF Vision and Plan

Click HERE to view the final WESTAF Vision and Plan
Orientation Note: During the summer months, trustee Joaquin Herranz, Jr. led a task force that examined the WESTAF Advocacy and Leadership program. Held annually in Washington, DC, the program has been in place for seven years. The report of the task force is presented below.

WESTAF DC Seminar Task Force

Final Recommendations
August 2018

Outlined below is a summary of the recommendations on how to proceed with the Arts Leadership and Advocacy Seminar. These items were discussed over two conference calls with the DC Seminar Task Force in July 2018. Overall, instead of a major restructuring of the event, the Task Force recommends streamlining the structure to focus on advocacy goals as well as providing more explicit guidance to state delegation leaders and invitees regarding expectations for participation.

Committee and Purpose
At the request of WESTAF Board Chair Erin Graham, Joaquin Herranz chaired a task force comprised of Teniqua Broughton, Karen Hanan, and Kelly Stowell to review and recommend possible options for the next DC Seminar.

The WESTAF Board Meeting Within the Seminar
The WESTAF board meeting that is traditionally convened within the Seminar is not a very robust meeting and takes time away from advocacy work. Instead of scheduling an official board meeting during the Seminar, the WESTAF trustees should consider meeting via a Skype/Zoom conference call in advance of the DC meeting. The two-hour board meeting may then be re-structured to be highly engaging rather than focused on routine business activities. The purpose of that meeting could be designed to: a) engage new board members; b) focus on issues of advocacy; and c) cover any unexpected and time sensitive items of business.

Who Should Be Invited to Attend the Seminar?
While there is some variation among state delegations, the Task Force believes that the previous intended mix of invitees worked well in the past and is likely to work again for advocacy purposes. Filling out state delegations with ideal candidates can be difficult to realize in an even manner across all WESTAF states. The profiles detailed below are designed to aspire to an ideal delegation, over time though, it may be a major challenge in some states. The template would include the following types of individuals:

- A highly seasoned political operative who is currently connected with and doing business with several members of a state’s congressional delegation.
- An advocacy-experienced individual who can organize, schedule, and otherwise manage the state delegation.
- A representative from the state arts agency--usually the chair or executive director--who commits to establishing and nurturing long-term relationships with the state’s congressional delegation.
● An alumna or alumnus of the Emerging Leaders of Color program, with whom WESTAF is working to introduce to federal-level advocacy and the WESTAF advocacy network.
● The director of the state arts advocacy organization, provided the advocacy organization is functional and the director is capable of engaging in federal-level advocacy.
● All WESTAF trustees.

Involving New People
Opportunities must continue to be provided for new people to join the Seminar as part of the effort to build the arts advocacy field. Often, new people must learn during their first year and are only able to be effective in their second year. While constructing the WESTAF delegation of only seasoned advocates may be desirable, filling the pipeline with new people is also important.

Strategic Use of Time and Refocus in Legislature Meetings
The time window(s) available for visits need to be lengthened in order to provide more time to schedule visits. While selecting legislators for visits based on their ability to influence processes related to the NEA budget has always been a strategy, there needs to be a stronger focus of the state delegations to target these individuals.

State Delegation Leaders
There needs to be a clear communication with the state delegation leaders to express what is expected of them. The state delegation leader should be in charge of communicating the schedule and needs of the group to WESTAF staff. In addition, the state leaders should have regular check-ins ahead of the Seminar with staff to discuss the state advocacy strategy.

Advance Training
Additional advance training of the participants engaged in the Seminar would be beneficial. For example, perhaps WESTAF could provide a basic introduction to expectations for participants as part of the invitation and travel coordination process.

Year-Round Advocacy Efforts
In an effort to connect with the WESTAF region, there should be a call with WESTAF staff and the state leaders from the Seminar every quarter. The purpose of this call would be to a) understand what is happening in the region, b) to relay important political information, and c) continue to foster the relationship.
Orientation Note: Paul Nguyen, the manager of the Creative Vitality Suite project, will brief the board on the status and future of that project.

Paul Nguyen Bio

Paul Nguyen is the data manager for the Creative Vitality Suite as well as the manager of the CVSuite team. He earned a master’s degree in data science from Regis University, where he worked on projects such as the development of machine-learning algorithms to segment cellular nuclei from microscopy images. He also worked on a project that created classification models to identify candidates for coronary heart treatment. For the Creative Vitality Suite, Nguyen utilizes his knowledge of data and technology to maintain the program’s ETL (extract, transformation, and loading) processes. He also provides clients with analyses of CVSuite data and visualizations of those data. During his 10-year employment at WESTAF, Nguyen has contributed to many of WESTAF’s technologies, assisting with AGILE development processes, product ownership, technical documentation, and user-interface design. He earned a bachelor’s degree in fine art from the Parsons School of Design and draws on his creative background to develop innovative solutions for technology and data problems.

Orientation Note: Many in the arts field do not know the difference between the data available in the Creative Vitality Suite™ and other data available from other sources in the arts. In order to help educate the field to the differences, the CVSuite team developed a promotional one-sheet.

Click HERE to view the CVSuite One-Sheet

Orientation Note: One of the benefits of the Creative Vitality Suite software is that users can pull reports directly from the tool.

Click HERE to view a sample CVSuite Snapshot Report
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<td>Nikiko Masumoto</td>
<td>Farmer, Artist, Volunteer</td>
<td>9336 E. Lincoln Avenue&lt;br&gt;Del Rey, CA 93616&lt;br&gt;(Tel.) 559-346-9319&lt;br&gt;(Email) <a href="mailto:nikmasu@gmail.com">nikmasu@gmail.com</a>&lt;br&gt;(Term) 10/2018</td>
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Karmen Rossi
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Wyoming Congressional Award Council
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(Email) Steven.Tepper@asu.edu
(Term) 10/2018
Orientation Note: We understand that board members are constantly engaged in new endeavors. From time to time, staff contacts trustees and requests that they suggest updates to their bios. The person who manages this is WESTAF staff member Laurel Sherman. She can be reached at Laurel.Sherman@WESTAF.org or via phone at 303-629-1166.

WESTAF Board of Trustees Bios

Roy Agloinga | WESTAF Secretary  
Program Officer | Rasmuson Foundation | Anchorage, Alaska

Roy Agloinga is a program officer at Rasmuson Foundation. Agloinga is the co-author of the *Qawiaaq Iŋḷuik Inupiat Dictionary* and currently serves as board secretary for the White Mountain Native Corporation. He is a trustee for WESTAF (the Western States Arts Federation). His experience includes rural health administration; Inupiat language preservation, education, and training; and government policy. He has also served as a health corporation board member, tribal administrator, and city council member. Angelina has a bachelor's degree in English and a degree in secondary education from the University of Alaska Fairbanks. He is a continuing language student of Inupiat and Spanish. Agloinga is a tribal member of the Native village of White Mountain and a shareholder for Golovin, White Mountain, and Bering Straits Native corporations.

Tamara Alvarado | WESTAF Vice Chair  
Executive Director | School of Arts and Culture @MHP | San Jose, California

Tamara Alvarado is the executive director of the Leo M. Shortino Family Foundation. Alvarado previously served as the executive director of the School of Arts and Culture at the Mexican Heritage Plaza. Prior to that position, she was the director of multicultural leadership for 1st ACT Silicon Valley. From 2003-2008, she served as executive director of MACLA/Movimiento de Arte y Cultura Latino Americana in San Jose, California. From 1999-2003, she served as program director for the newly opened Washington United Youth Center, a partnership between Catholic Charities and the City of San Jose. She is the past president of the board of directors for ACE Charter Schools in San Jose. Alvarado is also co-founder of the Multicultural Arts Leadership Institute, a leadership development program for people of color working in arts, culture, and entertainment now housed at the School. A traditional Aztec dancer for the past 18 years, she is a member of Calpulli Tonalehqueh Danza Azteca of San Jose. Alvarado is originally from Escondido, California and holds a bachelor's degree in Spanish literature from Stanford University.

Cyndy Andrus | WESTAF Treasurer  
Chair | Montana Arts Council | Bozeman, Montana

After working in Yellowstone Park for many years, Cyndy Andrus settled in Bozeman, Montana, where she spent 10 years working for the Bozeman Area Chamber of Commerce as the Convention and Visitor Bureau director. In May 2011, she left the chamber and started her own consulting business (Andrus Consulting), providing small communities in Montana with strategic planning and economic development tools to enhance the tourism experience in the community. Andrus has served six years on the Bozeman City Commission and was elected mayor in November 2015. She serves on three state governor-appointed councils (the Montana Arts Council (currently chair), the Tourism Advisory Council (past chair), and the Montana Heritage Commission) in addition to her service on the board of directors for the National Assembly of State Arts Agencies and the board of the Western States Arts Federation. She is a graduate of the University of Minnesota with a bachelor’s degree in elementary education.
Bassem Bejjani
Vice President | CARAVAN | Sammamish, WA
Bassem Bejjani is the past chair of the Washington State Arts Commission (ArtsWA). He also serves as vice president of the board of CARAVAN, a nonprofit organization dedicated to building peace through the arts between the creeds and cultures of the East and West. Bejjani is also chief medical officer of Metis Genetics, a company dedicated to telegenetic medicine and genetic counseling. He is interested in arts and science education and the role of art in enhancing creativity, scientific learning, and critical thinking. A pediatrician and medical geneticist by training, Bejjani is a longtime patron of the arts who retired as chief medical officer of Signature Genomics, a company he co-founded in 2003 and sold to PerkinElmer, Inc. in 2010. He also served on the board of the Spokane Symphony, where he was executive vice president. A native of Lebanon, he has a bachelor’s degree in chemistry and a doctor of medicine degree from the American University of Beirut. He has earned board certifications in pediatrics, medical genetics, clinical molecular genetics, and clinical cytogenetics.

Dana Bennett
President | Nevada Mining Association | Reno, Nevada
Dana Bennett became the first woman to lead the Nevada Mining Association in December 2014. Previously, Bennett spent time as a senior researcher in Governor Brian Sandoval’s office, then as regional director for the governor’s economic development office. Before that, she was director of government affairs for R&R Partners in Las Vegas. She also owned her own historical research firm. Bennett has authored four books on the history of Midas and Battle Mountain; more than a dozen historical articles on Nevada politics, mining, communities, cowboys, rodeo and the transformation of the state’s economy; 16 oral histories of notable Nevadans; and a few documentary films. Bennett earned her doctorate in history from Arizona State University in 2011. She obtained a master’s degree in women’s history from State University of New York at Binghamton and a bachelor’s degree in U.S. history from Boise State University.

Wendy Bredehoft
Artist | Laramie, Wyoming
Now working full-time in her studio, Wendy Bredehoft previously was the education curator for the University of Wyoming Art Museum; served as the director of cultural resources for the State of Wyoming, and as the arts education specialist for the Wyoming Arts Council. Bredehoft’s mixed media work investigates visual nuances of the world around us, focusing on details that provide a basis for understanding and responding to specific places and experiences. She is co-founder of the artists’ groups Pipeline Art Project (pumping art from the energy state of Wyoming), Sequencing Through Time and Place (visual art, photography, and dance) and Laramie Artists Project. Together, these arts groups in the past 10 years have successfully initiated and implemented 15 exhibitions; 5 informational social media sites (including Studio Wyoming, now numbering over 600 members); 1 visual arts conference; Studio Wyoming Review, a review of visual arts across Wyoming appearing regularly in the online news journal, WyoFile. Bredehoft has received a Wyoming Arts Council Visual Art Fellowship Honorable Mention Award (2016), grants for artistic research and travel, and artist residency opportunities. Her work is in public and private collections nationwide. She obtained a master’s degree in visual arts from Vermont College in 1996, and a bachelor’s degree in visual arts from the University of Wyoming in 1984.

Teniqua Broughton
Cultural Consultant | Phoenix, Arizona
Teniqua Broughton is a champion for the equitable accessibility and the advancement of arts education for all people. By leveraging her leadership, compassion, strategic planning, and action, Broughton has served in
multiple capacities to advance her mission. She has extensive experience serving on regional and national panels around diversity and inclusivity initiatives. Broughton is committed to advocating on Capitol Hill for education and the arts, and for House bills affecting our children. This solidifies Broughton as an agent for change in the arts education community. She recognizes that one must become actively involved in the decision-making process when striving to evoke change. For more than 10 years, Broughton has been committed to imparting her insights on board governance best practices to several arts education organizations, both locally and nationally. Broughton previously managed the Cultural Participation Department at Arizona State University (ASU) Gammage, the largest presenting organization in the Southwest. Broughton has contributed to the Live Nation Arts Education Task Force and serves as vice-chair of the Arts Learning Committee for the City of Phoenix Arts and Culture Commission. Although she leads with her heart, many have recognized her for her tireless work in the community and abroad. Her most recent recognition was the 2014 honor of being named Community Leader in Arts Education by the Arizona Community Foundation’s Black Philanthropy Initiative (BPI). Broughton holds a master’s degree in educational administration and supervision and bachelor of integrated studies in education psychology, with an emphasis in theater for youth. She is the founder and operator of Verve Simone Consulting, LLC.

Natalie Camacho Mendoza  
**Camacho Mendoza Law | Boise, Idaho**  
Natalie Camacho Mendoza manages her own law firm in Boise, Idaho; practice areas include business law, employment law, workers’ compensation defense, and American Indian law. Camacho Mendoza received a bachelor’s degree in political science from Idaho State University, and a law degree from Washburn University School of Law in Kansas. Camacho Mendoza has served in leadership in nonprofit organizations and associations. She also has been appointed and selected to many task forces, committees and commissions including being appointed by Gov. Cecil Andrus to the Idaho Commission on Hispanic Affairs following law school graduation. She has lobbied for farm worker, immigrant, Latino and Native American issues. She also volunteered as president of Image de Idaho, an advocacy group for the Latino community and the education of its youth. She chaired Idaho’s Hispanic Issues Training Conference several times; the conference addressed important issue facing Idaho’s Hispanic Community. She also served as the Co-Chair for the capital campaign for the creation of the Hispanic Cultural Center of Idaho. In 2014, she was named a Leader in Law by the Idaho Business Review and has received recognition from the Tri-State NAACP for her commitment to equality.

Michael Faison  
**Executive Director | Idaho Commission on the Arts | Boise, Idaho**  
Michael Faison is the executive director of the Idaho Commission on the Arts. Faison previously served as the arts in education division director of the Pennsylvania Council on the Arts, the assistant director of the Oregon Arts Commission, and the executive director of the Center for Arts Management and Technology at Carnegie Mellon University in Pittsburgh. Faison has served as an information technology consultant for Pittsburgh’s Manchester Craftsmen’s Guild and worked as a high school art and commercial art teacher in the Austin, Texas Independent School District. Faison is a member of the WESTAF board of trustees. He holds a bachelor’s degree in studio art from the University of Texas at Austin, a master’s degree in management from Carnegie Mellon University, and multiple Texas teaching certifications.

Loie Fecteau  
**Executive Director | New Mexico Arts | Santa Fe, New Mexico**  
Loie Fecteau is the executive director of New Mexico Arts and its advisory New Mexico Arts Commission. Fecteau has focused much of her tenure on arts-based economic development and cultural tourism, including the development of Arts Trails (designed to put New Mexico artists on the map and bring the market to them), as well as the creation of state-designated Arts and Cultural Districts in partnership with the New Mexico
Economic Development Department’s MainStreet program. Fecteau serves on the board of directors of the National Assembly of State Arts Agencies (NASAA) and is currently secretary. Fecteau also serves on the WESTAF (Western States Arts Federation) board of trustees, WESTAF’s Multicultural Advisory Committee, and as the New Mexico state captain for Americans for the Arts. Prior to becoming an arts administrator, Fecteau was a journalist for more than 20 years, covering politics in New Mexico, Pennsylvania, and Connecticut. She received a master’s degree in journalism from the University of Missouri and a bachelor’s degree in English from Marietta College. She has long believed in the transformative power of the arts.

Tony Garcia
Executive Artistic Director | El Centro Su Teatro | Denver, Colorado
Tony Garcia has been the executive artistic director of El Centro Su Teatro since 1989 and a member of Su Teatro since 1972. He is responsible for the overall operation of the organization, which includes overseeing all departments and directors. Additionally, he is responsible for the organization’s artistic programming. Garcia has received numerous awards and accolades for his artistic vision, including the 1989 University of California, Irvine Chicano Literary Award; a 2005 United States Artists Fellowship; and a recent artist residency at the Island Institute in Sitka, Alaska. He is an adjunct professor at Metropolitan State University in Denver. Garcia received his bachelor’s degree in theatre from the University of Colorado at Denver.

Erin Graham | WESTAF Chair
Chief Operating Officer | Oregon Museum of Science and Industry | Portland, Oregon
Erin Graham is chief operating officer for the Oregon Museum of Science and Industry (OMSI), where she oversees marketing, retail, exhibits, programs, facilities, and IT. In her previous role as vice president for development at OMSI, she led significant year-over-year increases in private contributions while simultaneously launching OMSI’s first capital campaign in 20 years. Before joining OMSI, Graham served as member relations manager for Business for Culture and the Arts and as director of operations and in-house counsel for a company dedicated to connecting independent musicians and industry professionals through innovative technologies. In her community work, Graham is immediate past chair of the advisory board for the Bolz Center MBA in the Wisconsin School of Business at the University of Wisconsin-Madison. She also serves as chair of the board of trustees for WESTAF (the Western States Arts Federation), and as a development committee member for the Association of Science - Technology Centers (ASTC). She frequently consults local nonprofit organizations on fundraising. Graham has a master’s degree in arts administration and a juris doctorate from the University of Wisconsin-Madison.

Karen Hanan
Executive Director | ArtsWA | Olympia, Washington
Karen Hanan was appointed executive director of ArtsWA (the Washington State Arts Commission) by Governor Jay Inslee effective March 2014. The agency, established in 1961, is charged with speaking up for the public value of the arts, building leadership in and for the arts, and strengthening arts education in the state’s public schools. ArtsWA is also responsible for documenting the impact of the arts on the state’s communities and in people’s lives, and sharing the findings. The agency’s work also includes building participation in the arts and acquiring and caring for artwork in the State Art Collection sited at Washington’s K-12 public schools, colleges, universities, and state agencies. Prior to her current appointment, Hanan was the executive director of Arts Northwest, the regional service organization for the performing arts. Before that, she was the founder and first executive director of the Olympic Peninsula’s Juan de Fuca Festival of the Arts, a four-day multicultural, multi-stage festival held each year over Memorial Day weekend. The organization also offers programs, shows, and outreach to locals and visitors year round. Hanan holds a bachelor’s degree from Leeds Polytechnic in England. She is well known as a resource to the greater arts community in the
Northwestern U.S. and beyond. In 2014, Hanan was honored with a Distinguished Service Award in recognition of “exceptional leadership and dedication to the field.”

Joaquín Herranz, Jr.
Associate Dean | Evans School of Public Affairs | University of Washington | Seattle, WA
Joaquín Herranz, Jr. is the associate dean for academic programs and professor of public affairs at the Evans School of Public Affairs at the University of Washington. Herranz is currently writing a book about the quadruple bottom line for 21st-century organizations that adds cultural creativity as a fourth bottom line to the financial, social, and environmental performance expectations of governmental, nonprofit, and for-profit organizations. His other research includes studies of multi-sectoral network performance and the relationship between arts, culture, and community economic development. He has conducted research for the Urban Institute, the United States Department of Housing and Urban Development, the World Bank, and the International Labour Organization. Herranz is a member of the WESTAF board of trustees. He holds a master’s degree in city planning from the University of California at Berkeley and a doctorate in urban political economy and policy from the Massachusetts Institute of Technology.

Ann Hudner
Director of Communications | Ziba Design | Portland, OR
As a communications professional with an expertise in strategic positioning, media relations, and community engagement, Ann Hudner has been involved in the art and design conversation on multiple levels in various capacities. Currently serving as director of communications at Ziba Design, a global innovation and design consultancy in Portland, Oregon, Hudner integrates the responsibilities of external relations, marketing, and public programs to advance the firm’s reputation, creating opportunities for new business and influencer cultivation. She relocated to the Pacific Northwest in 2008 to take the position of vice president for communications and public programs at Pacific Northwest College of Art, where she was responsible for the reorganization and elevation of the college’s communications function and public programs platform. Also, while in Portland, Hudner developed an art and design management consultancy, working with developers and architects as their business liaison to artists and designers, commissioning and installing local artwork for their properties across the country. Prior to this, Hudner led the External Relations Department at Rhode Island School of Design for 14 years, where she established their national media relations program and developed external collaborations to elevate the college’s influencer platform and global visibility. She has served as a board member of Design Museum Foundation and played an active role in their national expansion into Portland, OR; San Francisco, CA; and Chicago, IL. Additionally, with essayist and design journalist Akiko Busch, Hudner was co-editor on the publication, Szenasy, Design Advocate, a collection of writings by Susan S. Szenasy, Metropolis magazine’s former publisher/editor-in-chief published by Metropolis Books, ARTBOOK | D.A.P. With a master’s degree in journalism/news media management and a bachelor’s degree in business administration, she has been active for more than 30 years in developing strategic platforms, collaborative initiatives and complex partnerships working with artists, designers, socially progressive businesses, architects, developers, nonprofits, higher education, and the media. Hudner currently serves as a trustee for WESTAF (Western States Art Federation), a regional nonprofit arts service organization dedicated to strengthening the financial, organizational, and policy infrastructure of the arts in the West.

Jonathan Johnson
Executive Director | Hawai‘i State Foundation on Culture and the Arts | Honolulu, Hawai‘i
Jonathan Johnson was appointed executive director of the Hawai‘i State Foundation on Culture and the Arts (SFCA) in 2014. He has been with the SFCA since 1988, holding many positions within the agency, including program manager, project manager, conservation coordinator and registrar for the Art in Public Places Program, and director of the Hawai‘i State Art Museum (HiSAM). Johnson grew up in Honolulu, was in public
education from K-12, graduated from Kalani High School, and attended California Lutheran University where he earned a bachelor’s degree in design with an emphasis on business administration. He developed relationships with government and the arts and architecture communities as he oversaw the creation and installation of monumental art projects throughout the islands. Over the course of his SFCA career, Johnson has managed more than 130 of the commissioned works of art seen in state office buildings, libraries, public schools, university campuses, the convention center, state hospitals, and airports. He has worked on conservation projects, curated exhibitions at the Hawai‘i State Art Museum, oversaw the artist-in-residence programs at four dozen Hawai‘i public schools, was the project lead on the HiSAM sculpture garden and initiated the HiSAM ArtBento museum education program. Johnson was also appointed the chairman of the Hawai‘i Commemorative Quarter Advisory Commission, which guided the design process representing Hawai‘i in the 50 States Quarter Program. Johnson has a passion for the concept of a “museum without walls,” and is a strong advocate for arts in public education, ensuring access to arts and encouraging community participation. He draws on his 30 years of arts administration experience as he helps to guide SFCA in carrying out the goals of the agency outlined in the new Strategic Plan for FY2019-2023. The plan’s priorities focus on “supporting the artistic expressions of Hawai‘i’s diverse cultures and communities, enhancing public engagement in culture and the arts, strengthening arts education for all learners, and enriching the public sphere through the arts.”

Michael Lange
Director | Wyoming Arts Council | Cheyenne, Wyoming
Michael Lange is the executive director of the Wyoming Arts Council and helps strengthen Wyoming communities by using the arts as a vehicle for positive change. Prior to serving as executive director, Lange served as the community development specialist for the arts council and worked for the University of Wyoming, where he used the arts as a catalyst for co-curricular student development initiatives. Lange is a trustee for WESTAF (the Western States Arts Federation). His research interests are centered on exploring and creating structures and atmospheres that promote creativity and he is the recipient of the 2017 Northwest College Alumnus of the Year. Lange is also a musician and composer, performing mostly in the jazz idiom. He holds a bachelor’s degree in music and a master's degree in public administration.

Nikiko Masumoto
Organic Farmer and Artist | Fresno, California
Nikiko Masumoto first learned to love food as a young child slurping the nectar of overripe organic peaches on the Masumoto Family Farm. Since then, she has never missed a harvest. A farmer, artist, and leader, Masumoto works alongside her father to raise organic peaches, nectarines, and grapes. She calls herself an “agrarian artist,” cultivating the richness of life in the Central Valley through farming, food, stories, art, and community. She debuted her one-woman show, What We Could Carry, about Japanese American Redress hearings in 2011 and co-authored her first book, The Perfect Peach (Ten Speed Press), with Marcy Masumoto and David Mas Masumoto. Her artistic work currently is focused on Yonsei Memory Project, which she co-founded with Brynn Saito to awaken the archives of Japanese American history through site-specific creative and public pedagogy. Masumoto has a bachelor’s degree in gender and women’s studies from the University of California at Berkeley and a master’s degree in performance as public practice from the University of Texas, Austin.

Karmen Rossi
Deputy Director | Wyoming Congressional Award Council | Cheyenne, WY
Karmen Rossi is a deputy director for the Wyoming Congressional Award, a nonprofit service organization for youth. Prior to accepting this position, she was a field representative for U.S. representatives Liz Cheney and Cynthia Lummis of Wyoming. In her position, she oversaw an eight-county service area in which she interacted
with business and community leaders, assisted constituents reaching out for assistance with federal agencies, and served as the military affairs specialist for the district office. Rossi is currently a board member and former director of the Wyoming Arts Alliance (WyAA), a statewide nonprofit arts organization that seeks to provide a voice and effective advocacy for the arts. At WyAA, Rossi oversaw the annual state block booking conference, Arts Advocacy Day, and the general operations of the statewide organization. Rossi’s other nonprofit experience includes serving as interim executive director of the Wyoming Affiliate of Susan G. Komen. Rossi is also involved in her community by serving on the Cheyenne Frontier Days Old West Museum Western Art Show committee and the education team for United Way of Laramie County. Rossi holds a bachelor’s degree in international affairs from the University of Colorado, Boulder.

Kelly Stowell  
Executive Director | Center for Education, Business, and the Arts | Kanab, Utah  
Kelly Stowell has been the executive director of the Center for Education, Business, and the Arts since 2008 and also serves as the Kane County film commissioner. He is a native of southern Utah, where he grew up on a ranch in Parowan. Before relocating to Kanab, he was the executive director of the Utah Student Association with the Utah System of Higher Education. Stowell’s background includes stints in Washington, DC with United States Senator Orrin Hatch from Utah. Stowell earned a degree in business and psychology from Utah Valley University.

Steven J. Tepper  
Dean | Herberger Institute for Design and the Arts, Arizona State University | Tempe, Arizona  
Steven J. Tepper is the dean of the Herberger Institute for Design and the Arts at Arizona State University, the nation’s largest, comprehensive design and arts school at a research university. Tepper is a leading writer and speaker on U.S. cultural policy and his work has fostered national discussions around topics of cultural engagement, everyday creativity, and the transformative possibilities of a 21st century creative campus. Prior to ASU, Tepper was on the faculty at Vanderbilt University, where he was a chief architect of the Curb Center for Art, Enterprise and Public Policy, a national think tank for cultural policy and creativity. Tepper holds a bachelor’s degree from the University of North Carolina at Chapel Hill; a master’s degree in public policy from Harvard University’s John F. Kennedy School of Government; and a Ph.D. in sociology from Princeton University.
Orientation Note: Trustees are encouraged to contact any member of the staff who they think can address their question or solve their problem. There is no need for trustees to only contact only senior staff. Of course, if a trustee feels that an issue is not being addressed fully or properly by staff, we advise that the trustee contact the Executive Director. Contact information for each staff member is located on the WESTAF website.

Staff List

Anthony Radich
Executive Director

Julia Alvarez, CaFE™ Program Associate
Mareike Bergen, Program Associate, ZAPP®
Greer Brown, Customer Service Associate
Chrissy Deal, Program Manager
Rebecca Dominguez, Customer Service Associate
Lori Goldstein, Manager, Public Art Archive™
Amy Hollrah, Finance Director
Seyan Lucero, Associate Director
Steffany Murcia, Customer Service Associate
Paul Nguyen, Data Manager, CVSuite™
Julia Passantino, ZAPP® Communications & Support Associate
Adam Sestokas, Director of Technical Operations
Raquel Vasquez
Manager of Client Services, CaFE™
Natalie Villa, Project Associate
Lauren Wilson, Finance Associate
Michelle Baca, Finance Associate
Justina Braziulyte, Program Associate, ZAPP®
Rebecca Brown, Finance Project Associate and HR Manager
Janae De La Virgen, Administrative Assistant
Susan Gillespie, Account Executive, Technology Solutions
Jessica Gronich, Program Manager, GO Smart™
Leah Horn, Director of Marketing and Communications
Lani Morris, Customer Service Associate
Bennett Alex Myers, Jr. Support and Automation Engineer
Samantha Ortega, Administrative Assistant
Madalena Salazar, Program Manager, IMTour™
Laurel Sherman, Project Coordinator
Christina Villa, ZAPP® Manager
Matt Virlee, Technology Solutions Manager
Orientation Note: The winter meeting of the WESTAF Board of Trustees is often scheduled to coincide with the annual WESTAF Leadership and Advocacy Seminar in Washington, DC. Because the scheduling of that meeting depends on the congressional calendar, the date for winter meetings of the trustees are usually not known until November or December in the year preceding the meeting. Also, please know that, although we make every effort to hold meetings in the locations that are identified in this document, the WESTAF chair is empowered to change the location, should there be a reason to meet elsewhere. Thus, if you are planning personal travel to an area of the WESTAF region based on the location of a board meeting, we advise that you check with the WESTAF office to confirm that the meeting scheduled for that location is actually going to occur in that place.

Scheduled Meetings of the WESTAF Board of Trustees

The formal WESTAF meetings usually begin at 6:00 p.m. on the first day and conclude no later than 2:30 p.m. on the second day. Committee meetings (Executive Committee and Board Development Committee) may be scheduled for as early as 3:00 p.m. on the first day of the meeting.

February, 2019
Salt Lake City, Utah
Days of the week and dates to be determined (usually Tuesday/Wednesday/Thursday)

May, 2019
Bozeman, MT
Wednesday, May 15 and Thursday, May 16

October, 2019
Tucson, Arizona
Wednesday, October 23 and Thursday, October 24

February, 2020
Washington, D.C.
Days of the week and dates to be determined (usually Tuesday/Wednesday/Thursday)

May, 2020
Boise, Idaho
Wednesday, May 20 and Thursday, May 21

October, 2020
Santa Fe, New Mexico
Wednesday, October 28 and Thursday, October 29

February, 2021
Washington, D.C.
Days of the week and dates to be determined (usually Tuesday/Wednesday/Thursday)
May, 2021
Honolulu, Hawai‘i
Wednesday, May 19 and Thursday, May 20

October, 2021
Denver, Colorado
Wednesday, October 27 and Thursday, October 28

February, 2022
Washington, D.C.
Days of the week and dates to be determined (usually Tuesday/Wednesday/Thursday)

May, 2022
Seattle, Washington
Wednesday, May 18 and Thursday, May 19

October, 2022
Anchorage, Alaska
Wednesday, October 26 and Thursday, October 27

February, 2023
Washington, D.C.
Days of the week and dates to be determined (usually Tuesday/Wednesday/Thursday)

May, 2023
San Francisco, California
Wednesday, May 17 and Thursday, May 18
Orientation Note: If you need assistance completing expense reimbursement forms, please contact Samantha Ortega at sam.ortega@westaf.org. Also, several WESTAF trustees contribute some or all of their incidental expenses to WESTAF by not seeking reimbursement. If you can do so, this gift is greatly appreciated and the WESTAF office can supply you with a letter documenting your contribution.

**Travel Expense Reimbursement Policy for WESTAF Guests**

As Revised November 2017

The Western States Arts Federation (WESTAF) reimburses persons traveling on WESTAF business for actual and necessary travel expenses up to a reasonable amount. When traveling on WESTAF-related business, please exercise prudence.

**When a Travel Expense Reimbursement Form is Required**

The travel expense reimbursement form (attached) must be completed when requesting reimbursement related to travel for WESTAF. All expenses for which reimbursement is sought must be documented in the form of a receipt that contains details of all of the items purchased. All reported expenses, including hotel, airline, Uber or taxi, parking, and meals, require a detailed receipt. A detailed receipt is not the final credit card charge receipt the purchaser signs but the itemized list of goods or services and the charge for each. The detailed receipt should be accompanied by the related signed credit-card receipt.

**Presenting Your Reimbursement Request**

To qualify for a reimbursement, please present the documentation of your expenses in the following format:

- Complete the travel expense reimbursement form.
- On a letter-size sheet of paper, provide notes of your trip so that the accounting staff can book the travel expense to the proper account. For example: *June 17, 2014 - travel to Denver to participate in a meeting of performing arts touring administrators.* Also, if you incurred some kind of unusual expense, please note why. For example: *An extra night in Denver was required because the airport was closed due to a large snowstorm.*
- On a letter-size sheet or sheets of paper, tape receipts related to your travel.
- Prepare the three above-mentioned items in a packet that is organized as follows:
  - Top item: The WESTAF travel expense reimbursement form
  - Second item from top: A letter-size sheet of paper that contains notes related to the purpose of the trip and any unusual expenditures
  - Third item: A sheet or sheets of letter-size paper to which receipts are taped.
- Submit the packet via mail to: Finance Staff, WESTAF, 1888 North Sherman Street, Suite 300, Denver, Colorado 80203.

**Reimbursement for Meals**

WESTAF does not have a per diem meal policy that allows individuals to spend any amount on a meal, provided all meals fall below a total meal allowance for a day. Rather, WESTAF allows travelers to spend up to a limited amount for each meal. The allowable maximum costs for the meals are: a) breakfast--$10.00; b) lunch--$12.00; and c) dinner--$25.00. Total daily meal costs should not exceed $47.00. Other WESTAF restrictions on meal reimbursements are:
WESTAF will not reimburse a tip of more than 20%. In addition, the tip is considered to be part of the meal price. Thus, for lunch, the cost of a lunch plus the tip will not be reimbursed for an amount greater than $12.00.

Detailed receipts for meals are required, not optional. A detailed receipt lists the items purchased for a meal and the cost of each item. WESTAF will not reimburse or pay for meals unless detailed receipts are provided.

Because of restrictions on the NEA funds it receives, WESTAF cannot use NEA funds to reimburse the purchase of alcohol. Thus, WESTAF discourages those traveling on WESTAF business from seeking reimbursement for the purchase of alcohol.

WESTAF does not reimburse for snacks or coffee unless these items are purchased in lieu of a meal.

When traveling for WESTAF-hosted meetings and events, meal expenses will not be reimbursed if a meal is provided by WESTAF.

Air Travel:
WESTAF requires travelers to book their travel through the WESTAF travel agent. The WESTAF travel agent adheres to the following guidelines when working with travelers:

- Arrival times and departure times: When booking flights, please review the agenda for the start and ending times of your meeting. Arrivals and departures will be scheduled to ensure the traveler can attend both opening and closing segments of a meeting. The target time to arrive at the event itself—not the airport—is 45 minutes to one hour prior to the start of the event. Travelers should not plan to depart for the airport until 15 minutes following the conclusion of a meeting. In cases where travel schedules are infrequent, the WESTAF travel agent has been authorized to make exceptions to these rules in order to avoid keeping a WESTAF traveler overnight. In such rare instances, the WESTAF travel agent will notify WESTAF of potential delayed arrivals or early departures.

- While WESTAF prefers to secure the lowest fare, it seeks to avoid tickets with connecting flights. However, if there is a significant difference in cost, WESTAF will ask the traveler to use a connecting flight. For example, if travel from point A to point B is $600 direct and $350 through a connecting city, WESTAF will insist on the connection.

- All tickets with a fare that exceeds $500 must be approved in advance by WESTAF. The travel agent will work with WESTAF on the approval process.

- If a traveler desires a more expensive ticket due to timing, airline bonus miles advantages, or an extended stay, WESTAF can accommodate these requests provided the traveler pays the difference. In these cases, the WESTAF travel agent will request that travelers pay for the flights on their own credit cards, and WESTAF will reimburse them when they submit a travel expense reimbursement report. In order to facilitate this, WESTAF will require the WESTAF travel agent to notify WESTAF of the lower fare amount and the amount the traveler elected to pay. WESTAF will only reimburse the traveler for the lower fare amount.

Additional Fees for Travel:
Many airlines now offer a basic or discounted airfare that allows passengers to bring only one carry-on personal item such as a purse, briefcase, or small underseat bag. Such airlines charge for checking a larger carry-on bag and/or luggage. WESTAF will reimburse employees and others traveling for WESTAF for one extra-cost bag. The maximum reimbursable fee for this service is $25.00.

For some airlines, this may mean that the traveler must check a bag in lieu of carrying on luggage because a carry-on may incur a higher fee. Please always book the lowest cost baggage—either free carry on or lower cost checked bags.

WESTAF will not reimburse travelers for more than one bag. However, in some special circumstances, such as transporting meeting materials or special equipment as requested by WESTAF, WESTAF may pay for additional bags but will only do so with advance approval.

The WESTAF travel agent must work with the traveler to book the cheapest bag option. If a traveler wishes to incur fees for more than one $25 bag, fees for the additional bag(s) can be purchased by the traveler at check-in but will not be reimbursed by WESTAF. If the airline provides free carry-on, WESTAF will not pay additional baggage fees for the traveler.

Below is a link to a site that provides comparative information on the baggage fees charged at various airlines. https://www.farecompare.com/baggage-fees/

- **Alaska Airlines** - Carry-on is preferred because this is free.
- **American Airlines** - Free carry-on or $25.00 carry-on if a low-rate fare is booked. Checked bags are $25; if travelers book the low-rate fare, they have the option to check or carry on a bag (for a maximum of $25) as the rate is the same.
- **Frontier** - Checked bag is $25.00; carry-on is $35.00. Travelers who need a bag should use the checked-bag option.
- **Hawaiian** - Free carry-on
- **Southwest** - Free carry-on or free checked bag
- **United** - Free carry-on for standard fares; for the lower fare, the checked-bag is $25.00, and the carry-on is $35.00. Travelers should choose the checked-bag option if they need a bag on lower fare options.
- **Delta** - Free carry-on for standard fares; for the lower fare, the checked-bag is $25.00, and the carry-on is $35.00. Travelers should choose the checked-bag option if they need a bag on lower fare options.

WESTAF will not pay fees incurred in making a seat selection, preferential treatment in boarding, flight changes, or upgrades. If travelers desire those items, they must pay for those services directly at check in or pay for the difference in the ticket cost. For example, if an all-inclusive ticket cost is $350, and a low-fare ticket cost is $150, WESTAF will pay the fare amount of $150, and travelers will be required to pay the additional $200.00 if they prefer the all-inclusive ticket. As a rule, if a traveler wants to book a higher fare flight when there is a cheaper option, we ask the traveler pay the WESTAF travel agent the difference in cost via credit card.

**Mileage**

Mileage is reimbursed by WESTAF at up to $0.485 per mile. If a personal vehicle is used for an extended trip, the reimbursable amount is the lesser of the individual mileage rate versus the cost of renting a car (including gas) or the round-trip coach airfare for the same period.

**Timely Submission of Reimbursement Requests and Expense Reports**
Travel-expense reports must be printed in ink, signed, dated, and returned to WESTAF with the appropriate receipts within 30 days of the completion of a trip.

**In-Kind Tracking**
Please record the value of your in-kind contributions (contributions of direct expenses, the value of time, and the value of services for which the traveler does not seek reimbursement and is donating to WESTAF) at the bottom of the travel expense reimbursement form. This information is used to help match the funds the NEA allocates to WESTAF on a matching basis.

**Approval of Expense Reports**
All reimbursement requests and expense reports are subject to the approval of the executive director and/or the finance officer.

END