

# Museum Foundation

## Regular Meeting

January 21, 2025 | 5:30 p.m.

Chandler Museum, Saguaro Room  
300 S. Chandler Village Dr., Chandler, AZ  
or Webex 1-415-655-0001  
Code 2663 567 5526 Password RrwmbD7xU56



### Board Members

Barbara Meyerson, Chair  
Joan Clark, Vice-Chair  
Tom Escobedo, Treasurer  
Adam Turner  
Brenda Abney  
Calvenea Malloy  
Jacki Ryan  
Joshua Askey  
Martin Sepulveda  
Richard Feely  
Mary Cimaglio  
Gregory Herriman

Pursuant to Resolution No. 4464 of the City of Chandler and to A.R.S. § 38-431.02, notice is hereby given to the members of the Museum Foundation and to the general public that the Museum Foundation will hold a REGULAR MEETING open to the public on Monday, January 21, 2025, at 5:30 p.m., at the Chandler Museum, Saguaro Room, 300 S. Chandler Village Dr., Chandler, AZ, or virtually via Webex or by calling phone 1-415-655-0001, access code: 2663 567 5526.

Persons with disabilities may request a reasonable modification or communication aids and services by contacting the City Clerk's Office at (480) 782-2181 (711 via AZRS). Please make requests in advance as it affords the City time to accommodate the request.

Agendas are available in the Office of the City Clerk, 175 S. Arizona Avenue.

**Museum Foundation**  
**Regular Meeting Agenda - January 21, 2025**

## Call to Order/Roll Call

## Unscheduled Public Appearances

Members of the audience may address any item not on the agenda. State Statute prohibits the Board or Commission from discussing an item that is not on the agenda, but the Board or Commission does listen to your concerns and has staff follow up on any questions you raise.

## Consent Agenda

Items listed on the Consent Agenda may be enacted by one motion and one vote. If a discussion is required by members of the Board or Commission, the item will be removed from the Consent Agenda for discussion and determination will be made if the item will be considered separately.

1. Approval of Minutes from November 18, 2024 Chandler Museum Foundation Board Meeting  
Move for Approval of Minutes from November 18, 2024 Chandler Museum Foundation Board Meeting

## Action Agenda

2. Approval of Museum Foundation 2024-25 Revised Budget  
Move for Approval of Museum Foundation 2024-25 Revised Budget
3. Approval of Revised Bylaws of the Chandler Museum Foundation  
Move for Approval of Revised Bylaws of the Chandler Museum Foundation

## Discussion

4. Presentation of The Ranch at Tumbleweed Park 30% Designs
5. New Board Member Introduction
6. Foundation Fundraising Options for 2025
7. Live Binder Presentation
8. Status of Bond Election

## Member Comments

## Member Announcements

## Calendar

9. Next Museum Foundation Executive Subcommittee Meeting will be February 3, 2025, at 1:00 p.m. at the Chandler Museum.

Next Museum Foundation Board Meeting will be February 18, 2025, at 5:30 p.m. at the Chandler Museum.

## Information Items

## Adjourn



**Museum Foundation      Cultural Development    Memo No.**

**Date:**    01/21/2025

**To:**       Museum Foundation

**From:**   Rebecca Vega, Museum Adult Program Associate

**Subject:** Approval of Minutes from November 18, 2024 Chandler Museum Foundation Board Meeting

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**Proposed Motion:**

Move for Approval of Minutes from November 18, 2024 Chandler Museum Foundation Board Meeting

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**Attachments**

Minutes

# Meeting Minutes

## Chandler Museum Foundation

### Regular Meeting

November 18, 2024 | 5:30 p.m.  
Chandler Museum, Saguaro Room  
300 S. Chandler Village Drive, Chandler, AZ



### Call to Order

The meeting was called to order by Barbara Meyerson at 5:31 p.m.

### Roll Call

#### Board Member Attendance

Barbara Meyerson, Chair  
Joan Clark, Vice-Chair  
Rich Feely, Treasurer  
Joshua Askey  
Calvenea Malloy  
Jacki Ryan  
Brenda Abney  
Tom Escobedo

#### Staff Attendance

Jody Crago, Museum Manager  
Kim Moyers, Cultural Development Director  
Peter Bugg, Museum Operations Manager

#### Absent

Adam Turner  
Martin Sepulveda  
Al Quihuis

### Unscheduled Public Appearances

None.

### Consent Agenda

1. Approval of Minutes from October 28, 2024 Chandler Museum Foundation Board Meeting
  - Joan Clark made a motion to approve minutes from the October 28, 2024 Chandler Museum Foundation Board Meeting
  - Jacki Ryan seconded the motion.
  - Motion carried unanimously (8-0). The minutes with suggested changes were approved.

## Action Agenda

1. Chandler Museum Foundation Supports Funding Additional Space for Processing, Conservation and Exhibition of Art and Cultural Objects in Chandler
  - Joan Clark made a motion to approve the Museum Foundation Spending Policy
  - Tom Escobedo seconded the motion. Motion carried unanimously (7-0).
  - Joan Clark made a motion that Chandler Museum Foundation Supports Additional Space for Processing, Conservation and Exhibition of Art and Cultural Objects in Chandler
  - Tom Escobedo Seconded the motion.
  - Joan Clark shared about a tour that was given to Councilmember Matt Orlando of the new OA+D exhibition, during which Councilmember Orlando recommended that the Museum Foundation request funding in the upcoming bond election for an additional processing, funding, and exhibition space for the museum.
  - Kim Moyers answered questions from Museum Foundation Board members and explained elements of the bond election project selection process.
  - Additional discussion continued on what the Museum Foundation should include in the bond funding request.
  - Motion carried unanimously (8-0).

## Discussion

None.

## Briefing

3. Status of Friends of the Museum Membership Campaign
  - Jody Crago stated that there were 15 memberships in October. Thank-you emails are sent out the Tuesday following a patron taking out a membership. The members names are displayed on the RiseVision monitor in the mail hallway of the Museum.
4. Holiday Celebration with Chandler Cultural Foundation and Chandler Arts
  - Jody Crago stated that all board members should have received an invite to the combined holiday celebration with the Museum Foundation, Chandler Cultural Foundation and the Chandler Arts Commission.
5. Launch of the Museum Fundraising Work Group
  - Rich Feely stated launch of the Museum Fundraising Workgroup would be postponed due to Adam Turner's absence at the Meeting.
  - Rich asked if any board members wanted to volunteer to serve on this workgroup.
  - Jacki Ryan volunteered to serve on the Fundraising Workgroup.
6. Museum Exhibition and Programs Schedule Report
  - Peter Bugg presented all the programs and exhibitions that the new reorganized Museum would be working on in the next several months.

7. "Night at the Museum: Superhero Edition" Update

- Jody Crago invited the Museum Board to attend the special event. Jody highlighted several of the activities at the event and explained that this event was funded by a City Council amendment.
- Jody Crago stated that there were currently 577 people registered to attend.

8. Museum Foundation 2022-2023 Audit Update

- Jody Crago noted that the Museum Foundation had planned to only complete a financial audit every two years. The Museum Foundation did not budget for an audit of the FY 2023-2024. After City of Chandler review, it was determined that the FY 2023-2024 audit had to be completed.
- Rich Felly stated that the Finance Subcommittee would review the Museum Foundation's budget and adjust to account for this expense.
- Jody Crago stated that Deputy City Manager and Chief Financial Officer for the City of Chandler, Dawn Lang, had assigned Management Services staff to draft amended by-law language for the Museum Foundation so that the audit would only happen every two years until the Museum Foundation reached a certain threshold of revenue generation. Dawn was also attempting to renegotiate the cost of the audit for the Museum Foundation with the auditing firm.

9. Museum Foundation Spending Report

- Jody Crago distributed a Year-to-Date Spending Report from July 1, 2024 to November 18, 2024.
- Jody stated that the Executive Subcommittee wanted this report submitted to the full board.
- Jody explained that this report only reflected approximately 5 months of the Museum Foundation's spending but did show that general donations, rental revenue, and Museum Store revenue had all outperformed revenue expectations.
- Rich Feely stated that the Finance Subcommittee would review this report at their December meeting.

10. Museum Director's Report

- Jody Crago recapped the Organic Architecture and Design Archives event on November 9, 2024
- Jody highlighted the 5 exhibition installs that the Museum completed over the last five weeks.

## Member Comments

None.

## Member Announcements

None.

## Calendar

11. Next Museum Foundation Executive Subcommittee Meeting will be November 25, 2024, at 1:00 p.m. at the Chandler Museum.
12. Next Museum Foundation Governance Subcommittee Meeting will be December 9, 2024, at 10:00 a.m. at the Chandler Museum
13. The Museum Foundation Board Meeting scheduled for December 9, 2024 was CANCELED
14. Next Museum Foundation Governance Subcommittee Meeting will be December 17, 2024, at 3:30 p.m. at the Chandler Museum
15. Next Museum Foundation Board Meeting will be January 21, 2025, at 5:30 p.m. at the Chandler Museum

## **Adjourn**

The meeting was adjourned at 6:46 p.m.

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Barbara Meyerson, Chair

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Jody Crago, Staff Liaison



**Museum Foundation      Cultural Development    Memo No.**

**Date:**            01/21/2025  
**To:**             Museum Foundation  
**From:**        Rebecca Vega, Museum Adult Program Associate  
**Subject:**      Approval of Museum Foundation 2024-25 Revised Budget

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**Proposed Motion:**

Move for Approval of Museum Foundation 2024-25 Revised Budget

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**Attachments**

Revised Budget

# Chandler Museum Foundation

## REVISED Draft Budget 1-3-2025

July 2024 - June 2025

	TOTAL		
	ACTUAL	BUDGET	% OF BUDGET
Revenue			
4100-00 Admissions			
4110-01 Admissions - Adult		0.00	
4110-02 Admissions - Senior		0.00	
4110-03 Admissions - Youth		0.00	
4120-00 Admissions - Fundraising		0.00	
4130-00 Admissions - Outreach & Education		0.00	
4140-00 Admissions - Workshops/Camps		0.00	
4150-00 Admissions - Programs		0.00	
<b>Total 4100-00 Admissions</b>		<b>0.00</b>	
4200-00 Rentals			
4210-00 Facility Rental	1,056.00	1,200.00	88.00 %
4211-00 Living Room		0.00	
4212-00 Saguaro Room		0.00	
4213-00 Agave Room		0.00	
4214-00 Courtyards		0.00	
4215-00 Museum Buy-out		0.00	
<b>Total 4210-00 Facility Rental</b>	<b>1,056.00</b>	<b>1,200.00</b>	<b>88.00 %</b>
4220-00 Rentals - After Hours Staff Fee	300.00	240.00	125.00 %
<b>Total 4200-00 Rentals</b>	<b>1,356.00</b>	<b>1,440.00</b>	<b>94.17 %</b>
4400-00 Grants & Sponsorships			
4410-00 Grants		0.00	
4420-00 Sponsorships		0.00	
<b>Total 4400-00 Grants &amp; Sponsorships</b>		<b>0.00</b>	
4500-00 Contributed Income			
4510-00 Contributions - Donations, Unrestricted	81.25		
4511-00 Contributions - Donations, Unrestricted - Memberships	950.00	0.00	
4512-00 Contributions - Donations, Unrestricted - General Admission	492.75	500.00	98.55 %
4513-00 Contributions- Donations, Unrestricted - Fundraising		50,000.00	
4514-00 Contributions - Donations, Unrestricted - Memorials		0.00	

# Chandler Museum Foundation

## REVISED Draft Budget 1-3-2025

July 2024 - June 2025

	TOTAL		
	ACTUAL	BUDGET	% OF BUDGET
4515-00 Contributions - Donations, Unrestricted - Auction/Fundraising Revenue		0.00	
<b>Total 4510-00 Contributions - Donations, Unrestricted</b>	<b>1,524.00</b>	<b>50,500.00</b>	<b>3.02 %</b>
4520-00 Contributions - Donations, Restricted			
4521-00 Contributions - Donations, Restricted - Memorials		0.00	
4522-00 Contributions - Donations, Restricted - Miscellaneous		0.00	
4523-00 Contributions - Donations, Restricted - Endowment		1,100.00	
4524-00 Chandler Historical Society Legacy		0.00	
4525-00 Contributions - Donations, Restricted - CHS - Collections - Oral History Program		0.00	
4526-00 Contributions - Donations, Restricted - CHS - Exhibits - History Spot Downtown Breezeway		0.00	
4527-00 Contributions - Donations, Restricted - CHS - Programs - Our Stories Speaker Series		0.00	
4528-00 Contributions - Donations, Restricted - Outreach Program, Sun Lakes		0.00	
<b>Total 4520-00 Contributions - Donations, Restricted</b>		<b>1,100.00</b>	
4530-00 Contributions - Donations, In-Kind		0.00	
<b>Total 4500-00 Contributed Income</b>	<b>1,524.00</b>	<b>51,600.00</b>	<b>2.95 %</b>
4600-00 Museum Store Revenue			
4610-00 Sales - Museum Store	10,197.61	25,500.00	39.99 %
4610-01 Sales of General Items	112.00	0.00	
4610-02 Sales - Exhibit Related Items		0.00	
4611-03 Sales - Museum Branded Items		0.00	
<b>Total 4610-00 Sales - Museum Store</b>	<b>10,309.61</b>	<b>25,500.00</b>	<b>40.43 %</b>
4640-00 Museum Store - Discount Income	-220.24	-510.00	43.18 %
4650-00 Museum Store - Shipping Income		0.00	
<b>Total 4600-00 Museum Store Revenue</b>	<b>10,089.37</b>	<b>24,990.00</b>	<b>40.37 %</b>
4700-00 Earned Income			
4160-00 Endowment Investment Interest		0.00	
4710-00 Other Earned Income - Cash Over/Short		0.00	
4720-00 Other Earned Income - Exhibition Fees		0.00	
4725-00 Other Earned Income - Reproductions		0.00	
4730-00 Other Earned Income - Museum Services		0.00	

# Chandler Museum Foundation

## REVISED Draft Budget 1-3-2025

July 2024 - June 2025

	TOTAL		
	ACTUAL	BUDGET	% OF BUDGET
4735-00 Other Earned Income - Equipment Rental Revenue		0.00	
4760-00 Earned Revenue Interest Income - Unrestricted		0.00	
4770-00 Other Earned Income - Recovery of Prior Year Expense		0.00	
<b>Total 4700-00 Earned Income</b>		<b>0.00</b>	
4800-00 Other Miscellaneous Revenue			
4810-00 Billable Expenditure Revenue		0.00	
<b>Total 4800-00 Other Miscellaneous Revenue</b>		<b>0.00</b>	
<b>Total Revenue</b>	<b>\$12,969.37</b>	<b>\$78,030.00</b>	<b>16.62 %</b>
GROSS PROFIT	<b>\$12,969.37</b>	<b>\$78,030.00</b>	<b>16.62 %</b>
Expenditures			
5000-00 Museum Foundation Administration			
5200-00 Taxes			
5210-00 Federal Taxes Due	21.00	0.00	
<b>Total 5200-00 Taxes</b>	<b>21.00</b>	<b>0.00</b>	
5500-00 Administration Expenses			
5505 Museum Foundation Advertising & Marketing	25.86	0.00	
5510-00 Office Supplies		0.00	
5520-00 Printing & photocopying		0.00	
5530-00 Shipping & postage		0.00	
5540 Office Equipment		0.00	
5545-00 Software & apps		0.00	
5550-00 Recognition		0.00	
5560-00 Board Member - Food		1,200.00	
6255-00 Meals - Board Member Events		0.00	
<b>Total 5560-00 Board Member - Food</b>		<b>1,200.00</b>	
<b>Total 5500-00 Administration Expenses</b>	<b>25.86</b>	<b>1,200.00</b>	<b>2.16 %</b>
5600-00 Administration-- Professional Fees			
5601-00 Accounting Fees		0.00	
5602-00 Audit/990 Fees (Increase of \$14,000)	13,976.50	14,000.00	99.83 %

# Chandler Museum Foundation

## REVISED Draft Budget 1-3-2025

July 2024 - June 2025

	TOTAL		
	ACTUAL	BUDGET	% OF BUDGET
5605-00 Bank fees & service charges			
5605-01 Interest paid - Debt		0.00	
5605-02 Investment Expenses		0.00	
<b>Total 5605-00 Bank fees &amp; service charges</b>		<b>0.00</b>	
5610-00 A&G - Legal Fees		0.00	
5640-00 A&G - Public Relations Fees		0.00	
5650-00 Memberships & Subscriptions		0.00	
5660-00 A&G - Licenses and Permits		0.00	
5670-00 Insurance			
5670-01 Liability insurance - General		0.00	
5670-02 Liability Insurance -Special Event		800.00	
5670-03 Directors & officers insurance	765.00	0.00	
5670-04 Property insurance		0.00	
<b>Total 5670-00 Insurance</b>	<b>765.00</b>	<b>800.00</b>	<b>95.63 %</b>
<b>Total 5600-00 Administration-- Professional Fees</b>	<b>14,741.50</b>	<b>14,800.00</b>	<b>99.60 %</b>
5700-00 Other Expenses		0.00	
5730-00 A&G - Bad Debt Expense		0.00	
5760-00 Travel Expense		0.00	
5760-01 Travel - Airfare		0.00	
5760-02 Travel - Hotel Expense		0.00	
<b>Total 5760-00 Travel Expense</b>		<b>0.00</b>	
5780-00 A&G - Depreciation Expense		0.00	
5790-00 Loss on Asset Disposal		0.00	
<b>Total 5700-00 Other Expenses</b>		<b>0.00</b>	
<b>Total 5000-00 Museum Foundation Administration</b>	<b>14,788.36</b>	<b>16,000.00</b>	<b>92.43 %</b>
6000-00 Museum Support Expenses		0.00	
6100-00 Museum Exhibitions			
6120-00 Exhibitions - Marketing/Promotion		0.00	
6121-00 Exhibitions - Marketing - Printing		0.00	

# Chandler Museum Foundation

## REVISED Draft Budget 1-3-2025

July 2024 - June 2025

	TOTAL		
	ACTUAL	BUDGET	% OF BUDGET
6122-00 Exhibitions - Marketing - Postage		0.00	
6123-00 Exhibitions - Marketing - Prof. Serv.		0.00	
6123-02 Exhibitions - Marketing - Consultant		0.00	
<b>Total 6123-00 Exhibitions - Marketing - Prof. Serv.</b>		<b>0.00</b>	
6124-00 Exhibitions - Marketing - Digital		0.00	
<b>Total 6120-00 Exhibitions - Marketing/Promotion</b>		<b>0.00</b>	
6130-00 In-House Exhibitions			
6131-00 Fabrication		0.00	
6132-00 Installation		0.00	
6133-00 Printing		0.00	
6134-00 Professional Services		0.00	
<b>Total 6130-00 In-House Exhibitions</b>		<b>0.00</b>	
6140-00 Off-Site Exhibitions			
6142-00 Kiosks			
6142-01 History Spot Downtown Breezeway *		4,000.00	
<b>Total 6142-00 Kiosks</b>		<b>4,000.00</b>	
6143-00 Other Off-site Displays		0.00	
<b>Total 6140-00 Off-Site Exhibitions</b>		<b>4,000.00</b>	
6150-00 Traveling Exhibitions			
6151-00 Traveling Exhibition Rental Fee (Decrease of \$8,333.35 from adopted budget of \$20,000)		11,666.65	
6152-00 Traveling Exhibition - Shipping (Decrease of \$1,000 from adopted budget of \$2,400)		1,400.00	
6545-00 Exhibition Fees - Exhibit Security		0.00	
<b>Total 6150-00 Traveling Exhibitions</b>		<b>13,066.65</b>	
6160-00 Exhibition Events			
6161-00 Exhibitions - Food		1,000.00	
6162-00 Exhibitions - Alcohol		0.00	
6163-00 Exhibitions - Professional Services		0.00	
<b>Total 6160-00 Exhibition Events</b>		<b>1,000.00</b>	
<b>Total 6100-00 Museum Exhibitions</b>		<b>18,066.65</b>	

# Chandler Museum Foundation

## REVISED Draft Budget 1-3-2025

July 2024 - June 2025

	ACTUAL	TOTAL	
		BUDGET	% OF BUDGET
6200-00 Museum - Staffing		0.00	
6300-00 Museum - Marketing/Promotions		0.00	
6400-00 Museum Programming			
6410-00 Programming - Printing		200.00	
6430-00 Programming - Professional Services			
6439-00 Royalties		0.00	
<b>Total 6430-00 Programming - Professional Services</b>		<b>0.00</b>	
6450-00 Programming - Labor (Decrease of \$416.65 from adopted budget of \$1,000)		583.35	
6451-00 Programming - Outreach / Off-site (Decrease of \$500 from adopted budget of \$1,200)		700.00	
6470-00 Programming In-Kind Expense		0.00	
6480-00 Oral History Program *		4,000.00	
6490-00 Our Stories Speaker Series *		1,400.00	
<b>Total 6400-00 Museum Programming</b>		<b>6,883.35</b>	
6500-00 Museum Collections		0.00	
6600-00 Museum Equipment		0.00	
6700-00 Museum Facilities		0.00	
6900-00 Museum Expense - Other Expenses		0.00	
<b>Total 6000-00 Museum Support Expenses</b>		<b>24,950.00</b>	
7000-00 Museum Store Expenses			
7100-00 Cost of Museum Store Merchandise	4,031.07	18,000.00	22.39 %
7200-00 Museum Store Product Shipping		700.00	
7800-00 Processing Charges	357.92		
7810-00 Processing Charges - Square		900.00	
7820-00 Processing Charges - Credit Card		0.00	
7850-00 Processing Fees - Bank Service Charges/Fees	81.81	0.00	
<b>Total 7800-00 Processing Charges</b>	<b>439.73</b>	<b>900.00</b>	<b>48.86 %</b>
<b>Total 7000-00 Museum Store Expenses</b>	<b>4,470.80</b>	<b>19,600.00</b>	<b>22.81 %</b>
8000-00 Fundraising Expenses			
8122-00 Fundraising - Postage		500.00	

# Chandler Museum Foundation

## REVISED Draft Budget 1-3-2025

July 2024 - June 2025

	ACTUAL	TOTAL BUDGET	% OF BUDGET
8125-00 Fundraising - Digital Marketing		5,000.00	
8130-00 Fundraising Events		1,000.00	
5136-00 Fundraising Events - Professional Service			
8136-02 Fundraising - Bartending Services		0.00	
8136-03 Fundraising - Parking/Valet		500.00	
8136-04 Fundraising - Security/Off-Duty Police Officers		500.00	
<b>Total 5136-00 Fundraising Events - Professional Service</b>		<b>1,000.00</b>	
8131-00 Fundraising Events - Alcohol		0.00	
8132-00 Fundraising Events - Food		0.00	
8135-00 Fundraising Events - Programming Costs			
8141-00 Fundraising - Music		1,000.00	
8142-00 Fundraising - Speakers Fee		500.00	
<b>Total 8135-00 Fundraising Events - Programming Costs</b>		<b>1,500.00</b>	
8137-00 Staffing for Fundraising Events		500.00	
8138-00 Fundraising Events - Equipment Rental		0.00	
8139-00 Fundraising Events - Fees		250.00	
<b>Total 8130-00 Fundraising Events</b>		<b>4,250.00</b>	
8160-00 Fundraising - Professional Services			
8161-00 Fundraising Consultant      Decrease of \$3,750 from the adopted budget of \$20,000)		16,250.00	
8162-00 Fundraising - Graphic Design		1,500.00	
<b>Total 8160-00 Fundraising - Professional Services</b>		<b>17,750.00</b>	
8190-00 Fundraising - Miscellaneous			
8201-00 In-Kind Fundraising Expense		0.00	
<b>Total 8190-00 Fundraising - Miscellaneous</b>		<b>0.00</b>	
<b>Total 8000-00 Fundraising Expenses</b>		<b>27,500.00</b>	
9000-00 Other Expenses - Miscellaneous		0.00	
9010-00 Other Expenses		0.00	
9020-00 Other Expenses - Uncategorized Expense		0.00	
<b>Total 9000-00 Other Expenses - Miscellaneous</b>		<b>0.00</b>	

# Chandler Museum Foundation

## REVISED Draft Budget 1-3-2025

July 2024 - June 2025

	TOTAL		
	ACTUAL	BUDGET	% OF BUDGET
<b>Total Expenditures</b>	<b>\$19,259.16</b>	<b>\$88,050.00</b>	<b>21.87 %</b>
NET OPERATING REVENUE	<b>\$ -6,289.79</b>	<b>\$ -10,020.00</b>	<b>62.77 %</b>
Other Revenue			
1125-00 1125-00 Interest Earned Money Market Acct	61.19	0.00	
1146-00 Investment Acct - Interest Earned	2,340.68	0.00	
1150-00 1150-00 Investment Sweep-Interest Earned	1,649.35	0.00	
<b>Total Other Revenue</b>	<b>\$4,051.22</b>	<b>\$0.00</b>	<b>0.00%</b>
Other Expenditures			
Reconciliation Discrepancies		0.00	
<b>Total Other Expenditures</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>0.00%</b>
NET OTHER REVENUE	<b>\$4,051.22</b>	<b>\$0.00</b>	<b>0.00%</b>
NET REVENUE	<b>\$ -2,238.57</b>	<b>\$ -10,020.00</b>	<b>22.34 %</b>

\* Funded by Restricted Funds from Chandler Historical Society

History Spot Downtown Breezeway	\$15,000.00
Our Stories Speaker Series	\$ 3,750.00
Oral History Program	\$ 8,928.47



**Museum Foundation      Cultural Development    Memo No.**

**Date:** 01/21/2025  
**To:** Museum Foundation  
**From:** Rebecca Vega, Museum Adult Program Associate  
**Subject:** Revised Bylaws

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**Proposed Motion:**

Move for Approval of Revised Bylaws of the Chandler Museum Foundation

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**Attachments**

Revised Bylaws  
Revised Audit Procedures

**BYLAWS**  
**OF**  
**CHANDLER MUSEUM FOUNDATION**

**ARTICLE I**

**NAME AND PURPOSE**

- 1.1 **Name.** The name of the corporation is Chandler Museum Foundation.
- 1.2 **Purpose.** The character of the business that the corporation intends to conduct in the State of Arizona and the purposes for which the corporation is organized are to receive grants, gifts, contributions, bequests, and other public support in the form of money and other property and to expend and use such funds and property to promote and carry on the following educational and charitable purposes which are authorized for the organizations qualified as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may be amended:
- (1) To establish an endowment fund for the benefit of the Chandler Museum;
  - (2) To focus public attention on the Museum;
  - (3) To supplement the administrative and operational costs of the Chandler Museum;
  - (4) To promote use of Museum facilities, collections, and services;
  - (5) To support and cooperate with the Museum in developing Museum services for the benefit of the Museum;
  - (6) To seek funding and earn revenue for the benefit of the Museum; and
  - (7) To perform tasks and raise funds which further the above purposes.

## **ARTICLE 2**

### **CITY OF CHANDLER**

- 2.1 **Rights of the City.** The Chandler City Council is vested with the sole authority to appoint the directors of the corporation, amend the articles of incorporation and these bylaws, approve the annual operating and capital budgets of the corporation, and approve any debt obligation not included in the approved annual operating and capital budget of the corporation. The Chandler City Council may exercise this authority at any regular or special council meeting.

## **ARTICLE 3**

### **BOARD OF DIRECTORS**

- 3.1 **Number, Qualifications, Tenure.**
- (a) **Number.** Except as otherwise provided in these bylaws, the direction and management of the affairs of the corporation and the control and disposition of its assets are vested in a board of directors (the "Board of Directors") which consists of 13 persons appointed by the Chandler City Council.
  - (b) **Qualifications.** It is expected that there will be broad-based community representation on the Board of Directors, and that such representation will include members with familiarity in charitable fundraising, cultural and historical preservation, visual arts and/or that meet the core competencies needed to advance the mission of the Museum. A person must be a resident of Chandler to be eligible to serve as a director. All persons who desire to be on the Board of Directors must submit an application to the City of Chandler for consideration. Submitted applications will be sent to the Board of Directors as received in advance for

appointment. The Chandler City Council will make all final decisions regarding naming directors to the Board.

- (c) **Tenure.** Each director will serve for his or her term of office and until his or her successor has been duly appointed and qualified. The term of office for directors is three years except that when the board is first created, four directors will serve an initial term of three years, four directors will serve an initial term of two years, and three directors will serve an initial term of one year. Thereafter their successors will serve a full term.
- (d) **Resignation.** Any director may resign at any time by giving written notice thereof to the Mayor of the City of Chandler, Arizona. Unless otherwise specified in the notice, the resignation will take effect upon receipt thereof, and acceptance of the resignation is not necessary to make it effective.
- (e) **Removal.** Any director appointed by the Chandler City Council may be removed at any time by a majority vote of the City Council with or without cause; provided that removal without cause may not prejudice the contract rights, if any, of such director.

3.2 **Election.** Members of the Board of Directors may be appointed at regular or special meetings of the Chandler City Council, upon the expiration of a director's term or vacancy in any seat.

3.3 **Annual Meeting.** The annual meeting of the Board of Directors will be held at such time and place as the Board of Directors will from time to time determine, for the transaction of such business as may lawfully come before the meeting. The annual meeting will occur in the month of May and include the election of officers as dictated by their terms. Consideration will be

given to Board of Director terms and coordination with the City Council appointment schedule.

- 3.4 **Regular Meetings.** Regular meetings of the Board of Directors will be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each meeting. Regular meetings of the Board of Directors must be held at least six times per year. Each director will use his or her best efforts to attend during each calendar year at least 75% of the total number of regular meetings held during each year.
- 3.5 **Special Meetings.** Special meetings of the Board of Directors may be held whenever called by the president or upon request of any four directors. It is the duty of the president to give sufficient public notice of the date, time, and place of each such special meeting.
- 3.6 **Quorum for Meetings.** The presence of a majority of the number of directors fixed by these bylaws as constituting the Board of Directors is a quorum for the transaction of business at all meetings convened according to these bylaws.
- 3.7 **Voting.** The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is an official act of the Board of Directors, except as may be otherwise specifically provided by law or these bylaws.
- 3.8 **Authority.** The officers and directors of the Chandler Museum Foundation will limit all acts to those areas authorized by guidelines provided by the Chandler City Council. The City Council may update the guidelines, in the form of written operating policies, as deemed necessary in the sole discretion of the City Council.

## **ARTICLE 4**

### **NOTICES**

- 4.1 **Form of Notice.** Whenever under the provisions of these bylaws, notice is required to be given to any officer, director, or special committee member, and no provision is made as to how such notice is to be given, such notice is considered given if in writing, by e-mail, sent to such officer, director, or special committee member at such e-mail address as is listed on the books of the corporation. Notice may alternatively be given in writing by mail at the street address listed on the books of the corporation. Any notice permitted to be given by mail is deemed to be given at the time when the same is thus deposited, postage prepaid, in the United States mail.
- 4.2 **Open Meetings.** All meetings of the corporation are open to the public. Notice of all meetings must be published according to the requirements of Title 38, Chapter 3, Article 3.1 of the Arizona Revised Statutes.

## **ARTICLE 5**

### **GENERAL OFFICERS**

- 5.1 **Election and Term.**
- (a) The officers of this corporation consist of a chair and vice-chair of the Board of Directors, a president, and a treasurer.
  - (b) The chair, vice-chair, and treasurer may only be chosen from the members of the Board of Directors. The president will be a City of Chandler employee designated by the City Manager or City Manager's designee.
  - (c) Officers will serve for a term of two years. Any officer may resign at any time by giving written notice thereof to the Board of Directors, with the exception of the

president, who may resign by giving written notice thereof to the City Manager. Unless otherwise specified in the notice, the resignation will take effect upon receipt thereof.

- (d) Any officer appointed by the Board of Directors may be removed at any time by a majority vote of the Board of Directors with or without cause.

5.2 **Duties.** The principal duties of the several officers are as follows:

- (a) **Chair.** The chair is the principal officer of the Board of Directors and presides at all meetings of the Board of Directors. The chair may perform such other duties as may be assigned to him or her by the Board of Directors, so long as such duties are consistent with these bylaws and City Council policies and directives.
- (b) **Vice-Chair.** The vice-chair will discharge the duties of the chair in the event of the chair's absence, and will perform such additional duties as may be prescribed from time to time by the Board of Directors.
- (c) **President.** The president will have general charge and supervision of the administration of the activities and affairs of the corporation, seeing that all orders and resolutions of the Board of Directors are carried into effect. The president signs and executes all legal documents and instruments in the name of the corporation when authorized so to do by the Board of Directors. The president prepares an annual budget showing expected receipts and expenditures for consideration by the Board of Directors, and performs such other duties prescribed from time to time by the Board of Directors. The president will be the custodian of all funds and securities of the corporation and will insure the deposit of the same in such banks or depositories as the Board of Directors designates. The president will keep proper books of account and other books showing at all times the amount of the funds and other property

belonging to the corporation, all of which books will be open at all times to the inspection of the Board of Directors. All contractual and budgetary duties of the president are subject to review by the City Manager, or his or her designated representative(s), in addition to the Board of Directors. The president also has the power to appoint and remove subordinate employees within the personnel guidelines established by the City of Chandler. All such personnel are employees of the City of Chandler, and the president is responsible to the Chandler City Manager in this area. The president will submit to the Board of Directors plans and suggestions for the activities of the corporation, will direct its general correspondence and will present recommendations in each case to the Board of Directors for decision. The president will also submit a report of the activities and affairs of the corporation at each annual meeting of the Board of Directors and at other times when called upon so to do by the Board of Directors. The president serves ex officio and has no vote at board meetings. It is the duty of the president of the corporation to give public notice of the date, time, and place of all meetings of the corporation as required by Title 38, Chapter 3, Article 3.1 of the Arizona Revised Statutes. The president will have charge of the records and correspondence of the corporation and will be custodian of the seal of the corporation, if any. The president or their designee will take and keep true minutes of all meetings of the Board of Directors. The president will discharge such other duties as are prescribed from time to time by the Board of Directors.

- (d) **Treasurer.** The treasurer reviews reports of the accounts and financial condition of the corporation and advises on financial recommendations at meetings of the Board of

Directors. The treasurer will serve on any special committees related to the foundation's finances.

## **ARTICLE 6**

### **CONTRIBUTIONS AND GIFTS**

6.1 **Contributions.** The Board of Directors will be encouraged to acquire gifts, endowments, and bequests for the benefit of the Chandler Museum Foundation. The directors both individually and collectively will be responsible for the accurate reporting of contributions as stated:

- (a) **Endowment.** Contributions given with the intent of supporting and expanding the endowment fund of the Chandler Museum Foundation will be duly recorded. Such funds will not be utilized for offsetting operational expenses, although the interest earned from said funds may be utilized for these purposes.
- (b) **Equipment.** Contributed funds provided with the intent of purchasing capital items will be utilized only for the donors' stated purposes.
- (c) **Programming.** Contributions provided for support of programs and projects by the Chandler Museum Foundation will be utilized only for the donors' stated purposes.
- (d) The Board of Directors and officers of the Chandler Museum Foundation may not solicit funds for other organizations in the name of the Chandler Museum or the Chandler Museum Foundation. The Chandler Museum Foundation will not provide grants to organizations or individuals, except in relation to programs and exhibitions to be sponsored at the Chandler Museum.

## **ARTICLE 7**

## **SPECIAL COMMITTEES**

- 7.1 **Special Committees.** The Board of Directors may designate one or more special committees as are necessary and which are not in conflict with other provisions of these bylaws, and the duties of any such special committees will be prescribed by the Board of Directors, who may, but need not be, limited to directors of the corporation. A special committee must limit its activities to the accomplishment of the tasks for which it is designated and will have no power to act except as specifically conferred by action of the Board of Directors. Upon the completion of the task for which it was designated, such special committee will dissolve. All special committees will be reviewed annually for continuation. All special committee activities are open meetings subject to the requirements of Title 38, Chapter 3, Article 3.1 of the Arizona Revised Statutes and must have a City staff liaison attending if there will be three or more board members present at the special committee meeting.

## **ARTICLE 8**

### **GENERAL PROVISIONS**

- 8.1 **Fiscal Year.** The fiscal year of the corporation ends on the 30<sup>th</sup> day of June in each calendar year.
- 8.2 **Audit.** The financial records of the corporation must be audited annually when revenues exceed \$500,000 on a fiscal basis, but not less than every five years by an independent Certified Public Accountant who will be appointed in accordance with City of Chandler policy. In the years where a formal audit is not performed, city staff will perform a financial analysis, testing various transactions to give a level of confidence.
- 8.3 **Check-signing authority.** All checks must be signed by both the president and treasurer.

- 8.4 **Financial Policies.** The corporation will follow all financial policies adopted by the City of Chandler, including but not limited to the City’s investment and capitalization policies.

## **ARTICLE 9**

### **DISSOLUTION AND TERMINATION**

9.1. **Dissolution.**

- (a) The Corporation shall be dissolved and its assets shall be liquidated:
  - (1) upon the affirmative vote or written consent of the Board of Directors  
in accordance with applicable laws; or
  - (2) upon the sale of all or substantially all of the assets of the Corporation  
in accordance with applicable law and approval of the Board of  
Directors; provided, however, that the Corporation shall not terminate  
until its affairs have been wound up and its assets distributed as  
provided herein.

- 9.2 **Appointment of Liquidating Trustee.** Upon the dissolution of the Corporation, if the Corporation’s business is not continued pursuant to Section 9.1 of this ARTICLE, the Board of Directors (or their legal representatives, successors, or assigns) may, if they shall so desire, select a person or entity to wind up the affairs of the Corporation and distribute its assets (the “Liquidating Trustee”). Another person may be selected (in the same manner and for the same purpose) to succeed the person originally selected or any subsequently selected successor, whenever the person originally selected or any subsequently selected successor, as the case may be, fails for any reason to carry out such purpose. The person so selected and acting hereunder from time to time may be an individual, a corporation, or a general or limited

partnership, shall be compensated for his or its services hereunder (as and to the extent authorized by the Board of Directors), and shall proceed diligently to wind up the affairs of the Corporation and distribute its assets in the manner hereinafter provided.

9.3 **Distribution and Other Matters.** Promptly upon the dissolution of the Corporation, if the Corporation's business is not continued pursuant to Section 1 of this ARTICLE, the Board of Directors or the Liquidating Trustee, if one has been appointed, shall liquidate the assets of the Corporation and apply and distribute the proceeds of such liquidation as follows and in the following order of priority:

- (a) to the payment of the debts and liabilities of the Corporation (other than those to Board of Directors) in the order of priority provided in applicable law; provided that the Liquidating Trustee shall first pay, to the extent permitted by law, liabilities with respect to which the Board of Directors are or may be individually liable;
- (b) to the payment of the expenses of litigation of the Corporation in the order of priority provided by law, provided that the Board of Directors or the Liquidating Trustee, as the case may be, shall first pay, to the extent permitted by law, expenses with respect to which the Board of Directors are or may be individually liable;
- (c) to the setting up of such reserves as Board of Directors or the Liquidating Trustee, as the case may be, may deem reasonably necessary for any contingent or unforeseen liabilities or obligations of the Corporation arising from or in connection with the Corporation's business; the Liquidating Trustee shall hold any such reserve for the purpose of disbursing such reserves in payment of any such liabilities or obligations and, at the expiration of such period as the Liquidating Trustee shall deem advisable; and

- (d) the balance shall be distributed thereafter remaining in accordance with applicable law, the Articles and these Bylaws.


**9.4 Actions of the Board of Directors or Liquidating Trustee; Statements of Account.**

- (a) During the period of liquidation (which will be such reasonable time as may be required for the orderly completion of liquidation and distribution as set forth above), the Board of Directors or the Liquidating Trustee, as trustee for the benefit of the Board of Directors to the extent permitted by law, shall take any and all actions necessary or appropriate to complete such liquidation and distribution as provided in this ARTICLE and shall have for such purpose all powers appropriate to accomplish the same.
- (b) If appointed, the Liquidating Trustee shall prepare a final statement of the accounts of the Corporation as of the date of termination, and, as promptly as possible thereafter, a copy thereof shall be furnished to the Board of Directors. Such statement shall set forth the actual or contemplated application and distribution of the assets of the Corporation. Upon completion of the distributions as required hereby, a further statement for the period of liquidation shall be prepared by the Liquidating Trustee and furnished to the Board of Directors.

**9.5 Distribution for Exempt Purpose Only.** Anything in these Bylaws to the contrary notwithstanding, upon the dissolution of the Corporation, whether such dissolution shall result from voluntary action of the Board of Directors, court order, or otherwise, the assets of the Corporation (after distribution in accordance with applicable law and these Articles) shall be disposed of exclusively for exempt purposes, within the meaning of Section 501(c)(3) of the Code. No part of the remaining assets of the Corporation shall inure to the benefit of or be distributable to any private individual or entity, but the whole of such remaining assets shall be

distributed in cash or in kind, in fee absolute, and without return consideration, direct or indirect, to such organizations as shall then qualify as exempt organizations under Section 501(c)(3) of the Code as the Board of Directors, the Liquidating Trustee or a court of competent jurisdiction may determine.

Adopted by the Board of Directors as of January 21, 2020. Revised April 15, 2024.

  
\_\_\_\_\_  
CHAIR

(Attest)

APPROVED AS TO FORM

  
\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
CITY ATTORNEY

Financial Analysis, testing various transactions, in lieu of annual audit:

Chandler Museum Foundation staff shall:

1. Record all transactions timely.
2. Reconcile all bank and investment accounts timely.
3. Provide financial statements to the Chandler Museum Foundation board on a regular basis with a copy to Management Services.
4. Ensure proper segregation of duties and safety of assets.
5. Review known and anticipated revenues at 12/31 and 3/31 to determine if an audit is necessary (\$500,000 or more in revenues).
6. Notify Accounting Senior Manager of need for an audit as soon as reasonably necessary.
7. Prepare annual financial statements for inclusion into city ACFR providing the Accounting Senior Manager with a copy no later than October 31<sup>st</sup> each year for the prior fiscal year (FY24/25 statements due 10/31/25).
8. Prepare all necessary filings (tax, Corporation Commission, etc.).
9. Should there be any concerns documented, Museum staff will provide recommendations on changes.

Chandler Museum Foundation procedures in lieu of annual audit, to be completed by City of Chandler Management Services staff:

1. Review bank statements and reconciliations.
2. Review investment statements and reconciliations.
3. Review Quickbooks activity throughout the year.
  - a. Review financial statements provided to board.
  - b. Review Quickbooks transaction detail report.
4. Review foundation credit card statements.
5. Sample invoice and p-card transactions for adequate support and approval.
6. Review inventory records.
  - a. Review all adjustments for proper approval and reasonableness.
7. Review other transactions as deemed necessary.
8. Any items of concern will be documented and provided to Museum Manager, Cultural Development Director, and Deputy City Manager | CFO.
9. Provide an annual summary of procedures completed to Chandler Museum Foundation board.

Management Services staff will contact Chandler Museum Foundation staff to schedule based on mutually agreed upon dates and times.