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From: Steve Derezhinski <stevederezhinski@gmail.com>  
To: "members@artisansasylum.com" <members@artisansasylum.com>  
CC: board <board@artisansasylum.com>  
Subject: NOTICE to members from Artisans Asylum Board of Directors  
Thread-Topic: NOTICE to members from Artisans Asylum Board of Directors  
Thread-Index: AQH1FdnuRbs1CRRAiDsJX0ytgjHTeQ==  
Date: Thu, 21 Jan 2021 15:02:51 +0000

**\*\*External Message\*\***

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Dear Artisan's community-

We have come through some challenging times. Looking ahead, I see a wonderful future for Artisan's with a renewed location and exciting opportunities for expansion, partnerships and growth.

As you know, the Board of Directors of Artisan's is a group of dedicated volunteers who are helping to keep the organization going and steer it to new levels. Up until now, we have had an 11-member Board with two member-elected seats.

Given the additional demands on the Board arising from our planned expansion, the Board has approved (December 16, 2020) a proposal to amend Artisan's bylaws to increase the number of seats on the Board from a minimum of 7 and maximum of 11 to a minimum of 7 and a maximum of 17, and to increase the number of member-elected seats

from two to three so that the ratio of member-elected seats to total seats will remain roughly the same as it is now. Sharing Board responsibilities among a greater number of highly qualified, motivated individuals will help the Board meet the continuing needs of the organization and all of its members with even more force and efficiency. In particular, expanding the Board to 17 members should help Artisan's meet increased fundraising needs in light of our move to Allston and the pandemic. Specifically we have an immediate need for a board seat by a partner who has put up \$232k Letter of Credit to support our move. In addition, we have a number of great community candidates who are interested in helping grow and steer Artisan's and, as your 2021 Board Chair, I can tell you that I am thrilled at the enthusiasm and talent of the people on the list.

Here is the specific resolution:

RESOLVED, that the Board hereby approves an amendment to the Bylaws to (i) increase the size of the Board from between seven (7) and eleven (11) directors to between seven (7) and seventeen (17) directors and (ii) increase the number of Member-Elected Directors from two (2) to three (3) directors, should the total number of directors become greater than or equal to thirteen (13) (the "Amendment").

Because the proposed change to the Board requires amending Artisan's bylaws, this notice is being sent to Artisan's members on behalf of the Board pursuant to Section 3.13 of the bylaws. The purpose of this notice is to alert the members to the proposed amendment and to explain the reasoning behind it. This notice starts a 20 day review period, after which the Voting Members of Artisan's have up to 10 days to petition to hold a Special Meeting of the Members to further review and vote on the proposed amendment. If no Special Meeting is held, or if a Special Meeting is held and the Voting Members do not vote to veto the proposed amendment, then the proposed amendment will take effect and the Board and the Voting Members will thereafter move to fill the newly created vacancies on the Board.

If you have any questions or concerns regarding the proposed change, please do not hesitate to contact myself and the rest of the Board to voice your concerns.

All my best,

Steve  
Chair of the Board, Artisan's Asylum, Inc.