NMS Board Minutes

January 18, 2020

Prepared by Alyssa McCleery

In Attendance: Richard Hinthorn, Holly Cline, Maggi Hutchason, Dawn Brakey, Sue Roy, Scott Kempenich, Ali Carpenter – board members, Karen Dye & Tammy Ross – guests, and Alyssa McCleery – program director

1. **Approval of December Board minutes** – Maggi entered motion, sue seconded, all ayes.
2. **Approval of December’s Treasurers Report** – Richard entered motion, Sue seconded, all ayes.
3. **Old business**
	1. Board members welcomed Scott Kempenich to the board. Scott thanked the board for their hospitality.
	2. **Design Grant Follow up** - Guest Karen Dye disbursed a copy of the letter of denial regarding the Design grant filed for the Historic Cline building to all attending board members.
		1. On the first stipulation of the denial of the request due to lack of bids, Mrs. Dye stated that the original quote provided was from a licensed, reputable roofing professional and it is difficult to get qualified contractors to submit bids. Board members discussed that at least 2 and preferably 3 quotes are considered “best practice” by both the state and other Main Street communities. As an alternative, it was suggested that a letter from a contractor stating that they would not bid the job would show intent to meet the application requirements. These modifications would need to be addressed by the Design Committee. Concern was expressed that Main Street could dictate which contractor is used, but the program director explained that the goal is not to determine which contractor is hired but to ensure that prices are in line with the market.
		2. On the second stipulation of reapplication, Mrs. Dye stated that the original quote provided was from a licensed, reputable roofing professional and the purpose of getting a second estimate was not realized. Board members discussed that at least 2 and preferably 3 quotes are considered to be “best practice” which was rebutted with the difficulty of getting contractors out to submit bids. The program director explained that NMS did not set the multiple quote stipulation with a goal of dictating what contractor an applicant may use but rather to ensure that prices are in line with the market.
	3. Nomination and voting on a new secretary were tabled until the February meeting.
4. **New Business**
	1. In the matter of the OKCNP membership renewal, Richard made a motion to renew the membership and seek a sponsor for the Keep Oklahoma Beautiful dues, Maggi seconded the motion, passes.
	2. Fiscal Sponsorship Agreement – the amphitheater money comes in and out of NMS account thus placing fiscal and legal responsibility on Newkirk Main Street Board of Directors in the eyes of the IRS. The amphitheater is consistent with Newkirk Main Street’s mission, however, the process for how funds are raised and spent is not clearly defined in writing. The board has been discussing for months ways to improve the process and to increase communication to prevent duplication of fundraising efforts and assure that the funds are spent as intended. A Fiscal Sponsorship Agreement was recommended to Hutchason during a consultation with the Oklahoma Council of Non-Profits and is a standard practice when a 501c3 non-profit oversees another project. The Agreement states that the Board will only use funds raised for the Amphitheater for the development of said Amphitheater as advised by the committee and that the committee will get board approval for fundraising and expenses because those funds are the legal responsibility of the board. The board is the only legal entity that can apply for grants or approve expenses on behalf of the amphitheater. The consensus of the board is to have the program director distribute copies of the agreement to all board members and amphitheater committee members for further review and discussion.
	3. 2021 NMS Budget Proposal – Treasurer Maggi Hutchason pointed out that revenues are on the decline and stated that it is standard practice among non-profit boards for board members to "give or get," meaning board members are expected to donate to the organization and/or get others to give. Prior to dispersal to the board, the Executive Committee reviewed the budget and after consideration was not able to identify any additional cuts in expenses at this point. The board discussed reasons for that including downturns in partnerships and the cancellation of many fundraising events in 2020. There is currently almost a $7,000 shortage in the budget and the board recognizes that any and all fundraising ideas should be entertained. Board president Holly Cline suggested that board members each board member think of at least one fundraising idea to bring back to the February meeting.
5. **Reports**
	1. The office report, time sheet, city sales tax, reinvestment report volunteer hours, and committee minutes were all accepted by the board.
6. **Upcoming Events**
	1. Holly issued a reminder to board members that the Chase the Ace drawing continues to be held every Friday.
7. **Other Business**
	1. Alyssa let the board know let she had recently been approached by a local broadcaster requesting NMS’s “endorsement” on an Advertising Cooperative for Newkirk Businesses in exchange for some free promotion. Alyssa expressed concern that it may violate 501c3 rules and she was seeking permission from the board to get answers at the state level as to the legality of it.
8. **Next Meeting** – to be held February 19th at 5pm, it was pointed out that this would be a Tuesday due to Presidents Day falling on the 3rd Monday of February.
9. **Adjournment** – having completed the agenda, the meeting was adjourned with a motion from Sue, second from Ali, all ayes.