



Minutes of Meeting of Board of Directors (2nd Quarter FY 2023)

of Soulard Heritage Arts Revitalization & Education Inc.

DBA SHARE Soulard, a Missouri 501(c)(3) Nonprofit Public Benefit Corporation

The Board of Directors of the above-named corporation, held their second quarterly meeting of Fiscal Year 2023 at the time, day and place set forth as follows:

Meeting Date: Tuesday, April 11, 2023

Time called to order: 7:18 p.m.

Location: Soulard Gamut, 1031 Lynch Street, St. Louis, MO, 63104

SHARE BOARD MEMBERS PRESENT: Christopher Schwarz (Chairperson), Dave Beardsley (Vice Chairperson), Janet Neuhaus (Treasurer), Gary Toribio (Secretary), Jason Paul.

ABSENT: Lonnie Folks, Billy Tomber. At the start of the meeting, two Board positions were unfilled for 2023.

Five (5) of the currently appointed Board members were present at the start of the meeting and provided a quorum for conducting business.

Speakers/Other Meeting Attendees: Gayle Goodson, Angela Haynes (Proposed new Board member)

I. Salutations and Mission Statement Review (Christopher Schwarz):

- A. After being welcomed by Chris, copies of the evening's agenda and supporting documents were provided to Board members and subsequently reviewed.
- B. Chris reminded all Board members about the organization's mission statement and that we should stay within the limits of this mission.

II. Consent Agenda (Christopher Schwarz):

A. Minutes from Last Meeting (1/24/2023)

A.1. Gary Toribio explained that SHARE follows the parliamentary procedures of the most current Robert's Rules of Order. RONR (12th ed.), Section 41 deals with the order of business at a meeting, including the approval of minutes (41:9-12).

A.1.a) This section allows that once copies of proposed minutes have been distributed, a formal motion to approve the minutes may be offered, but is not required.

A.1.b) The chair will ask for any corrections to the minutes, and any corrections can be proposed and subsequently resolved via unanimous consent.

A.1.c) If there are objections to a correction, a motion to amend can be made and resolved.

Once all corrections, if there were any, are dealt with, the minutes shall be considered approved as distributed or approved as corrected.

- A.2. Christopher Schwarz said that he, as the Chairperson, will review and edit the DRAFT Minutes from the January Board meeting recently completed by the Treasurer.
- A.3. Christopher Schwarz will distribute the final draft via email to the Board members for comments.
- A.4. If no comments are received by the Chairperson or Secretary within 7 days, the minutes will be considered approved as distributed. If there are any corrections, they shall be appropriately dealt with by the Chairperson and Secretary; and the minutes shall be considered approved as corrected.
- A.5. The Secretary will provide a copy of the minutes, annotated as approved, to the Board member who is responsible for the organization's website, currently Dave Beardsley. The minutes will then be posted online.
- A.6. It will no longer be necessary for the meeting minutes to be approved as a part of the consent agenda or a specific motion.
- B. Treasurer's Report (Janet Neuhaus)
 - B.1. Janet reported that there were no significant changes from the last meeting. Current bank balance was \$13,302.60.
 - B.2. Federal Taxes: Since SHARE had less than \$50,000 of gross receipts in 2022, the required IRS Form 990-N, "*Electronic Notice (e-Postcard) for Tax-Exempt Organizations Not Required To File Form 990 or 990-EZ*", was submitted on time during the week of April 10, 2023.
- C. No vote was needed for the Consent Agenda approval.

III. New Board Member

- A. Christopher Schwarz introduced Angela Haynes who is willing to serve as a Director on the SHARE Board.
- B. MOTION to nominate and elect Angela Haynes for an at-large, non-resident Director position on the SHARE Board for a 3-year term through December 2025.**

Motion by Dave Beardsley, 2nd Janet Neuhaus.

Discussion: Christopher Schwarz explained that this will be one of the two remaining unfilled Board positions. The intention is to fill the ninth Board position with a new Treasurer while Janet Neuhaus remains on the Board as a resident representative. The Treasurer's position does not necessarily need to be a Souldard resident or business representative.

All five (5) Board members present voted in favor of this motion.
Christopher Schwarz, as the chairperson, abstained from voting.
No votes opposed it.

MOTION PASSED unanimously.

IV. Old Business and Ongoing Program Updates (Christopher Schwarz)

- A. 2023 B3 Fest Final Update and Issues: Christopher Schwarz and Dave Beardsley.
 - A.1. Christopher Schwarz briefly reviewed the calendar of events, outreach, and budget.

- A.2. Dog Policy at the B3 Event was to be clarified by Dave Beardsley in the event's "Frequently Asked Questions" on the website.
- A.2.a) Dogs will be allowed at the event this year.
 - A.2.b) Service dogs, as always, will be welcome.
 - A.2.c) Dogs must be on a leash and attended to by their owners at all times.
 - A.2.d) No dogs will be allowed on chairs or tables.
 - A.2.e) Christopher will check on the event's insurance policy to ensure dogs are allowed.

A.3. Promotions and Marketing: Dave Beardsley

- A.3.a) Dave reported that social media and online resources are up and running including Facebook, Instagram, and YouTube. The event is also being advertised on billboards and in "Healthy Planet" magazine.
 - A.3.b) Sponsorships still being worked on as well as naming rights.
 - A.3.c) VIP and Beer Taste tickets are on sale.
 - A.3.c.i) VIP tickets are \$90 in advance or \$110 the day of the event.
 - A.3.c.ii) Beer Taste tickets are \$25 in advance or \$30 the day of the event.
- A.4. Tee shirts are being ordered for volunteers at a cost under \$500.
- A.5. Christopher Schwarz explained that a few remaining outstanding issues were in the process of being addressed but that everything is well on track and way ahead of this time last year for the first B3 Fest:

B. Fiscal Year 2024 shift from JAN-DEC to July 1, 2023 to June 30,2024

- B.1. As discussed at the October 2022 and January 2023 Board meetings, Christopher Schwarz recommended that the Board make a motion to shift the SHARE Fiscal Year from January 1 – December 31 to July 1 -June 30.
- B.2. This would align better with the revenues and expenditures associated with SHARE's primary event, the B3 Fest. It would also match up the SHARE Fiscal calendar with Grant Schedules, offset the start of the Fiscal Year with the January 1st start of Board Directors and Officer Terms and move SHARE's federal tax reporting requirements to outside of the customary April Tax Season.
- B.3. MOTION to shift the SHARE Fiscal Year from January 1 – December 31 to July 1 -June 30 including the associated amendment to the SHARE By Laws commencing on July 1, 2023.**

Motion by Janet Neuhaus, 2nd by Dave Beardsley.

All six (6) Board members present voted in favor of this motion (including Angela Haynes).

Christopher Schwarz, as the chairperson, abstained from voting.
No votes opposed it.

MOTION PASSED unanimously.

C. Jeremiah Johnson March Benefit

- C.1. Christopher summarized that the Spring fundraiser on March 5, 2023 was successful with revenues of \$2,337 for SHARE.
- C.2. There was no overhead other than \$200 plus half of the door admission donations for Jeremiah Johnson.

C.3. Money was also made from the 50/50 split-the-pot raffle tickets, and silent auction of matted, blues photography that was donated.

D. Advisory Board Discussion and Nominations: Christopher Schwarz

D.1. Christopher Schwarz reviewed a PowerPoint slide with 20 names of potential Advisory Board nominees in the following five (5) categories:

- D.1.a) Community
- D.1.b) Business
- D.1.c) Arts
- D.1.d) Culture
- D.1.e) Events

D.2. The Advisory Board is to meet only twice annually with food and beverage provided by SHARE.

D.3. Invitations to the potential nominees are to be sent out in the near future.

D.4. Christopher welcomes suggestions from SHARE Directors for other Advisory Board nominees.

V. **New Business and Proposed Program Nominations** (Christopher Schwarz)

A. Soulard Market Initiatives

A.1. Christopher Schwarz and Gary Toribio mentioned that anyone is welcome to attend a walk-thru of the Soulard Market facilities and see some of the apparent needed repairs and upgrades that are needed.

A.2. This was scheduled by Bob Brandhorst for Thursday, April 14th, 11 am at the Market Manager's office (Bob Ray).

B. St Louis Giving Day (May 10, 2023)

B.1. Christopher Schwarz said that SHARE already has a profile created for this charitable fund raiser and hopes to receive donations and benefits from it.

VI. Focus Session: Board Promotions of Events

A.1. Christopher Schwarz discussed the need for Board Directors to help promote each of the SHARE events and fundraisers.

VII. **Adjournment**

A. **Summary of Action Items**

A.1. B3 Fest Dog Policy addition to FAQs on website.

A.2. Coordination with the Soulard Market Manager for some portion of the Market being open for the B3 Fest.

A.3. Have a final B3 Fest coordination meeting with the Festival Director prior to the event.

A.4. Finalizing details on the order for volunteers' s tee shirts including sizes needed by each volunteer.

B. MOTION to Adjourn the Meeting:

Motion by Jason Paul, 2nd by Dave Beardsley.

All those present voted in favor of this motion. No votes opposed it.

MOTION PASSED unanimously.

Meeting Adjourned at 8:18 PM.

These minutes were prepared by the SHARE Secretary, Gary Toribio, based on notes taken during the meeting and his understanding of the motions, votes and general issues that were discussed but are not intended to be a verbatim transcript of the meeting.

In accordance with Robert's Rules of Order RONR (12th ed.), Section 41:9-12. 3, the SHARE Chairperson distributed the final draft of these minutes via email to Board members on July 6, 2023. No comments were received; therefore, these **Minutes are Approved** as distributed.

Draft minutes prepared by: [SHARE Secretary July 4, 2023](#)

Reviewed/Edited by: [Christopher Schwarz July 5 2023](#)

*******END OF MINUTES*******