Downtown Boone Development Association
Regular Board Meeting – November 30, 2021
8:30 am – Webex Virtual Meeting

Board Members present: Denise Lovin, Sarah Long, Wayne Miller, Wayne Randall, Megan Mason, Michelle Novacek, Brandon Bettis, Austin Northern and Lisa Flanigan

Ex-Officio's present: Lindsay Miller and Nancy LaPlaca

MSD members/guests present: David Jackson and Laura Kratt

Staff present: Lane Moody, Mark Freed, Ferrin Page and Brad Farthing

Call to Order

Megan called the meeting to order at 8:31am.

Request for Approval of November Agenda

Megan asked if there were any additions or deletions to the agenda. Lane stated that she had one item regarding the December DBDA meeting, but that she thought it could be added under the "Other business, comments or concerns" section at the end of the agenda. With no additions or deletions Michelle made a motion to approve the agenda. Denise seconded the motion and it had a unanimous vote.

Request for Approval of October Minutes

Megan opened by asking if anyone had any suggested changes to the minutes. With no additions or deletions, Wayne Randall made a motion to approve the October minutes. Michelle seconded the motion and it had a unanimous vote.

Approval of Financial Statements

Denise made a motion to approve the financial statements. Austin seconded the motion. The motion had a unanimous vote with the exception of Lisa, who abstained, because she had not seen the financial statements.

<u>Organizational</u>

Review of By-Laws

Lane opened by stating that she has been working with Town Attorney Allison Meade to review the Downtown Boone Development Association's By-Laws. Lane stated that the first recommended change would be cleaning up contradictory language regarding the election to the Board of Directors. She continued that in the current by-laws it states that 6 Directors are elected by the membership. It also states that 6 Directors are elected by the Board of Directors. Lane then read the suggested change to the language that states, "Members may be nominated for election to the Board by the current Directors or by any other member(s) (including themselves) at the annual member meeting. Six Board Members shall be elected by the members at the annual meeting and six Board members shall be appointed by the Town of Boone." Michelle questioned if "Town Council" needed to be added to the end of the sentence. Lane stated that she would be happy to follow up Allison to clarify. Lane asked if there were any additional questions regarding the changes, and there were none.

Lane then moved onto the next suggested change in regards to the removal of an absent Board member. She continued that the Town Attorney had confirmed the Board's ability to remove an absent Board member, and the Attorney had also drafted clearer language regarding the ability, that states, "The Board of Directors may by majority vote remove and replace a director who has missed three or more consecutive meetings." Denise inquired about the process for removal and Lane confirmed that there would need to be a majority vote of the Board to remove a Director. Lane asked if there were any additional questions regarding the change and there were none.

Lane then reviewed the next suggested change regarding the addition of the statement, "In addition, notice of meetings must be given as required by public bodies under the NC Open Meetings law." Lane inquired if there were any questions about the suggestion, and there were no questions.

Lane then reviewed the next suggested change which is the removal of Section 12 in Article V. Lane continued that this section speaks to the Board's ability to vote by email. She continued that in her tenure there has never been a vote by email because it was her understanding that to do so would be in violation of NC Open Meeting Law. Town Attorney Meade agreed, and suggested the removal of the section. Lane asked if there were any questions regarding the removal of the section and there were no questions.

Finally, Lane reviewed the last suggested change which is the removal of Section 1 in Article IX. Lane stated that currently, the DBDA runs all expenditures through the Town of Boone's Finance Department and that no checks are written from the PNC accounts. Lane noted that Town Attorney Meade commented in the notes of the review that this section should be deleted because it is unnecessary and practically does not happen. Lane asked if there were any questions about the suggested changes and there were no questions. During this time Wayne Randall left the meeting at 8:50, possibly due to technical issues.

Michelle then made a motion to approve the changes as written, with the possible addition of "Town Council" added to Article V Section 2 if the Town Attorney feels it is appropriate. Megan seconded the motion and it had a unanimous vote.

<u>Promotional</u>

Discussion of Festive First Friday

Lane took a few minutes to review the list of events scheduled for Festive First Friday.

<u>Financial</u>

Request for Approval to Pay for the Repainting and Return of "Skywalk" the Wayne Trapp Sculpture

Lane opened by stating that at a joint meeting of the Promotions and Design Committee, the committee reviewed recent pictures of "Skywalk". She continued that they felt the piece was in good enough shape to be returned, and recommended that the Board respect the family's wish to have the piece moved sooner rather than later. Lane added that Town Manager John Ward had approved for Town Staff to repaint the piece, but that she was not able to find the plaque honoring the Petschauer family. Lane stated that she researched the cost to replace the plaque and it would be roughly $1,000 for the plaque and post. After brief discussion, Michelle made a motion to approve paying to return and repaint "Skywalk" as well as pay for the replacement plaque. The motion was seconded by Megan and had a unanimous vote.

Request for Approval of Print Distribution Contract.

Lane informed the Board that the Print Distribution contract covers the distribution of the Downtown Boone brochures to 92 different locations in the High Country. After brief discussion, Austin made a motion to approve the contract. Sarah seconded the motion and it had a unanimous vote.

Request for Approval for Public Works Staff Appreciation Breakfast

Lane opened by reminding the Board of how integral the Public Works department is to the success of Downtown. She continued that they come in early in the morning to pick up trash, they decorate for the holidays, help set up events, among a long list of other items. She continued that in the past the Board has approved for Lane to spend up to $500 to buy Public Works staff breakfast. After short discussion, Wayne Miller made a motion to approve the purchase of breakfast for Public Works up to $500. The motion was seconded by Megan and had a unanimous vote.

Other business, comments, or concerns

Lane opened by stating that she looked at the December schedule and noted that the December Board meeting would fall in between the Christmas and New Year's holidays. She continued that she was concerned it might be a difficult time to schedule a meeting. Lane stated that the December agenda is typically pretty light and she thought that the items needing to be discussed could be easily moved to the January meeting. After a short discussion, Sarah made a motion to cancel the December meeting. The motion was seconded by Michelle and had a unanimous vote.

Call for Adjournment

At 9:21 Denise made a motion to adjourn. Lisa seconded the motion and it had a unanimous vote.