



DOWNTOWN
NEIGHBORHOOD
ASSOCIATION

DNA Board of Directors Meeting Notes

6 pm, March 4th, 2019

Covo, 401 Pine Street, St Louis, MO 63102

Attendees: Mike Willis (chair), LaShana Lewis (vice chair), James Page (Treasurer), Dan Pistor (Secretary), Alex Hurst, and Bob Ray.

Not Present: Melanie Fries

Minutes:

No feedback on the minutes. LaShana motioned. James seconded. All approved

Treasurer's Report

James went over the most recent expenditures. The most recent was to get the DNA Give site back up which should be resolved today. US Bank is offering a zero fee checking account. The Chair and Vice Chair can sign the form to move that process forward. Commerce Bank charged for downloads which was a deal breaker. Bob said we need to do a Treasurers report at the Town Hall. Bob motioned to move our accounts to US Bank. Dan seconded. All approved.

Bylaws Discussion

Zach joined the board to discuss the bylaw amendments. Bob voiced his frustrations on the way the bylaws were handled. Zach said he is here to go over the bylaws, not debate policy. Mike agreed that we are meeting to going over the changes.

Article V. Section 1. - we changed to any person who owns property. LaShana asked if one person associated can vote. Zach said that it would be anyone designated by the corporation. If someone like the McGowans have 16 properties then do they get 16 votes. Zach said it would be tied back to the address that is registered with the Secretary of State.

Article V. Section 2. - Membership - there was a membership focus group and some items should be defined. She mentioned there should be different brackets for membership. She is uncomfortable with multiple entities having more sway. Zach stated that an entity can't use different addresses. Zach said you have to find out where the give and take is. He said the easiest is to use the address and if they want to change the registered against they can. He doesn't think someone will try and change the registered agent to take over a neighborhood association. James asked how Bailey's restaurants be treated and how many votes do they get. Zach doesn't know how their businesses are set up which it depends on. Likely they have different operating LLC's with the same agent. If thats the case, they would get one vote. The Waldrop family would be along the same lines. LaShana asked if someone owned a business and is a resident how many votes do they get. We then shifted to Membership Dues. For individual persons it would be 10 dollars. For Entity's it would be the higher dollar amount.

Melanie said in an email that she prefers absentee ballots over proxys if people do want to vote. Zach said we are better with an involved with a smaller active group and this is a neighborhood association not a vote for Senator.



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Article VII Section 5 - Quorum - Zach changed it to 10% to reflect a higher number since we have a lower membership number. Therefore 10 people couldn't change the Bylaws.

Article VII Section 8 - Member List - have to give name and address. Not email or personal information

Article VIII Section 1 - Board of Directors - Removed the Small Business seats due to the lack of interest from small businesses. It was too hard filling 2 dedicated seats. Dues will be due in November for the meeting in January. Dan asked if Brenton comes off the board now and Zach stated he does with the bylaw change. Alex asked about the provision for having to be a member for 2 years in order to serve as a Director. Zach said existing members are grandfathered in.

Article VIII Section 9 - Alex asked about the Non Disclosure Agreement. Zach was envisioning that in the past NDA's were used to keep the Board members from talking about DNA matters. Zach said there are very few things the Board does that requires it to not be disclosed and shouldn't be used to punish someone. We should be fully open and disclose most business. We can use our discretion on what to disclose and what not to disclose. It shouldn't be an agreement to want to enforce on someone.

Taste of Downtown Discussion:

Mike started the conversation off by opening it up for discussion and we have to decide what we are going to do. Bob said the Taste of Downtown has value and is a brand. We shouldn't give it up cheap but if we do change the name it we could be a Craft Beer and Food Fest. We do need to come up with a name and fast.

Mike asked what everyone thought about the counter offer from Taste of St Louis. They offered two concession booths which would amount to \$3500 - \$7000 per booth. We had a short conversation about generators. Mike wants to still do the event but one day may be better than two since there will be a lot of manpower. Bob said two days works well because vendors made their money the second day. James said entertainment and security were an incremental cost. Bob said that one person is looking at service organizations for volunteers. Bob is aware of how hard it is labor wise to do the festival.

Dan said he doesn't think it makes sense to do both events. We will have to ask for 4 days worth of volunteers for our event and then 3 days for volunteers for Taste of St Louis and then Spark is in October. This is a major strain on volunteer capital and we are essentially an events organization not a neighborhood organization. Dan added, last year we had a full time Executive Director and we had concerns that we were only focused on raising money for the ED Position and weren't focused on anything else. We could transition events to do smaller events that bring people into our neighborhood to experience our restaurants and the places we live. Bob said we could put money into a pocket park. Dan mentioned what we do with the money isn't the point. The problem is we are working to raise a certain dollar amount and not focusing on anything else. It makes little sense to do both of the events. James said last years event was a success but was a lot of work. What if we took the energy that we put into those 4 days for our event and worked out a deal with Chuck to do three beverage events. Bob clarified that James was suggesting that we should cancel the event and do three beverage booths. LaShana asked what are we doing this event for. What is the purpose? If we



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cancel, what is going to happen to the restaurants since they can't afford the Taste of St Louis? We haven't been able to flesh out the why yet? Is it worth the why? She received an inquiry on the Downtown Living Tour but we probably won't be able to do it. James said a tradeoff is telling our sponsors that we won't do the event. Alex said the question of what are we raising money for is a valid question but Taste of Downtown is better for our businesses than Taste of St Louis. Dan said that we can kick it back to the Events Committee and let them come up with something else for the businesses. LaShana mentioned she doesn't know what the community wants. Mike said we have gotten feedback from members that it wouldn't be smart to do the event because of labor and time. However, they didn't provide any alternatives. Bob said building up annual events is not easy but it gets easier as we do more. The reason we should do the event is because we picked up the slack when Taste of St Louis left and provided an event for our businesses. Lafayette Square puts on events in the park and if we are events heavy then that's not a bad thing. He said it burned everyone out last year because we lost our Executive Director. If we were able to raise money we would have a lot of funds for other items like a pocket park and would have more on reserve than other neighborhood organizations. Dan said having events is important but we need to allow capital to focus on other nuts and bolts stuff like supporting our committees, voter registration, and other initiatives. Alex said more events is good but how confident are we that we can get these volunteers to help? Mike moved to have the event as scheduled with a changed name. LaShana, Bob, Alex, Mike voted Yes. Dan voted No. James abstained.

We discussed changing the name. Bob asked if we can get together with Schlafly to discuss promotion and advertising. Bob suggested Downtown Craft Beer and Food Festival. Alex raised a concern that may be too long. James suggested Downtown Throwdown sponsored by Schlafly Brewery. Mike suggested Downtown Food Fest. Bob said maybe Summerfest. LaShana said the Rise Festival is a week before. We decided on Downtown Summer Festival until we come up with something better. James will reach out to Schlafly tomorrow and send out the information to the rest of the board. He thinks they will agree but we don't know at what level.

Open Discussion:

LaShana said she knows how much work a festival is and sees both sides of the argument. She voted for it because a crew is in place. She added we do need to come up with a reason for doing the festival. She asked if we are doing the Living Tour since someone is asking. We will have to let her know we are still deciding.

Bob said to read the minutes on the discussion on the Good Neighbor Agreement. Bob, James, and Dan had a disagreement on what our objectives are. We have to decide if we want the agreement executed or the regulations in the CID district. Dan mentioned DSI was on board and James confirmed. We still need to get with Jack.

Dan said we need to rethink the 13th street initiative. Volunteers are concerned it will not work if Christ Church is using their church as a safe haven like they are now. James agreed it won't be effective if they are giving sanctuary. Bob added that when Mike was running the church he told him they can't give them sanctuary and not own it. The church needs to realize they have a responsibility for the safety of the people they are helping. It could be 24 hour security guard or removal of the people outside. Dan received a request from a member to donate an annual membership fee of \$50 to the Central Patrol Business Association. James said if it supports our officers then he is all for it.



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James moved that we join the association for a \$50 fee. All approved. Dan asked if we could send out communication for the Court Advocate Job Description.

James distributed documents for signature to the Chair and Vice Chair to move bank accounts to US Bank.

Bob wants to put together a survey for the members that covers the Bylaws. LaShana said she will work on one with Survey Monkey.

Mike thanked everyone for a positive discussion and asked that directors to be 100% on board and not go out and be divisive no matter what opinions are.