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Saturday, June 4, 2022

8 a.m., Half Acre Cafe Restaurant

**Annual Business Meeting**

**Minutes**

**Courthouse**

**Square**

**Preservation**

**Society**

**Incorporated**

A picture containing calendar

Description automatically generated

A member of OCRA’s Downtown Affiliate Network,

associated with Indiana Main Street

Meeting minutes prepared and submitted by Steven Hook on June 25, 2022.

**Call to Order**

The annual meeting was called to order by Treasurer Don Shultz at 8:05 a.m.

**Board Members Present:** Don Shultz (Treasurer), Steven Hook (Secretary). Guests in attendance: Dawn Jones, Everett Newman, Gary Gatman, Lori Gagen, and Mary Ann Troutner.

**Quorum**

Quorum was met. There are only three remaining Board members left. Judge Michael Kramer, President, was not present.

**Annual 2021 Meeting Minutes**

A set of meeting minutes were written for last year’s annual meeting held on Saturday, April 10, 2021, at Kountry Kitchen restaurant at 8 a.m. However, they were not discussed or approved at this meeting.

**Treasurer’s Report**

Don Shultz handed out the Treasurer’s Report and reviewed it. The beginning cash balance as of January 5, 2021, is $5,258.71. Cash receipts received are $6,100.00 and total cash disbursements are $6,926.68. The ending balance as of January 5, 2022, is $4,432.03. This balance is reserved for projects, such as the gazebo repairs ($2,500.00) and for other necessary expenses, such as flowers surrounding the water fountain on the courthouse square ($1,293.03). It was noted that previous year’s flowers cost $2,295 in 2020 and $1,927 in 2021.

The main expenses in 2021 were a disbursement of $5,000 to the Albion S.T.A.R. Team received from the Town of Albion and $1,926.68 disbursed to Countryscapes and Gardens (invoiced in December 2021) for flowers and water fountain maintenance.

Don’s Treasurer’s Report packet included the following information:

* Page 1—Financial report with details mentioned above.
* Page 2—CSB check statement ending 4/30/2022 showing a balance of $4,432.03.
* Page 3—IRS confirmation page showing receipt of a 990-N e-Postcard for tax year 2021 filed on April 14, 2022 and filing status of accepted (filed for businesses having under $50,000 in revenue). This form is due five and one-half months after the end of our fiscal year. This filing makes sure our 501 C3 stays intact.
* Page 4—Indiana Dept. of Revenue confirmation page showing receipt of the NP-20 non-profit entity report for 2021. This report is due by August. This report is due every two years. Don was reimbursed $22 for the filing fee.
* Pages 5 thru 6—Indiana Form E1 confirmation page showing the 2021 Business Entity Annual Report filed through the Indiana Gateway with Indiana’s State Board of Accounts. Carol Shelby with the Town of Albion says this report is necessary since Municipal funds are being paid out to the Albion S.T.A.R. Team for promoting the Town. An accounting of both the Town’s $5,000 for S.T.A.R. Team operating expenses and $500 for flowers were needed. Mary Ann provided receipts to Don. Out of the $5,500, the report shows $2,262.58 disbursed for both flowers and operating expenses. Everett explained that we need to file with the State Board of Accounts for the purpose of accounting on the use tax dollars—transparency. Don asked Mary Ann to keep receipts for next year of funds used for expenses taken from the Town’s $5,000 donation.
* Pages 7 thru 8—Confirmation page filed by Judge Kramer with the State of Indiana Office of the Secretary of State for having the Courthouse Square Preservation Society, Inc. to transact business under the assumed business name of STAR TEAM. Effective date is of July 20, 2021.

**Unfinished Business: Reports and Projects**

* **Gazebo Repairs project**—This project received $2,500 from a 2019 REMC Operation Round-up grant earmarked for making repairs on the Courthouse Square gazebo. Because of the COVID-19 pandemic and issues with material costs and labor shortages, the project hasn’t been started. The S.T.A.R. Team did pursue a quote from Knot Just Decks back in May. Work will be handled by the S.T.A.R. Team in 2022 and in subsequent years until completed.
* **Flowers around the water fountain**—2021 was the last year Countryscapes and Gardens maintained flowers and the water fountain. Starting in 2022, Chris Magnuson started helping with planting and maintaining flowers and coordinating repairs to the pump and burnt-out lights and chemicals placed in the water with funds provided by the Albion Chamber ($250), Albion Township Trustee ($350), Albion S.T.A.R. Team ($300), and Town of Albion ($500). Town of Albion Street Dept. employees regularly dump chemicals into the fountain every Friday. The Town’s Water Brigade waters flowers throughout the growing season.
* **Merging the CSPS with the Albion S.T.A.R. Team**—Last year, these two entities discussed how best to merge into one entity. One step taken by Judge Michael Kramer in 2021 was to have the CSPS transact business under the assumed business name of STAR TEAM, effective July 20, 2021. The Albion S.T.A.R. Team (Gary Gatman, Lori Gagen, and Steve Hook) will continue comparing both sets of bylaws with plans to combine both into one document soon.
* **CSPS Treasurer**—Don Shultz has continued to file tax information and other business filings on behalf of the CSPS. The CSPS funds continue to remain with the CSPS. It is planned soon that CSPS funds will be maintained by Mary Ann Troutner, Treasurer of the Albion S.T.A.R. Team, but will remain designated for flowers and gazebo repairs.
* **Future Courthouse Square beautification**—It is the desire of Judge Kramer to have the CSPS continue to make improvements to greenery and infrastructure placed on the courthouse square grounds. The Albion S.T.A.R. Team functioning as the CSPS soon will be responsible for seeing Judge Kramer’s vision to fruition.

**New Business**

* **Bylaws discussion**—Everett Newman started the discussion by noting the importance of continuing the CSPS’ organization by following what’s in the bylaws, such as having the annual meetings and conducting business with checks having the organizational name on them. Gary mentioned that the CSPS bylaws will require changes to handle the way the Albion S.T.A.R. Team is structured. Everett also mentioned the importance of acting as the CSPS corporation in our dealings with others to not take on liability. We must abide by our bylaws and not function outside the boundaries of them. Everett further stated that we have an ethical obligation to operate by the mission and vision set forth in the application for obtaining the CSPS’ 501 C3 status.

The question arouse on how do we change the bylaws to reflect the way we want to operate? The current CSPS Board of Directors does not need to make drastic bylaw changes required to accommodate the S.T.A.R. Team as it’s currently structured. However, Everett suggested that to make changes, S.T.A.R. Team volunteers need to become members of the CSPS. Next, at the March annual meeting, the members elect the Board of Directors. Then, the Board of Directors elects the Officers. Lori suggested having the current CSPS members appoint S.T.A.R. Team members to the CSPS board and then we function as the CSPS. Everett stated challenges to a corporation can be made by members, especially if the corporation is not functioning according to the bylaws. Although we are taking action at a meeting not held during the appointed March annual meeting date stated in the bylaws, we can still call for a special meeting with 48 hours’ notice, such as this meeting.

* **Establishment of Albion S.T.A.R. Team volunteers as new CSPS members**—Lori suggested having a motion and a second by the CSPS members to add S.T.A.R. Team volunteers as new CSPS members. Don made a motion that all current Albion S.T.A.R. Team volunteers listed on the 2021 S.T.A.R. Team Board of Directors list, become CSPS members along with the current CSPS members. Steve Hook seconded the motion. Motion passed unanimously. New CSPS members include Mary Ann Troutner, Steve Hook, Dawn Jones, Ann Kilgore, Emma Spink, Lori Gagen, Gary and Pattie Gatman, Helen and Everett Newman, Don Shultz and Judge Michael Kramer. Everett shared that we need a Membership Committee to select members. This committee, Don Shultz and Steve Hook, will vent prospective members who have the interests of both the CSPS and the Albion S.T.A.R. Team.
* **Election of new CSPS Board of Directors**—After having established the CSPS membership list, those present needed to establish a new CSPS Board of Directors. A quorum of the membership is necessary to elect the new Board of Directors, which was met, since a majority of the new CSPS membership was present. The CSPS states that there shall be ten Board of Directors. Everett proposed as a new member that the current Albion S.T.A.R. Team Board of Directors become the CSPS Board of Directors. Gary suggested we consider selecting the new CSPS Board of Directors from the 2021 S.T.A.R. Team Board of Directors list while including both Don Shultz’ and Judge Kramer’s names too—this would make a board of 12 people. After discussion, Lori made a motion to use this list as the new CSPS Board of Directors minus the names of Judge Kramer and Pattie Gatman. Gary seconded the motion. Motion carried unanimously. The new CSPS Board of Directors include Mary Ann Troutner, Steve Hook, Dawn Jones, Ann Kilgore, Emma Spink, Lori Gagen, Gary Gatman, Helen Newman, Everett Newman and Don Shultz.

(Including Steve Hook—President, Mary Ann Troutner—Vice President, Gary Gateman—Secretary, and Mary Ann Troutner—Treasurer)

* **Establishment of new CSPS Officers**— Having established the CSPS Board of Directors, the next decision was made to elect the Officer positions of President, Vice-President, Secretary, and Treasurer. Steve suggested we keep the current Albion S.T.A.R. Team Officers. Gary made a motion to have Lori become V.P. because of her level of engagement and leadership, Mary Ann to remain as Treasurer, Steve Hook as President, and himself as Secretary. Dawn Jones seconded the motion. Motion carried unanimously. Don will continue to act as our valued financial advisor.
* **Establishment of a Bylaws Review Committee**—A new Bylaws Review Committee was formed to review the CSPS bylaws and make recommended changes. The Committee will include Everett Newman, Lori Gagen, and Steve Hook. The Committee will bring recommendations to the next meeting.
* **Checking Accounts**—Both the CSPS and the Albion S.T.A.R. Team have separate checking accounts. It was suggested that since the Albion S.T.A.R. Team isn’t an official corporation that it be dissolved and we become the CSPS. This would require closing the S.T.A.R. Team’s checking account and using the CSPS’s account. Checks should include “Courthouse Square Preservation Society, Inc. dba STAR Team.” We would make it known that we will be functioning as the CSPS but conducting business as the STAR Team. Don Shultz and Mary Ann will work to consolidate checking accounts.
* **Keeping track of disbursements from Albion funds**—Don explained the importance of having Mary Ann keep good accounting of the $5,500 Town funds given to the S.T.A.R. Team. If the Town is ever audited by the State Board of Accounts, they want to be able to show where the funds went. Town funds spent by the S.T.A.R. Team goes toward operating expenses which is used for supporting the Town. Do we need to decide what expenses come out of our general fund verses the $5,000? Don suggests we still provide receipts for money spent as to allow the Town to be able to account for their donated funds if ever audited. It was mentioned how important it is to provide a report to those providing funds to say how the money was spent. Mary Ann will revamp her financial reports with help from Lori to better reflect appropriated funds.
* **Official CSPS doing business as STAR Team**— The name of the Albion S.T.A.R. Team does not match the form submitted by Judge Kramer that says the CSPS will transact business as. It states the name as “STAR TEAM.” It was noted that most acronyms do not include periods. After discussion, it was decided to adopt the new name of STAR Team. Our official name will be “Courthouse Square Preservation Society, Inc. dba STAR Team.” Lori stated that we will need to submit the doing business as name change to the Noble County Clerk’s Office.
* **Official address for the CSPS**—It was suggested by Mary Ann to have all correspondence for the corporation be delivered to her home at 211 West Highland Street, Albion, IN 46701.

On behalf of the Town of Albion, Don thanked those present for all their efforts to support Albion. The group also thanked Don for their support of the STAR Team.

**Adjournment**

A motion was made to adjourn by Gary and seconded by Don. Motion carried. The meeting concluded at 9:30 a.m.

**Next Meeting**

Two upcoming meetings:

* IMS Annual Assessment (Allie Daugherty)—Monday, June 27th, EDC Office at 6 pm.
* Next STAR Team meeting—Tuesday, June 28th, El Mariachi Restaurant at 6 pm.