



**BOARD MEETING**  
11:00 am, Tuesday, May 19, 2020  
Conference Room 1, City Offices, 333 6<sup>th</sup> St SW, Willmar

**AGENDA**

1. Call meeting to order.....President Liz VanDerBill
2. Additions or Deletions to Agenda.....President VanDerBill
3. Consent Agenda.....President VanDerBill  
Approve:       1. Minutes of 4/20/2020 Board Meeting  
                  2. April 2020 Financials
4. Additions/Deletions/Approve Consent Agenda.....President VanDerBill

**Old Business:**

5. Bylaws .....President VanDerBill
6. Volunteer Job Description.....President VanDerBill

**New Business:**

7. Rethos Downtown Assessment Agreement .....President VanDerBill
8. Use of sidewalks/streets for businesses .....President VanDerBill

**Updates:**

9. Artists on Main Street.....Janet Olney/Ana Serrano/Pablo Obregon
- 10.2020 Work Plan Groups:
  - a. Economic Vitality.....
  - b. Marketing & Promotions.....
  - c. Design.....President VanDerBill
  - d. Organization.....Jill Wohnoutka
11. Staff Report.....Sarah Swedburg
12. Miscellany
13. Adjourn

**Next Meeting: June 16th at 11am**

Willmar Main Street  
Board Meeting  
April 21, 2020

Members Present: Jill Wohnoutka, Janet Olney, Vicki Davis, Liz VanDerBill, Taylor Williamson, Pablo Obregon

Others: Sarah Swedburg

The meeting was called to order by President Liz VanDerBill

There was no additions or deletions to Agenda.

Consent Agenda motion to approve and seconded and motion passed.

1. Minutes of 2/18/2020
2. January -March 2020 Financials
3. 2019 Annual Review

New Business:

4. Volunteer Job Description: Two Job Descriptions provided for board on how to be involved with our organization. This will make the expectations very clear for the volunteers. Review the job descriptions and Sarah will follow up with an email. The goal is to approve at next meeting.
5. Budget Reductions: Included original budget that was approved. The \$4000 grant is removed due to the Rethos grant program due to COVID-19 for small businesses. The Organization committee will have to stay on top this process. She provided us with a 5%, 10% and 15% scenarios for us to think about. We could potentially use our reserved from last year. Sarah explained each reduction proposed. No date on if this will be implemented. This reduction was asked City wide.

Old Business:

6. Bylaws: The changes made from last time were the memberships (friends of Main Street). This is the most updated version of by-laws. Reduced the numbers of board to 2, 2, and 2. The Kandiyohi County Historical Society will be a long term member. Change the by-laws to be a little more flexibility on who and how many board members to represent. Board members will look at it and approve next meeting.
7. Reorganization: We need to add two more members. Please send recommendations to Sarah for new board members. Liz, Taylor and Sarah will meet to review suggestions. Everyone should send 1 or 2 names to Sarah. We are going to post a social media post for anyone who would like to put their name in the hat.

Updates:

8. Artists on Main Street: We had a virtual workshop that Sarah led this past Saturday and 8 people that attended. Their next meeting again on May 2 and applications will be due May 15, 2020. Edited video and going to share on social media.
9. 2020 Work Plan Groups:
  - a. Economic Vitality: Kristin was the chair and resigned from the board. We need to assign new person to this committee. Touch-a-Truck in September and possibly to do it with Presbyterian Church. Rethos has grants available for small businesses for up to \$1000. 8 businesses applied from Willmar. They get notified this week. Sarah will notify board of who is awarded the grant.

- b. Marketing & Promotions: Melissa was on this committee and resigned from the board. We need to assign new person to this committee. Sarah gave a content calendar update for social media. Some ideas are to highlight grocery store and videos of the businesses. Doing a still image 360 tour of some of the businesses downtown.
  - c. Design: The property owners meeting has been postponed due to COVID-19 and the discussion was to be safety and preservation. How the owners can be working together and with the police force. All about promoting what we can do together. The meeting will be rescheduled to a later date. A question about trash and garbage downtown piling up downtown. There are ordinances for this for the City of Willmar. Is there recycling downtown? No right now with the County. The recycling needs to be in enclosed containers. What is the status on the lights going up in downtown? Vicki and Sarah are going to do more work on that.
  - d. Organization: Already covered earlier.
10. Staff Report: Council will do the first phase for the renaissance zone. The first public hearing will be May 5 and after that meeting if the Council approves it and then it goes into effect. They are currently working on the second phase of this project. US Chamber Foundation opened some grants and their website crashed and then they closed the grant process. Sarah is not aware of anyone that was able to apply. Main Street America sent a petition to sign to include small businesses are included the next phase of government funding. National Conference has been cancelled. State workshops have been postponed.

Next Meeting is Tuesday, May 19, 2020

Meeting is adjourned at 11:49am.

Secretary,  
Jill Wahnoutka

Report Selection:

Inclusions Ranges: Begin (thru) End  
Fund & Account... 235 \_\_\_\_\_ 235 \_\_\_\_\_  
\_\_\_\_\_

Approval Plan..... thru \_\_\_\_\_

Calendar Start Date..... 01 01 2020  
Calendar End (As Of) Date..... 04 30 2020

Level to Page Break..... 1 . 0 (1.0 to 5.0)

MTD or QTD or YTD (M/Q/Y)..... Y

Print Inactive Accounts Too?..... N (Y/N)  
Exclude Accounts with Zero Dollars. N (Y/N)  
(A)nnual Budget or (Y)ear-to-Date.. A (A/Y)

Run Instructions:

Jobq	Banner	Copies	Form	Printer	Hold	Space	LPI	Lines	CPI	CP	SP	RT
J		01		MNWIPRT12	Y	S	6	066	10			

SOURCE-JE-ID	VENDOR/CUSTOMER/EXPLANATION	REF/REC/CHK	ANNUAL REVISED BUDGET	ENCUMBERED	ACT MTD POSTED AND IN PROCESS	ACT YTD POSTED AND IN PROCESS	REMAINING BALANCE	PCT	DESCRIPTION	FIL
235	WILLMAR MAIN STREET									
41402	PLANNING & DEVELOP. SERVICES PERSONAL SERVICES									
0110	SALARIES-REG. EMPLOYEES		0.00	0.00	0.00	0.00	0.00	0		
0111	OVERTIME-REG. EMPLOYEES		0.00	0.00	0.00	0.00	0.00	0		
0112	SALARIES-TEMP. EMPLOYEES		0.00	0.00	0.00	0.00	0.00	0		
0113	EMPLOYER PENSION CONTR.		0.00	0.00	0.00	0.00	0.00	0		
0114	EMPLOYER INSUR. CONTR.		0.00	0.00	0.00	0.00	0.00	0		
TOTAL:	PERSONAL SERVICES		0.00	0.00	0.00	0.00	0.00	0		
	SUPPLIES									
0220	OFFICE SUPPLIES		0.00	0.00	0.00	0.00	0.00	0		
0221	SMALL TOOLS		0.00	0.00	0.00	0.00	0.00	0		
0222	MOTOR FUELS AND LUBRICANTS		0.00	0.00	0.00	0.00	0.00	0		
0223	POSTAGE		145.00	0.00	0.00	0.00	145.00	0		
B-030920-318			145.00	BUDGET JOURNAL ENTRIES		REC RES 20-032	000002			B
0224	MTCE. OF EQUIPMENT		0.00	0.00	0.00	0.00	0.00	0		
0225	MTCE. OF STRUCTURES		0.00	0.00	0.00	0.00	0.00	0		
0226	MTCE. OF OTHER IMPROVE.		0.00	0.00	0.00	0.00	0.00	0		
0227	SUBSISTENCE OF PERSONS		2,500.00	0.00	99.53	139.13	2,360.87	5		
D-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19		N	18.27	*19* DRINKING WTR/PLATES		A	
D-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19		N	277.50	*19* ARTSTS ON MAIN-FOOD		A	
D-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19		N	210.68	*19* ARTSTS ON MAIN-FOOD		A	
J-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19		N	18.27-	*19* DRINKING WTR/PLATES		A	
J-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19		N	277.50-	*19* ARTSTS ON MAIN-FOOD		A	
J-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19		N	210.68-	*19* ARTSTS ON MAIN-FOOD		A	
M-021720-247	000492 MN DEPT OF REVENUE	000349	STMT/1-20		N	0.79-	SALES TAX-JAN		A	
B-030920-318			2,500.00	BUDGET JOURNAL ENTRIES		REC RES 20-032	000002		B	
D-031120-280	002365 CARDMEMBER SERVICE	058536	STMT/2-20		N	40.39	DOWNTOWN PRPTY OWNER MTG		A	
D-041420-345	002365 CARDMEMBER SERVICE	058796	STMT/3-20		N	36.68	COFFEE-MAIN ST WORKSHOP		A	
D-041420-345	002365 CARDMEMBER SERVICE	058796	STMT/3-20		N	15.95	FOOD-MAIN ST WORKSHOP		A	
D-041420-345	002365 CARDMEMBER SERVICE	058796	STMT/3-20		N	25.50	MAIN ST DAY AT CAPITOL		A	
D-041420-345	002365 CARDMEMBER SERVICE	058796	STMT/3-20		N	21.40	MAIN ST DAY AT CAPITOL		A	
0228	CLEANING AND WASTE REMOVAL		0.00	0.00	0.00	0.00	0.00	0		
0229	GENERAL SUPPLIES		0.00	0.00	10.78	9.18	9.18-9999	-----!!!!		
D-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19		N	21.93	*19* NAME TAGS/SUPPLIES		A	
J-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19		N	21.93-	*19* NAME TAGS/SUPPLIES		A	
M-011620-163	000492 MN DEPT OF REVENUE	000346	STMT/12-19		N	19.68-	*19* SALES TAX-DEC		A	
J-011620-163	000492 MN DEPT OF REVENUE	000346	STMT/12-19		N	19.68	*19* SALES TAX-DEC		A	
D-012320-191	001093 QUICK SIGNS	058084	176685		N	112.00	*19* WHITE SIGNICADE		A	
D-012320-191	001093 QUICK SIGNS	058084	176649		N	133.00	*19* A-FRAME SIGN INSERT		A	
J-012320-191	001093 QUICK SIGNS	058084	176685		N	112.00-	*19* WHITE SIGNICADE		A	

Exp. Guideline with Detail  
FOR THE PERIOD(S) JAN 01, 2020 THROUGH APR 30, 2020

SOURCE-JE-ID	VENDOR/CUSTOMER/EXPLANATION	REF/REC/CHK	ANNUAL REVISED BUDGET	ENCUMBERED	ACT MTD POSTED AND IN PROCESS	P.O. F 9	ACT YTD POSTED AND IN PROCESS	AMOUNT	REMAINING BALANCE	PCT	DESCRIPTION	FIL
235	WILLMAR MAIN STREET											
41402	PLANNING & DEVELOP. SERVICES											
	SUPPLIES											
0229	GENERAL SUPPLIES											
J-012320-191	001093 QUICK SIGNS	058084	176649			N		133.00-			*19* A-FRAME SIGN INSERT	A
M-021720-247	000492 MN DEPT OF REVENUE	000349	STMT/1-20			N		1.60-			SALES TAX-JAN	A
D-041420-345	002365 CARDMEMBER SERVICE	058796	STMT/3-20			N		10.78			MARKERS-MAIN ST WORKSHOP	A
TOTAL:	SUPPLIES		2,645.00	0.00			110.31	148.31	2,496.69	5		
	OTHER SERVICES											
0330	COMMUNICATIONS		0.00	0.00		0.00		0.00	0.00	0		
0331	PRINTING AND PUBLISHING		500.00	0.00		0.00		125.46	374.54	25 --		
D-021220-230	000803 WEST CENTRAL PRINTING	058397	21643			N		51.54			PRINTED POST CARDS	A
D-021220-230	000803 WEST CENTRAL PRINTING	058397	21641			N		73.92			MAIN ST THANK YOU CARDS	A
B-030920-318		500.00	BUDGET	JOURNAL ENTRIES				REC RES 20-032			000002	B
0332	UTILITIES		0.00	0.00		0.00		0.00	0.00	0		
0333	TRAVEL-CONF.-SCHOOL		5,000.00	0.00		8.00		483.00	4,517.00	9		
B-030920-318		5,000.00	BUDGET	JOURNAL ENTRIES				REC RES 20-032			000002	B
D-031120-280	002365 CARDMEMBER SERVICE	058536	STMT/2-20			N		475.00			SWEDBURG-CONFERENCE REG.	A
D-041420-345	002365 CARDMEMBER SERVICE	058796	STMT/3-20			N		8.00			PRKNG-MN ST DAY AT CAPIT	A
0334	MTCE. OF EQUIPMENT		0.00	0.00		0.00		0.00	0.00	0		
0335	MTCE. OF STRUCTURES		0.00	0.00		0.00		0.00	0.00	0		
0336	MTCE. OF OTHER IMPROVE.		0.00	0.00		0.00		0.00	0.00	0		
0337	SUBSISTENCE OF PERSONS		0.00	0.00		0.00		155.00-	155.00	9999	-----!!!!	
D-011020-158	.02957 BARRY/CHERYL	057978	1			N		155.00			*19* HOT CHOC.-HOLIDAZE	A
J-011020-158	.02957 BARRY/CHERYL	057978	1			N		155.00-			*19* HOT CHOC.-HOLIDAZE	A
J-032620-312	MISC JOURNAL ENTRIES	000006						155.00-			VOID CK #57753	A
0338	CLEANING AND WASTE REMOVAL		0.00	0.00		0.00		0.00	0.00	0		
0339	OTHER SERVICES		2,500.00	0.00		0.00		200.00	2,300.00	8		
D-021220-230	.02961 BARN THEATRE/THE	058288	020420			N		200.00			DAMAGE DEPOSIT	A
B-030920-318		2,500.00	BUDGET	JOURNAL ENTRIES				REC RES 20-032			000002	B
TOTAL:	OTHER SERVICES		8,000.00	0.00		8.00		653.46	7,346.54	8		
	OTHER CHARGES											
0440	RENTS		280.00	0.00		0.00		280.00	0.00	100	-----	
D-021220-230	000090 BARN THEATRE/THE	058289	020420			N		280.00			FACILITY RENTAL FEE	A
B-030920-318		280.00	BUDGET	JOURNAL ENTRIES				REC RES 20-032			000002	B
0441	INSURANCES AND BONDS		0.00	0.00		0.00		0.00	0.00	0		

Exp. Guideline with Detail  
FOR THE PERIOD(S) JAN 01, 2020 THROUGH APR 30, 2020

		ANNUAL	ENCUMBERED	ACT MTD POSTED	ACT YTD POSTED	REMAINING	PCT	
		REVISED BUDGET		AND IN PROCESS	AND IN PROCESS	BALANCE		
SOURCE-JE-ID	VENDOR/CUSTOMER/EXPLANATION	REF/REC/CHK	INVOICE	P.O. F 9	AMOUNT	DESCRIPTION	FIL	
235	WILLMAR MAIN STREET							
41402	PLANNING & DEVELOP. SERVICES OTHER CHARGES							
0442	AWARDS AND INDEMNITIES	13,500.00	0.00	0.00	0.00	13,500.00	0	
B-030920-318		13,500.00	BUDGET JOURNAL ENTRIES		REC RES 20-032	000002		B
0443	SUBSCRIPTIONS AND MEMBERSHIP	2,375.00	0.00	2,000.00	2,401.35	26.35-	101	-----
D-021320-246	002365 CARDMEMBER SERVICE	058405	STMT/1-20	N	343.75	2020 MN ST AMERICA MBRSH		A
B-030920-318		2,375.00	BUDGET JOURNAL ENTRIES		REC RES 20-032	000002		B
J-031220-320	PREPAID JOURNAL ENTRIES	000005			57.60	PREPAY EXPENSES 2019		A
D-042920-363	003313 PRESERVATION ALLIANCE OF	058982	20012	N	2,000.00	2020 MEMBERSHIP DUES		A
0444	INTEREST	0.00	0.00	0.00	0.00	0.00	0	
0445	LICENSES AND TAXES	0.00	0.00	0.00	0.00	0.00	0	
0446	PROFESSIONAL SERVICES	15,200.00	0.00	850.00	1,600.00	13,600.00	10 -	
B-030920-318		15,200.00	BUDGET JOURNAL ENTRIES		REC RES 20-032	000002		B
D-031120-280	002365 CARDMEMBER SERVICE	058536	STMT/2-20	N	750.00	SOCIAL MEDIA-10 POSTS		A
D-041420-345	002365 CARDMEMBER SERVICE	058796	STMT/3-20	N	850.00	MEDIA/WEBSITE UPDATES		A
0447	ADVERTISING	1,000.00	0.00	0.00	5.41	994.59	0	
D-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19	N	19.59	*19* FACEBOOK AD		A
D-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19	N	50.00	*19* FACEBOOK AD		A
J-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19	N	19.59-	*19* FACEBOOK AD		A
J-011020-158	002365 CARDMEMBER SERVICE	057979	STMT/12-19	N	50.00-	*19* FACEBOOK AD		A
D-021320-246	002365 CARDMEMBER SERVICE	058405	STMT/1-20	N	5.41	FACEBOOK ADVERTISING		A
B-030920-318		1,000.00	BUDGET JOURNAL ENTRIES		REC RES 20-032	000002		B
0449	OTHER CHARGES	10,000.00	0.00	0.00	0.00	10,000.00	0	
B-030920-318		10,000.00	BUDGET JOURNAL ENTRIES		REC RES 20-032	000002		B
TOTAL: OTHER CHARGES		42,355.00	0.00	2,850.00	4,286.76	38,068.24	10 -	
TOTAL: PLANNING & DEVELOP. SERVICES		53,000.00	0.00	2,968.31	5,088.53	47,911.47	9	
TOTAL: WILLMAR MAIN STREET		53,000.00	0.00	2,968.31	5,088.53	47,911.47	9	

Exp. Guideline with Detail  
 FOR THE PERIOD(S) JAN 01, 2020 THROUGH APR 30, 2020

SOURCE-JE-ID	VENDOR/CUSTOMER/EXPLANATION	REF/REC/CHK	ANNUAL REVISED BUDGET	ENCUMBERED	ACT MTD POSTED AND IN PROCESS	ACT YTD POSTED AND IN PROCESS	REMAINING BALANCE	PCT	FIL
				INVOICE	P.O. F 9	AMOUNT	DESCRIPTION		
	GRAND TOTAL		53,000.00	0.00	2,968.31	5,088.53	47,911.47	9	
	TOTAL NUMBER OF RECORDS PRINTED		86						



Willmar Main Street

Bylaws

**Article I – Name and Principal Office**

Section 1. Name and Boundaries

The name of the program shall be the Willmar Main Street Program, “the Program”. The Program shall focus within the city designated central business district. The area may be changed from time to time by the Board of Directors and provided that any change to the Program area fully complies with existing local and state statutes.

Section 2. Principal Office

The principal office of the Program shall be determined from time to time by the Board of Directors, except that said office must be within the Program area.

**Article II - Purpose**

Section 1. Purpose

The purposes for which this corporation is organized are to stimulate downtown business district revitalization in Willmar through organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for downtown by promoting the downtown as an exciting place to live, shop and invest); design (improving the appearance of the downtown); and to receive, administer and distribute funds in connection with any activities related to the above purposes; provided, however, that the Program shall only engage in activities that are in the purview of Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law. No part of the net earnings of the Program shall inure to the benefit of any of its members or any other individual; and the Program shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 2. Status

It is the intent of the Program to qualify as a program of the City of Willmar. In order to effectuate such intent, no part of the net earnings of the Program shall inure to the benefit of any of its members or any other individual; and the Program shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 3. Dissolution

Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution.

### **Article III – Mission/Program of Work**

#### Section 1. Mission

The mission of the Program exists to promote downtown Willmar as the foundation of our community. The Program will cultivate connections, create unique experiences and build community.

#### Section 2. Program of Work

The goals will be achieved through the Board's long term commitment to the National Main Street four-point committee driven approach to historic preservation and economic development:

- a) Design
- b) Promotion
- c) Organization
- d) Economic Vitality

The program shall not participate in any political campaign in support of a candidate.

### **Article IV – Community Meetings**

#### Section 1. Annual Meeting

An annual community meeting shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of sharing the prior year's achievements, setting goals for the ensuing year, and transacting such other business as may be properly brought before the meeting.

#### Section 2. Special Community Meetings

Special community meetings shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President or the Board of Directors either at their own request or upon written petition by at least 10 community members.

#### Section 3. Notice of Community Meetings

Written notice of every community meeting, stating the place, date and hour of the meeting, shall be given either personally or by public announcement via website, social media, newspaper, or other means of communication not less than 15 or more than 50 days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States with postage thereon prepaid, addressed to the stakeholders at their addresses as they appear on the Program's record. All other interested parties shall be given such notice of meetings, as the Board of Directors shall deem appropriate.

## **Article VI – Board of Directors**

### **Section 1. Responsibilities**

The overall responsibility for the work of the Program shall reside in its Board of Directors.

Each director is strongly encouraged to be an active member of one of the standing committees.

### **Section 2. Number, Tenure, Qualifications**

The Board of Directors shall consist of seven (7) persons, including one (1) representative from the Kandiyohi County Historical Society and six (6) members. Additionally, two (2) ex-officio City Council members shall be appointed to serve on the Board. The Directors shall be appointed to a term of three (3) years, except that the term of office for the members of the first Board of Directors shall be as follows: three (3) shall be elected for one year, three (3) shall be elected for two years and three (3) shall be elected for three years. Directors may be reelected for one consecutive term. At least two (2) members shall be persons having interest in property located in the downtown district.

A Director shall hold office until his/her successor is appointed and assumes office.

The Coordinator of the Program shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

### **Section 3. Attendance, Vacancies, and Removal of Directors**

Directors are expected to attend all regularly-scheduled meetings of the Board of Directors and all special meetings, if possible. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the current members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from four (4) consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

### **Section 4. Disclosure of Interests and Code of Director Ethics**

A Director who has a direct interest in any matter before the Board shall disclose that interest prior to Board action; said disclosure shall become part of the written record of the Board's deliberations. In the event of such disclosure, the Board shall make a determination of whether the Director is qualified to vote on that issue.

### **Section 5: Annual (Organizational) Meeting and Fiscal Year**

An annual meeting of the Board of Directors shall be held each year for the purpose of electing Board Officers, assessing the prior year's achievements, finalizing goals for the ensuing year (taking into consideration input gathered from the annual community meeting), and for the transaction of such other business as may come before the meeting.

## Section 6: Board Meetings

Regular meetings of the Board shall be held monthly at a time and place the Board shall determine. Special meetings of the Board may be called at the request of the President or by the Executive Committee or four or more Directors. The person(s) calling said special meeting shall designate its time and place, although any meeting so called shall be within the corporate limits of the City. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director either by personal delivery or by mail, phone, or E-mail at least five (5) days before the meeting. Meetings of the Board of Directors may be cancelled by the Board Chairperson for good cause such as lack of pending business.

## Section 7: Notice of Meetings, Quorum, Majority Rule and Minutes

A majority of the voting members of the Board then in office shall constitute a quorum for the conduct of business. Except as provided in these By-laws, a simple majority of those voting shall affirm Board action. In the event that one or more Directors are disqualified from voting under the provisions of Article III, Section 5, the remaining members shall constitute a quorum for that issue alone, and a majority of the quorum shall then be required to affirm Board action.

All meetings of the Board shall be open to the public and provide for public comment on any item before the Board.

Minutes of all Board meetings shall be kept and made available to all Directors prior to the next regular meeting.

## Section 8: Compensation and Expenses of Directors

Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred in the course of their service to the Program as approved by the Program Coordinator.

## **Article VII – Committees**

### Section 1. Standing Committees

This Program shall have at least four (4) standing committees, which shall be entitled Promotion, Design, Economic Vitality, and Organization. The Promotion, Design, Organization and Economic Vitality committees shall consist of not less than five (5) members, including a member of the Board of Directors of the Program who shall serve as chairperson and be responsible for directing and coordinating the affairs of the committee. In the event the chairperson is not a board member, a board member should serve on the committee. The terms of the committees shall be for three (3) year commencing at the time of the annual community meeting.

### Section 2. Additional Committees

The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the above-named standing committees,

including, without limitation, an Executive Committee, composed of the four officers, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Program. Other committees not having and exercising the authority of the Board of Directors in the management of the Program may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

### Section 3: Responsibilities of Committees

All committees shall determine and schedule their meeting times, dates, and locations. Each committee will notify the Program Coordinator of its meetings and will keep written reports of its proceedings and forward those reports to the Program Coordinator.

Committees are encouraged to consult with outside sources and interface with other outside bodies for an exchange of ideas that might be presented to the Board of Directors for action.

Committees are not authorized to enter into contracts or purchase agreements without the specific consent of the Board of Directors.

## **Article VIII - Officers**

### Section 1. Officers

The officers of the Program shall be elected annually by the Board of Directors and shall consist of a President, a Vice President, a Secretary, and a Treasurer.

### Section 2. Officers Term

Officers shall be elected annually. An officer may hold the position for no more than two consecutive one-year terms and may be reappointed after one year.

### Section 3. Powers and Duties

Except as hereinafter provided, the officers of the Program shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

A. President. The President shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.

B. Vice President. The Vice President shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

C. Secretary. The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Program, and shall make available copies of the Minutes of each membership meeting to all members within 60 days from the conclusion of each meeting. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Directors.

D. Treasurer. The Treasurer shall review all financial records prior to the monthly meeting of the Board of Directors. The Treasurer shall also have such other duties as may be assigned by the membership or the Board of Directors.

### **Article IX – Program Director**

The Program Director of the Program shall manage the daily operations of the Program. The Program Director shall be responsible for coordinating the implementation of the Program's policies and projects and such other duties as the Board of Directors may require. The Program Director shall receive for his or her services such compensation as may be determined by the Board of Directors.

### **Article X – Finances**

#### Section 1. Contracts

The Board of Directors may authorize the Chairperson or Program Coordinator to enter into any contract or execute any instrument in the name of the authority; such authorization may be either general or confined to specific instances.

#### Section 2. Payment of Debt

All orders for the payment of money, notes, or other evidence of indebtedness shall be approved by the Program Coordinator and forwarded to the City Finance Department for the issuance of payment.

### **Article XI – General Provisions**

#### Section 1. Fiscal Year

The fiscal year of the Program shall begin on the first day of January and end on the last day of December in each year.

#### Section 2. Fiscal Year Statements

Not later than three months after the close of each fiscal year, the Program shall prepare:

- a. A balance sheet showing in reasonable detail the financial condition of the Program at the close of the fiscal year;

- b. A statement of the source and application of funds showing the results of the operation of the Program during the fiscal year.

#### **Article XII – Amendments**

The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Program's qualifications under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law.



## Sub-Committee Member Role Description

### **Expectations:**

- Time commitment of up to 6 volunteer hours a month
- Monthly Meeting - approximately 60 minutes
- Attend Main Street training & advocacy whenever possible

### **Sub-Committee Responsibilities:**

- Forward policy recommendations to the Willmar Main Street Board
- Maximizing volunteer involvement in the revitalization effort
- Supports the work of other sub-committees by volunteering time and expertise

### **Purpose of Sub-Committees:**

WMS Sub-Committees help support the larger goals of the Willmar Main Street Board. Sub-Committees help the Board plan & execute goals within their areas of focus:

- **Marketing & Promotions** – Guides promotion strategies; Helps with creation of Social Media Content Calendar; Advises on website updates
- **Economic Vitality** – Advises Board & assists staff with the execution of WMS events & partnerships; policy & program recommendations relating to economic development
- **Organization** – Reviews WMS program organization; assists in review of organizational items such as the budget, bylaws, & volunteer recruitment
- **Design** – Advises and assists staff with community input regarding downtown infrastructure & aesthetics; Assists with organization of downtown property owner meetings.

### **Benefits:**

As a member of a WMS Sub-Committee, you are an advocate for downtown and will be viewed in the community as a leader in the area of downtown revitalization. Within the committee itself, you will be viewed as an expert in your field because of the business field and community you represent and will be consulted with throughout your time in the committee.

### **Tracking Volunteer Hours**

As part of our designation, we are required to track volunteer hours. Please be sure to keep track of your hours that support Main Street outside of meetings. Staff can easily count the number of hours you attend at meetings, but will need your help to identify time spent outside of meetings in support of Main Street.

### **Ideas to help keep track include:**

- Creating a spreadsheet and self-monitoring
- Use a time tracking app or note on your phone
- Keeping notes near your computer and reporting on a regular basis
- Sending a quick email to Main Street staff with amount of time whenever you work on a project
- Verbally informing staff at committee meetings
- Making notes in your day planner or online calendar
- Use the volunteer tracking form in this packet





## Board Member Role Description

### **Expectations:**

- Time commitment of up to 10 volunteer hours a month
- Monthly Meeting - approximately 60 minutes
- Chair/participant in at least 1 Sub-Committee (approximately 1 monthly meeting)
- Attend Main Street training & advocacy whenever possible

### **Sub-Committee Responsibilities:**

- Forward policy recommendations to the Willmar Main Street Board
- Maximizing volunteer involvement in the revitalization effort
- Supports the work of other sub-committees by volunteering time and expertise

### **Purpose of Board:**

The WMS Board oversees operations, sets yearly goals, guides the direction of the program, and makes recommendation to the City Council regarding downtown Willmar. Responsibilities also include reviewing finances and updates from Sub-Committees.

### **Benefits:**

As a member of the WMS Board, you are an advocate for downtown and will be viewed in the community as a leader in the area of downtown revitalization. On the Board itself, you will be viewed as an expert in your field because of the business field and community you represent and will be consulted with throughout your time on the Board.

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