

## **Meeting of the Historic Decatur Association (HDA) Board of Directors (BOD)**

**Tuesday, March 26, 2019 at 6:00pm**

### **Meeting Location:**

**Historic Depot and Railroad Museum, 701 Railroad St NW**

### **Meeting Attendees:**

David Breland  
Cindy Upton  
Sue Powell  
Justin Hall  
Harriette Mathews  
Brenda Henson  
Mike Meely  
Astrid McIntosh

### **Guests:**

Kim Carr, Sally Smartt, Barbara Kelly

2019 HDA President Brenda Henson called the meeting to order. The minutes from the February meeting were already approved via email vote in order to allow the new officers to take their positions. The final version of the minutes are kept on the HDA website.

Announcements were the next agenda topic. Brenda provided details on the upcoming workshop on historic houses and architecture to be held on March 30<sup>th</sup> at the Morgan County Archives. She also mentioned the walking tours to be held each Saturday in April. The details of the tours would be offered in several places, including the Decatur Daily and in the next HDA newsletter. Another announcement was for the new exhibit at the Carnegie Visual Arts Center featuring local artists, both professional and amateur. Details of the exhibit are available on Carnegie's website. On April 24<sup>th</sup>, Old Decatur resident Jim Odom will speak at First Baptist Church on his long career in the space industry, and particularly about his involvement with the Hubble Space Telescope Team to mark the upcoming 30<sup>th</sup> anniversary of the launch of the satellite.

2019 HDA Treasurer Mike Meely presented the March income and expense report. Expenses related to the Christmas Tour totaled \$4654.03 and income from dues, Square fees and other sources totaled \$774.25. Mike's report shows the HDA to have \$62,487.25 in the bank. In order to pay for online renewal of things such as the HDA website, it is necessary for the HDA to have a bankcard. Mike had received an application for a CB&S Visa. Brenda asked for a motion and vote on both the Treasury report and the application for a new bankcard. The motion was made by Cindy Upton with a second from Justin Hall. The motion passed with a favorable unanimous vote. Brenda checked on the HDA insurance policy, which is primarily used for coverage of events such as the Christmas and Garden Tours. The annual policy payment of \$584.00 is due on April 26<sup>th</sup>. Brenda asked for a motion and vote to pay this bill. Harriett Mathews motioned to accept and Justin seconded. The motion passed with a unanimous positive vote.

The next topic of discussion concerned the recently completed financial audit. Brenda discussed the recommendations made by the auditor, which included providing a balance sheet every month to the BOD members - which Mike has done – and instituting a new process for approving invoices prior to payment. Brenda indicated that since she would naturally meet with Mike most often that she would work with him to provide this additional approval step. The motion to adopt the recommended practices was made by David Breland with a second from Sue Powell. The motion passed with a favorable unanimous vote.

Mike provided the membership report. The HDA currently has 45 paid members for 2019, which is down substantially from past years. Social Committee Chair Kim Carr suggested that an upcoming social could be used to provide a convenient place to pay dues. Chad Hopkins is working on a possible date for a social at the Cross Eyed Owl Brewery. Also, the HDA is considering ways to allow online payment of dues with the associated fees covered by the payee. Kim took an action to meet with Mike to determine the best process (such as PayPal) to implement for online payments. Brenda asked for a vote to develop this process and the motion was made by Justin with a second from Cindy. The vote passed unanimously. Justin reminded everyone that a Square account was already set up for use by the Christmas Tour. Kim will check into the renewal process for that account.

Committee Reports were next. Garden Tour Chair Cindy Upton said that some gardens had been added, but more were needed. Westminster Presbyterian confirmed that the Tour HQ could be set up in their Fellowship Hall. Cindy reported that several activities were on track for the HQ, such as the Morgan County Master Gardeners providing an “Ask a Master Gardener” table and setting up a small plant sale. In addition, the Master Gardeners will help publicize the Tour through their outreach channels. Allyson Shabel, the Morgan County Cooperative Extension Agent, accepted Cindy’s invitation to do a demonstration presentation. Also, the Decatur Youth Symphony will be playing at HQ. Cindy said there was still a lot to do to get ready for the May 19<sup>th</sup> event. Justin suggested having a cash donations basket at HQ since the Tour is free and some visitors may elect to contribute and offset the cost of the refreshments, etc.

The Christmas Tour was the next topic. 2019 Chair Harriett Mathews said that this year’s committee was forming and would meet soon. They have already begun looking for houses for the December 14<sup>th</sup> Tour.

The next topic was a report from the Tree Committee. Brenda met with Decatur City Council President Paige Bibbee, who indicated that proper approvals from the City had not been provided to assure that the trees on City right of way do not interfere with utilities or present hazards in the future. Brenda assured Paige that the HDA would work through the proper channels and consult the City arborist on the planting plan for the remaining trees. The next group of trees to be planted are expected to be installed in the fall in order to allow for the proper approvals and to optimize growing conditions.

The Newsletter Committee report was next. Brenda provided a draft version of the next newsletter for everyone’s review. The plan is to distribute the newsletter the first week of April.

The Social Committee had nothing additional to report other than the comments regarding the ability of membership payments at HDA socials.

Kim Carr reported on behalf of the Communications Committee that the HDA website was renewed for three years.

Old Business was discussed next. David reported that the process for obtaining a grant for new signage had started. He contacted Lee Sentell from the Alabama State Tourism Department, who indicated his support of the project. David also reached out to other groups who would be interested in supporting the new signs. Since the new signage is expected to help tourism and economic development, there is a possibility that several organizations may help with funding. David's efforts are meant to gain as much compounded donations as possible in order to complete the signage installation plan as soon as possible.

The next agenda topic was New Business. Brenda suggested that the BOD sponsor a letter to the Historic Preservation Committee to recommend the hiring of a professional consultant in historic home preservation. Caroline Swope is currently providing support in this area through a grant which is expiring soon. Her expertise is especially valuable given her academic and professional background. Caroline's efforts have demonstrated a need for continued support of this type and have already shown a great deal of benefit to the historic areas of Decatur.

Brenda also said that the BOD may need to consider moving the decision making process for approving historic marker signs for private homes away from individual neighbors to a professional committee. The issue is that the neighbor does not have the information or expertise needed in this area, and they are frequently placed in an awkward position when their reference material indicates noncompliance to historic requirements needed in order to obtain the marker. More discussion on this topic will be part of upcoming BOD meetings.

The next item discussed was actually Old Business, and it concerned the incorporation of Bylaw changes that were favorably passed last year but never formally adopted. From the February 2018 meeting minutes: "Section 3.12, "Acts of the Board" would need to be amended to allow for email voting by the BOD. Although section 3.13, "Action without Meeting" covers post meeting email voting, there is a discrepancy between the two sections which will be resolved at the next BOD meeting by proposing an amendment to the Bylaws. The expected outcome will be to allow voting outside of physical meetings as long as there is 100% response from the BOD. There was a discussion on whether 100% voting was necessary, but in order to allow all BOD members to stay involved for each decision this was deemed the best approach." The other change needed to the Bylaws was an amendment to increase the BOD membership from four members from each neighborhood to six, plus the member-at-large. Since our Bylaws are a controlled document, legal support is needed to make the changes. Brenda made an appointment with Scott Faulkner, who wrote the original document, to discuss the needed revisions so that the Bylaws could be updated.

The next discussion topic (back to New Business) was the revelation during the independent financial review that the HDA had not filed the necessary tax form 990 for 2017 and a tax return was due soon for 2018. Mike was working on this catchup, and the BOD was advised that late fees may be levied.

The HDA BOD normally meets at 6:00pm on the last Tuesday of every month except December. The next meeting of the HDA BOD is planned for April 30, 2019. The location is planned to be the Historic Depot and Railroad Museum.

Respectfully Submitted,  
Cindy Upton  
Secretary, HDA