

Historic Shepherdstown Commission
Annual Meeting Minutes
Via Zoom
September 9, 2020

- I. **Welcome and Quorum Count**—President Donna Bertazzoni called the meeting to order at 7 p.m. and welcomed members and guests. She particularly thanked everyone for attending the Annual Meeting and Speaker Series via Zoom. Board Secretary Vicki Smith ascertained that a quorum was present. A list of member attendees is attached.

- II. **President’s Overview**—President Donna Bertazzoni summarized Historic Shepherdstown’s 2020 activities, noting that it had been a challenging year, but not lacking in accomplishments. She thanked board members and volunteers, as well as Administrator Teresa McLaughlin for adapting to new conditions and for dealing with problems in a professional manner.

She noted that the Historic Shepherdstown sadly had been unable to open the Museum. This action disappointed members, volunteers, and visitors. In addition, it affected revenue, as did the cancellation of the Fall Fundraiser and losing reception room rentals. Cancellation of other events—the opening reception, the Speaker Series, and plans for the holiday party and the Visit with Santa—all diminished outreach to members and the broader community.

However, there were some positive notes. Historic Shepherdstown applied for and received one of the Covid CARES grants from the WV Humanities Council to help cover the revenue shortfall and fund creative efforts to respond to the pandemic. The latter included funding for the Zoom account being used for this meeting, purchase of a camera set-up to film short videos to be made available online, and exploration of other new ways to engage online. In addition, a grant from the Two Rivers Giving Circle enabled the replacement of deteriorating bricks on the Entler Building. And, Historic Shepherdstown was the recipient of one Henry Willard’s generous bequests to the community.

The Entler offices are again fully occupied, including new tenant Kimo Williams whose photography gallery occupies the first floor office. Because the Covid shutdown adversely affected some tenants, Historic Shepherdstown was able to offer rent relief to several tenants.

One more note: the 2020 Christmas ornament features the Shepherdstown Opera House and will be available soon.

III. Treasurer's Report—Steve Pearson reported that, in spite of the loss of revenue caused by the pandemic, Historic Shepherdstown has been able to offset those losses with expense reductions. Although the numbers have changed, the original target of a break-even budget for 2020 has been accomplished. The main cause of revenue loss has been short-term reception room rental reductions. In addition, as Donna noted, some tenants were granted rent reductions. Membership income has been stable, but the major fundraiser was not held. However, two grants totaling approximately \$11,000 were received. The main means of reducing expenses was through selectively deferring maintenance expenditures. Since 2019 saw major work on the building completed, this was not as difficult as it might have been.

Cash reserves are adequate with \$38,000 in the checking account and \$57,000 in the general reserve fund, meeting the guideline of maintaining enough cash to cover six months to one year of operating expenses. The \$50,000 bequest from Henry Willard has been placed in a special account, pending board decisions on its management.

IV. Minutes of 2019 Annual Meeting—The 2019 Annual Meeting minutes were made available in advance on the Historic Shepherdstown website. Board member Steve Pearson moved approval of the minutes as presented. They were approved unanimously.

V. Museum Committee Report—Museum Committee Co-Chair Vicki Smith reported that the required closure of the Museum in the spring, though necessary, was difficult for all those involved. Even after the Governor permitted reopening, the Museum did not reopen. Docents had been polled on whether they could serve. Most, being in the most vulnerable population, could not. It was decided that, if visitors requested in advance to see the museum, and a docent was available, tours could take place with careful choreography and masking. Over the summer, a few visitors, mainly with long-time Shepherdstown roots, took advantage of this offer. During the year, the committee acquired a sword belonging to former mayor Colonel Hamtramck. The sword is being prepared for display. Historic Shepherdstown agreed to sponsor an oral history project being conducted by Shepherd's Dr. Keith Alexander documenting the effects of Covid on Jefferson County.

VI. Vote on Board Member Nominations—For the Nominations Committee, Donna Bertazzoni presented a slate of five candidates for the Board of Directors: Terry Fulton, John Kavaliunas, Dianne Roman, Austin Slater, and Brenda Thorne. Biographies of all of them were provided to the membership in August, along with the invitation to the meeting. All of the nominees have impressive credentials and deep interest in history. Donna asked for nominations from the floor. There were none. Jerry Bucey moved approval of the slate. Wendy Beckner seconded. The membership voted unanimously in favor of the slate. Two current board members, Donna Bertazzoni and Jerry Bucey, each were nominated for a second three-year term. Dave Pugh moved approval of those nominations. Anne D'Alauro seconded the motion. It was approved unanimously.

Donna thanked departing board members Jerry Bock, Vicki Smith, and John Demer for their service. Jerry and Vicki have both served as Board presidents and as committee chairs, and John has been an active member of the Museum Committee. All expect to continue involvement in Historic Shepherdstown.

- VII. By-Law Changes**—Operating under the constraints of Covid, the board approved changes in the by-laws to allow for online meetings and provide flexibility in setting the meeting schedule. These changes need to be approved by the membership. The changes are as follows—changes in bold:

Article I, Section D

The Annual Membership Meeting shall take place in September of each year **in person, online, or a hybrid**, at which time the membership shall elect....

Nick Blanton moved approval of the amendment as proposed. Ebonee Helmick seconded the motion, and it was approved by the membership.

Article III, Section A

The Board of Directors shall meet at least six (6) times annually at a place and time designated by the Board **and may include online meetings**. The time and place for each regular meeting shall be established (**remove the word annually**) by the Board.

Teresa McLaughlin moved approval of the amendments as proposed. John Demer seconded the motion, and it was approved unanimously by the membership.

- VIII. Adjournment**—Donna adjourned the Annual Meeting and introduced Kevin Pawlak to present his Speaker Series talk.

Respectfully submitted,

Victoria Smith
Secretary