

Kendall Whittier Improvement District Board
Meeting Minutes

Date: 9/14/2022

Attendance: Aaron Post, Darek Latta, Derek Mordhorst, Jake Miller, Nicholas Flores, Sammantha Hoyte, Jessica Jackson Seay, Jamie Yrineo Barnes, Trent Morrow, and Samantha Extance.

Not in Attendance: Calvin Michael Moniz

1. **Introductions** - All board members introduced themselves to the group.
2. **Overview of Kendall Whittier Improvement District** - Ex-Officio Member, Samantha Extance gave a brief overview on what a BID is, how it works, the establishment of the Kendall Whittier Improvement District (KWID), and background on the previous Whittier Square Improvement Districts (WSID #1 & 2).
3. **Board Officer Overview** - We reviewed the board officers roles & responsibilities and discussed needed edits or additions. There were no changes needed. Roles and responsibilities were adopted as written.
 - a. We reviewed Oklahoma Center for Nonprofits two white papers on Board Performance.
 - b. We held Board Officer Elections. The officers elected are as follows:
 - i. President - Jamie Barnes
 - ii. Vice President - Derek Mordhorst
 - iii. Secretary - Nicholas Flores
 - iv. Treasurer - Sammantha Hoyte
 - v. Ex-Officio members representing Tulsa Planning Office (Samantha Extance) and Kendall Whittier Main Street (Jessica Jackson Seay) were also approved.
4. **Review Mission Statement** - We reviewed the mission statement and discussed needed edits or additions. There was one change requested: adding “and maintaining” to the paragraph so it reads “installing and maintaining decorative planters” instead of “installing decorative planters.” Change was adopted and approved.

Samantha Extance will update all instances in our governing documents and policy language where this update is needed.
5. **Articles of Incorporation** - All board members received the Articles of Incorporation ahead of the meeting for review. We discussed the governing document and needed edits, additions, and decisions.

Edits discussed were updating the mission statement section to reflect our recent change and listing all board members with their addresses.

Three decisions were made as a group: to list the newly elected officers of President, Vice President, and Treasurer as the three incorporators on the articles, to list Jessica Jackson Seay as the registered agent on the application, and the determination of a KWID email address (KWID@gmail.com or KWImprovementDistrict@gmail.com).

Samantha Extance will update the articles with these edits and decisions. Articles of Incorporation were approved by the board with these changes. Board incorporators will sign once revisions are made.

- 6. Bylaws** - All board members received the bylaws ahead of the meeting for review. We discussed the governing document and needed edits, additions, and decisions.

Edits discussed were updating the mission statement and confirmation of Ex-Officio members to reflect our earlier changes and decisions. Additionally, the board officers term of office was discussed and changed from one-year to two-years.

Additional discussion was held about what insurance (in addition to board insurance), does KWID, Inc. need. Worker's compensation was discussed specifically and further research is needed.

Samantha Extance will update the bylaws with the discussed edits.

7. Board Member Overview

- a. Board Meetings - We reviewed the proposed annual board calendar and made two edits to reflect an earlier change to the bylaws changing the officer terms to two-years instead of one-year. Slate of officers approval and Officers (Executive Committee) Approval now occur every other year instead of annually.
- b. Discussion of Board Subcommittees - We discussed which board committees would be needed. The board decided to create two committees: executive and finance only. An implementation or ad hoc committee can be formed later if needed.
 - i. Executive Committee
 - 1. President, Jamie Barnes
 - 2. Vice President, Derek Mordhorst
 - 3. Treasurer, Sammantha Hoyte
 - 4. Secretary, Nicholas Flores
 - ii. Finance Committee
 - 1. Treasurer, Sammantha Hoyte
 - 2. Derek Latta

3. Calvin Michael Moniz (in absentia - added to this committee for his legal expertise)
- c. Board Commitment Form - We reviewed the form and identified edits needed from earlier governing document edits. Samantha Extance to edit the document and have printed for all board members to sign at our next meeting.

8. Forms & Applications - We reviewed the below applications and forms together and discussed potential edits.

- a. OK Secretary of State Charitable ORG Registration Application - No changes or edits identified.
- b. IRS 1023 - Addition of newly elected board officers and board member address information, updating mission statement in Section 3.1, and changing field 9a: from "n/a" to "www.tulsaplanning.org/kwid."

An additional question was asked regarding how the improvement district funds are classified. Samantha Extance to follow up with the City of Tulsa Legal Department to determine if funds are classified as public or private.

- c. IRS Form SS-4 - No changes or edits identified.

9. Policies - We reviewed the below policies and forms together and discussed potential edits.

- a. Conflict of Interest Policy and Form - No edits or changes identified.
 - i. Question raised as to whether or not employment by WSID would be considered a conflict of interest. It was determined that it would not be a conflict of interest, since the boards, entities, and funding are separate; however, in the interest of transparency, the board member will list it on their form.
- b. Board Confidentiality Agreement Form - No edits or changes identified.
- c. Document Retention & Destruction Policy - No edits or changes identified. Document complies with state and federal policies on information security.
- d. Limited Advocacy Policy - No edits or changes identified.

10. Miscellaneous Discussion

- a. Board determined the email address (and alternative email in case that one is taken) to be created for all inquiries. Additional discussion was held about communication responsibilities.
 - i. All inquiries regarding payment will be forwarded to City of Tulsa's Finance Dept.
 - ii. All inquiries regarding lot splits or sales will be forwarded to Tulsa Planning Office.
 - iii. All media inquiries will be forwarded to the Board President (or Vice President, if the president is unavailable).
- b. Board decided to continue using INCOG's webpage as the general consolidated place for updates, reports, and information. The board will revisit establishing a

separate website if needed in the future. Out of prudence, the board decided a website would not be a necessary cost.

- c. Board discussed communications. They will primarily communicate with property and business owners via email and not social media since email is more reliably delivered. Social media would also take more manpower to maintain it, and not necessarily reach their entire audience. An email list will be compiled with help from Kendall Whittier Main Street.
- d. Recurring meeting date was discussed. The recurring meeting date was determined for the 2nd week of the month on Wednesdays, with the exception of next month.
- e. **Meeting for next month: October 19th from 5:30-6:30 PM at Crosstown Learning Center.**