

Soulard Restoration Group
Policies and Procedures and Key Board Resolutions

Adopted August 17, 2022

Amended October 19, 2022

Amended November 16, 2022



ARTICLE V, Section 2(B) of the SRG By-Laws states:

The Board shall be responsible for setting the policies and procedures of the SRG by developing a separate Policies and Procedures manual which will incorporate resolutions and other standards that are passed by the Board and that are not otherwise covered in these By-Laws (collectively, “**Policies and Procedures**”). The Board will codify the Policies and Procedures within the first year of operation after the **Effective Date** (as defined in **ARTICLE XV**), and the Policies and Procedures shall be reviewed by each incoming President and updated by the Board from time-to-time as needed.

This document is the second version of the SRG Policies and Procedures manual. As additional Policies and Procedures, Key Board Resolutions, and Other Key Items are adopted, this document will be updated.

SRG Board

October 2022

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Policies and Procedures

I. Amendments to the SRG Approved Annual Budget

October 27, 2020

During each fiscal year's budget process, Committee Chairs will engage with their Board liaisons and with the Board to move from each committee's budget request, to Board-approved budget, to member approved budget. During the course of this process Committee Chairs should be given ample opportunity to understand and answer questions that the Board may ask regarding each committee's budget request, and through the Board liaison, move the committee's budget from budget request stage, to fully approved stage.

Once finalized, the Committee Chairs are responsible for following their annual budget as approved by the SRG Board and General Membership (overall, the "Budget"; for each committee, its "Committee Budget"). Past the point of approval of the Budget, the Committee Chairs shall keep in mind:

1. If any committee wants an increase in the funds allocated for a specific line item in its Committee Budget or to modify or add a new or different line item for products, services or an event not included in the Budget or in the committee's original budget request, then the Committee Chair may prepare a detailed written request with details, costs and/or proposed income and expenses for the new event(s).
2. The request for a budget amendment should be submitted by the Committee Chair via their Board Liaison to the SRG Board for prior approval of the expenditure.
3. If the new request is received early enough to be reviewed by the President and its financial impact evaluated by the Treasurer before the next monthly Board meeting, it will be considered by the Board with an associated motion to approve the event and amend the Budget at that meeting.
4. However, Board action on the request may be tabled until the subsequent monthly Board meeting if additional time is necessary for sufficient review or if additional Officer/Board questions need to be answered by the committee.
5. Committees cannot proceed with publicizing the procurement, proposed new event or make any financial commitments (formally or informally) without prior Board approval of the procurement and/or event and its inclusion in the Budget.

II. Budget Execution and Purchase Procedures by SRG Committees

03/10/2021

This Board adopted procedure shall be used by all SRG committees for making expenditures that are within a committee's annual budget as approved by the SRG General Membership unless budget changes are approved otherwise by the SRG Board per their procedure entitled, "Amendments to the SRG Approved Annual Budget", originally adopted in October 2020.

These budget execution and purchasing procedures are based on the current SRG bylaws which state: "No members or committees shall contract for, or incur, any expense in the name of the Soulard Restoration Group, without authorization from the Board of Directors."

1. Therefore, all SRG committees shall follow the requirements below in the execution of their annual budget unless approved otherwise by the SRG Board.
 - a) The annual approved budget for each committee authorizes the committee to make expenditures in accordance with the following SRG purchasing procedures during that fiscal year for each line item up to the budgeted amount for that line item.
 - b) Committee Chairs are responsible for keeping track of the total expenditures for each line item and staying within the committee's most currently approved budget.
 - c) Funds from any given budget line item shall not be diverted to any purpose outside of the scope of the approved budget line item without prior SRG Board approval.
 - d) Incremental purchases shall not be made to avoid any monetary thresholds of these SRG purchasing procedures.
 - e) These purchasing procedures do not apply to expenditures that are governed by any separate requirements for use of grant funds.
 - f) Personally reimbursable expenses: An SRG representative should limit personally reimbursable expense items to be \$500 or less. If over \$500, it is preferred that a request be submitted for a check to be drafted by SRG; however, before expending personal funds that exceed \$500, such expenditures shall only be allowed through prior approval per the purchasing requirements below for the appropriate threshold amount.
2. Regardless of the amount, any written contract that obligates the SRG must be submitted to the Board for approval, and subsequent execution shall be by an Officer or Officers, or such other individual or individuals as the Board may direct. (See "Exhibit 1: Schematic Diagram of Written Contract"). If the new request is received early enough to be reviewed by the President and its financial impact evaluated by the Treasurer before the next monthly Board meeting, it will be considered by the Board with an associated motion to approve the event and amend the Budget at that meeting. However, Board action on the request may be tabled until the subsequent monthly Board meeting if additional time is necessary for sufficient review or if additional Officer/Board questions need to be answered by the committee.
3. If a Committee Chair wishes to exceed spending for any given line item, or to add a new or different line item to its budget, the Committee Chair, with the associated Board Liaison, shall

first follow the SRG Board's adopted procedure for "Amendments to the SRG Approved Annual Budget" before starting any associated purchasing actions

4. If a Committee Member (with Committee Chair concurrence) wishes to make an expenditure that will keep the total expenditures for the fiscal year for the line item within the amount of the approved annual or Board amended budgeted line item, the Committee Member shall adhere to the procedures for the associated threshold amounts as follows (see "Exhibit 2: Schematic Diagram of Purchase Procedures" and "Exhibit 3: Table Summary of Written Contracts and Purchase Procedures" for a visual overview of the following procedures):
 - a) **(Amounts less than \$1,000)** For expenditures up to \$1,000, the committee will make reasonable efforts to use the lowest and best price for comparable bids, but written records of such efforts are not necessary. Prior to incurring such expenditure, the committee will notify the committee's Board Liaison of the potential expenditure. The Board Liaison may set its own notification limit with the committee for expenditures under \$1,000, but having a lower agreed limit does not relieve the Board Liaison of any responsibilities for budget over-expenditures.
 - b) **(Amounts from \$1,000 - \$2,500)** For expenditures above \$1,000 and not greater than \$2,500 the committee should obtain three (3) over-the-telephone, written, or email quotations of rate, price, description of the item or work, etc. The Committee Chair will prepare a brief memo or email setting forth the description of the item or work being procured, date of and parties contacted, prices obtained and recommendation for the contractor/vendor for the purchase. If three vendor responses cannot be obtained or if the recommendation is not for the lowest bid, the memo should explain the reasoning why. Prior to incurring such expenditure, the memo shall be submitted by the Committee Chair via their Board Liaison to the SRG President and SRG Treasurer for review and concurrence with proceeding with the approved budget expenditure.
 - c) **(Amounts from \$2,500 - \$10,000)** For expenditures above \$2,500 and not greater than \$10,000, the committee should obtain written estimates or quotes but legal, public advertisement for bids will not be required. The Committee Chair will prepare a detailed description of the item or work being procured and include this and other appropriate conditions (completion/delivery date, required insurance, permits, etc.) and should seek a solicitation for written or email responses from at least three (3) vendors. These background documents will be submitted by the Committee Chair via their Board Liaison to the SRG Board along with a memo or email recommending the contract/vendor for the purchase and a draft written contract for Board approval and authorization of a SRG Officer to execute it. If three vendor responses could not be obtained or the recommendation is not for the lowest bid, the memo should explain the reasoning why. The Board, through a majority vote, must approve these purchases and authorize a SRG Officer to contract for, or incur such expense in the name of SRG.
 - d) **(Amounts greater than \$10,000)** Procedures for expenditures above \$10,000 will be established by the Board on a case-by-case basis.

Exhibit 1: Schematic Diagram of Written Contracts

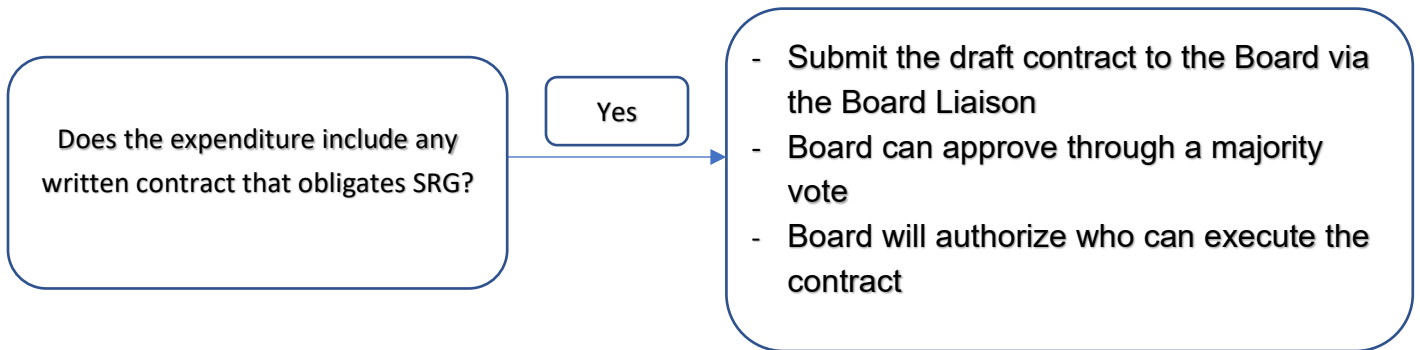


Exhibit 2: Schematic Diagram of Purchase Procedures

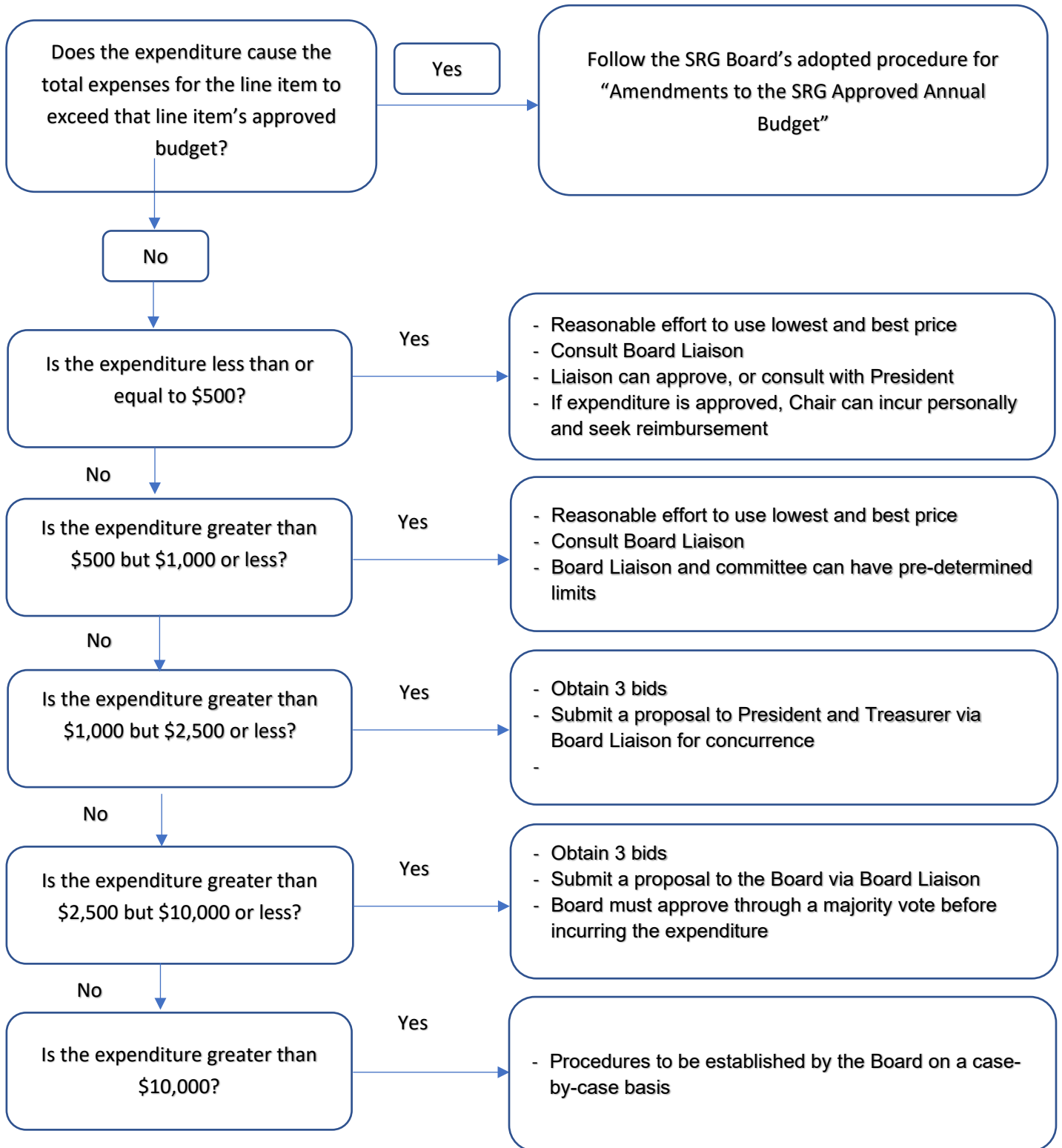


Exhibit 3: Table Summary of Written Contracts and Purchase Procedures

BUDGET EXECUTION & PURCHASE PROCEDURES

Situation	Action
Does the expenditure include any written contract that obligates SRG?	<ul style="list-style-type: none"> - Submit the draft contract to the Board via the Board Liaison - Board can approve through a majority vote - Board will authorize who can execute the contract
If the expenditure causes the total expenses for the line item to exceed the line item's approved budget	Follow the SRG Board's adopted procedure for "Amendments to the SRG Approved Annual Budget."

Situation	Sub-Situation	Action
If the expenditure <i>does not</i> cause the total expenses for the line item to exceed the line items' approved budget, follow the following:		
	If the expenditure is < or = to \$500	<ul style="list-style-type: none"> - make a reasonable effort to use the lowest & best price. - consult the Board Liaison. - Board Liaison can approve expenditure, or consult the SRG President. - once expenditure is approved, the Committee Chair can incur personally and seek reimbursement.
	If the expenditure is > \$500, but < \$1,000.	<ul style="list-style-type: none"> - make a reasonable effort to use the lowest & best price. - consult the Board Liaison - Board Liaison and committee can have pre-determined limits.
	If the expenditure is > \$1,000, but < \$2,500	<ul style="list-style-type: none"> - obtain 3 bids. - submit a proposal to the SRG President and Treasurer via the Board Liaison for concurrence.
	If the expenditure is > \$2,500, but < \$10,000	<ul style="list-style-type: none"> - obtain 3 bids. - Submit a proposal to the SRG President via the Board Liaison. - Board must approve through a majority vote before incurring the expenditure.
	If the expenditure is > \$10,000	<ul style="list-style-type: none"> - procedures to be established by the Board on a case-by-case basis.

III. Conflict of Interest

**CONFLICT OF INTEREST POLICY
OF
SOULARD RESTORATION GROUP (SRG)
A Missouri Nonprofit Corporation**

February 17, 2021

Purpose

This conflict of interest policy is implemented for the purpose of avoiding any conflict of interest between the interests of the Soulard Restoration Group (the “Corporation”) and any Corporation Board of Directors (“Board”) member or officer’s personal, professional, or business interests.

Obligations

Board members and officers have a duty to act in good faith toward the Corporation and should avoid all conflicts of interest as well as the appearance of any conflicts of interest. A conflict of interest arises whenever a Corporation Board member or officer has a material, financial, or personal interest in a proposed Corporation transaction. A financial interest may be direct or indirect, and includes substantial gifts or favors.

Disclosure

All Corporation Board members and officers must disclose any interests that they or a family member have in other entities where it is foreseeable that the Corporation may enter into any business dealings with the entity. Board members and officers must disclose any actual or possible conflicts to the President of the Board as such situations may arise. When a Board member or officer has an interest in a transaction being considered by the Board, he or she must disclose that interest before the Board takes action on the matter. The Board member or officer shall not be present in the meeting while the matter is being considered. The minutes of the meeting will reflect that a conflict of interest disclosure was made, and the affected Board member or officer was absent from deliberations and voting.

Compensation

This conflict of interest policy shall not be construed to preclude Board members or officers from performing services for the benefit of the Corporation, provided that such services are either uncompensated or compensated at a reasonable and customary rate, according to the nature of the services provided. However, a voting Board member or officer who receives compensation from the Corporation for his or her services may not vote on matters pertaining to that member’s compensation.

Adopted 16 March 2021
Date

Neil L. Putz
Board President

IV. President-Elect as Board Liaison to the Treasurer

October 19, 2022

The By-Laws of the Souldard Restoration Group (“SRG”) states in Article VI, Section 3:

“The President-Elect shall serve as a Board Liaison between the Board and the Treasurer (such duties and responsibilities shall be published in the Policies and Procedures).”

Prior to adoption of the current SRG By-Laws, there was no formal board liaison assigned to the Treasurer. In addition, the President-Elect typically would have no formal assignment as a liaison to any of the SRG committees. Assigning the President-Elect as liaison to the Treasurer provides an additional layer of oversight of the Treasurer function and provides the opportunity for the President-Elect to better understand the SRG’s finances and financial processes.

This SRG Board Resolution shall outline the general duties of the President-Elect in the role as board liaison to the Treasurer, as well as the expectations regarding how the Treasurer and President-Elect should interact in the performance of the Treasurer’s duties and responsibilities. This Resolution may be amended and/or modified from time to time, by a Majority Vote of the Board.

For the sake of reference, “Board Liaison” is defined in SRG’s Article IX, Section 5:

“Each Standing Committee shall have a designated Board Member to serve as its liaison to the Board (“**Board Liaison**”) on all Committee matters. Board Liaisons are responsible for the regular exchange of information and directions to and from the Board and shall regularly attend all Committee meetings. Board Liaisons will not serve as a voting member of the committee to which they are assigned. Individual Board Members may serve as Board Liaison to more than one Committee.”

This statement can serve as a useful guide in developing the interactions between the Treasurer and the President-Elect.

1. Emails that are addressed to treasurer@souldard.org should include the President-Elect as a recipient (in addition to the Treasurer and the President)
2. The President-Elect should be an authorized account holder for any bank accounts, and should be given access to view such bank accounts online
3. The President-Elect should be given access to view SRG’s account, such as through Quickbooks
4. As an account holder on the SRG accounts, the President-Elect shall be an authorized signatory for checks, but will coordinate with the President as to when and what situations the President may authorize the President-Elect to sign checks. For example, some presidents may want to sign all outgoing checks, and only allow the President-Elect or other account holders to sign checks in their absence or in limited situations
5. For situations where the President-Elect has questions of the Treasurer, the President-Elect should use their best efforts to make sure the President is aware of such questions, such as copying the President on any email communications, or holding joint phone calls that include the President

Motion: Adoption of this resolution and the actions described herein.

Motion by: Stephen Shuman

Seconded by: Craig Markham

Votes in favor: 10

Votes against: 0

Motion *passed* on October 19, 2022.

V. Notice, Approved Media, and In Writing

October 19, 2022

The By-Laws of the Soulard Restoration Group (“SRG”) state in Article IV, Section 7, that, “‘**Notice**’ is defined in the Policies and Procedures.” The By-Laws then refer to Notice in several places. The By-Laws also explicitly refer to “approved media” in two provisions:

- Article IV, Section 1, Monthly Meetings.
- Article IV, Section 3, Emergency Meetings.

In addition, the By-Laws state in several instances that Notice shall be given “in writing.”

- Article V, Section 11, Paragraph A, Resignation (of a Board Member).
- Article V, Section 11, Paragraph C, Resignation (of the President).
- Article V, Section 12, Removal (of a Board Member).
- Article XI, Amendments.

This SRG Board Resolution shall list the various sources of “approved media” and clarify what satisfies the definition of “in writing”. This Resolution may be amended and/or modified from time to time, by a Majority Vote of the Board.

Approved media shall include:

- Email communication, which includes the SRG News email (commonly referred to as the “Blaster”)
- Public announcement at a General Membership Meeting
- A letter written on paper and either hand delivered or mailed through the United States Postal Service (or any other similar delivery service such as FedEx or UPS)
- Official SRG social media account
- Publication in SRG’s newspaper
- Posting on SRG’s website
- Text messaging

Any one of the above forms may be used to provide Notice, that is, it is not necessary to post announcements on all of the above approved media. The person or persons providing Notice should consider whether the form used has the effect of reaching the substantial majority of those whom the Notice is intended. Generally, email communication is the preferred form of serving Notice. The person or persons providing Notice should coordinate with SRG's Membership and Communication Committees, especially for Notices that are dispersed to a wide audience. The Membership Committee maintains ownership of addresses and email addresses, whereas the Communication Committee maintains access to proper software and programs that can reach a large audience using electronic means.

For the three specific instances of "in writing" that involve either resignation or remove, as mentioned in the By-Laws, the following forms are acceptable:

- A letter written on paper and either hand delivered or mailed through the United States Postal Service (or any other similar delivery service such as FedEx or UPS)
- Email communication

For the specific instances of "in writing" that amendments to the By-Laws, the following forms are acceptable:

- A letter written on paper and either hand delivered or mailed through the United States Postal Service (or any other similar delivery service such as FedEx or UPS)
- Email communication
- Posting of the amendment on the website with subsequent email or mailed delivery that such amendment has been posted.

Motion: Adoption of this resolution and the actions described herein.

Motion by: Abbey Bethel

Seconded by: Karen Moske

Votes in favor: 10

Votes against: 0

Motion *passed* on October 19, 2022.

VI. Protocols for use of Soulard Station

Overarching Principles

1. Soulard Station is an asset to be used by SRG's board, committees, and other approved organizations associated with Soulard.
2. Events held should focus on SRG or neighborhood matters (such as committee, working group meetings, or social events sponsored by SRG).
3. The Properties/Station Committee (the "Committee") is not staffed to conduct cleanup of Soulard Station after an event occurs. Those who use Soulard Station should take responsibility for maintaining cleanliness and good condition after use.

Note: These Protocols include SRG Board approval and implementation of protocols for a limited period for SRG Members who are not members of the above-mentioned groups per Section D. "Soulard Station Interim Rules for Use by SRG Members".

Who May Use Soulard Station

1. SRG Board and Committees
 - a. The SRG Board and SRG Committees may use Soulard Station for conducting the normal business of SRG, which includes special events, such as fundraisers or social events.
2. Independent organizations
 - a. SRG will allow use of Soulard Station by organizations that the SRG Board agrees and grants permission to use Soulard Station. The SRG Board will develop separate guidelines to use in its assessment of independent organizations.

Soulard Station Operating Rules

1. SRG Board Members and Committee Chairs and their representatives may simply request and schedule the event through the Soulard Station's calendar function. Use of Soulard Station will not be guaranteed if not scheduled 2 months in advance on the Soulard Station calendar app, and notification email to the Station Committee that the event was scheduled.
2. Use of Soulard Station will be subject to standards that the Committee will develop. These standards generally will include the following:
 - a. Scheduling of the event through the Soulard Station calendar app, which notifies the Committee that the event is taking place
 - b. Entering the building and disarming the alarm
 - c. Notifying the Committee to make sure the heating or air conditioning levels are set to the proper level by the Committee
 - d. Compliance, either personally or by asking others in attendance, with any applicable health standards
 - e. Set up of tables and chairs
 - f. Clean up of trash into proper trash receptacles and assuring table and chairs are properly stored
 - g. Clean and return linens, if used
 - h. A cleaning fee will apply if Soulard Station is not brought back to its pre-event condition

- i. Re-set alarm upon leaving, and locking all doors

Soulard Station Rules for Interim Use by SRG Members

Notwithstanding the above rules, the SRG Board hereby includes the following rules in the protocols, to expire on June 30, 2023 (unless extended by a Majority Vote of the SRG Board).

USE OF SOULARD STATION BY SRG MEMBERS

The Properties/Soulard Station Committee feels that the Station is a terrific asset that is underutilized by being limited to SRG matters (Board and Committee meetings and SRG events) and a few other Board approved nonprofit organizations. Although it is currently being used a few times a month for these purposes from Monday through Thursday evenings, it is seldomly used during the day or from Friday through Sunday.

Therefore, the Station Committee has asked that the Board consider including the following interim provisions in the protocols for use of Soulard Station:

Reopen the use of the building by SRG Members with the following limitations and guidelines.

1. Interim period for Member Use of the Building: December 1, 2022 – June 30, 2023 (Unless extended by the SRG Board)
2. The Station Committee will have the discretion to allow responsible SRG Members to reserve and use the Station and the surrounding grounds for personal purposes (such as a birthday or anniversary party).
3. SRG Members requesting personal use of the Station must have been
 - a. A Member in good standing for more than 1-year and
 - b. Member is listed in the current 2022-2023 Membership Roster, and
 - c. Member or Household Member has volunteered for at least one SRG event within the last 1 or 2 years.
4. SRG Members meeting these requirements may schedule events directly with the Station Committee at station@soulard.org without the need for any SRG Officer or Board approvals.
 - a. Reservations for the Station shall be made between 2 months and 1 week prior to the desired personal use of the building.
 - b. The Station Committee will notify the Board, SRG Committees and approved nonprofit organizations that, during the Member Use Period, their use of the building will not be guaranteed if not scheduled 2 months in advance on the Soulard Station calendar app, and notification email to the Station Committee that the event was scheduled.
5. The Soulard Station Committee shall have the discretion to approve or disapprove the responsible SRG Member's requested personal use, including any limitations on number of attendees which shall not exceed the most current City established Occupancy Limits (43 persons indoors/96 persons outside) and/or the need for security or other special requirements due to the nature of the event.

6. The maximum duration of the personal use of the building will be 4 hours, unless approved otherwise by the Station Committee for set-up, cleaning and breakdown, only if it does not interfere with other reserved uses of the building. All events must end by 11:30pm.
7. The responsible SRG Member will pay a fee of \$50 for the use of the building for the personal event, and will secure event insurance (see below). There will also be an additional security & cleaning deposit of \$100.
 - a. The fee and deposit shall be received by the Station Committee at least one week prior to the event.
 - b. At least a week prior to the event, the SRG Member must provide a Certificate of Insurance (COI) from an insurance company to the SRG showing SRG as an additional insured. SRG is aware of various insurance brokers who the SRG Member can contact to obtain such insurance and can supply such list of brokers to the SRG Member. The Station Committee has the discretion to decide if any or all of the security and cleaning deposit will be refunded to the SRG Member based on conformance to all Operating Rules including the building being cleaned, tables/chairs restored, and all doors and security alarms secured at the end of the event.
 - c. If any doors and security alarms are not immediately secured at the end of the event, the entire security & cleaning deposit will not be refunded.
 - d. Any security & cleaning deposit refunds to the responsible SRG Member will be made no later than 30 days after the event based on an appropriate check request submitted by the Station Committee to the SRG Treasurer.
8. The responsible SRG Member who schedules the event will be present, have oversight, and fully attend the entire event. This will include opening up Soulard Station for the event, and closing Soulard Station after the event has taken place. Codes for door locks and alarm system will not be disclosed to anyone other than the responsible SRG Member.
9. Members personal use of the Station cannot charge attendees any fees or create revenue unless approved otherwise by the Station Committee.
10. Any Station Committee decisions may be appealed to the SRG Board for a final decision. Appeals shall be made by the second Wednesday of the month before the event via the Station Committee Board Liaison at station@soulard.org

Soulard Station Operating Rules

The Station Committee is not staffed to market, supervise or conduct cleanup of Soulard Station after an event occurs. The responsible SRG Member and their guests who use Soulard Station must take full responsibility for maintaining cleanliness and good condition after use.

1. Responsible SRG Member's duties will follow any instructions that the Station Committee will develop. These standards generally will include the following:
2. Scheduling of the event through the Soulard Station Committee.
3. A minimum of one working day notification to the Station Committee that the event is taking place to make sure the heating or air conditioning levels are set to the proper level and a one-time door and alarm codes are issued to the SRG Member.
4. Entering the building and disarming the alarm
5. Compliance, either personally or by asking others in attendance, with any applicable SRG requirements based on public health recommendations issued by the City of St Louis.
6. Set up of tables and chairs
7. Clean up of trash into proper trash receptacles and assuring table and chairs are properly stored.
8. Re-set alarm immediately upon leaving, and locking all doors.
9. If any SRG tablecloths are used, they must be cleaned, pressed and returned to the Station Committee at least one day prior to the next scheduled event at the Station.

Motion: Adoption of this resolution and the actions described herein.

Motion by: Gary Toribio

Seconded by: Margi Koors

A quorum was present at the meeting.

Votes in favor: 5 of out 5 Present and Voting.

Votes against: 0

Votes abstain: 1

Motion passes: *November 16, 2022.*

Key Board Resolutions

I. Electronic Voting Methods

Article IV, Section 6 of the SRG By-Laws as stated and amended on February 2, 2022 states,

“For matters for which a vote comes before the Membership, the Board may decide to allow such votes electronically in accordance with approved methods provided in the Policies and Procedures.

“If the Board elects to use electronic voting methods for an election, at least one month prior to the Annual Meeting the President shall announce to Members the protocols for holding the elections electronically. Electronic voting protocols should be established such that the voting process and counting of votes will be completed in a timeframe that allows sufficient time for Voting Members to cast votes (generally, at least a ten (10)-day timeframe) so that the election results can be announced in time for the newly elected Board Members to attend and participate as Board Members at the April Board meeting.”

The following protocols were used established via board resolution for the election that took place in 2021. It can serve as a guide for future elections that use electronic voting.

12/16/2020

This resolution by the SRG Board (the “Board”) is in response to the current coronavirus (COVID-19) pandemic and the likelihood that social distancing requirements will still be in effect in April of 2021 such that SRG will not be holding in-person General Membership meetings at that time.

WHEREAS:

- 1) SRG recognizes the Federal, State and City of St Louis emergency declarations, orders, and restrictions for the COVID-19 pandemic that have been issued up to the date of this resolution, and that a response to this type of emergency situation is not addressed in the SRG By-Laws.
- 2) SRG By-Laws Article IV, “Meetings”, Section 2, “Annual Membership Meeting”, states, “An annual meeting of the membership shall be held in April of each year, at which time elections shall be held.”
- 3) Beginning in December of 2020, SRG began holding its General Membership meetings via a web-based platform (“Zoom”) rather than in-person, and likely will continue to hold General Membership meetings via Zoom for the foreseeable future.
- 4) Earlier in 2020, SRG conducted a virtual election for the President-Elect position and implemented protocols at that time to allow SRG Members to vote electronically (“**Electronic Voting Protocols**”).

NOW, THEREFORE:

- 5) In accordance with By-Laws Article V, “Board of Directors”, Section 2. “Powers and Duties”, SRG will take the following actions with the approval of the motion adopting this resolution.

- a) For the “April 2021 Election”, SRG will conduct a virtual election to fill the positions of any expiring Board members (anticipated to be President-Elect, Secretary, Treasurer, and certain Directors).
 - b) SRG will use similar or same protocols and procedures as the **Electronic Voting Protocols**.
 - c) SRG will implement electronic voting procedures and will complete the tabulation and announcement of the results by April 21, 2021, if not sooner. This will allow the newly elected individuals to participate in the April 2021 Board meeting (which is scheduled to occur on April 21, 2021).
 - d) A President’s letter(s) will be issued by March 1, 2021, to the General Membership providing information and explanations regarding these electronic voting protocols for the April 2021 Election.
- 6) Even if the City’s COVID restrictions at that time allows SRG to hold in-person, indoor General Membership meetings as of April 2021, some members may be concerned about remaining COVID risks and not attend said meeting in person; therefore SRG will hold the April 2021 Election in the manner described in item 5 above. Absent new resolutions concerning future elections by the Board, procedures for elections that occur after April 2021 will follow those as detailed in the SRG By-Laws.

II. Amortization of Fixed Assets

The following was passed by the SRG Board in an email vote of 9-0, in September of 2021.

In accordance with By-Laws Article V, "Board of Directors", Section 2., "Powers and Duties", SRG will establish the following **SRG Board Policy**:

- a. SRG will set the minimum fixed asset amount that should be expensed over its useful lifetime as \$2,500.
- b. Any fixed asset purchase of an amount below \$2,500 will be fully expensed in the year of purchase.

For any fixed asset purchase of \$2,500 or higher, a depreciation schedule will be established for such fixed asset and depreciation schedule will be followed to determine the cost of the fixed asset to be charge into income.

III. Reserve and Liquidity Policy

02/16/2022

The purpose of the Reserve and Liquidity Policy for the Soulard Restoration Group (“SRG”) is to ensure the stability of the mission, programs, and ongoing operations of the organization. The Reserve and Liquidity Policy defines a minimum amount of cash and cash equivalents on hand (together, “cash”). This amount serves as a minimum to be used when establishing budgets and should be monitored on an ongoing basis to assure the financial stability of the SRG. The Reserve and Liquidity Policy will be implemented in concert with the other governance and financial policies of the SRG and is intended to support the goals and purposes of the SRG.

WHEREAS:

1. An organization should establish a written procedure that documents the minimum cash to have at any given time.
2. An organization should establish a written procedure that documents the steps to be taken in the event this level of cash has been breached, or appears is likely to be breached.
3. The Reserve and Liquidity Policy shall be determined as a function of the amount of expenses incurred over the previous fiscal year. The amount of expenses incurred the previous fiscal year is always a known amount, but will change once each year as each fiscal years’ financial results are completed.
4. As each fiscal year is completed, the Treasurer should report to the Board the amount of the expenses incurred during that fiscal year, and the Board should verify the amount to serve as the baseline figure for the Reserve and Liquidity Policy until the next year’s fiscal year expenses are known and finalized.
5. This Reserve and Liquidity Policy shall serve as a guidepost in the annual budgeting process.

NOW, THEREFORE:

6. The Reserve and Liquidity Policy is as follows: The minimum amount of cash at any given time is equal to the greater of (a) or (b) where,
 - a. equals one-third (1/3) of the amount of expenses incurred in the previous fiscal year, and
 - b. equals twenty thousand dollars (\$20,000).
7. The amount of cash should be monitored on a regular basis. In the event the amount of cash breaches the minimum, or it appears that the minimum could be breached, the SRG Board should establish a plan within thirty (30) days to assure that the organization has adequate operating flexibility until such time the amount of cash once again exceeds the minimum (or that the level of cash will stabilize above the minimum).

Motion: Adoption of this resolution at the February 16, 2022 SRG Board meeting, and the actions described herein.

Motion by: Michael Pastore

Seconded by: Neil Putz

Votes in favor: 9

Abstain: 1, by non-attendance at the meeting

Votes against: 0

This motion was passed on February 16, 2022.