

1. Call to order
2. Approval of February Minutes
3. Officers' Reports
 - Chair Report
 - i. February Expenditures
 - ii. OTWBA
 - Vice-Chair Report
4. Standing Committee Reports
 - Design
 - Economic Vitality
 - Organization
 - Promotions
5. Staff Updates
6. Old Business
 - OTWBA Egg Hunt Request
 - Creative Communities Partnership Grant Applications
7. New Business
 - OTAC By-laws Amendment
8. Public Comments
9. Adjournment – The next OTAC meeting will be held in Rouss City Hall, 4th Floor Exhibit Hall, at 5:30 p.m. on **April 2, 2020.**

Members: Holly Redding (Chair), Greeley Myers (Vice-Chair), Charlie Fish, and Nate Crandell (ex-officio OTWBA).
Also Attending: Alex Flanigan, Community Arts & Vitality Manager, Sarah Acuff Chapman, Development Services Assistant; Shawn Hershberger, Development Services Director.
Absent: Lanita Byrne, Elizabeth Minor, Shirley Dodson, Business and Community Development Manager

➤ **Call to Order**

➤ **Approval of Minutes**

- Approval of January meeting minutes. *Unanimously approved 3 /0.*

➤ **Officers' Reports**

- Chairperson's Report – Holly Redding
 - Expenditures Report – reviewed January expenditures. No questions.
 - OTWBA Update. Nate shared that OTWBA elected a new board. President – Bonnie Landy. Vice President – Misty Weaver. Amanda Parrish – Secretary. Emily Rhodes – Treasurer. Amanda will be applying to serve as the OTWBA ex-officio to OTAC. Nate also shared that the First Friday kick off is tomorrow. New punch card has been created to encourage visits to artists. There will be a monthly business sponsor and visitors can use punch card to enter to win a prize valued at \$50 or more.
- Vice Chairperson's Report - Greeley Myers
 - No report

➤ **Standing Committee Reports**

- Design – Alex for Liz
 - New street banners are currently going up. Took inventory of holiday decorations in Braddock Storage. Agreed that it would be prudent to reorganize items at some point.
- Economic Vitality – Nate Crandell
 - Met on Tuesday with Nate, Holly, and Shirley in attendance. Working on new business welcome packet. Hope to have a rough draft by next meeting. Business captains discussed. It was noted that other locations have tried concept without success. Suggestion for Peer to Peer program instead. Maybe a mentorship program. Have received several committee applications. Nate raised a question about changing the committee meeting time. Staff agreed that the time will not be changed because already published on recruitment materials.
- Organization – Greeley Myers
 - Met today and working a white page for OTAC. Expect to be completed by next meeting. Discussed next stakeholder meeting and holding a Love Our Locals spring event instead. Will be an outdoor, community block party event. Chalkboard comments. Update Vision & Mission Statements. No date set yet, but probably May. 50th Anniversary of LOVE letters and we are working on getting our own letters.
- Promotion – Charlie Fish
 - Meetings have been great. Working on Random Acts of Kindness programming and committee members nominated non-profits. Will do a Facebook poll to choose. Passport to Windependence. Will launch with mailed postcards. Focus on east side of Winchester and eastern panhandle of WV. Makers Market – will meet with Ryan Hall.

➤ **Public Comments**

- David Hubbard, President of Shenandoah Valley Chess Club. We have been a non-profit since 2013. We have a wonderful partnership with Handley Library teaching chess and promoting chess for all ages and skill levels. One of the events we have been doing annually is National Chess Day which is in the second weekend of October. This year, we are exploring a miniature chess festival which would consist of several ideas. Work with a theater group to do a living chess board type of exhibit at the Taylor Pavilion.

Also want to invite anyone to play the games of chess here in Old Town. It's always been a welcoming scene to see people play and one of the reasons we are taking a more creative approach is that most people's association with the game is two people on the board, pretty static. However, across the country, there are much more creative ideas in play. One example is in St. Louis they have a chess hall of fame, chess museums, chess in art, and so one of the things that has made our program very popular is we try to show different people, different aspects, and different ways they can engage and probably the best and my favorite part is that it is something for all ages, skill levels, and demographics. Across the world about 400-500 million people play the game of chess on a daily basis and one of the things that we love about what we are doing here is that we are bringing people to the community to enjoy it and play it with us. That is the tentative idea. Date we are looking at is Saturday, October 3 and we are also exploring working with the Alamo theater to maybe do a chess movie screening and also bring Handley Library in on it too, who we do tournaments, lots of teaching and a lot of fun activities with. I have some cards, I'll leave them here. If you are interested in supporting or have questions, we would definitely love your feedback. I've never done a chess festival before, but I have planned many different types of events, a lot of them educational around chess and aviation, which is my normal occupation. That is what I wanted to present to you today.

➤ **Staff Updates**

- Shirley and Alex attended the VMS Director's Retreat in Farmville last week. Topics included branding, identity, and civic engagement. One of the biggest takeaways was being able to talk to other community directors very honestly and openly about challenges and ideas. Conversations about town center legislation in Manassas.
- Completed VMS Self-Evaluation and Data Bonanza. Passed with score of 79. Can very easily score a few more points next year. Data collection, continuing education. Lunch N' Learn webinar next week.
- Chocolate Escape event this Saturday.
- Holly Jolly 30-day report distributed via email for review.

➤ **Old Business**

- None.

➤ **New Business**

- Creative Communities Partnership Grant. 5 applicants. Alex noted that while we do have quorum, two voting members are missing tonight. Applicants are First Night Winchester, Shenandoah Arts Council for ArtScape, Skyline Indie Film Festival, 1455 Inc. for a literary festival (2nd year), and YDC Selah Theater Project for free outdoor performances at the Taylor Pavilion (new program). Greeley suggested sending an email to OTAC members to have them really read the applications. Do their due diligence to really read and make informed decisions. Consensus to push back vote to March meeting.
- Town Square Legislation. Would allow drinking opening in the designated area 12 times a year. Success so far in Manassas. Required to have a disposable cup with business logo on it. No issues in Manassas. Commercial Lifestyle Center License. 25-acre zone. Indian Alley & Walking Mall. Signs would be posted along the border, but do not need checkpoints. Police Department is ok with idea and would have strict fines for violations. Alcohol has to be purchased from a restaurant in the zone. Does not cover outdoor vendors. OTAC could make a motion to recommend to City Council that they pursue the legislation. OTWBA is very interested. *Charlie Fish moved to request that council explore the possibility of enacting town square legislation. Seconded. Discussion. How does this affect businesses that don't normally sell alcohol? Is additional insurance required? Would the City need additional insurance? Shawn responded, not to his knowledge. Motion passed 3/0.*

[Greeley Myers left 6:13 p.m. No longer have quorum]

- OTWBA egg request and request for City to pull permit and insurance for event. Concern because businesses not seeing a benefit. People come down for hunt and leave. Does it benefit restaurants at all? Event started in 2010 by OTWBA. Would need a press release if not holding the event. Comment about possibly skipping a year and relaunching next year with a new concept. Consensus to go back to OTWBA and put on OTAC March Agenda.

Meeting concluded 6:22 p.m.

The next OTAC meeting will be on **Thursday, March 5, 2020 at 5:30 p.m. in Rouss City Hall.** Reminder to read through the CCP Grant applications.

Minutes respectfully submitted by:
Sarah Acuff Chapman, Development Services Assistant

DRAFT

February 2020 Expenditures

FY20

Professional Services/Special Events (31-66)	Budgeted	February Expenditures	Current Balance
Monthly Retainer - March		\$6,866.67	
W-04-20 Event Expenses		\$318.18	
W-05-20 Event Expenses		\$4,615.87	
FYTD Account Total	\$216,700.00	\$11,800.72	\$63,879.73

Professional Services/Other (31-70)	Budgeted	February Expenditures	Current Balance
Web Content Management for January		\$350.00	
FYTD Account Total	\$10,250.00	\$350.00	\$7,772.50

Printing (35-01)	Budgeted	February Expenditures	Current Balance
Chocolate Escape Flyers QTY 1000		\$103.50	
FYTD Account Total	\$11,710.00	\$103.50	\$8,758.72

Local Media (36-01)	Budgeted	February Expenditures	Current Balance
Winc/Fred Co. Visitors Guide 2020		\$1,000.00	
OTW Guides Clearbrook Welcome Center (6 months)		\$60.00	
FYTD Account Total	\$2,740.00	\$1,060.00	\$787.00

Postal Services (52-10)	Budgeted	February Expenditures	Current Balance
City Hall Postage - January		\$1.60	
FYTD Account Total	\$455.00	\$1.60	\$301.46

Mileage and Transportation (55-10)	Budgeted	February Expenditures	Current Balance
VMS Farmville Mileage - Dodson		\$204.70	
FYTD Account Total	\$600.00	\$204.70	\$146.16

Travel/Meals, Lodging, Registration Fees (55-40)	Budgeted	February Expenditures	Current Balance
VMS Farmville Hotel - Dodson		\$286.02	
VMS Farmville Hotel - Flanigan		\$286.02	
VMS Farmville Meals - Dodson		\$30.00	
VMS Farmville Meals - Flanigan		\$30.00	
FYTD Account Total	\$800.00	\$632.04	-\$300.20

Office Supplies (60-01)	Budgeted	December Expenditures	Current Balance
Red Paper for Chocolate Escape Flyers		\$14.31	
FYTD Account Total	\$435.00	\$14.31	\$321.46

Food & Food Service (60-02)	Budgeted	February Expenditures	Current Balance
OTAC Lunch N' Learn Food		\$12.32	
FYTD Account Total	\$500.00	\$12.32	\$208.32

Winchester Old Town Advancement Commission By-laws

Article I

Authorization and Purpose

- 1-1 The Winchester Old Town Advancement Commission is established by an act of the Common Council in accordance with Chapter 25, Article II, Division 2.
- 1-2 The official title of the body shall be The Old Town Advancement Commission, hereinafter referred to as "OTAC."
- 1-3 The primary purpose of the OTAC is to advise the Winchester Common Council on matters related to the special assessment districts and to complete other administrative functions as prescribed by city ordinance and the Code of Virginia and the Virginia Main Streets. The OTAC shall make recommendations to the Common Council regarding the improvement, maintenance, advancement, planning, and promotion of downtown Winchester, and shall make recommendations to the Common Council regarding the appropriation of funds for the foregoing purpose.
- 1-4 The *vision* of OTAC is to be a vibrant and inclusive Main Street community that combines small-town charm and big-city opportunity and is nationally recognized as a desirable place to work, live, and thrive.
- 1-5 The *mission* of OTAC is to inspire community involvement, foster economic vitality, encourage creativity and entrepreneurship, and attract residents, visitors, and investors to Old Town Winchester.
- 1-6 The OTAC shall host in November of each year a retreat to develop *strategic goals* that include but are not limited to: establishing a budget for the fiscal year, developing committee work plans in alignment with the strategic goals, and providing an assessment on the state of events and programs funded by the Commission.
- 1-7 The Old Town Advancement Commission is a working Commission committed to the prosperity of Old Town, thus being Ambassadors of Old Town. Each member is expected to serve on a committee and meet with stakeholders on a regular basis. Serving on a committee includes regular attendance of committee meetings.

Article II

Membership

- 2-1 All members of the Old Town Advancement Commission shall be appointed by the Common Council. Vacancies on the Old Town Advancement Commission occurring otherwise than through the expiration of a term shall be filled for the unexpired term by appointment by the Common Council.
- 2-2 The Old Town Advancement Commission shall consist of ~~nine~~ ~~eleven~~ (9) voting members as follows: Six (6) members shall own property or own a business within the area subject to local assessment of local improvement under this chapter (three-year term). Two (2) members shall be at-large (three-year term) and shall be a resident or business owner within the City.
- 2-3 One (1) member shall be reserved for Shenandoah University to be nominated by the President followed by vetting and approval by Council. One (1) ex officio member shall be a representative of the Old

Town Winchester Business Association. The ~~Downtown Manager~~Business & Community Development Manager and the Community Arts & Vitality Manager, who shall fully report to the City Manager or the designee of the City Manager, shall serve as the “primary staff liaisons” to the Old Town Advancement Commission.

2-4 In accordance with Section 25-23 of the City Code, Council may with or without cause remove and/or replace any member of the Old Town Advancement Commission by majority vote in an open session. The Old Town Advancement Commission may also seek removal of a member for good cause shown by the adoption, through majority vote, of a Resolution recommending removal of the member. Such Resolution shall include a summary of the cause for the recommendation of removal. Any member of the Old Town Advancement Commission who is absent from more than three (3) regularly scheduled meetings during a twelve (12) month period of the Commission will be subject to immediate removal. The twelve (12) month period shall begin with the first absence. Once a member has missed three (3) regularly scheduled meetings during a twelve (12) month period, they will be notified by the board chair. Should a board member miss a fourth meeting, OTAC will discuss a motion for a resolution recommending removal. Upon receipt of the Resolution recommending removal, the City Clerk shall place the recommendation upon the Agenda of Council for the next regularly scheduled meeting. Removal shall be at the sole discretion of Council.

2-5 Vacancies on the OTAC shall be filled for the unexpired term by appointment by the Common Council.

2-6 All members of the OTAC shall serve without compensation. The OTAC is a working commission committed to the prosperity of Old Town, thus being Ambassadors of Old Town. Each member is expected to serve on a committee and meet with stakeholders on a regular basis.

Article III

Officers

3-1 The OTAC shall elect a Chairperson and Vice Chairperson at the first business meeting of each year to serve for the calendar year. Election to these offices shall be by a majority of the members present.

3-2 Duties of the Chairperson. The Chairperson shall:

3-2-1 preside at all meetings.

3-2-2 appoint members of the OTAC to serve as representatives and/or liaisons to external committees, boards, and OTAC committees and Task Forces, as required.

3-2-3 rule on procedural matters that may come before the OTAC, subject to reversal by a 2/3 vote of the Commission members present.

3-2-4 report official communication to the Commission and respond as required.

3-2-5 present minutes to the Commission for approval by a majority vote.

3-2-6 be responsible for *external affairs* of the Commission, including but not limited to: lead Commission members in fostering relationships with Old Town stakeholders, the City Manager, and members of the Common Council to promote the mission and vision of the Commission; be the official spokesperson for the Commission; and represent the Commission on matters that impact Old Town.

3-2-7 perform such other duties as assigned by the Common Council or the Commission.

3-3 The Vice Chairperson shall:

3-3-1 assume the duties of the Chairperson in his or her absence and/or vacancy until the next scheduled election.

3-3-2 be responsible for *internal affairs* of the Commission, including but not limited to: supporting committee chairs in the implementation of goals and strategic plans, vetting and reporting on financial requests made by application, and coordinating assessment efforts of the Commission's strategic plan in alignment with Main Streets and the City of Winchester strategic plans.

3-3-3 serve as parliamentarian for the Commission to [insureensure](#) procedures are followed in accordance with the OTAC by-laws and City ordinance for OTAC.

3-3-2 perform such other duties as assigned by the Common Council or the Commission.

Article IV

Meetings

4-1 Meetings of the OTAC may take two forms. They are:

4-2 Commission and Committee Meetings, which:

4-2-1 shall be held monthly and shall be scheduled with at least 72 hours [business days'](#) notice for public announcement. Meetings will be held on City property with the exception of the yearly retreat and stakeholder meetings.

4-2-2 Official Committees at this time include: the Design Committee, the Economic [Restructuring Vitality](#) Committee, the Organization Committee, and the Promotions Committee.

4-2-3 Committees shall work on tasks assigned by the OTAC. They shall also discuss priorities to present to the OTAC. They shall accomplish tasks as directed by the OTAC.

4-2-4 Committees' purposes shall be defined by the OTAC and may change and be amended by a majority of the OTAC with input from the Committee Chair.

4-2-5 Committees that have not met for two consecutive months shall be considered inactive, and the OTAC Chairperson may replace the committee chair or reorganize the committee as needed.

4-3 The OTAC shall keep minutes of all business meetings. The Chairperson shall present minutes to the Commission for approval by a majority vote.

4-4 The OTAC may call special work sessions or retreats and business sessions in addition to those regularly scheduled, provided the proper public notification has been made as required by law.

Article V

OTAC Procedures for Conducting Business

- 5-1** OTAC meetings shall be conducted in accordance with Robert's Rules of Order, except where otherwise specified in the by-laws, the attached OTAC policies, or where Virginia law dictates.
- 5-2** The format for the Commission Meeting shall be as follows:
- Call to Order
 - Confirmation of a Quorum
 - Approval of Minutes
 - Officers' Reports
 - Chairperson's Report
 - Vice Chairperson's Report
 - Staff Updates
 - Standing Committee Reports
 - Economic Restructuring-Vitality Committee
 - Organization Committee
 - Design Committee
 - Promotions Committee
 - Ad Hoc Committees
 - Downtown Manager Updates
 - Old Business
 - New Business
 - Public Comments
 - Adjournment
- 5-2-1** Citizen comments on any agenda item will be ~~taken~~received during business meetings at a time designated for comments on items not set for public hearings on the agenda.
- 5-2-2** The OTAC may elect to ~~take~~receive public-citizen comments on any-prior agenda items, including those that do not require a public hearing, and those on which a public hearing has already been held.
- 5-2-3** The Chairperson may place special rules regarding citizen comments and public hearings by announcing them at the beginning of the hearing. These special rules may include time limits on reports, presentations, and citizen comments.
- 5-3** Business Meetings shall be held on the first Thursday of each month at 5:30 PM at Rouss City Hall, unless otherwise announced.
- 5-4** A quorum, consisting of a majority of the appointed members, shall be required for every business meeting.
- 5-5** All public hearings, votes, and public business shall be conducted at the business meeting.
- 5-6** The following rules apply regarding recorded votes of the OTAC:
- 5-6-1** The OTAC shall consider any appropriate motion that has been seconded.
- 5-6-2** A majority of the OTAC members present and voting is required for a motion to pass.

- 5-6-3** Whenever an agenda item requires a recommendation to the Common Council, the OTAC shall continue to consider the item until a definite recommendation is made.
- 5-6-4** All votes cast must be in accordance with Virginia Open Meeting Laws. All votes must be cast publicly and recorded in the meeting minutes.

Article VI

Amendments to the By-Laws

- 6-1** These by-laws may be amended by a vote of at least a majority of members of the OTAC, provided that the proposed amendment is brought up at an OTAC meeting, with consideration of the amendment to take place at the business meeting of the following month.
- 6-2** The OTAC may also elect to establish of list of policies that reflect the consensus of the OTAC at a given time, but that are not part of the by-laws. Such policies shall be considered guidelines to be followed as the OTAC sees fit and may be changed as the consensus of the OTAC changes, without formal process.

Article VII

Elections

- 7-1** The positions of Commission Chairperson and Vice Chairperson shall be elected for one year, taking place at the first public meeting in January.
- 7-2** The OTAC Chair shall appoint Committee Chairs to the Economic [Restructuring Vitality](#), Design, Promotions, and Organization Committees, for one-year terms, taking place from the time of appointment. The OTAC Chair has the authority to remove the Committee Chair for reasons including but not limited to: failure to discharge duties, unethical behavior, and/or violations of the OTAC Constitution, City code, local, state, or federal laws.
- 7-2-1** OTAC members cannot serve on more than two committees. Each committee must have at least one OTAC member. The Committee Chair is responsible for a monthly report on the activity of the committee to the OTAC.
- 7-2-2** Should a Committee Chair be absent from three or more committee meetings within a year, the OTAC Chair may determine whether to remove the sitting Committee Chair from their position and to appoint a new Committee Chair.
- 7-3** In the event of a vacancy in either the Commission Chair or the Commission Vice Chair, the following procedures should be adhered to.
- 7-3-1** Should the Commission Chairperson ~~position~~[position](#) become vacant, the Commission shall elect at its next general Commission meeting a Commission Chairperson to complete the term of office until the January general election.
- 7-3-2** Should the Commission Vice Chairperson ~~position~~[position](#) become vacant, the Commission shall elect at its next general Commission meeting a Commission Vice Chairperson to complete the term of office until the January general election.
- 7-4** Should the Commission Chairperson be absent from three or more Commission ~~d~~ meetings within a year, the Commission may take a vote to determine whether to remove the sitting Chair from the position.

7-5 Should the Commission Vice Chairperson be absent from three or more Commission meetings within the year, the Commission may take a vote to determine whether to remove the sitting Vice Chair from the position and to elect a new Vice Chair.

7-6 *The process for elections shall be as follows:*

7-6-1 Elections shall be held at the first public meeting in January.

7-6-2 The Chair shall open the floor for nominations for Commission Chair and/or Vice Chair.

7-6-3 Each candidate shall make an opening statement to the Commission that addresses their goals for office.

7-6-4 The Chair shall open the floor for questions by members of the Commission.

7-6-5 Each candidate will be allowed to close with a statement before a vote is called.

7-6-6 The Chair shall close the floor and roll call a vote.

POLICIES OF THE WINCHESTER OLD TOWN ADVANCEMENT COMMISSION

Conflicts of Interest

If an OTAC member has a conflict of interest on an agenda item, he/she should make a public declaration of the conflict immediately after the Chairperson has announced the item. Such Commission member should then leave his/her seat and take a seat in the audience until the OTAC acts upon the item. Such conflict does not prevent the OTAC member from participating in the public hearing/public discussion of the item, either as an applicant, presenter, or an interested citizen. The minutes should reflect that, prior to the consideration of the item, such OTAC member declared him/herself in conflict and did not participate in the consideration of or vote on the item.

Chairperson's Statement on Public Hearings

When appropriate, but particularly prior to taking public comment on an item of unusual public interest, the Chairperson should make a statement to the public which explains the OTAC's role in the advisory process and the issues that the OTAC may consider in the pending matter. Such statement should seek to educate the public, as appropriate, on the importance of the Comprehensive Plan.

Public Meetings

Whenever three or more Commission members are assembled in discussion of business, it is considered a public meeting and requires a 72-hour business days advance public notice. ~~No discussions may take place via email, as this would be considered a violation of public meeting laws.~~ Meetings will be held on City property with the exception of the yearly retreat and stakeholder meetings.

Reports and Budgets

At least once each year at such time as may be requested by the Common Council, the Commission shall make a full report to Council showing the activities of the Commission for the preceding year, and the state of the downtown area, and the plans of the Commission for the future. In addition, the Commission shall make a

full report to stakeholders on the Commission's activities for the prior year and work plans for the subsequent year. Each year, the ~~Downtown Manager~~Staff Liaisons shall also submit a financial report showing receipts from all sources and all disbursements, and shall also submit a proposed budget for the coming year.

(By-laws ~~approved September 2018~~proposed March 2020)