

**1. Call to Order**

- Review of Previous Meeting Minutes
- Expenditures Report Review

**2. Chair Updates**

- Review of Local Challenge Arts Grant Applicants
- Proposed Vision and Mission Statements

Vision:

**To be a vibrant and inclusive Main Street community combining small-town charm and big-city opportunity that is nationally recognized as a desirable place to work, live, and thrive.**

Mission:

**The OTDB inspires community involvement, fosters economic vitality, encourages creativity and entrepreneurship, and attracts residents, visitors, and investors to Old Town Winchester.**

**3. City Council Updates**

**4. Committee/ Work Plan Updates**

- Design
- Promotions
- Economic Restructuring
- Organization
- Ad-Hoc By-laws

**5. Downtown Manager's Updates**

- Chocolate Escape
- Promotional Material
- VMS Visit February 18
- Other

**6. Old Town Winchester Business Association**

**7. Public Comments**

**8. Adjournment: Next meeting – The next regular meeting will take place **March 5, 2015** at 5:30 p.m. in the Exhibit Hall, 4<sup>th</sup> floor of City Hall.**

**Attendees:** Scott Dawson (Chair), Terry Bohan, David Cavallaro, Beau Correll, Kathlene Courtney, Susan Drew, Marilyn Finnemore, Cory Garman, Mark Lore, Rick McClendon, and Andrea Smith. **Downtown Manager:** Jennifer Bell. (Notes taken by Sarah Acuff Chapman)

➤ **Call to Order**

- Approval of Previous Meeting Minutes – *unanimously approved 11/0.*
- Introduction of new board member, Kathlene Courtney. **Appointed** as owner/operator from Olde Towne Corporate Suites.
- Expenditures Report – no questions.

➤ **Election of Chair and Vice-Chair**

Chair: Scott Dawson nominated by Susan Drew. Cory Garman nominated by Terry Bohan. *Beau Correll moved to close nominations. Seconded. Discussion. Both nominees addressed the board and answered questions. A roll call vote was taken and Scott Dawson was elected, the votes being recorded as shown below:*

<u>Member</u>	<u>Vote</u>
Terry Bohan	Cory Garman
David Cavallaro	Scott Dawson
Beau Correll	Cory Garman
Kathlene Courtney	Scott Dawson
Scott Dawson	Scott Dawson
Susan Drew	Scott Dawson
Marilyn Finnemore	Scott Dawson
Cory Garman	Cory Garman
Mark Lore	Scott Dawson
Rick McClendon	Cory Garman
Andrea Smith	Abstain

Vice Chair: Rick McClendon nominated by Scott Dawson. *Beau Correll moved to close nominations. Beau Correll moved that Rick McClendon be elected vice-chair by acclamation. Seconded. Unanimously approved 11/0.*

➤ **Chair Updates – Scott Dawson**

- 2015 Events Calendar. *Susan Drew moved to approve the calendar. Seconded. Unanimously approved 11/0.*

➤ **City Council Updates**

- Proposed Food Truck ordinance scheduled to go before Council January 13.
- Presentation on Special Events Policy and Old Town Winchester update scheduled for January 27.
- Change to official meeting schedule. Two meetings per month. Work session will follow regular session.

➤ **Committee/ Work Plan Updates**

- Design – Cory Garman

- BAR request for comments on allowing for temporary structures (vestibules) on City space in the downtown. Susan Drew, citing conflict of interest, recused herself from the discussion and moved to the audience. *Cory Garman introduced a motion that the OTDB recommends not approving the vestibule as designed at this time. Seconded. Approved 10/0.*
  - Promotions – Mark Lore
    - Reviewing event schedule and non-city events. Developing a marketing strategy. Sub-committee formed to work on branding marketing. Marilyn Finnemore is chair of sub-committee.
  - Economic Restructuring – David Cavallaro
    - Will meet next Wednesday at the George Washington Hotel 3:15-4:15 p.m.
  - Organization – Rick McClendon
    - Will meet on January 9 at 9 a.m. at the Old Town Welcome Center to discuss vision and mission statements.
  - Ad Hoc Bylaws – Rick McClendon.
    - **Action Item:** Send proposal on structure to bylaws next week.
- **Downtown Manager's Updates – Jennifer Bell**
- Events update.
    - First Night Winchester. Arts Grant recipient. Welcome Center used as reception area during the event.
    - Chocolate Escape February 7, 2-5 p.m. Need help signing up businesses.
  - Old Town Year in review. Accomplishments highlighted.
  - Distributed Outdoor Dining Guidelines for inclusion in the board binder.
  - Working on updating the Shopping & Dining Guide and an Events Rack Card.
  - Attending VMS managers' retreat January 21-23 in Manassas.
  - Received approval from VMS for design services at no charge for way-finding signage designs.
- **OTWBA – Christine Germeyer**
- January mixer rescheduled to January 13 at the G.W. Hotel at 6 p.m. OTDB invited to attend.
- **Public Comments:**
- Joe Kalbach – Elder and Trustee at First Presbyterian Church, 116 S. Loudoun Street.
    - Concern regarding vehicle access on the mall for weddings, funerals, church services. It was clarified that this permission is available.
    - Concern regarding events on Sundays and grease on church property.
  - Concern regarding Splash Pad operation times on Sundays. **Action Item:** *Terry Bohan introduced a motion to send to design committee to be discussed at the next meeting and give an opinion so OTDB can address the issue at the next meeting. Seconded. Discussion. Unanimously approved 11/0.*

**Motion to adjourn.** *Seconded. Unanimously approved.*

**Adjournment at 6:47 p.m.** Next meeting – **Thursday, February 5, 2015 at 5:30 p.m. in the Exhibit Hall, 4<sup>th</sup> Floor of City Hall.**

<b>Professional Services/Special Events</b>	<b>Budgeted</b>	<b>January Expenditures</b>	<b>Current Balance</b>
Monthly Retainer - January	\$72,708.00	\$6,097.00	\$30,485.00
<b>FYTD Account Total</b>	<b>\$196,700.00</b>	<b>\$6,097.00</b>	<b>\$63,294.78</b>

<b>Professional Services/Other</b>	<b>Budgeted</b>	<b>January Expenditures</b>	<b>Current Balance</b>
Web Content Management for December		\$450.00	
<b>FYTD Account Total</b>	<b>\$10,100.00</b>	<b>\$450.00</b>	<b>\$6,735.00</b>

<b>Local Advertising</b>	<b>Budgeted</b>	<b>January Expenditures</b>	<b>Current Balance</b>
NV Daily Holiday Ad		\$108.00	
<b>FYTD Account Total</b>	<b>\$4,325.00</b>	<b>\$108.00</b>	<b>\$3,217.00</b>

<b>Postal Services</b>	<b>Budgeted</b>	<b>Additional Dec. Expenditures</b>	<b>Current Balance</b>
City Hall Postage - December Additional		\$0.48	
<b>FYTD Account Total</b>	<b>\$500.00</b>	<b>\$0.48</b>	<b>\$488.37</b>

<b>Telecommunications</b>	<b>Budgeted</b>	<b>January Expenditures</b>	<b>Current Balance</b>
Work Cell Phone for December		\$49.75	
<b>FYTD Account Total</b>	<b>\$720.00</b>	<b>\$49.75</b>	<b>\$311.50</b>

<b>Travel/Mileage &amp; Transportation</b>	<b>Budgeted</b>	<b>January Expenditures</b>	<b>Current Balance</b>
Manassas Transportation		\$76.59	
<b>FYTD Account Total</b>	<b>\$660.00</b>	<b>\$76.59</b>	<b>\$373.97</b>

<b>Other Operating Supplies</b>	<b>Budgeted</b>	<b>January Expenditures</b>	<b>Current Balance</b>
OTDB Name Badges		\$13.00	
<b>FYTD Account Total</b>	<b>\$3,250.00</b>	<b>\$13.00</b>	<b>\$2,053.26</b>



December 24, 2014

Ms. Celeste R. Broadstreet  
Assistant Finance Director  
City of Winchester  
15 N Cameron Street  
Winchester, VA 22601

Dear Ms. Broadstreet:

*Thanks so much for the City of Winchester's  
many years of support for Bluemont programs!*

Enclosed is Bluemont's request for FY2016 funding along with the requested supporting documents. Bluemont is proud of its 32-year partnership with the City of Winchester, an unparalleled tradition of success, helping to bring to life the cultural spirit of our community.

The Board of Directors requests that the City of Winchester continue to support its programs in the community with an FY2016 appropriation of eight thousand dollars (\$8,000). We further request the City continue to submit a Virginia Commission for the Arts Local Government Challenge Grant application in matching support of this appropriation.

In 2014, we provided a ten-week series of Friday evening concerts on the steps of the old Frederick County Courthouse. The concerts were very well attended with increases in attendance over the previous year, and successfully staffed by Winchester's able and enthusiastic volunteer groups. We continue to present these community-based, family oriented events in Winchester with the financial support of the City of Winchester and a broad base of local governments, businesses, civic organizations, and private donors.

This appropriation will provide Bluemont general support funding for the full range of cultural services we consistently provide to Winchester residents and visitors. These services include the summer concert series, the Artists-In-Education programs in the schools, Healthcare Outreach benefit programs in area nursing homes and assisted living facilities, as well as various special event programs.

We look forward to maintaining the solid tradition of public-private cooperation that sustains this unique Bluemont project in Winchester.



Celeste Broadstreet  
December 24, 2014  
Page Two

As in the past, our staff stands ready to help you prepare and submit the application to the Virginia Commission for the Arts Local Government Challenge Grant Award in matching support of the County's FY2016 appropriation for Bluemont. This is an annual application process, and a request for funds will need to be submitted to the VCA in early spring 2015 (usually the first week in April). The VCA application process has updated for FY16, requesting that each applicant provide a **Data Universal Numbering System number (DUNS)** with each application. The Commission will not make awards to anyone without the DUNS number. We will follow up with you in regards to your DUNS number and notify you when the exact application due date is announced.

Our FY2016 application and all back-up data are attached. For questions regarding our request or if additional information is required, please contact me at 540-955-8186. Thank you.

Sincerely

Lily R. Dunning  
Executive Director

LRD/vw  
Enclosures

Copy: Daniel Schiavone, M.D., Bluemont Board Member  
Eugene B. Smith, Bluemont Board Member  
Mark Snyder, Bluemont Treasurer  
Jennifer Bell, Winchester Downtown Manager



**CITY OF WINCHESTER  
OUTSIDE AGENCY FUNDING REQUEST  
BUDGET YEAR FY 2016**

On or before December 31, 2014, submit this form along with supporting documents to include a certified resolution or other official acknowledgment from the agency requesting funding certifying understanding that the failure to meet the outcome goals and objectives described in this document may result in disqualification from future donations to the agency by the City of Winchester to:

City of Winchester, 15 North Cameron Street, Winchester, VA 22601 Attention: Assistant Finance Director

Agency Requesting Funds: Bluemont Concert Series, LTD

Address: PO Box 802, Berryville, VA 22611

Contact Person: Lily Dunning, Executive Director Phone Number: (540)955-8186  
(Name & Title)

Email Address: lily@bluemont.org Fax Number: (540)955-8287

Person authorized to sign contract on behalf of Agency:  
Lily Dunning, Executive Director Phone Number: (540)955-8186  
(Name and Title)

**Financial Information**

1. Amount of City requested funding for budget year: FY 2016 (7/1/15 – 6/30/16) \$8,000  
\*includes VCA matching grant

2. Assets (as of June 30, 2014): Cash & Other Equivalents \$21,745

3. Fund Balance as of June 30, 2014:	<u>Type</u>	<u>Amount</u>
	Restricted	\$
	Unrestricted	\$33,262
	Other	\$
	<b>Total Fund Balance</b>	<b>\$</b>

4. Funding Sources: (Please indicate actual or anticipated funding sources for the periods specified)

<u>Funding Source</u>	<u>Prior Year FY 2014 Amount Allocated</u>	<u>Current Year FY 2015 Amount Anticipated</u>	<u>Budget Year FY 2016 Amount Anticipated</u>
Contributions	\$223,122	\$245,387	\$245,387
Admissions & Fees	\$43,676	\$39,200	\$39,200
Grants & Awards	\$33,200	\$30,300	\$30,300
Other	\$102	\$920	\$920
<b>TOTAL</b>	<b>\$300,100</b>	<b>\$315,807</b>	<b>\$315,807</b>

**\*\*NOTE:** Please be concise and limit each answer to **no more** than a third (1/3) of a single-spaced page using a font size of 11 or larger. Complete sentences in bullet form are desirable.

### **Purpose and Goals**

5. What community need/opportunity is being addressed by your agency/project? In other words, what is missing and how will you fill that gap? What evidence is there that this is a need/opportunity? (use local statistics, if available) Who is your target population?
- Bluemont's mission is to present artistic and cultural services to communities that are generally distant from the urban core where choices of artistic performance are more readily available.
  - We provide the highest quality performances at a minimum cost to those who wish to attend. Bluemont requests only a nominal admission fee at its summer concert series.
  - Bluemont provides artistic, educational programs to local schools, which have a significant need for arts programs, particularly in recent years, following recession forced budget cuts in public school systems.
  - Our target population is all members of the general population of all ages. Bluemont programs are accessible and affordable to all members of the community.

### **Program/Services**

6. How does your organization propose to meet the described need? (What services, programs, or activities will be provided or implemented...what other groups or organizations do you partner with to meet your objectives.). **Please observe space limit.** If you want to include additional information, include it in a cover letter or as an attachment.
- **Summer Concert Series.** Held in historic Winchester, VA on the steps of the Frederick County Courthouse, Bluemont presents a 10-week summer series of high-quality performances including local, regional, and international musical arts groups.
  - **Artist-In-Education program.** Throughout the year, Bluemont works with school administrators and teachers to provide artistic programs in schools and libraries. These programs are designed to complement the Virginia SOL's through music, dance, storytelling, historical interpretation and more. A key element in the FY2016 budget is the revitalization of our Artist-In-Education program. Bluemont presented no AIE programs in Winchester schools during the 2013-2014 school year, however we have adjusted our goals this year to present 6 programs in the Winchester area, 2 of which will be within the City of Winchester. We have a plan in place to support the program and raise funds for the future.
  - **Healthcare Outreach Benefit performances.** Bluemont provides live performances to residents and staff at Winchester area nursing homes, hospitals, and long-term care facilities. In 2014, there were 9 such performances in the Winchester region. All performances are given at no charge to the facilities or their residents.
7. If available, what is the evidence of likely success?
- Bluemont has a strong, 32-year history of success in Winchester.
  - During 2014, Winchester audiences have donated more than \$21,000 to Bluemont, showing their support for the continuation of Bluemont in Winchester.
  - Attendance rates remained consistent with previous years' attendance in Winchester: Summer 2014 with roughly 7,900 in attendance compared to 7,010 in 2013.

8. Please describe methods you use to make sure the programs/services are accessible to all citizens of Winchester (consistent with your mission and purpose)

- Bluemont evaluates its programs and services by our staff, Board of Directors, and Bluemont in Winchester community committee. The Board of Directors reviews all numbers and evaluations assessing how well our programs fulfill Bluemont's purpose, and recommends future program direction. Bluemont program viability in Winchester is monitored and evaluated with respect to:
  - Level of artistic quality and contribution to Bluemont's overall aesthetic program mix;
  - Attendance and financial results;
  - Development potential within the Winchester area; and
  - Contribution to perceived needs in Winchester and Frederick County.
- Bluemont staff prepares quantitative information and analysis on numbers of programs, dollars and comparisons against budget and previous years' experience. The Bluemont in Winchester committee evaluates figures for its community and makes programming recommendations.
- Bluemont has specific program evaluation forms for all AIE programs, summer concerts, healthcare outreach programs, and special event program partners. Additionally, Bluemont collects feedback via online public surveys at the end of each concert season.

### **Justification for City of Winchester funding**

9. Why should the City provide funding to this agency/project? In other words, how does this project/service benefit the City and how are City residents served?

- Bluemont Concert Series is organized together with a coalition of 21 public local government partners and more than 700 private partners. It presents high quality cultural and artistic performances supporting the common welfare and wellbeing of the City of Winchester and neighboring communities in Frederick County.
- Bluemont historically focuses on rural communities where the opportunity for regular and varied cultural experience is limited. Parts of the Winchester area are experiencing rapid growth and development, and Bluemont has adjusted its program activities to recognize the needs of both types of communities. Bluemont's audiences are generally representative of the populations within the communities served.
- Bluemont's activities in Winchester provide an opportunity for residents to become involved in service to their community. Bluemont has an active committee of volunteers in Winchester that helps plan, manage, and raise funds for Bluemont programs.
- As an attraction for out-of-area visitors, Bluemont contributes to the growth of tourism and the resulting economic development of the City.
- Through the extensive local and regional distribution of Bluemont's award winning poster schedules, concert programs, media advertisements, and announcements at concerts, Bluemont provides area businesses with opportunities to receive recognition for their support, contribute prizes, and become involved with Bluemont's community impact.

10. What are the consequences if the City does not fund this request?

In this recession economy, Bluemont is making every effort to fulfill our commitments to our Winchester audience and to continue to present our program of established cultural events. However, significant reductions or elimination of Winchester funding would require Bluemont to review the level of program services to schools, healthcare facilities and communities.

11. If approved, this funding is only for the current budget cycle. What is your strategy for replacing these funds in the future?

The Bluemont in Winchester volunteer committee continues to work hard to raise a diverse foundation of financial supporters among the professional community of Winchester and Frederick County. Bluemont works for a broad base of public and private support, as identified in our mission statement. Each year our committee raises more than \$20,000 to support Bluemont programs in the greater Winchester community.

12. If this is a change in the amount requested from previous years, please explain the reason for the change.

Bluemont's FY2016 request of \$8,000 seeks to restore FY2002 funding levels. Before FY2012, the City of Winchester funded the Bluemont Concert Series with an annual appropriation of \$4,000. Bluemont's FY 2016 request increase is meant to help restore Bluemont's operating budget and its program levels in the greater Winchester community to their pre-recession levels. These restored moneys would allow Bluemont to adequately maintain and support its program levels in the City of Winchester and Frederick County, continuing our annual 10-concert summer season and presenting additional school programs and Healthcare Outreach performances.

**Summary of Outcomes and Results**

13. What are your outcome objectives for the funding period? How will this be measured? (Describe how your organization proposes to make a measurable and achievable difference in the city, e.g. changes in behavior, situations, conditions, or knowledge. Who/what will be changed and how?)

<b>Strategic goal(s) for the next year</b>	<b>How goals will be measured</b>	<b>Projected Results</b>
<b>Goal 1:</b> Bluemont in Winchester will present 10 evening concerts to 3,500 residents and visitors	Attendance numbers are based on admissions and raffle tickets. The address field on raffle tickets measures location of attendees.	Anticipated total – 7,000 attendees at 10 evening concerts.
<b>Goal 2:</b> Bluemont Artist-in-Education will present 6 cultural programs to 3,000 Winchester area students. 2 of these programs will be within the City of Winchester.	The host school measures student attendance. Monthly reports of AIE totals are reported to the Board of Directors.	Anticipated total – 3,000 attendees at 6 educational programs.
<b>Goal 3:</b> Bluemont Outreach will present 10 performances to 400 residents in Winchester healthcare facilities	Outreach performances accompany each summer concert date. Attendance is measured by each facility.	Anticipated total – 400 attendees at 10 outreach performances.

*History of results*

<b>Strategic goals for previous years</b>	<b>Projected Results</b>	<b>Actual Results</b>
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2014 Goal 1: Bluemont in Winchester will present 10 evening concerts to 3,500 residents and visitors	Anticipated total of 3,500 residents and visitors at 10 evening concerts.	7,900 residents and visitors at 10 evening concerts.
2014 Goal 2: Bluemont Artist-in-Education will present 3 cultural programs to 1,500 Winchester students.	Anticipated total of 1,500 students attending three programs,	No Arist-in-Education programs during the 2013-2014 school year.
2014 Goal 3: Bluemont Outreach will present 9 performances to 300 residents in Winchester healthcare facilities	Anticipated total of 300 residents and visitors at area healthcare facilities.	Bluemont Outreach presented 9 performances to 350 residents in Winchester healthcare facilities

**Other Financial Information**

14. Please attach a copy of your agency's budget showing revenues/resources and expenditures for the prior year actual, current year budget, and /or estimated current year actual and proposed budget year. (past, present, future)
15. Please submit the agency's most recent certified audit, if available, or financial report, and make available for inspection all bookkeeping and other records in support thereof.
16. Copy of agency's charter or other documents creating and describing the organization's structure and mission along with any other documentation in support of the agency's application to receive contributions from the City of Winchester.
17. At the City's discretion, we may ask for additional information such as but not limited to the following (as applicable):
  - Agencies policy on background checks for employees working with children
  - Conflict of interest policy
  - Non-discrimination policy
  - IRS form 990

By signing this form, I hereby certify that I am authorized to execute this request on behalf of the agency requesting funds identified on the first page of this document. I further acknowledge that the agency requesting funds fully understands and agrees that the failure to meet the outcome goals and objectives described in this document may result in disqualification from future donations by the City of Winchester.

Bluemont Concert Series

[Name of agency completing application]

  
[Signature of authorized person]

12/24/14  
Date

Lily R. Dunning, Executive Director  
[Printed name & title of person executing document]



**THE FOLLOWING DOCUMENTS ARE ENCLOSED  
IN SUPPORT OF BLUEMONT'S FUNDING REQUEST —**

- Att. 1:** Approved Bluemont Budget, FY2015
- Att. 2:** Budget Comparison, FY2012-FY2015
- Att. 3:** Treasurer's Report, June 2014
- Att. 4:** Independent Auditor's Report, June 30, 2013
- Att. 5:** IRS 501c(3) Letter of Determination
- Att. 6:** Bluemont Organizational Chart, 2014
- Att. 7:** Bluemont Mission Statement
- Att. 8:** Bluemont in Winchester, 1976-2013

## Bluemont Concert Series - Budget FY2015

### Revenues

Acct #	Budget Category	
411	Individual Contributions	70,832
412	Corporate Contributions	75,000
413	School Contributions	20,000
421	Concert Admissions	6,200
422	Dance Admissions	3,200
423	Summer Events	25,800
425	Fees for Contracted Services	4,000
432	State Grants & Awards *	10,300
433	Local Gov't Contributions *	79,555
441	Foundation Grants & Awards	20,000
442	Other Grants & Awards	0
452	Interest Income	70
461	Special Fundraising	850
470	Other	
	<b>Total</b>	<b>315,807</b>

### Disbursements

Acct #	Budget Category	
911	Gross Salary	120,000
912	Payroll Taxes	10,903
540	Contract & Prof Service	
541	Bookkeeping	10,000
542	Publicity/Promo/Mktng	0
543	Event	12,000
544	Office	10,520
550	Employee Benefits *	13,154
610	Postage	7,900
620	Printing	5,545
630	Telephone	3,230
640	Travel & Expenses	10,000
650	Insurance	4,400
660	Repairs & Maintenance	3,600
670	Licenses, Fees & Permits	1,000
680	Bank Service Charges	600
710	Performers Fees	78,875
720	Hospitality & Refreshments	1,400
730	Facility Rentals	12,380
740	Advertising	0
810	Office Supplies	5,800
820	Recording & Film Supplies	0
830	Equipment Purchase & Rental	3,500
120	Equipment	0
122	Computers	0
125	Vehicles	0
861	Special Fundraising	1,000
865	Other Expenses	0
866	Interest Expense - LOC	0
867	Note Payable - LOC	0
	Fund Balance Appreciation	0
	<b>Total</b>	<b>315,807</b>

**Bluemont, the Cultural Spirit of Our Communities  
Budget Comparison: FY12 - FY15**

<b>Revenues</b>					
<b>Acct #</b>	<b>Budget Category</b>	<b>FY2012</b>	<b>FY2013</b>	<b>FY2014</b>	<b>FY2015</b>
411	Individual Contributions	55,306	70,004	65,920	70,832
412	Corporate Contributions	85,504	86,614	70,875	75,000
413	School Contributions	25,154	20,896	8,905	20,000
421	Concert Admissions	19,500	21,450	5,300	6,200
422	Dance Admissions	0	3,520	3,200	3,200
423	Summer Events	44,200	34,997	31,100	25,800
425	Fees for Contracted Service	15,771	880	3,100	4,000
432	State Grants & Awards	26,550	13,845	10,900	10,300
433	Local Gov't Contributions	128,423	95,550	77,422	79,555
441	Foundation Grants & Awards	30,250	15,000	22,300	20,000
442	Other Grants & Awards	0	0	0	0
452	Interest Income	403	247	102	70
461	Special Fundraising	1,098	1,119	976	850
470	Other	0			
<b>Total</b>		<b>432,159</b>	<b>364,122</b>	<b>300,100</b>	<b>315,807</b>

**Bluemont, the Cultural Spirit of Our Communities**  
**Budget Comparison: FY12 - FY15**

<b>Expenses</b>					
Acct #	Budget Category	FY2012	FY2013	FY2014	FY2014
911	Gross Salary	162,534	155,222	121,000	120,000
912	Payroll Taxes (BCS FICA)	15,107	13,508	10,663	10,903
540	Contract & Prof Service				
541	Bookkeeping	8,000	8,770	9,400	10,000
542	Publicity/Promo/Market	0	0	0	0
543	Event	21,885	16,659	12,000	12,000
544	Office	6,940	4,695	6,380	10,520
550	Employee Benefits Payment	19,966	26,039	11,576	13,154
610	Postage	6,703	7,580	7,900	7,900
620	Printing	8,195	5,545	5,545	5,545
630	Telephone	5,385	3,200	3,200	3,230
640	Travel & Expenses	16,161	13,085	14,079	10,000
650	Insurance	4,975	5,226	5,226	4,400
660	Repairs & Maintenance	4,937	3,600	4,821	3,600
670	Licenses, Fees & Permits	1,387	1,000	1,000	1,000
680	Bank Service Charges	669	265	750	600
710	Performers Fees	114,027	80,470	61,600	78,875
720	Hospitality & Refreshments	1,832	743	416	1,400
730	Facility Rentals	23,195	13,600	13,600	12,380
740	Advertising	285	0	0	0
810	Office Supplies	4,620	4,185	4,106	5,800
820	Recording & Film Supplies	0	0	0	0
830	Equipment Purchase & Ren	1,711	730	6,000	3,500
120	Equipment	0	0	0	0
122	Computers	0	0	0	0
125	Vehicles	0	0	0	0
861	Special Fundraising	1886	0	838	1000
865	Other Expenses	0	0	0	0
	Fund Balance Appreciation	1,759	0	0	0
	<b>Total</b>	<b>432,159</b>	<b>364,122</b>	<b>300,100</b>	<b>315,807</b>

**Bluemont Concert Series**

**1**

**Treasurer's Report  
as of June 30, 2014**

**Monthly Financial Report**

**1) Cash Accounts**

Middleburg Bank account, current balance

5/31/2014	journal balance	19,405.29
	interim disbursements	32,183.18
	interim revenues	24,006.59
6/30/2014	journal balance	11,228.70

**Total of Cash Accounts** 11,228.70

**2) Balance Sheet** (page 2) 33,262.20

**3) Accounts Receivable** (page 3) (100.00)

i) General	0.00
ii) AIE	(100.00)

**4) Accounts Payable** (page 3) 3,706.30

**5) Revenues and Disbursements - Accrual Reporting**

(pages 4-7) Cash Flow vs. Budget

	May 2014	YTD FY2013	YTD FY2014	Budget FY2014	YTD fy2014 % budget
Revenues	24,073	342,363	294,453	300,100	98%
Disbursements	27,396	315,771	288,307	300,100	96%

12 months/12 months = 100% (\$300,100)

**Bluemont Concert Series**

**2**

**Treasurer's Report**

**as of June 30, 2014**

**Balance Sheet**

**ASSETS**

**Current Assets**

Cash- Middleburg Bank Checking	11,228.70	
Petty Cash	909.09	
Accounts Receivable	5,900.00	
Prepaid Insurance Expense	1,285.00	
Depreciation Expense	2,422.00	
<b>Total Current Assets</b>		<b>21,744.79</b>

**Property and Equipment**

Equipment	39,838.99	
A/D - Equipment	(35,051.00)	
Computer	27,116.42	
A/D - Computer	(23,127.00)	
Vehicles	3,425.00	
A/D - Vehicles	(685.00)	
<b>Total Property and Equipment</b>		<b>11,517.41</b>

**Other Assets**

0.00

**Total Other Assets**

0.00

**Total Assets**

33,262.20

**LIABILITIES AND CAPITAL**

**Current Liabilities**

Accounts Payable	3,706.30	
Payroll Taxes - Federal	(603.35)	
Payroll Taxes - State	256.22	
Accrued Vacation	4,880.00	
Wages Payable	9,393.92	
Accrued Employee Benefits	12,642.90	
Sales Tax Payable	(399.82)	
Prepaid AIE Programs	488.00	
<b>Total Current Liabilities</b>		<b>30,364.17</b>

**Long-Term Liabilities**

0.00

**Total Long-Term Liabilities**

0.00

**Total Liabilities**

30,364.17

**Capital**

Retained Earnings	(3,248.13)	
Net Income	6,146.16	
<b>Total Capital</b>		<b><u>2,898.03</u></b>

**Total Liabilities & Capital**

33,262.20

**Bluemont Concert Series**

**3**

**Treasurer's Report  
as of June 30, 2014**

**Accounts Receivable**

**General**

name	amount	date incurred
------	--------	---------------

<b>Total:</b>	<b>0.00</b>	
---------------	-------------	--

**A/E**

name	amount	date incurred
------	--------	---------------

Hopewell Park & Rec	(100.00)	8/4/2011 <i>overpayment</i>
---------------------	----------	-----------------------------

<b>Total:</b>	<b>(100.00)</b>	
---------------	-----------------	--

**Accounts Payable**

	amount	invoice	date	
--	--------	---------	------	--

Bullock & Assoc.	1,778.75	2 inv.	4/30/14	541
Comcast	188.41		6/21/14	630
Shenandoah Water	33.28		6/30/14	810
Verizon Conferencing	9.94		6/22/14	630
Bank of America	1,695.92	2 accts.	6/27/14	610/640

<b>Total</b>	<b>3,706.30</b>			
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**Bluemont Concert Series**

**4**

**Treasurer's Report  
as of June 30, 2014**

**Cash Flow vs Budget  
(Cash Basis Report)  
Revenues**

Acct #	Item	June 2014	YTD FY2014	Budget FY2014	YTD % budget
411	Individual Contributions	8,563	71,102	65,920	108%
412	Corporate Contributions	7,285	69,755	70,875	98%
413	School Contributions	1,664	11,494	8,905	129%
421	Concert Admissions	0	7,533	5,300	142%
422	Dance Admissions	0	2,494	3,200	78%
423	Summer Events	3,891	24,807	31,100	80%
425	Fees for Contracted Services	0	2,800	3,100	90%
431	Federal Grants	0	0	0	100%
432	State Grants & Awards	1,770	13,550	10,900	124%
433	Local Gov't Contributions	0	79,005	77,422	102%
441	Foundation Grants & Awards	841	10,941	22,300	49%
443	Other Grants	0	0	0	0%
452	Interest Income	3	65	102	64%
461	Special Fundraising	55	907	976	93%
470	Other Income	0	0	0	0%
<b>Total Revenue</b>		<b>24,073</b>	<b>294,453</b>	<b>300,100</b>	<b>98%</b>

12 months/12 months = 100% (\$300,100)

**Bluemont Concert Series**

**5**

**Treasurer's Report  
as of June 30, 2014**

**Cash Flow vs Budget  
(Cash Basis Report)  
Disbursements**

Acct #	Item	June 2014	YTD FY2014	Budget FY2014	YTD % budget
911	Gross Salary	10,111	107,507	121,000	89%
912	Payroll Taxes	1,077	10,568	10,663	99%
541	CPS-Bookkeeping	0	7,345	9,400	78%
542	CPS-Publicity/Promo	0	0	0	100%
543	CPS-Event	715	11,262	12,000	94%
544	CPS-Office	3,271	15,246	6,380	239%
550	Employee Benefits	1,074	13,287	11,576	115%
610	Postage	392	6,857	7,900	87%
620	Printing	869	5,628	5,545	101%
630	Telephone	198	3,122	3,200	98%
640	Travel & Expenses	1,533	10,581	14,079	75%
650	Insurance	235	4,103	5,226	79%
660	Repairs & Maintenance	122	811	4,821	17%
670	Licenses, Fees & Permits	15	1,427	1,000	143%
680	Bank Service Charges	106	583	750	78%
710	Performers Fees	6,314	68,694	61,600	112%
720	Hospitality & Refreshments	26	1,226	416	295%
730	Facility Rentals	1,123	12,587	13,600	93%
740	Advertising	0	0	0	100%
810	Office Supplies	215	5,452	4,106	133%
820	Recording & Film Supplies	0	0	0	100%
830	Equipment Purchase/Rental	0	1,012	6,000	17%
120	Fixed Assets - Equipment	0	0	0	0%
122	Fixed Assets - Computer	0	0	0	0%
125	Fixed Assets - Vehicles	0	0	0	0%
861	Special Fundraising	0	1,008	838	120%
864	Depreciation Expense	0	0	0	0%
865	Other Expenses	0	0	0	0%
	Fund Balance Appreciation	0	0	0	
	<b>Total Disbursements</b>	<b>27,396</b>	<b>288,307</b>	<b>300,100</b>	<b>96%</b>

12 months/12 months = 100% (\$300,100)

**Bluemont Concert Series**

**6**

**Treasurer's Report**

**as of June 30, 2014**

**(Cash Basis Report)**

**Cash Flow Comparison**

**FY2013 vs. FY2014**

**Revenues**

Acct #	Item	June	June	YTD	YTD
		2014	2013	FY2014	FY2013
411	Individual Contributions	8,563	7,758	71,102	67,362
412	Corporate Contributions	7,285	47,255	69,755	97,118
413	School Contributions	1,664	0	11,494	9,405
421	Concert Admissions	0	0	7,533	5,219
422	Dance Admissions	0	0	2,494	2,951
423	Summer Events	3,891	2,175	24,807	24,206
425	Fees for Contracted Services	0	0	2,800	3,100
431	Federal Grants	0	0	0	0
432	State Grants & Awards	1,770	1,635	13,550	12,150
433	Local Gov't Contributions	0	0	79,005	93,122
441	Foundation Grants & Awards	841	5,000	10,941	26,850
443	Other Grants	0	0	0	0
452	Interest Income	3	6	65	97
461	Special Fundraising	55	0	907	783
470	Other	0	0	0	0
<b>Total Revenue</b>		<b>24,073</b>	<b>63,829</b>	<b>294,453</b>	<b>342,363</b>

**Bluemont Concert Series** **7**  
**Treasurer's Report**  
**as of June 30, 2014**  
**(Cash Basis Report)**  
**Cash Flow Comparison**  
**FY2013 vs. FY2014**  
**Disbursements**

Acct #	Item	June 2014	June 2013	YTD FY2014	YTD FY2013
911	Gross Salary	10,111	9,939	107,507	115,413
912	Payroll Taxes	1,077	1,008	10,568	10,384
541	CPS-Bookkeeping	0	3,446	7,345	9,548
542	CPS-Publicity/Promo	0	8,500	0	8,500
543	CPS-Event	715	(12,792)	11,262	11,354
544	CPS-Office	3,271	2,235	15,246	6,492
550	Employee Benefits	1,074	1,806	13,287	18,287
610	Postage	392	164	6,857	6,289
620	Printing	869	285	5,628	3,872
630	Telephone	198	302	3,122	3,307
640	Travel & Expenses	1,533	799	10,581	7,237
650	Insurance	235	(768)	4,103	4,072
660	Repairs & Maintenance	122	616	811	2,405
670	Licenses, Fees & Permits	15	0	1,427	1,165
680	Bank Service Charges	106	59	583	922
710	Performers Fees	6,314	4,000	68,694	71,899
720	Hospitality & Refreshments	26	80	1,226	652
730	Facility Rentals	1,123	(2,065)	12,587	9,810
740	Advertising	0	15,870	0	15,870
810	Office Supplies	215	(226)	5,452	4,104
820	Recording & Film Supplies	0	0	0	0
830	Equipment Purchase & Rental	0	72	1,012	824
120	Fixed Assets - Equipment	0	0	0	0
122	Fixed Assets - Computer	0	0	0	0
125	Fixed Assets - Vehicles	0	0	0	0
861	Special Fundraising	0	0	1,008	65
864	Depreciation Expense	0	0	0	0
865	Other Expenses	0	0	0	0
	Loss on Asset Disposal	0	3,300	0	3,300
	Fund Balance Appreciation	0	0	0	0
	<b>Total Disbursements</b>	<b>27,396</b>	<b>36,629</b>	<b>288,307</b>	<b>315,771</b>

**BLUEMONT CONCERT SERIES, LTD.**

**Financial Statements**

**For the Years Ended June 30, 2013**

**(June 30, 2012 and 2011  
for comparative purposes)**

BLUEMONT CONCERT SERIES, LTD.

Officers

Milton Herd, Chairman  
Xavier Richardson, Vice Chairman – Development  
John J. Davies, Jr., Vice Chairman – Chairman’s Committee  
Thomas Rochford, Treasurer  
Peter Dunning, Secretary/President

Directors

Brett Burk  
Tammy Carter  
Jennifer Chambers  
Ann Martella  
Mac McNichols  
Elizabeth Melson  
Brooke Miller  
M.C. Moncure  
Dan Schiavone  
Robert Sevila, Esq.  
Mark Snyder

**BLUEMONT CONCERT SERIES, LTD.**

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# BULLOCK & ASSOCIATES, P.C.

## CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

831A South King Street, Leesburg, VA 20175    www.bullockcpas.com  
Phone (703) 771-1234    Toll-free 1-888-635-0155    Fax (703) 771-9114

### INDEPENDENT AUDITOR'S REPORT

The Board of Directors of  
Bluemont Concert Series, Ltd.

We have audited the accompanying financial statements of Bluemont Concert Series, Ltd. (a non-profit organization), which comprise the statements of financial position as of **June 30, 2013**, with 2012 and 2011 presented for comparative purposes, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

#### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bluemont Concert Series, Ltd. as of **June 30, 2013**, and the comparative financial position as of June 30, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*Bullock & Associates, P.C.*  
BULLOCK & ASSOCIATES, P.C.  
Leesburg, Virginia  
May 6, 2014

**BLUEMONT CONCERT SERIES, LTD.**

**Statements of Financial Position**

**June 30, 2013, 2012 and 2011**

	<u>2013</u>	<u>2012</u>	<u>2011</u>
<b>ASSETS</b>			
Current assets:			
Cash	\$15,428	\$19,358	(\$2,949)
Accounts receivable	5,900	517	5,545
Prepaid expenses	1,285	1,285	1,285
Total current assets	<u>22,613</u>	<u>21,160</u>	<u>3,881</u>
Property and equipment, at cost net of accumulated depreciation (note 3)	11,517	17,239	15,109
Total assets	<u>\$34,130</u>	<u>\$38,399</u>	<u>\$18,990</u>
<b>LIABILITIES AND NET ASSETS</b>			
Current liabilities:			
Accounts payable	\$12,978	\$24,220	\$7,685
Payroll taxes withheld and payable	(349)	(299)	(200)
Accrued expenses	27,060	36,818	5,109
Deferred income	-	7,500	-
Total current liabilities	<u>39,689</u>	<u>68,239</u>	<u>12,594</u>
Net assets:			
Unrestricted (deficit)	(5,559)	(29,840)	6,396
Total net assets	<u>(5,559)</u>	<u>(29,840)</u>	<u>6,396</u>
Total liabilities and net assets	<u>\$34,130</u>	<u>\$38,399</u>	<u>\$18,990</u>

See independent auditor's report and accompanying notes to financial statements.

**BLUEMONT CONCERT SERIES, LTD.**  
**Statements of Activities**  
**For the Years Ended June 30, 2013, 2012 and 2011**

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Unrestricted net assets:			
Support and revenue:			
Contributions:			
Individuals	\$67,362	\$60,594	\$70,499
Business and corporate	97,118	144,098	138,193
Schools and communities	9,405	18,996	27,099
Total unrestricted contributions	<u>173,885</u>	<u>223,688</u>	<u>235,791</u>
Admissions & contract services:			
Bluemont concert	5,219	10,696	30,271
Bluemont dance	2,951	2,008	-
Events	24,206	32,197	41,124
Fees	3,100	800	10,171
Total unrestricted admissions and contract services	<u>35,476</u>	<u>45,701</u>	<u>81,566</u>
Grants and awards:			
State	12,150	19,200	26,550
Local government	93,122	121,722	127,614
Foundations and others	26,850	12,450	30,475
Total unrestricted grants and awards	<u>132,122</u>	<u>153,372</u>	<u>184,639</u>
Other revenue:			
Other income	-	1,617	-
Loss on asset disposal	(3,300)	(1,300)	-
Interest	97	223	369
Special fund-raising	783	1,331	1,079
Total unrestricted other revenue	<u>(2,420)</u>	<u>1,871</u>	<u>1,448</u>
Total unrestricted support and revenue	<u>339,063</u>	<u>424,632</u>	<u>503,444</u>
Expenses:			
Programs services	234,405	349,036	393,628
Supporting services:			
Management and general	58,057	79,924	84,638
Fund-raising	22,320	31,908	34,605
Total unrestricted expenses	<u>314,782</u>	<u>460,868</u>	<u>512,871</u>
Increase (decrease) in unrestricted net assets	<u>24,281</u>	<u>(36,236)</u>	<u>(9,427)</u>
Net assets at beginning of year	<u>(29,840)</u>	6,396	15,823
Net assets at end of year	<u>(\$5,559)</u>	<u>(\$29,840)</u>	<u>\$6,396</u>

See independent auditor's report and accompanying notes to financial statements.



BLUEMONT CONCERT SERIES, LTD.

Statements of Cash Flows

For the Years Ended June 30, 2013, 2012 and 2011

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Cash flows from operating activities:			
Increase (decrease) in net assets	\$24,281	(\$36,236)	(\$9,427)
Adjustments to reconcile increase (decrease) in net assets to cash provided by operating activities:			
Depreciation	2,422	3,057	2,834
Loss on asset disposal	3,300	1,300	-
Noncash contributions	(24,370)	(75,713)	(83,381)
Noncash expenses	24,370	70,326	74,110
Decrease (increase) in accounts receivable	(5,383)	5,028	20,889
Increase (decrease) in accounts payable	(11,242)	16,535	(1,812)
Decrease in payroll taxes withheld and payable	(50)	(99)	(319)
Increase (decrease) in unearned revenue	(7,500)	7,500	-
Increase (decrease) in accrued expenses	(9,758)	31,709	(85)
Net cash provided (used) by operating activities	(3,930)	23,407	2,809
Cash flows from investing activities:			
Acquisition of furniture and equipment	-	(1,100)	-
Net cash used for investing activities	-	(1,100)	-
Net increase (decrease) in cash and cash equivalents	(3,930)	22,307	2,809
Cash at beginning of year	19,358	(2,949)	(5,758)
Cash at end of year	\$15,428	\$19,358	(\$2,949)

**BLUEMONT CONCERT SERIES, LTD.**

Notes to Financial Statements

June 30, 2013, 2012 and 2011

1. **Summary of significant accounting policies:**

A summary of the Organization's significant accounting policies is presented below to assist the reader in evaluating the organization's financial statements.

**Nature of business:** The Bluemont Concert Series, Ltd. was chartered under the laws of Virginia in 1979 as a non-profit organization, and pursues its objectives from its headquarters in Berryville, Virginia. The purpose of the Bluemont Concert Series, Ltd. is to promote high-quality cultural and artistic performance and activity and, thereby, support the common welfare and well-being of the communities served through charitable, educational, scientific and literary purposes.

**Cash and cash equivalents:** For purposes of the statements of cash flows, the Organization considers all highly liquid investments available for current use with an initial maturity of three months or less to be cash equivalents.

**Use of estimates:** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. This will affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

**Accounts Receivable:** No allowance for uncollectible accounts has been provided. Management has evaluated the accounts and believes they are all collectible.

**Property and depreciation:** Purchased property and equipment are recorded at cost. Donated equipment is recorded at estimated fair value at the date of donation. Depreciation is provided on the straight-line method over the estimated useful lives of the respective assets. Maintenance and repairs are charged to expense as incurred; major renewals and betterments are capitalized. When items of property or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

**Promises to Give:** Contributions are recognized when the donor makes a promise to give to the Organization that is, in substance, unconditional. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the fiscal year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

BLUEMONT CONCERT SERIES, LTD.  
Notes to Financial Statements (continued)

Summary of significant accounting policies (continued):

**Recognition of Donor Restrictions:** Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in temporarily or permanently restricted net assets depending on the nature of the restriction. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

The Organization reports gifts of vehicles and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

**Recognition of revenue and expenses:** The Organization recognizes revenue and expenses when the services are rendered or received using the accrual method of accounting.

**Advertising costs:** The Organization expenses all advertising costs as they are incurred.

**Income taxes:** The Organization is a non-profit organization exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. The federal income tax returns of the Organization for 2013, 2012, and 2011 are subject to examination by the IRS, generally for three years after they were filed.

2. Restrictions on assets

The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. When a donor stipulated restriction expires in the same reporting period for which the support was received, the support is shown as unrestricted.

The Organization has no temporarily restricted net assets for the years ended **June 30, 2013**, 2012 or 2011.

The Organization has no permanently restricted net assets for the years ended **June 30, 2013**, 2012 or 2011.

**BLUEMONT CONCERT SERIES, LTD.**  
Notes to Financial Statements (continued)

3. **Property and equipment:**

Major classifications of property and equipment and their respective depreciable lives at **June 30, 2013**, 2012 and 2011 are summarized below:

	<b><u>June 30,</u></b> <b><u>2013</u></b>	<b>June 30,</b> <b><u>2012</u></b>	<b>June 30,</b> <b><u>2011</u></b>	<b>Depreciable</b> <b><u>Lives</u></b>
Equipment	<b>\$ 39,839</b>	\$ 39,839	\$ 37,091	5-10 years
Computers	<b>27,116</b>	30,416	31,266	10 years
Vehicle	<b><u>3,425</u></b>	<u>3,425</u>	<u>8,165</u>	5 years
	<b>70,380</b>	73,680	76,522	
Less accumulated depreciation	<b><u>58,863</u></b>	<u>56,441</u>	<u>61,413</u>	
Net property and equipment	<b><u>\$ 11,517</u></b>	<u>\$ 17,239</u>	<u>\$ 15,109</u>	

Depreciation expense totaled \$2,422, \$3,057 and \$2,834 for the years ended **June 30, 2013**, 2012 and 2011 accordingly.

4. **Donated services:**

Donated materials are recorded as contributions at their estimated fair values at the date of donation. Contributions of services are recognized in the financial statements if the services enhance or create nonfinancial assets or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

5. **Related party transactions:**

Subsequent to June 30, 2007, the Organization entered into a verbal, month-to-month lease agreement with a partnership in which Mark Nelis, a Director of the Organization, is a partner. The lease agreement requires payments of \$1,600 per month. This agreement was terminated as of October 31, 2011.

As of June 30, 2013 and 2012, the Organization has accrued salaries and related expenses to Peter Dunning, Secretary/President, in the amount of \$22,037 and \$31,756, respectively. This amount represents checks issued to and held by Mr. Dunning, and therefore has been reclassified from cash to accrued expenses. These checks remain outstanding as of the date of the auditor's report.

BLUEMONT CONCERT SERIES, LTD.  
Notes to Financial Statements (continued)

6. Leases:

During 2011 the Organization entered into a long-term verbal lease agreement for office space from November 1, 2011 through November 30, 2014, with an option to extend this lease for three more years. Current monthly lease payments are \$1,000.

The following is a schedule of future minimum lease payments required under this lease.

Fiscal year ended June 30,	
2014	\$12,700
2015	<u>5,500</u>
Total	<u>\$18,200</u>

Total lease expense was \$11,500 and \$7,200 for the years ended June 30, 2013 and 2012, respectively.

7. Noncash contributions:

The Organization received contributions of advertising services with an estimated value of \$15,870 and design services used in advertisements with an estimated value of \$8,500 for the year ended June 30, 2013; contributions of advertising services with an estimated value of \$61,464, design services used in advertisements with an estimated value of \$8,500, and contributions of office supplies and equipment with an estimated value of \$5,749 for the year ended June 30, 2012; and contributions of advertising services with an estimated value of \$61,464, design services used in advertisements with an estimated value of \$8,500, and contributions of office supplies and equipment with an estimated value of \$13,417 for the year ended June 30, 2011.

8. Promissory note payable:

At June 30, 2007, the Organization had a \$60,000 line of credit promissory note with Middleburg Bank to be drawn on as needed through November 4, 2007, with a variable interest rate. On November 4, 2007 this line of credit was renewed through November 4, 2008. On November 4, 2008 this line of credit was renewed and modified to provide that it is payable on demand with interest payments monthly. This line of credit automatically renews each year. No draws were taken on this line of credit.

**BLUEMONT CONCERT SERIES, LTD.**  
**Notes to Financial Statements (continued)**

9. **Change in Prior Period Net Assets:**

The previously issued financial statements for the Organization have been restated. It was determined that event fees incurred in the prior fiscal year and paid in the current fiscal year were not properly accrued as of June 30, 2012. The total amount of the fees was \$13,967. This amount is reflected as an increase in unrestricted expenses and accounts payable, and as a decrease in unrestricted net assets as of June 30, 2012.

10. **Subsequent Events:**

Subsequent events have been evaluated through May 6, 2014, as this is the date the financial statements were available to be issued.

RECEIVED JUL 11 2007

**Internal Revenue Service**

**Date:** July 3, 2007

BLUEMONT CONCERT SERIES LTD  
PO BOX 208  
LEESBURG VA 20178

**Department of the Treasury**  
**P. O. Box 2508**  
**Cincinnati, OH 45201**

**Person to Contact:**

John Kennedy ID 31-07927  
Customer Service Representative

**Toll Free Telephone Number:**

877-829-5500

**Federal Identification Number:**

51-0245829

Dear Sir or Madam:

This is in response to your request of July 3, 2007, regarding your organization's tax-exempt status.

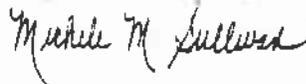
In January 1980 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



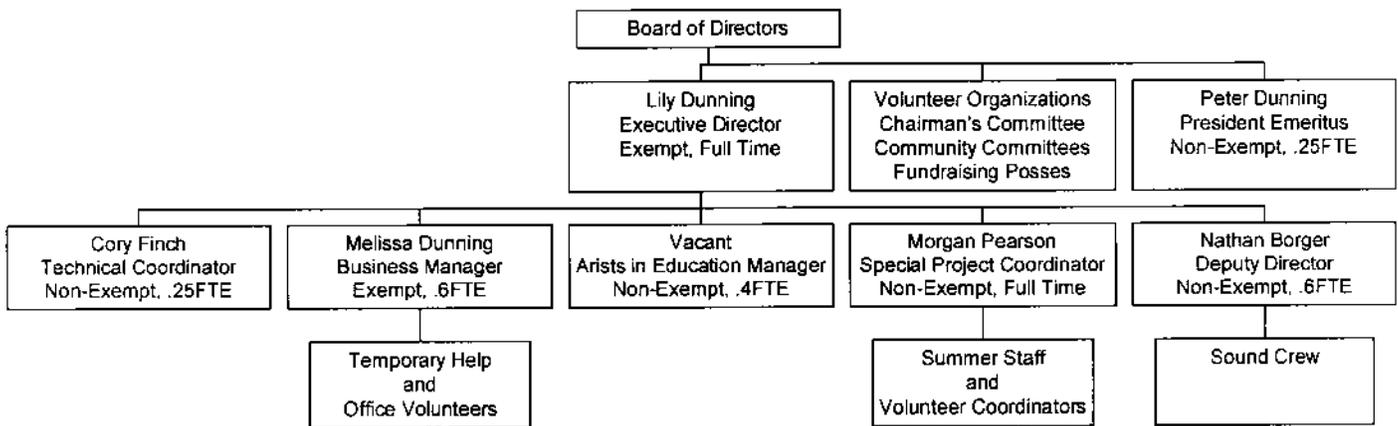
Michele M. Sullivan, Oper. Mgr.  
Accounts Management Operations 1



## Organizational Chart 2014

Volunteer committees drive Bluemont programs in their own communities. They raise funds, recommend artists, and handle logistics. A regional board of directors, comprised of representatives from each area, oversees the total program. A small professional staff supports the committees and their board, with office located in Berryville, Virginia.

Bluemont Concert Series 2014



# **BLUEMONT CONCERT SERIES**

## **Bluemont, the Cultural Spirit of our Communities**

### **Vision Statement**

Bluemont builds the cultural spirit of our local communities.

### **Mission Statement**

Bluemont builds a shared sense of community by enhancing the rich local cultural diversity and economic vitality of our communities through developing public and private coalitions working together to establish on-going quality cultural and educational programs.

### **Scope**

Bluemont provides cultural and educational programming within the State of Virginia.

### **Core Values Statement**

**Quality and Artistic Excellence:** Bluemont seeks to maintain the highest standards for quality and artistic excellence through diverse programming of cultural events and activities appropriate to community gatherings at unique, central, accessible community venues.

**Collaboration, Cooperation and Volunteerism:** Bluemont organizes a regional collaboration of community public and private sector partners and individual volunteers who share cultural, financial and administrative resources resulting in cultural activities to complement the vitality and spirit of each community.

**Accountability, Dedication and Integrity:** Bluemont seeks to maintain and clearly report the highest standard for sound financial and administrative management for our organization's non-profit programs, and to maintain the highest standard for responsible governance through support of an informed and active Board of Directors.

**Education and Health of the Community:** Bluemont recognizes that strong local schools are important to the health of a community, and therefore seeks to present the highest quality cultural and environmental education resources for the schools of our local communities; further, Bluemont seeks to support the local community hospitals, nursing homes and other healthcare facilities by presenting cultural performances as a regular part of our community programming.

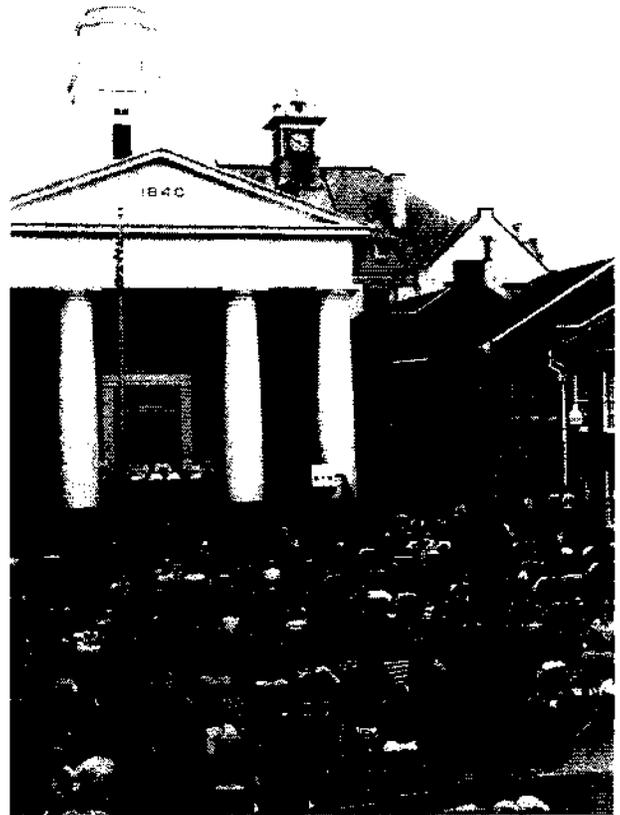
**Accessibility and Diversity:** Bluemont strives to create a sense of community among those of diverse cultural backgrounds within our community by providing a wide range of cultural, accessible programming.

# Bluemont in Winchester-Frederick County 1979-2013

Bluemont has built an ongoing heritage of rich cultural activity here in the Winchester area. Consider the following summary of remarkable Bluemont programs over **34** years.

## Winchester and Frederick County

- **503 Educational Programs**  
at public and private schools serving Winchester, Frederick and Clarke County residents.
- **293 Summer Evening Concerts**  
at the Old Frederick Courthouse in downtown Winchester;
- **255 Benefit Performances**  
at local healthcare facilities serving Winchester area elderly and infirm;



*Caribbean concert, Frederick Courthouse, July 2009*

Bluemont is a unique public-private partnership justifiably proud of our non-profit cultural mission and of our **34**-year partnership with the County of Frederick and the City of Winchester. Together, we have created one of the great community arts success stories throughout Winchester, Frederick County, and the Commonwealth.

Bluemont's programs have helped support the City's economic development efforts over the years by consistently helping to build the cultural spirit of our community by providing high-quality cultural programs for families, schools, and healthcare facilities in Winchester and the surrounding communities.

For more than a quarter of a century, Bluemont has developed high-quality cultural activities in the area. During this time, the Commonwealth of Virginia, the County of Frederick, and a broad base of local businesses, civic organizations, and residents have joined in support of Bluemont's successful public/private partnership here in Winchester. Bluemont has won recognition, grants and awards from the Virginia Commission for the Arts and from the National Endowment for the Arts for its innovative cultural programs in Virginia Communities since 1979.

**Contact Dan Schiavone at (540) 667-5400 or Lily Rose Dunning at (540) 955-8186**

Christine Germeyer  
Executive Director

December 11, 2014

Shannon Ganoe  
Chairman

Grayson Redford  
Vice Chairman

Amy VanMeter  
Secretary

Ed Grainger  
Treasurer

David Andre  
Linda Coffman  
Crystal Dreiling  
Gary Ganoe  
Kevin Sanzenbacher

Kathy Nerangis  
Honorary Board Member

City of Winchester  
c/o Celeste R. Broadstreet, Assistant Finance Director  
Rouss City Hall  
15 North Cameron Street  
Winchester, VA 22601

Re: Outside Agency Funding Request

Dear Ms. Broadstreet:

First Night Winchester has completed the application in the hopes of being considered as a part of the upcoming budget process. Our request for funding will cover the fiscal year 2015 of the City.

The collaboration we share with the City of Winchester is crucial to our survival. It is what makes Winchester such a special place for all of us. I am available to present to the Council Committee upon request. I can be reached at 540.327.3503.

On behalf of the Board of Directors of First Night Winchester and the entire local community, **THANK YOU!** We appreciate your serious consideration of our request and wish you and the entire City of Winchester-family a wonderful holiday season and a healthy, successful year in 2015!

Respectfully,



Christine Germeyer  
Executive Director



**CITY OF WINCHESTER  
OUTSIDE AGENCY FUNDING REQUEST  
BUDGET YEAR FY 2016**

On or before December 31, 2014, submit this form along with supporting documents to include a certified resolution or other official acknowledgment from the agency requesting funding certifying understanding that the failure to meet the outcome goals and objectives described in this document may result in disqualification from future donations to the agency by the City of Winchester to:

City of Winchester, 15 North Cameron Street, Winchester, VA 22601 Attention: Assistant Finance Director

Agency Requesting Funds: FIRST NIGHT WINCHESTER

Address: PO BOX 1392, WINCHESTER, VA 22604

Contact Person: CHRISTINE GERMEYER, E.D. Phone Number: 540.327.3503  
(Name & Title)

Email Address: FIRSTNIGHTWINCHESTER@LIVE.COM Fax Number: N/A

Person authorized to sign contract on behalf of Agency: \_\_\_\_\_ Phone Number: 540 327.3503  
(Name and Title)

**Financial Information**

1. Amount of City requested funding for budget year:	FY 2016 (7/1/15 – 6/30/16)	\$ 5,000.00
2. Assets (as of June 30, 2014):	<b>Cash &amp; Other Equivalents</b>	\$16,819.77
3. Fund Balance as of June 30, 2014:	<b>Type</b>	<b>Amount</b>
	Restricted	\$
	Unrestricted	\$16,819.77
	Other	\$
	<b>Total Fund Balance</b>	<b>\$16,819.77</b>

4. Funding Sources: (Please indicate actual or anticipated funding sources for the periods specified)

<u>Funding Source</u>	<u>Prior Year FY 2014 Amount Allocated</u>	<u>Current Year FY 2015 Amount Anticipated</u>	<u>Budget Year FY 2016 Amount Anticipated</u>
CORPORATE CONTRIBUTIONS	\$18,500.00	\$19,000.00	\$20,000.00
INDIVIDUAL CONTRIBUTIONS	\$ 2,500.00	\$ 3,500.00	\$ 4,000.00
GRANTS	\$ 6,500.00	\$ 6,500.00	\$ 7,000.00

**\*\*NOTE:** Please be concise and limit each answer to *no more* than a third (1/3) of a single-spaced page using a font size of 11 or larger. Complete sentences in bullet form are desirable.

**Purpose and Goals**

5. What community need/opportunity is being addressed by your agency/project? In other words, what is missing and how will you fill that gap? What evidence is there that this is a need/opportunity? (use local statistics, if available) Who is your target population?

**Program/Services**

6. How does your organization propose to meet the described need? (What services, programs, or activities will be provided or implemented...what other groups or organizations do you partner with to meet your objectives ). **Please observe space limit.** If you want to include additional information, include it in a cover letter or as an attachment.
7. If available, what is the evidence of likely success?
8. Please describe methods you use to make sure the programs/services are accessible to all citizens of Winchester (consistent with your mission and purpose)

**Justification for City of Winchester funding**

9. Why should the City provide funding to this agency/project? In other words, how does this project/service benefit the City and how are City residents served?
10. What are the consequences if the City does not fund this request?
11. If approved, this funding is only for the current budget cycle. What is your strategy for replacing these funds in the future?
12. If this is a change in the amount requested from previous years, please explain the reason for the change.

**Summary of Outcomes and Results**

13. What are your outcome objectives for the funding period? How will this be measured? (Describe how your organization proposes to make a measurable and achievable difference in the city, e.g. changes in behavior, situations, conditions, or knowledge. Who/what will be changed and how?)

Strategic goal(s) for the next year	How goals will be measured	Projected Results
<b>Example:</b> Attract 30,000 – 35,000 visitors to the museum of which at least 50% will be tourists.	Measured by taking zip codes at the museum's information desk.	Anticipated number 15,000 -- 20,000 visitors from outside 22601 zip code.

*History of results*

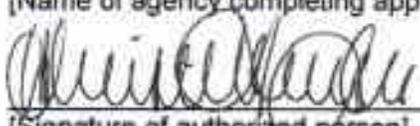
Strategic goals for previous years	Projected Results	Actual Results
<b>Example:</b> 2005 Goal: Attract 25,000 visitors to the museum of which at least 50% will be tourists.	Anticipated 10,000 – 15,000 visitors from outside 22601 zip code.	11,368 visitors (70%) from outside 22601 zip code

**Other Financial Information**

14. Please attach a copy of your agency's budget showing revenues/resources and expenditures for the prior year actual, current year budget, and /or estimated current year actual and proposed budget year. (past, present, future)
15. Please submit the agency's most recent certified audit, if available, or financial report, and make available for inspection all bookkeeping and other records in support thereof.
16. Copy of agency's charter or other documents creating and describing the organization's structure and mission along with any other documentation in support of the agency's application to receive contributions from the City of Winchester.
17. At the City's discretion, we may ask for additional information such as but not limited to the following (as applicable):
  - Agencies policy on background checks for employees working with children
  - Conflict of interest policy
  - Non-discrimination policy
  - IRS form 990

By signing this form, I hereby certify that I am authorized to execute this request on behalf of the agency requesting funds identified on the first page of this document. I further acknowledge that the agency requesting funds fully understands and agrees that the failure to meet the outcome goals and objectives described in this document may result in disqualification from future donations by the City of Winchester.

FIRST NIGHT WINCHESTER  
 [Name of agency completing application]

  
 [Signature of authorized person]

12.11.14  
 Date

CHRISTINE GERMEYER, EXECUTIVE DIRECTOR  
 [Printed name & title of person executing document]

Christine Germeyer  
Executive Director

Shannon Ganoe  
Chairman

Grayson Redford  
Vice Chairman

Amy VanMeter  
Secretary

Ed Grainger  
Treasurer

David André  
Linda Coffman

Crystal Dreiling  
Gary Ganoe

Kevin Sanzenbacher

Kathy Nerangis  
Honorary Board Member

### #5 Purpose and Goals

- To bring families, friends and the community together for an affordable, non-alcoholic, celebration of the visual and performing arts.
- To showcase historic Winchester and its architectural beauty.
- To include as many businesses as possible; hotels, restaurants and retail shops.
- Target population is both the local community and those outside our community.
- To encompass the entire community – with businesses, churches, museums and other venues opening their doors for First Night Winchester participants.
- In showcasing that this event is drawing both locals and out of town guests, we work closely with the hotels to capture where people are coming from. We dialogue with business owners frequently; they are our best testimonials that First Night Winchester is bringing the clientele they desire.

### #6 Program/Services

- First Night Winchester will offer more than 80 family-friendly shows from 10AM to midnight.
- We are partnering with the Discovery Museum, Museum of the Shenandoah Valley, Handley Regional Library, Shenandoah Valley Westminster-Canterbury, Winchester Model Railroad Club and business owners to invite people in their doors.
- Several churches will open the doors of their sanctuaries and halls to host performers.
- 22 venues will be open to the public and hosting entertainment beginning at 10AM.

### #7 Evidence of Success

- We're now in our 28<sup>th</sup> year of bringing this event to Winchester because of the collaboration we have with churches, museums and downtown businesses.
- We are getting great feedback from our website, Facebook and social media accounts.
- Our partnership with local hotels allows us to offer packages on our website and the hotels are telling us that people are traveling to the area for First Night Winchester.
- Many businesses will tell you, and us, that First Night Winchester attracts clientele.
- Our patrons are spending money at hotels, restaurants, retail shops and museums when coming in for our event.

continued on next page

**First Night Winchester - page 5 of 17**

Christine Germeyer  
Executive Director

Shannon Ganoë  
Chairman

Grayson Redford  
Vice Chairman

Amy VanMeter  
Secretary

Ed Grainger  
Treasurer

David André  
Linda Coffman  
Crystal Dreiling  
Gary Ganoë  
Kevin Sanzenbacher

Kathy Nerangis  
Honorary Board Member

**#8 Programs/Services Accessible to All**

- We have requested the trolley to make it more accessible for families to get around.
- We have kept our button prices the same (\$10 for first two, \$8 any additional) for more than five years.
- Kids 10 and under are free.
- We work with many non-profits to provide additional discounts to those in need.

**#9 Justifications**

- The City can help by making a contribution that is automatically matched by other funds.
- This event benefits the City by working to bring both our community and outsiders to Old Town Winchester to showcase businesses, enjoy a variety of dining experiences available, spend money and see what the City has to offer so folks can plan their return trips.
- The downtown businesses, restaurants, area hotels, museums and Parking Authority have all told us this event is one of their busiest days of the entire year.

**#10 Consequences**

- We would have to cut back on our entertainers and venues which would limit the number of patrons we could draw into the City. With fewer entertainers, fewer people will travel into the area to spend their money in City establishments thus reducing the tax generated revenues that benefit the City. We count on the assistance of our local government to help offset our expenses. First Night Winchester is weather dependent.

**#11 Replacing Funds**

- Our strategy continues to be generating an increase of corporate sponsorships and individual donations; otherwise we'll have to cut back on the number of performers and venues we provide for the event.

**#12 Changes**

- The small increase is the result of rising City fees, additional insurance requirements and permits needed to produce this event.

continued on next page

Christine Germeyer  
Executive Director

Shannon Ganoe  
Chairman

Grayson Redford  
Vice Chairman

Amy VanMeter  
Secretary

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Treasurer

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Linda Coffman  
Crystal Dreiling  
Gary Ganoe  
Kevin Sanzenbacher

Kathy Nerangis  
Honorary Board Member

### #13 Outcomes and Results

- Expand our target audience by promoting the event to neighboring communities. We promote to the east in Purcellville and Leesburg and to the north in Jefferson County, WV to encourage families here.
- Utilizing on-line button sales will help us better determine where people are coming from by obtaining addresses.
- To increase the number of people outside of Winchester, to our event, by 10%.
- To increase sponsorship dollars by 10% in event of bad weather.
- Businesses who have never been open in the past, are now calling us to say they want to partner with us and be open. We cross-promote these businesses on Facebook, twitter and website.
- Some businesses are even seeing it worth their effort to hire their own entertainers to encourage customers into their stores.
- First Find, is an additional event we've developed to entice families into Winchester twice while making one button purchase. We've partnered with many of the retail shops, museums and restaurants to make this fun for everyone.
- Our event appeals to the talented students at Shenandoah University and our hope is to utilize their gifts and form a collaborative relationship.

# First Night Winchester Financial Report

## 4/1/14 through 12/4/14

	4/1/14- 4/30/14	5/1/14- 5/31/14	6/1/14- 6/30/14	7/1/14- 7/31/14	8/1/14- 8/31/14	9/1/14- 9/30/14	10/1/14- 10/31/14	11/1/14- 11/30/14	12/1/14- 12/31/14	1/1/15- 1/31/15	2/1/15- 2/28/15	3/1/15- 3/31/15	OVERALL TOTAL BUDGET	DIFF.
<b>INCOME</b>														
Corp. Contributions				250.00	1,000.00	4,800.00	2,750.00	750.00	1,500.00				10,850.00	-7,650.00
Individual Contributions					350.00	200.00	770.00	350.00					1,870.00	-830.00
Grants						3,333.66							3,333.66	-3,166.34
Button Sales													0.00	-15,000.00
Vendors													0.00	-1,000.00
Other Income					200.00								200.00	0.00
<b>TOTAL INCOME</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>250.00</b>	<b>1,550.00</b>	<b>8,133.66</b>	<b>3,520.00</b>	<b>1,100.00</b>	<b>1,500.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>16,053.66</b>	<b>-27,646.34</b>
<b>EXPENSES</b>														
Contract Expenses				4,000.00									4,000.00	8,875.00
Dues & Fees					81.86								81.86	611.00
Headline Entertainment													0.00	25,000.00
Downtown Act. & Youth													0.00	714.00
Fireworks					1,325.00			110.00					1,325.00	2,900.00
Promotion Advertising					361.09								471.08	1,100.00
Insurance													635.00	1,150.00
Office & Postage					482.03		121.10	279.05					862.18	150.00
Printing	121.10							144.43					285.53	1,200.00
Buttons								1,282.31					1,282.31	800.00
Clean-Up & Johnny Blues													0.00	450.00
Miscellaneous													0.00	550.00
<b>TOTAL EXPENSES</b>	<b>121.10</b>	<b>635.00</b>	<b>0.00</b>	<b>4,000.00</b>	<b>2,239.98</b>	<b>0.00</b>	<b>121.10</b>	<b>1,815.79</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>8,932.97</b>	<b>43,700.00</b>
<b>Financial Summary</b>														
Beginning Balance 4/1/14	7,122.71													
Fiscal YTD Income	16,053.66													
Fiscal YTD Expenses	6,932.97													
Balance 12/4/14	14,243.40													
Community Fund Account	10,575.52	(as of 9/4/14)												
Total FNW Bal. 12/4/14	24,818.92													

**Noteworthy Items**

1. Corporate, Individual and Grant Income is respectively 59%, 67% and 51% of budget

EWG  
12/4/2014

## **First Night Winchester 2014-15 Budget**

### **INCOME**

Corporate Contributions	11,000
Individual Donations	2,500
Grants	6,500
Button Sales	15,000
Vendors	1,000
Other Income	200
<b>TOTAL INCOME</b>	<b>36,200</b>

### **EXPENSES**

Executive Director Contract	8,875
Dues & Fees	811
Headline Entertainment	17,500
Downtown Act. & Youth	714
Fireworks	2,900
Insurance	1,150
Office & Postage	150
Printing	1,200
Promotion Advertising	1,100
Buttons	800
Clean Up & Johnny Blues	450
Miscellaneous	550
<b>TOTAL EXPENSES</b>	<b>36,200</b>

**Approved by Board of Directors 3/14/14**

## **First Night Winchester 2013-14 Budget**

### **INCOME**

Corp. Contributions	14,500
Individual Donations	5,000
Grants	6,500
Button Sales	14,000
Vendors	1,000
Other Income	182
<b>TOTAL INCOME</b>	<b>41,182</b>

### **EXPENSES**

Executive Director Contract	12,000
Dues & Fees	700
Headline Entertainment	17,500
Downtown Act. & Youth	2,600
Fireworks	3,800
Insurance	782
Office & Postage	500
Printing	1,130
Promotion Advertising	300
Press Conference	150
Annual Meeting	250
Buttons	700
Clean Up & Johnny Blues	500
Miscellaneous	270
<b>TOTAL EXPENSES</b>	<b>41,182</b>

**Approved by Board of Directors 2/8/13**

**From:** epostcard@urban.org  
**To:** graingerew@comcast.net  
**Sent:** Monday, April 28, 2014 4:33:13 PM  
**Subject:** Form 990-N E-filing Receipt - IRS Status: Accepted

**Organization:** FIRST NIGHT WINCHESTER INC  
**EIN:** 54-1510479  
**Submission Type:** Form 990-N  
**Year:** 2013  
**Submission ID:** 7800582014118du86017  
**e-File Postmark:** 4/28/2014 4:27:12 PM  
**Accepted Date:** 4/28/2014

The IRS has accepted the e-Postcard described above. Please save this receipt for your records.

Thank you for filing.

---

e-Postcard technical support  
Phone: 866-255-0654 (toll free)  
email: ePostcard@urban.org

---

**FIRST NIGHT WINCHESTER INC**  
PO Box 1392  
Winchester, VA 22604



Department of the Treasury  
Internal Revenue Service

P.O. Box 2508  
Cincinnati OH 45201

In reply refer to: 0248567569  
Mar. 16, 2011 LTR 4168C E0  
54-1510479 000000 00

00013718  
BODC: TE

FIRST NIGHT WINCHESTER INC  
PO BOX 1392  
WINCHESTER VA 22604-7892

28797

Employer Identification Number: 54-1510479  
Person to Contact: MRS. BLACK  
Toll Free Telephone Number: 1-877-829-5500

Dear TAXPAYER:

This is in response to your Mar. 07, 2011, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in MAY 1992.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Please refer to our website [www.irs.gov/eo](http://www.irs.gov/eo) for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

**OWEN AND TRUBAN, PLC**  
*Attorneys and Counselors At Law*  
103 NORTH BRADDOCK STREET  
WINCHESTER, VIRGINIA 22601  
*A professional limited liability company of professional corporations*

Aubrey J. Owen, P.C.  
John W. Truban, P.C.  
William A. Truban, Jr., P.C.  
Jared H. Truban, P.C.

**Mailing Address:**  
P. O. Box 267  
Winchester, VA 22604  
(540) 667-0800

January 28, 2014

Ms. Christine Germeyer  
First Night Winchester, Inc.  
P. O. Box 1392  
Winchester, Virginia 22604

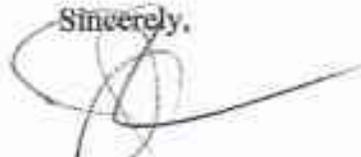
Re: First Night Winchester, Inc. Annual Report

Dear Christine:

Enclosed is the annual report for First Night Winchester which should be signed and dated by you and mailed to the State Corporation Commission in the envelope provided on or before February 28, 2014.

A check in the amount of \$25 in payment of the registration fee should be mailed in the yellow envelope. Payment must be received by the Commission on or before February 28. The copies should be filed in the corporate minute book. If you have any questions, please call me.

Sincerely,



John W. Truban

JWT/shg/2228  
Enclosures

COMMONWEALTH OF VIRGINIA - STATE CORPORATION COMMISSION  
CORPORATION - ANNUAL REGISTRATION FEE ASSESSMENT NOTICE

2014



On December 1, 2013, the State Corporation Commission assessed against the corporation identified below an annual registration fee pursuant to § 13.1-775.1 or § 13.1-936.1 of the Code of Virginia.

Payment of the annual registration fee must be received by the Commission on or before February 28, 2014 (the "due date") to avoid imposition of a late payment penalty of 10% of the annual registration fee or \$10.00, whichever is greater. Note: If the due date falls on a weekend or scheduled holiday, your payment, if delivered by mail or in person, will need to be received in time for it to be processed on or before the last business day that precedes the due date. Postmarks cannot be considered and extensions of time cannot be granted.

CORP NAME: FIRST NIGHT WINCHESTER, INC.

SCC ID NO.: 0334542-8

COPY

\* 0457470 000005789 09SCC3 0122462  
FIRST NIGHT WINCHESTER, INC.  
JOHN W. TRUBAN  
103 NORTH BRADDOCK ST.  
WINCHESTER, VA 22601



☞ ⇒ This annual registration fee may be paid online at [sccfile.scc.virginia.gov](http://sccfile.scc.virginia.gov).

If the corporation has not paid all annual registration fees and/or penalties assessed in any previous year, those amounts are included in the total amount due. If less than the total amount due is tendered, the amount paid will be applied against the fees and penalties that have remained unpaid for the longest period of time, as directed by §§ 13.1-615 and 13.1-815 of the Code of Virginia. Failure to submit payment for the total amount due could result in underpayment of the assessment for the current year, imposition of the statutory penalty and, ultimately, termination of the corporation's existence or revocation of its certificate of authority.

If this year's annual registration fee is not paid in full on or before the last day of the fourth month following its due date, the corporation's existence or certificate of authority to transact business in Virginia, as the case may be, will be automatically terminated or revoked as of that day. See §§ 13.1-752 and 13.1-914 of the Code for Virginia stock and nonstock corporations, and §§ 13.1-768 and 13.1-930 of the Code for foreign stock and nonstock corporations.

REGISTRATION FEE	\$	25.00
PRIOR YEARS BALANCE	\$	0.00
PENALTY	\$	
<b>TOTAL AMOUNT DUE</b>	<b>\$</b>	<b>25.00</b>

**2014 ANNUAL REPORT  
COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

File online at  
sccfile.scc.virginia.gov



1. CORPORATION NAME:  
FIRST NIGHT WINCHESTER, INC.

DUE DATE: 02/28/14

2. VA REGISTERED AGENT NAME AND OFFICE ADDRESS: ATTY.  
JOHN W. TRUBAN

SCC ID NO.: 0334542-8

103 NORTH BRADDOCK ST.

5. STOCK INFORMATION

3. CITY OR COUNTY OF VA REGISTERED OFFICE:  
WINCHESTER, VA 22601  
222-WINCHESTER CITY

CLASS	AUTHORIZED

4. STATE OR COUNTRY OF INCORPORATION:  
VA-VIRGINIA

COPY

DO NOT ATTEMPT TO ALTER THE INFORMATION ABOVE. Carefully read the enclosed instructions. Type or print in black only.

6. PRINCIPAL OFFICE ADDRESS:

<input checked="" type="checkbox"/> Mark this box if address shown below is correct	If the block to the left is blank or contains incorrect data please add or correct the address below.
ADDRESS: P O BOX 1392	ADDRESS:
CITY/ST/ZIP WINCHESTER, VA 22604	CITY/ST/ZIP

7. DIRECTORS AND PRINCIPAL OFFICERS:

All directors and principal officers must be listed.  
An individual may be designated as both a director and an officer.

Mark appropriate box unless area below is blank: <input checked="" type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input type="checkbox"/> Addition <input type="checkbox"/> Replacement
OFFICER <input checked="" type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>	OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>
NAME: ED GRAINGER	NAME:
TITLE: T/D	TITLE:
ADDRESS: 101 BOYDTON PLANK DRIVE	ADDRESS:
CITY/ST/ZIP: STEPHENS CITY, VA 22655	CITY/ST/ZIP:

I affirm that the information contained in this report is accurate and complete as of the date below.

SIGNATURE OF DIRECTOR/OFFICER  
LISTED IN THIS REPORT

CHRISTINE GERMEYER, DIRECTOR  
PRINTED NAME AND CORPORATE TITLE

DATE

It is a Class 1 misdemeanor for any person to sign a document that is false in any material respect with intent that the document be delivered to the Commission for filing.

+ 0457470 000005789 09SCC3

AF002Y Rev 15 2/11

**2014 ANNUAL REPORT CONTINUED**

CORPORATION NAME:  
FIRST NIGHT WINCHESTER, INC.

DUE DATE: 02/28/14  
SCC ID NO.: 0334542-8

All directors and principal officers must be listed.  
An individual may be designated as both a director and an officer.

**7. DIRECTORS AND PRINCIPAL OFFICERS (continued):**

Mark appropriate box unless area below is blank: <input checked="" type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input type="checkbox"/> Addition <input type="checkbox"/> Replacement
OFFICER <input checked="" type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>  NAME: SHANNON GANOE TITLE: CHAIRMAN ADDRESS: 110 STONEBROOK ROAD CITY/ST/ZIP: WINCHESTER, VA 22602	OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>  NAME: TITLE: ADDRESS: CITY/ST/ZIP:
Mark appropriate box unless area below is blank: <input type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input checked="" type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input type="checkbox"/> Addition <input checked="" type="checkbox"/> Replacement
OFFICER <input checked="" type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>  NAME: FELICIA HART TITLE: DIR ADDRESS: 1681 JORDAN SPRINGS RD CITY/ST/ZIP: STEPHENSON, VA 22656	OFFICER <input checked="" type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>  NAME: CHRISTINE GERMEYER TITLE: DIRECTOR ADDRESS: 163 REDLAND ROAD CITY/ST/ZIP: CROSS JUNCTION, VA 22625
Mark appropriate box unless area below is blank: <input type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input checked="" type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input type="checkbox"/> Addition <input checked="" type="checkbox"/> Replacement
OFFICER <input checked="" type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>  NAME: JULIE KELLEY TITLE: SECRETARY ADDRESS: 419 WEST MONMOUTH STREET CITY/ST/ZIP: WINCHESTER, VA 22601	OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>  NAME: AMY VANMETER TITLE: DIRECTOR ADDRESS: 1484 AIRPORT ROAD CITY/ST/ZIP: WINCHESTER, VA 22602
Mark appropriate box unless area below is blank: <input checked="" type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input type="checkbox"/> Addition <input type="checkbox"/> Replacement
OFFICER <input checked="" type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>  NAME: GRAYSON REDFORD TITLE: VC ADDRESS: 101 STONE RIDGE CT CITY/ST/ZIP: WINCHESTER, VA 22602	OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>  NAME: TITLE: ADDRESS: CITY/ST/ZIP:

## 2014 ANNUAL REPORT CONTINUED

CORPORATION NAME:  
FIRST NIGHT WINCHESTER, INC.

DUE DATE: 02/28/14  
SCC ID NO.: 0334542-8

All directors and principal officers must be listed.  
An individual may be designated as both a director and an officer.

7. DIRECTORS AND PRINCIPAL OFFICERS (continued):

Mark appropriate box unless area below is blank: <input type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input checked="" type="checkbox"/> Addition <input type="checkbox"/> Replacement
OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>	OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>
NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: LINDA COFFMAN TITLE: DIRECTOR ADDRESS: 597 FRONT ROYAL PIKE CITY/ST/ZIP: WINCHESTER, VA 22602
Mark appropriate box unless area below is blank: <input type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input checked="" type="checkbox"/> Addition <input type="checkbox"/> Replacement
OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>	OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>
NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: GARY GANOE TITLE: DIRECTOR ADDRESS: 110 STONEBROOK ROAD CITY/ST/ZIP: WINCHESTER, VA 22602
Mark appropriate box unless area below is blank: <input type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input checked="" type="checkbox"/> Addition <input type="checkbox"/> Replacement
OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>	OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>
NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: KITTY REDFORD TITLE: DIRECTOR ADDRESS: 101 STONE RIDGE COURT CITY/ST/ZIP: WINCHESTER, VA 22602
Mark appropriate box unless area below is blank: <input type="checkbox"/> Information is correct <input type="checkbox"/> Information is incorrect <input type="checkbox"/> Delete information	If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below: <input type="checkbox"/> Correction <input checked="" type="checkbox"/> Addition <input type="checkbox"/> Replacement
OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/>	OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/>
NAME: TITLE: ADDRESS: CITY/ST/ZIP:	NAME: JILL DONNELLI-HU TITLE: DIRECTOR ADDRESS: 709 CHELSEA DRIVE CITY/ST/ZIP: WINCHESTER, VA 22601

AF082W Rev 3/3/11

2014 ANNUAL REPORT CONTINUED

CORPORATION NAME:  
FIRST NIGHT WINCHESTER, INC.

DUE DATE: 02/28/14  
SCC ID NO.: 0334542-8

All directors and principal officers must be listed.  
An individual may be designated as both a director and an officer.

7 DIRECTORS AND PRINCIPAL OFFICERS (continued):

<p>Mark appropriate box unless area below is blank:  <input type="checkbox"/> Information is correct   <input type="checkbox"/> Information is incorrect   <input type="checkbox"/> Delete information</p> <p style="text-align: center;">OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/></p> <p>NAME: TITLE: ADDRESS: CITY/ST/ZIP:</p>	<p>If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below:   <input type="checkbox"/> Correction   <input checked="" type="checkbox"/> Addition   <input type="checkbox"/> Replacement</p> <p style="text-align: center;">OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/></p> <p>NAME: COREY MACKNIGHT TITLE: DIRECTOR ADDRESS: 5 NORTH KENT STREET CITY/ST/ZIP: WINCHESTER, VA 22601</p>
<p>Mark appropriate box unless area below is blank:  <input type="checkbox"/> Information is correct   <input type="checkbox"/> Information is incorrect   <input type="checkbox"/> Delete information</p> <p style="text-align: center;">OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/></p> <p>NAME: TITLE: ADDRESS: CITY/ST/ZIP:</p>	<p>If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below:   <input type="checkbox"/> Correction   <input checked="" type="checkbox"/> Addition   <input type="checkbox"/> Replacement</p> <p style="text-align: center;">OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/></p> <p>NAME: KEVIN SANZENBACHER TITLE: DIRECTOR ADDRESS: 231 EAST PICCADILLY STREET CITY/ST/ZIP: WINCHESTER, VA 22601</p>
<p>Mark appropriate box unless area below is blank:  <input type="checkbox"/> Information is correct   <input type="checkbox"/> Information is incorrect   <input type="checkbox"/> Delete information</p> <p style="text-align: center;">OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/></p> <p>NAME: TITLE: ADDRESS: CITY/ST/ZIP:</p>	<p>If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below:   <input type="checkbox"/> Correction   <input checked="" type="checkbox"/> Addition   <input type="checkbox"/> Replacement</p> <p style="text-align: center;">OFFICER <input type="checkbox"/> DIRECTOR <input checked="" type="checkbox"/></p> <p>NAME: KATHY NERANGIS TITLE: DIRECTOR ADDRESS: 290 DEER HAVEN PLACE CITY/ST/ZIP: WINCHESTER, VA 22602</p>
<p>Mark appropriate box unless area below is blank:  <input type="checkbox"/> Information is correct   <input type="checkbox"/> Information is incorrect   <input type="checkbox"/> Delete information</p> <p style="text-align: center;">OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/></p> <p>NAME: TITLE: ADDRESS: CITY/ST/ZIP:</p>	<p>If the block to the left is blank or contains incorrect data, please mark appropriate box and enter information below:   <input type="checkbox"/> Correction   <input type="checkbox"/> Addition   <input type="checkbox"/> Replacement</p> <p style="text-align: center;">OFFICER <input type="checkbox"/> DIRECTOR <input type="checkbox"/></p> <p>NAME: TITLE: ADDRESS: CITY/ST/ZIP:</p>

SHENANDOAH



COUNCIL

Bringing the arts to the people and the people to the arts

811 South Loudoun Street  
Winchester, Virginia 22601  
Telephone: 540.667.5166  
www.shenarts.org

**January 2015**

**Celeste R. Broadstreet, Assistant Finance Director  
City of Winchester  
Rouss City Hall  
15 N Cameron Street  
Winchester, VA, 22601**

**Dear Ms. Broadstreet:**

**Enclosed please find the Shenandoah Arts Council's "Outside Agency Funding Request" for FY16 to assist with funding for downtown cultural initiatives including the ArtScape Banner program, the Open Studio Tour and other possible arts endeavors with the City.**

**Thank you for considering this application at this time. As the new interim Director of Shenandoah Arts Council, I was not aware of the deadline until last Friday, but am excited about these projects that make the City a more beautiful place while simultaneously benefitting artists, the citizens, tourists, and businesses.**

**Please let me know if you have any questions or concerns.**

**Best regards,**

**Amy Barley  
Interim Director**

**Encl**



**CITY OF WINCHESTER  
OUTSIDE AGENCY FUNDING REQUEST  
BUDGET YEAR FY 2016**

On or before December 31, 2014, submit this form along with supporting documents to include a certified resolution or other official acknowledgment from the agency requesting funding certifying understanding that the failure to meet the outcome goals and objectives described in this document may result in disqualification from future donations to the agency by the City of Winchester to:

City of Winchester, 15 North Cameron Street, Winchester, VA 22601 Attention: Assistant Finance Director

Agency Requesting: Shenandoah Arts Council

Address: 811 South Loudoun Street Winchester VA 22601

Contact Person: Amy Barley, Interim Director Phone 540 667 5516  
(Name & Title)

Email Address: abarley@shenarts.org Fax Number: N/A

Person authorized to sign contract on behalf of  
Amy Barley, Interim Executive Director Phone 5406675516  
(Name and Title)

**Financial Information**

1. Amount of City requested for budget year:	FY 2016 (7/1/15 -	<u>\$3,333.33</u>
2. Assets (as of June 30, Building, \$281,000	Cash & Other	<u>\$317,787.35</u>
3. Fund Balance as of June 30,	<u>Type</u>	<u>Amount</u>
	Restricted	<u>\$0</u>
	Unrestricted	<u>\$15,412.59</u>
	Other	<u>\$0</u>
	<b>Total Fund Balance</b>	<u>\$15,412.59</u>

4. Funding Sources: (Please indicate actual or anticipated funding sources for the periods specified)

<u>Funding Source</u>	<u>Prior Year FY 2014 Amount Allocated</u>	<u>Current Year FY 2015 Amount Anticipated</u>	<u>Budget Year FY 2016 Amount</u>
VCA - GOS Grant	<u>\$900</u>	<u>\$900</u>	<u>\$900</u>
VCA-	<u>\$3,334</u>	<u>\$3,333</u>	<u>\$3,333</u>

Artist Studio Rental	\$12,725	\$10,710	\$13,200
Membership	\$2,500	\$4,215	\$4,000
Art Sales	\$22,454	\$6,000	\$7,000
Wells Fargo Grant	\$2500	\$0	\$2500
MPLF Grant	\$850	\$1350	850

**\*\*NOTE:** Please be concise and limit each answer to *no more* than a third (1/3) of a single-spaced page using a font size of 11 or larger. Complete sentences in bullet form are desirable.

### Purpose and Goals

5. What community need/opportunity is being addressed by your agency/project? In other words, what is missing and how will you fill that gap? What evidence is there that this is a need/opportunity? (use local statistics, if available) Who is your target population?
- Mission statement: The Shenandoah Arts Council is a nonprofit arts organization serving the diverse communities of Winchester, Frederick and Clarke counties, and other areas of the Shenandoah Valley by cultivating the visual, performing and literary arts through promotion, instruction and exhibition.
  - In order to bring cultural events and artistic visual aesthetics to the Greater Winchester area, the Shenandoah Arts Council holds exhibits and produces events featuring local and regional artists both in the Council's art and exhibition gallery on S. Loudoun Street, as well as in the downtown Winchester area.
  - The Arts Council provides a community arts center, and through our main membership of visual artists we create opportunities for local creatives that enhance our broader community as well. The premise is to present a quality experience for residents and tourists alike through art, both visual and performance.
  - Our targeted population is a mixture -- young professionals just starting on their professional careers, right on up to retirees, as well as regional artists. The Arts Council will continue to be a resource and community partner in recent years with the City of Winchester and other non-profits with common goals.

### Program/Services

6. How does your organization propose to meet the described need? (What services, programs, or activities will be provided or implemented...what other groups or organizations do you partner with to meet your objectives.). **Please observe space limit.** If you want to include additional information, include it in a cover letter or as an attachment.
- The Shenandoah Arts Council has implemented six years of the ArtScape in Old Town Banner program in partnership with the City of Winchester, the Old Town Development Board, area artists, as well as business, organizations and individuals who sponsor banners. The banners project is a unique way for the Arts Council to not only bring cultural events and visual aesthetics to the Greater Winchester area but also gives publicity to sponsors and exposure to the fine artists from Winchester, and surrounding counties.

If available, what is the evidence of likely success?

- There have been six consecutive years of ArtScape Banners being designed, produced and hung on the downtown mall.

- Each year there have been ample submissions of entries to supply art for the banners, and plenty of sponsors to support the success of this partnership between Shenandoah Arts Council and the City of Winchester. The project gets lots of good publicity from local news agencies, and positive feedback from local merchants, citizens, and outside visitors to the pedestrian mall.

8. Please describe methods you use to make sure the programs/services are accessible to all citizens of Winchester (consistent with your mission and purpose)

- The Arts Council facility is handicap accessible.
- With very few exceptions, Arts Council programs and initiatives are free and open to the public
- The ArtScape banners are on display most months of the year for residents and tourists alike to enjoy along the Pedestrian Mall, which is open to the public year round.
- When funds are available event postcards are distributed in several locations throughout the city as well as mailed to Council mailing list to make citizens aware of programs and initiatives.

**Justification for City of Winchester funding**

9. Why should the City provide funding to this agency/project? In other words, how does this project/service benefit the City and how are City residents served?

- Founded In 1978 the Shenandoah Arts Council provides support to artists while enriching our community and the City of Winchester with fine art made by citizens of all ages, ethnicities and income levels.
- The ArtScape Banner project benefits citizens and tourists alike with its resulting beautification of the downtown mall. The partnership of the Council with the OTDB is a model of a successful public/private partnership that benefits the greater public.

10. What are the consequences if the City does not fund this request?

- If the City does not provide this funding, the ArtScape Banner program will not move forward, and city residents and tourists would lose the cultural impact and enjoyment of the Banners on the Mall. The Council would have to limit its presence and activities in downtown Winchester.

11. If approved, this funding is only for the current budget cycle. What is your strategy for replacing these funds in the future?

As in years past, the Arts Council will continue to strive to raise funds for a variety of sources including grants, membership, individual contributions and annual fundraising events.

12. If this is a change in the amount requested from previous years, please explain the reason for the change.

There is no change in the amount of the request from last year.

**Summary of Outcomes and Results**

13. What are your outcome objectives for the funding period? How will this be measured? (Describe how your organization proposes to make a measurable and achievable difference in the city, e.g. changes in behavior, situations, conditions, or knowledge. Who/what will be changed and how?)

Strategic goal(s) for the next year	How goals will be measured	Projected Results
-------------------------------------	----------------------------	-------------------

Example: Attract 30,000 – 35,000 visitors to the museum of which at least 50% will be tourists.	Measured by taking zip codes at the museum's information desk.	Anticipated number 15,000 – 20,000 visitors from outside 22601 zip code.
Implement the 2015 ArtScape Banner Program	32 Sponsorships will be secured. 32 Banners produced and installed.	Free public outdoor gallery of art open to all visitors of the Winchester pedestrian mall. Marketing for sponsors, publicly for artists. Estimate attendance 100's per day.
Attract a large pool of art submissions for ArtScape Banners in both categories.	Quantify number of submissions received from adult and children categories	Seeking 30 images under 18 submissions and over 150 adult submissions. As the program grows in popularity, anticipate increased number of submissions.
Increased marketing efforts with OTDB and City's event manager.	Increase marketing hits to both local area and to surrounding counties via various news services. Increased use of Social media such as Twitter, Facebook, and Website.	Increased recognition of Winchester as a cultural destination for tourists.
Organize and Implement Artist Studio and gallery Tour for fall 2015.	Event occurs, participation by many local artists and visitor attendance quantified by sign up sheets placed in galleries and studios.	Anticipated attendance: 250 locals and 50 from outside counties.

**History of results**

Strategic goals for previous years	Projected Results	Actual Results
<b>Example:</b> 2005 Goal: Attract 25,000 visitors to the museum of which at least 50% will be tourists.	Anticipated 10,000 – 15,000 visitors from outside 22601 zip code.	11,368 visitors (70%) from outside 22601 zip code

Installed sixth annual ArtScape Banners (Spring 2014)	Create a unique outdoor gallery, an aesthetically pleasing and thought-provoking experience for visitors and business people who come to the downtown mall.	Mostly positive feedback from businesses and visitors, but some discontent with small size of banners with art on one side and words on the other side, which made it difficult for viewers to get the full impact of the project's goals.
Organize fifth Open Studio Tour, fall, 2014	Attendance/participation by local artists, publicity for Shenandoah Arts Council.	This event did not take place this fall, largely because not enough artists signed up to participate in months prior to the event.
Organize and promote Downtown Trees project	Determined by percentage of number of pieces sold	Virtually all pieces of wood made from the trees that were available were sold in a day. This project had so much success that the Arts Council held another exhibit at the gallery in December 2014, which was well attended and the majority of works made from the downtown trees were sold. The citizens enjoyed the idea of taking home a piece of Winchester history while supporting local artisans. SAC gained new members when some of the wood turners going the Council.

**Other Financial Information**

14. Please attach a copy of your agency's budget showing revenues/resources and expenditures for the prior year actual, current year budget, and /or estimated current year actual and proposed budget year. (past, present, future)  
 Attached FY14 final and FY15 current. Please note that the Council's fiscal years runs from July 1 to June 30. 2016 budget not yet developed but will be very similar in all ways to this year's.

15. Please submit the agency's most recent certified audit, if available, or financial report, and make available for inspection all bookkeeping and other records in support thereof.

The Shenandoah Arts Council does not have a certified audit. The balance sheet as of 12/31/14 is attached as well as the latest 990 IRS Form, 990-EZ 2012 for 2013.

16. Copy of agency's charter or other documents creating and describing the organization's structure and mission along with any other documentation in support of the agency's application to receive contributions from the City of Winchester.

Attached.

17. At the City's discretion, we may ask for additional information such as but not limited to the following (as applicable):

- Agencies policy on background checks for employees working with children
- Conflict of interest policy
- Non-discrimination policy
- IRS form 990

By signing this form, I hereby certify that I am authorized to execute this request on behalf of the agency requesting funds identified on the first page of this document. I further acknowledge that the agency requesting funds fully understands and agrees that the failure to meet the outcome goals and objectives described in this document may result in disqualification from future donations by the City of Winchester.

Shenandoah Arts Council  
[Name of agency completing application]

AMB 11/2/14  
[Signature of authorized person] Date

Amy Barclay, Interim Director  
[Printed name & title of person executing document]

2:41 PM  
 01/13/15  
 Cash Basis

## Shenandoah Arts Council Profit & Loss Budget Overview July 2014 through June 2015

Jul '14 - Jun 15

<b>Ordinary Income/Expense</b>	
<b>Income</b>	
Interest - savings account	0.06
Sales Tax	554.15
Board Dues	1,300.00
Art Sales	6,000.00
Classes & Events	1,900.00
Contributions	2,850.00
Exhibition Sponsorships	10,150.00
Call for Entry / Entry Fee	2,900.00
Fundraising	10,331.25
Grants	5,408.33
Membership Dues	4,215.00
Facility Rental	835.00
Studio Rentals	10,710.00
<b>Total Income</b>	<b>57,153.79</b>
<b>Cost of Goods Sold</b>	
Artist Commission	7,954.05
<b>Total COGS</b>	<b>7,954.05</b>
<b>Gross Profit</b>	<b>49,199.74</b>
<b>Expense</b>	
Interest - Credit card	13.14
Penalty	10.00
Petty cash	0.00
Artists/Entertainment	3,290.00
Advertising & Promotion	8,795.48
Contract Labor	4,455.10
Credit Card Fees	331.71
Dues & Subscriptions	55.00
Exhibitions	578.55
Hospitality	2,877.33
Insurance	1,972.86
Interest - Line of Credit	162.42
Legal & Accounting Fees	1,021.39
Miscellaneous	710.04
Office Supplies	1,668.79
Payroll Expenses	
Company Contributions	
Retirement	900.00
<b>Total Company Contributions</b>	<b>900.00</b>
Wages	22,333.37
Taxes	1,762.90
<b>Total Payroll Expenses</b>	<b>24,996.27</b>
Postage & Delivery	1,245.05
Repairs & Maintenance	2,077.08
Taxes - Other	
Taxes - sales	381.50
Taxes - Other - Other	173.31
<b>Total Taxes - Other</b>	<b>554.81</b>
Telephone & Internet	1,529.45
Utilities	2,611.10
<b>Total Expense</b>	<b>58,955.57</b>
<b>Net Ordinary Income</b>	<b>-9,755.83</b>

2:41 PM  
01/13/15  
Cash Basis

**Shenandoah Arts Council**  
**Profit & Loss Budget Overview**  
July 2014 through June 2015

	Jul '14 - Jun 15
<b>Other Income/Expense</b>	
<b>Other Income</b>	
Interest Income	0.01
<b>Total Other Income</b>	0.01
<b>Net Other income</b>	0.01
<b>Net Income</b>	<u>-8,755.82</u>

Shenandoah Arts Council  
Balance Sheet  
As of December 31, 2014

Dec 31, 14

<b>ASSETS</b>	
<b>Current Assets</b>	
Checking/Savings	
Savings Account	1,481.27
Cash - SAC	5,577.68
<b>Total Checking/Savings</b>	<b>7,058.95</b>
<b>Total Current Assets</b>	<b>7,058.95</b>
<b>Fixed Assets</b>	
Land	45,003.00
Building	165,240.76
Building - Improvements	92,131.00
<b>Total Fixed Assets</b>	<b>302,374.76</b>
<b>TOTAL ASSETS</b>	<b><u>309,433.71</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
Security Deposits - Rental	-300.00
Security Deposits - Tenant	1,000.00
<b>Payroll Liabilities</b>	
WV Income Tax	2.00
TIAA-CREF	800.00
Federal Taxes (941/944)	1,134.56
VA Income Tax	85.98
VA SUI Employer	1.51
<b>Total Payroll Liabilities</b>	<b>2,024.05</b>
<b>Total Other Current Liabilities</b>	<b>2,724.05</b>
<b>Total Current Liabilities</b>	<b>2,724.05</b>
<b>Long Term Liabilities</b>	
First Bank Real Estate Line of	9,526.21
<b>Total Long Term Liabilities</b>	<b>9,526.21</b>
<b>Total Liabilities</b>	<b>12,250.26</b>
<b>Equity</b>	
Opening Bal Equity	14,270.42
Unrestricted Net Assets	289,063.34
Net Income	-6,150.31
<b>Total Equity</b>	<b>297,183.45</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>309,433.71</u></b>

Shenandoah Arts Council  
**Balance Sheet**  
As of June 30, 2014

Jun 30, 14

<b>ASSETS</b>	
<b>Current Assets</b>	
Checking/Savings	
Savings Account	6,537.01
Cash - SAC	8,875.58
<b>Total Checking/Savings</b>	<b>15,412.59</b>
<b>Total Current Assets</b>	<b>15,412.59</b>
<b>Fixed Assets</b>	
Land	45,003.00
Building	165,240.76
Building - Improvements	92,131.00
<b>Total Fixed Assets</b>	<b>302,374.76</b>
<b>TOTAL ASSETS</b>	<b><u>317,787.35</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
Security Deposits - Tenant	1,000.00
<b>Payroll Liabilities</b>	
TIAA-CREF	600.00
Federal Taxes (941/944)	1,409.38
VA Income Tax	223.14
VA SUI Employer	10.14
<b>Total Payroll Liabilities</b>	<b>2,242.66</b>
<b>Total Other Current Liabilities</b>	<b>3,242.66</b>
<b>Total Current Liabilities</b>	<b>3,242.66</b>
<b>Long Term Liabilities</b>	
First Bank Real Estate Line of	11,210.93
<b>Total Long Term Liabilities</b>	<b>11,210.93</b>
<b>Total Liabilities</b>	<b>14,453.59</b>
<b>Equity</b>	
Opening Bal Equity	14,270.42
Unrestricted Net Assets	277,077.68
Net Income	11,985.66
<b>Total Equity</b>	<b>303,333.76</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>317,787.35</u></b>

2:08 PM  
01/12/16  
Cash Basis

Shenandoah Arts Council  
Profit & Loss  
July 2013 through June 2014

Jul '13 - Jun 14

Ordinary Income/Expense	
Income	
Sales Tax	990.78
Board Dues	1,925.00
Art Sales	22,454.00
Classes & Events	16,980.43
Contributions	7,173.33
Exhibition Sponsorships	7,710.00
Call for Entry / Entry Fee	1,660.00
Fundraising	10,249.97
Grants	8,083.34
Membership Dues	2,500.00
Facility Rental	175.00
Studio Rentals	12,725.00
Total Income	92,626.85
Cost of Goods Sold	
Artist Commission	13,682.00
Total COGS	13,682.00
Gross Profit	78,944.85
Expense	
Penalty	10.00
Petty cash	0.00
Artists/Entertainment	2,725.00
Advertising & Promotion	4,845.79
Contract Labor	9,555.00
Credit Card Fees	510.42
Dues & Subscriptions	55.00
Exhibitions	5,465.75
Hospitality	2,704.84
Insurance	1,785.86
Interest - Line of Credit	556.51
Legal & Accounting Fees	1,119.93
Miscellaneous	39.00
Office Supplies	621.59
Payroll Expenses	
Company Contributions	
Retirement	1,200.00
Total Company Contributions	1,200.00
Wages	23,649.96
Taxes	1,832.61
Total Payroll Expenses	26,682.57
Postage & Delivery	1,410.12
Repairs & Maintenance	1,970.11
Taxes - Other	
Taxes - sales	976.85
Taxes - Other - Other	500.00
Total Taxes - Other	1,476.85
Telephones & Internet	1,459.37
Utilities	3,766.20
Total Expense	66,959.91
Net Ordinary Income	11,984.94

2:09 PM  
01/12/15  
Cash Basis

**Shenandoah Arts Council**  
**Profit & Loss**  
July 2013 through June 2014

	Jul '13 - Jun 14
<b>Other Income/Expense</b>	
<b>Other Income</b>	
Interest Income	0.72
<b>Total Other Income</b>	0.72
<b>Net Other Income</b>	0.72
<b>Net Income</b>	<u>11,985.68</u>

# Short Form Return of Organization Exempt From Income Tax

# 2013

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-EZ and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Department of the Treasury  
Internal Revenue Service

Open to Public  
Inspection

**A** For the 2013 calendar year, or tax year beginning JUL 1, 2013 and ending JUN 30, 2014

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

**C** Name of organization: SHENANDOAH ARTS COUNCIL

**D** Employer identification number: 54-1111805

Number and street (or P.O. box, if mail is not delivered to street address): 811 SOUTH LOUDOUN STREET Room/suite: \_\_\_\_\_

**E** Telephone number: 540-667-5166

City or town, state or province, country, and ZIP or foreign postal code: WINCHESTER, VA 22601

**F** Group Exemption Number: \_\_\_\_\_

**G** Accounting Method:  Cash  Accrual Other (specify) ▶ \_\_\_\_\_

**H** Check  if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

**I** Website: ▶ WWW.SHENARTS.ORG

**J** Tax-exempt status (check only one) -  501(c)(3)  501(c) ( ) (insert no.)  4947(a)(1) or  527

**K** Form of organization:  Corporation  Trust  Association  Other

**L** Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ 91,651.

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

Revenue	1 Contributions, gifts, grants, and similar amounts received	1	22,967.	
	2 Program service revenue including government fees and contracts	2	41,108.	
	3 Membership dues and assessments	3	4,425.	
	4 Investment income	4	1.	
	5a Gross amount from sale of assets other than inventory	5a		
	b Less: cost or other basis and sales expenses	5b		
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c		
	6 Gaming and fundraising events			
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a		
b Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	10,250.		
c Less: direct expenses from gaming and fundraising events	6c			
d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	10,250.		
7a Gross sales of inventory, less returns and allowances	7a			
b Less: cost of goods sold	7b			
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c			
8 Other revenue (describe in Schedule O)	8	12,900.		
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	91,651.		
Expenses	10 Grants and similar amounts paid (list in Schedule O)	10		
	11 Benefits paid to or for members	11		
	12 Salaries, other compensation, and employee benefits	12	24,850.	
	13 Professional fees and other payments to independent contractors	13	3,371.	
	14 Occupancy, rent, utilities, and maintenance	14	18,279.	
	15 Printing, publications, postage, and shipping	15	1,465.	
	16 Other expenses (describe in Schedule O)	16	40,603.	
	17 Total expenses. Add lines 10 through 16	17	88,568.	
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	3,083.	
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	223,047.	
	20 Other changes in net assets or fund balances (explain in Schedule O)	20	290.	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	226,420.	

LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2013)

**Part II Balance Sheets** (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	8,251.22	15,413.
23 Land and buildings	169,823.23	165,242.
24 Other assets (describe in Schedule O) SEE SCHEDULE O	63,140.24	60,878.
25 Total assets	241,214.25	241,533.
26 Total liabilities (describe in Schedule O) SEE SCHEDULE O	18,167.26	15,113.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	223,047.27	226,420.

**Part III Statement of Program Service Accomplishments** (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? SEE SCHEDULE O

Expenses (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses, in a clear and concise manner. Describe the services provided, the number of persons benefited, and other relevant information for each program title.

28 THE COUNCIL PROVIDED CLASSES, EXHIBITS AND SHOWS WITH VARIOUS ARTISTS TO OVER 3,000 ATTENDEES.

(Grants \$ ) If this amount includes foreign grants, check here  28a 55,343.

(Grants \$ ) If this amount includes foreign grants, check here  29a

(Grants \$ ) If this amount includes foreign grants, check here  30a

31 Other program services (describe in Schedule O) (Grants \$ ) If this amount includes foreign grants, check here  31a

32 Total program service expenses (add lines 28a through 31a)  32 55,343.

**Part IV List of Officers, Directors, Trustees, and Key Employees** (list each one even if not compensated - see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
ROBERT LESMAN PRESIDENT	5.00	0.	0.	0.
LAURI BRIDGEFORTH SECRETARY	1.00	0.	0.	0.
SUSANNAH GODLOVE MEMBER	1.00	0.	0.	0.
JOHN HILL MEMBER	1.00	0.	0.	0.
JULIE READ MEMBER	1.00	0.	0.	0.
TRACY MARLATT EXECUTIVE DIRECTOR	40.00	23,650.	1,200.	0.
DOUG STALLARD VICE PRESIDENT	1.00	0.	0.	0.
ANITA SHULL TREASURER	1.00	0.	0.	0.
KATE SHULL CRAIG MEMBER	1.00	0.	0.	0.
LIV HEGGOY MEMBER	1.00	0.	0.	0.
JOSHUA HUMMER, ESQ. MEMBER	1.00	0.	0.	0.
BECKY MERRINER MEMBER	1.00	0.	0.	0.

**Part V Other information** (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Sch. O to respond to any question in this Part V

		Yes	No
33	Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O		X
34	Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)		X
35a	Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?		X
35b	If "Yes" to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O	N/A	
35c	Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III		X
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions	▶ 37a   0.	
37b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?		X
38b	If "Yes," complete Schedule L, Part II and enter the total amount involved	38b   N/A	
39	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on line 9	39a   N/A	
b	Gross receipts, included on line 9, for public use of club facilities	39b   N/A	
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911 ▶ 0., section 4912 ▶ 0., section 4955 ▶ 0.		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	▶ 0.	
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization	▶ 0.	
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41	List the states with which a copy of this return is filed ▶ NONE		
42a	The organization's books are in care of ▶ TRACY MARLATT Telephone no. ▶ 540-667-5166 Located at ▶ 811 SOUTH LOUDOUN STREET, WINCHESTER, VA ZIP + 4 ▶ 22601		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	Yes	No
42b			X
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ▶		X
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43   N/A		
44a	Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
b	Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
c	Did the organization receive any payments for indoor tanning services during the year?		X
d	If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		
45a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
45b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)		

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office?  
 If "Yes," complete Schedule C, Part I

	Yes	No
46		X

**Part VI Section 501(c)(3) organizations only**

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.  
 Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Sch. C, Part II

	Yes	No
47		X

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

	Yes	No
48		X

49a Did the organization make any transfers to an exempt non-charitable related organization?

	Yes	No
49a		X

b If "Yes," was the related organization a section 527 organization?

	Yes	No
49b		X

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
NONE				

i Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 ▶

52 Did the organization complete Schedule A? **Note.** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

Under penalties of perjury, I declare that I have prepared this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete.  
 Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here  Yes  No

Signature of officer: Tracy A. Marlat Date: 10-10-14

Type or print name and title: TRACY A MARLAT EXECUTIVE DIRECTOR

**Paid Preparer Use Only**

Print/type preparer's name <b>LARRY A. RENNER</b>	Preparer's signature <i>[Signature]</i>	Date <u>10/8/14</u>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00294913</b>
Firm's name <b>BRUCE, RENNER &amp; COMPANY, PLC</b>	Firm's EIN <b>54-1696970</b>		Phone no. <b>540-722-0172</b>	
Firm's address <b>211 SOUTH LOUDOUN STREET WINCHESTER, VA 22601</b>				

May the IRS discuss this return with the preparer shown above? See instructions  Yes  No

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
▶ Attach to Form 990 or Form 990-EZ.

OMB No 1545-0047

**2013**

Open to Public Inspection

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

**SHENANDOAH ARTS COUNCIL**

Employer identification number

**54-111805**

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

- The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)
- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
  - 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
  - 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
  - 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: \_\_\_\_\_
  - 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
  - 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
  - 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
  - 8  A community trust described in section 170(b)(1)(A)(vii). (Complete Part II.)
  - 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
  - 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
  - 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
    - a  Type I
    - b  Type II
    - c  Type III - Functionally integrated
    - d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f  If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
  - (ii) A family member of a person described in (i) above?
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

**Section C. Computation of Public Support Percentage**

- 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) 

14		%
----	--	---
- 15 Public support percentage from 2012 Schedule A, Part II, line 14 

15		%
----	--	---
- 16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization
- b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization
- 17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 8 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	19,470.	27,651.	21,580.	23,667.	27,392.	119,760.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	16,071.	16,025.	8,405.	24,320.	41,108.	105,929.
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	35,541.	43,676.	29,985.	47,987.	68,500.	225,689.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support described in Form 990-B						0.
<b>Section B. Total Support</b>						225,689.

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 8	35,541.	43,676.	29,985.	47,987.	68,500.	225,689.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	11,270.	11,170.	12,698.	11,545.	12,901.	59,584.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	11,270.	11,170.	12,698.	11,545.	12,901.	59,584.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)	46,811.	54,846.	42,683.	59,532.	81,401.	285,273.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	79.11 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	76.53 %

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	20.89 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	23.47 %

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions



**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2013**

Open to Public  
Inspection

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

**SHENANDOAH ARTS COUNCIL**

Employer identification number  
**54-1111805**

**FORM 990-EZ, PART I, LINE 4, OTHER INVESTMENT INCOME:**

DESCRIPTION OF PROPERTY:	AMOUNT:
INTEREST	1.

**FORM 990-EZ, PART I, LINE 8, OTHER REVENUE:**

DESCRIPTION OF OTHER REVENUE:	AMOUNT:
STUDIO RENTALS	12,725.
FACILITY RENTAL	175.
<b>TOTAL TO FORM 990-EZ, LINE 8</b>	<b>12,900.</b>

**FORM 990-EZ, PART I, LINE 14, OCCUPANCY, RENT, UTILITIES, AND MAINTENANCE:**

DESCRIPTION OF EXPENSES:	AMOUNT:
DEPRECIATION	6,593.
OTHER EXPENSES	11,686.
<b>TOTAL TO FORM 990-EZ, LINE 14</b>	<b>18,279.</b>

**FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:**

DESCRIPTION OF OTHER EXPENSES:	AMOUNT:
ADVERTISING	4,846.
BANK AND CREDIT CARD FEES	959.
CONTRACT LABOR	9,555.
EXHIBITIONS	5,466.
MISCELLANEOUS	199.
PAYROLL TAXES	3,333.
INTEREST	1,216.
OFFICE SUPPLIES	822.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

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09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

**SCHEDULE O**  
(Form 990 or 990-EZ)

**Supplemental Information to Form 990 or 990-EZ**

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OMB No. 1545-0047

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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Name of the organization

**SHENANDOAH ARTS COUNCIL**

Employer identification number  
**54-1111805**

<b>ARTIST COMMISSION</b>	13,682.
<b>OTHER TAXES</b>	525.
<b>TOTAL TO FORM 990-EZ, LINE 16</b>	40,603.

**FORM 990-EZ, PART I, LINE 20, CHANGES IN NET ASSETS:**

<b>CHANGES IN NET ASSETS OR FUND BALANCES:</b>	<b>AMOUNT:</b>
<b>PENALTIES</b>	-10.
<b>PRIOR PERIOD ADJUSTMENT</b>	300.
<b>TOTAL TO FORM 990-EZ, LINE 20</b>	290.

**FORM 990-EZ, PART II, LINE 24, OTHER ASSETS:**

<b>DESCRIPTION</b>	<b>BEG. OF YEAR</b>	<b>END OF YEAR</b>
<b>UNDEPOSITED FUNDS</b>	250.	0.
<b>OTHER DEPRECIABLE ASSETS</b>	62,890.	60,878.
<b>TOTAL TO FORM 990-EZ, LINE 24</b>	63,140.	60,878.

**FORM 990-EZ, PART II, LINE 26, OTHER LIABILITIES:**

<b>DESCRIPTION</b>	<b>BEG. OF YEAR</b>	<b>END OF YEAR</b>
<b>LINE OF CREDIT</b>	17,517.	11,870.
<b>SECURITY DEPOSITS</b>	650.	1,000.
<b>PAYROLL LIABILITIES</b>	0.	2,243.
<b>TOTAL TO FORM 990-EZ, LINE 26</b>	18,167.	15,113.

**FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - THE SHENANDOAH ARTS**

**COUNCIL IS A NONPROFIT ARTS ORGANIZATION SERVING THE DIVERSE**

**COMMUNITIES OF WINCHESTER, FREDERICK AND CLARKE COUNTIES, AND OTHER**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2013)

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2013**

Open to Public  
Inspection

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

SHENANDOAH ARTS COUNCIL

Employer identification number  
54-1111805

AREAS OF THE SHENANDOAH VALLEY BY CULTIVATING THE VISUAL, PERFORMING  
AND LITERARY ARTS THROUGH PROMOTION, INSTRUCTION AND EXHIBITION.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:  
THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY,  
OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.

THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY,  
OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.



## **Mission Statement of the Shenandoah Arts Council:**

The Shenandoah Arts Council is a nonprofit arts organization serving the diverse communities of Winchester, Frederick and Clarke counties, and other areas of the Shenandoah Valley by cultivating the visual, performing and literary arts through promotion, instruction and exhibition.

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BYLAWS

OF

THE SHENANDOAH ARTS COUNCIL  
(formed under the Virginia  
nonstock Corporation Act)  
(Revised July 2011)

MISSION The Shenandoah Arts Council is a nonprofit arts organization serving the diverse communities of Winchester, Clarke and Frederick Counties, and the Shenandoah Valley by cultivating the visual, performing, and literary arts through promotion, instruction and exhibition.

ARTICLE I

*Offices*

Section 1.01 *Location*. The principal office of the Shenandoah Arts Council, hereafter referred to as the Council, shall be located within the Commonwealth of Virginia, at such place as the Board of Directors shall from time to time designate. The Council may maintain additional offices at such other places as the Board of Directors may designate. The Council shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors.

ARTICLE II

*Members*

Section 2.01 *Who Shall be Members*. The membership of the Council shall consist of current directors of the Council in good standing and qualified members of the public ("public members") who voluntarily support the activities of the Council by payment of annual membership dues in the amount determined by the Board of Directors. There shall be voting and non-voting members of the Council, and only directors shall have the right to vote.

Section 2.02 *Terms of Membership*. The terms of directors shall run concurrently with their terms of office as directors. Public members terms shall be for one-year periods, renewed upon payment of annual dues at the anniversary of the member's term of membership.

Section 2.03 *Annual and Special Meetings*. A meeting of all the members (directors and public members) shall be held annually in September for the

1 transaction of business as may properly come before the members, at such time  
2 and place as shall be fixed by the Board of Directors  
3  
4

5 Special meetings of the members may be called at any time by the President or  
6 by the Board of Directors. Only business within the purposes described in the  
7 meeting notice may be conducted at a special members' meeting. Notice of  
8 meetings shall be given stating the time, date, location, and purposes of the  
9 meeting.  
10

### 11 ARTICLE III

#### 12 Board of Directors

13  
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16  
17 Section 3.01 *Power of Board and Qualifications of Directors*. All corporate  
18 powers shall be exercised by or under the authority of, and the business of the  
19 Council shall be managed under the direction of, the Board of Directors. A  
20 director need not be a resident of the Commonwealth of Virginia  
21

22 Board members may be chosen from all walks of life and should include a  
23 diversity of arts professionals, business leaders, legal experts, financial  
24 consultants, arts teachers, civic servants, and communications specialists.  
25

26 Directors shall be guided in the performance of their duties by the current SAC  
27 Board Service Description which shall be given to them before their election to  
28 the Board.  
29

30 Section 3.02 *Number of Directors*. The number of directors constituting  
31 the entire Board of Directors shall be not fewer than one (1) nor more than fifteen  
32 (15). The number of directors may be increased or decreased by amendment of  
33 the Bylaws  
34

35 Section 3.03 *Election and Term of Directors*. At the August monthly  
36 meeting of the Board of Directors, the directors then in office shall elect directors,  
37 each director to serve for a term of three years, or until a successor is chosen  
38 and qualified. Directors shall be appointed in a manner to provide for staggered  
39 terms, with 1/3 of the directors being appointed each year. Upon Board approval  
40 of these bylaws, 1/3 of the then currently serving directors shall be reappointed  
41 for one-year terms, 1/3 for two-year terms, and 1/3 for three-year terms, in order  
42 to begin the staggered three-year term cycle. Directors shall be presented to the  
43 general membership at the September annual meeting.  
44

45 Section 3.04 *Newly-Created Directorships and Vacancies*. Newly-created  
46 directorships resulting from an increase in the number of directors, and

1 vacancies occurring in the Board for any reason, may be filled by vote of the  
2 majority of directors at any annual or special meeting. A director elected to fill a  
3 vacancy shall hold office until the next annual meeting of the directors and until  
4 his successor is elected and qualified.

5 Section 3.05 *Removal of Directors*. Any one or more of the directors may  
6 be removed with cause at any time by action of the Board, provided there is a  
7 quorum of not less than a majority of the Board present at a meeting of the  
8 Board

9  
10 Section 3.06 *Resignation*. Any director may resign at any time by  
11 delivering written notice to the Board of Directors, the President, or the Secretary.  
12 Such resignation shall take effect when such notice is delivered unless the notice  
13 specifies a later effective date.

14  
15 Section 3.07 *Quorum*. A majority of the number of directors in office shall  
16 constitute a quorum for the transaction of business, and the vote of a majority of  
17 the directors present at the time of the vote, if a quorum is then present, shall be  
18 the act of the Board.

19  
20 Section 3.08 *Meetings*. An annual meeting of the Board shall be held  
21 each year at such time and place as shall be fixed by the Board, for the election  
22 of officers and directors, and for the transaction of such other business as may  
23 properly come before the board. Regular meetings of the Board shall be held at  
24 such times as may be fixed by the Board. Special meetings may be held at any  
25 time whenever called by the President, or any two directors. Any meetings may  
26 be held at convenient places in the Commonwealth of Virginia. No notice need  
27 be given of regular meetings of the Board. Notice of special meetings shall be  
28 given to each director as prescribed by resolution of the Board, but need not  
29 describe the purpose of such meeting. All meetings will be conducted according  
30 to the latest version of Robert's Rules of Order

31  
32 Notice of a meeting of the Board need not be given to any director and  
33 may be waived in writing by a director whether before or after the date and time  
34 stated in such notice. A director's attendance at or participation in a meeting  
35 waives any required notice to him/her of the meeting unless at the beginning of  
36 such meeting such director objects to holding the meeting or transacting  
37 business at the meeting, and does not thereafter vote for or assent to action  
38 taken at the meeting.

39  
40 Section 3.09 *Informal Action by Directors Meetings by Electronic Forum*.  
41 Any action required or permitted to be taken at any meeting of the Board of  
42 Directors may be taken without a meeting if all members of the Board consent in  
43 writing to such action. Email communication is considered written consent. Such  
44 action shall be evidenced by one or more written consents stating the action  
45 taken, signed by each director either before or after the action taken. Such

1 written consents shall be included in the minutes or filed with the corporate  
2 records reflecting the action taken  
3  
4

5 Any one or more members of the Board of Directors may participate in a  
6 regular or special meeting of the Board by means of conference telephone or  
7 similar communications equipment by means of which all persons participating in  
8 the meeting may simultaneously hear each other during the meeting. A director  
9 participating in a meeting by such means is deemed to be present in person at  
10 the meeting. The President may also initiate business of the Board including  
11 voting on action items through email communication with the Board provided all  
12 members of the Board are included in the communication. Records of voting  
13 shall be filed with the Secretary and included in the minutes of the next meeting  
14 of the Board.  
15

16 Section 3.10 *Compensation of Directors*. The Council shall not pay  
17 compensation to directors for services rendered to the Council, except that  
18 directors may be reimbursed for expenses incurred in the performances of their  
19 duties to the Council, in reasonable amounts as approved by a majority of the  
20 entire Board  
21

## 22 23 ARTICLE IV

### 24 25 *Committees* 26

27  
28 Section 4 01 *Committees*. A majority of the Board of Directors may create  
29 one or more committees and appoint members of the Council to serve on them.  
30 Each committee may have two or more members who serve at the pleasure of  
31 the Board. To the extent specified by the Board of Directors, each committee  
32 may exercise the authority of the Board, except that no committee shall have  
33 power to adopt, amend, or repeal the Bylaws, or to exercise authority prohibited  
34 by law. The Board will maintain a current list of committees created and the  
35 members of each.  
36

37 Section 4 02 *Executive Committee*. A majority of the Board of Directors  
38 may create an Executive Committee consisting of the Board's President, Vice  
39 President, Secretary, and Treasurer. Its purpose shall be to act on behalf of the  
40 Board in activities that occur between Board meetings when a meeting, in any  
41 form, of the full Board would be impossible or inconvenient. Actions of the  
42 Executive Committee are presented for review at the next Board meeting and are  
43 included in the minutes. The Executive Committee, by the agreement of all of its  
44 members, may meet by electronic means  
45

1 Section 4.03 *Committee Rules*. Sections 13.1-864 through 13.1-868 of  
2 the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be  
3 amended, or any other statutory provision governing meetings, action without  
4 meetings, notice and waiver of notice, and quorum and voting requirements of  
5 the Board of Directors, apply to committees and their members as well.

6  
7 Section 4.04 *Service of Committees*. Each committee of the Board shall  
8 serve at the pleasure of the Board. The creation of, delegation of authority to, or  
9 action by a committee does not alone constitute compliance by a director with the  
10 standards of conduct described in Sec. 13.1-870 of the Virginia Nonstock  
11 Corporation Act, as now in effect or as may hereafter be amended.

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16 ARTICLE V

17  
18 *Officers, Agents and Employees*

19  
20  
21 Section 5.01 *Officers*. The Board of Directors shall by a majority vote  
22 elect a President, Vice President, Secretary, and Treasurer, and such other  
23 officers as determined by the Board of Directors. The same individual may  
24 simultaneously hold more than one office.

25  
26 Section 5.02 *Term of Office and Removal*. Each officer shall hold office  
27 for a term of two years, and until his successor has been elected and  
28 qualified. All officers shall be elected at the annual meeting of the Board. Any  
29 officer may be removed by a majority vote of the Board of Directors at any time  
30 with cause. Election of an officer shall not of itself create any contract rights in  
31 the officer or the Council.

32  
33 Section 5.03 *Resignation*. Any officer may resign at any time by delivering  
34 written notice to the Council. Unless the written notice specifies a later effective  
35 date, the resignation shall be effective when the notice is delivered to the  
36 Council.

37  
38 Section 5.04 *Powers and Duties of Officers*

39  
40 A *President*. The President shall serve as the chief executive  
41 officer of the Council. The President shall preside at all  
42 meetings of the Board of Directors and, subject to the  
43 supervision of the Board, shall perform all duties customary to  
44 that office and shall supervise and control all of the affairs of  
45 the Council in accordance with policies and directives approved  
46 by the Board of Directors.

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**B. Vice President** In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time confer, subject to the powers and the supervision of the Board of Directors

**C. Secretary** The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and meetings of the Board of Directors, and for authenticating the records of the Council, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Council, if any, and he/she shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Council if any, and to attest the affixing by signature

**D. Treasurer** The Treasurer shall have custody of, and be responsible for, all funds and securities of the Council. He/she shall keep or cause to be kept complete and accurate accounts of receipts, disbursements, and tax records of the Council and shall deposit all monies and other valuable property of the Council in the name and to the credit of the Council in such bank or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts, and shall at all reasonable times exhibit the books and accounts to any officer or director of the Council, and shall perform all duties incident to the office of Treasurer, and others, subject to the supervision of the Board of Directors.

**Section 5.05 Agents and Employees.** The Board of Directors may appoint agents and employees, including uncompensated workers, who shall have such authority and perform such duties as may be prescribed by the Board. Any such agent or employee may be removed with or without cause by the Board, or by the President with advice of counsel after notification to the Board. Removal without cause shall be without prejudice to such person's contract rights, if any.

1 but the appointment of such person shall not itself create employment contract  
2 rights, express or implied

3  
4 In the case of the Executive Director of the Council, a written job  
5 description shall be the guide to his/her duties and the Board's evaluation of  
6 his/her performance

7  
8  
9 Section 5 06 *Compensation of Officers, Agents and Employees.* The  
10 Council may pay compensation in reasonable amounts to officers for services  
11 rendered, as well as compensation to agents and employees for services  
12 rendered, such amounts to be fixed by a majority of the entire Board of Directors.  
13 If the Board delegates power to any officer or officers to pay compensation to  
14 agents or employees then such compensation may be fixed by such officer or  
15 officers

16  
17 The Board may require officers, agents or employees to give security for  
18 the faithful performance of their duties.

19  
20  
21 ARTICLE VI

22  
23 *Miscellaneous*

24  
25  
26 Section 6 01 *Fiscal Year* The fiscal year of the Council shall be the  
27 calendar year or such period as may be fixed by the Board of Directors.

28  
29 Section 6 02 *Corporate Seal* The corporate seal shall be circular in form,  
30 shall have the name of the Council inscribed thereon and shall contain the words  
31 "Corporate Seal" and "Virginia" and the year the Council was formed in the  
32 center, or shall be in such form as may be approved by the Board of Directors.

33  
34 Section 6 03 *Checks, Notes and Contracts* The Board of Directors shall  
35 determine who shall be authorized from time to time on the Council's behalf to  
36 sign checks, drafts, or other orders for payment of money; to sign acceptances,  
37 notes, or other evidences of indebtedness; to enter into contracts; or to execute  
38 and deliver other documents and instruments.

39  
40 Section 6 04 *Books and Records* The Council shall keep at its office  
41 correct and complete books and records of the account, the activities and  
42 transactions of the Council, the minutes of the proceedings of the Board of  
43 Directors and any committee, and a current list of the members, directors and  
44 officers of the Council and their residence addresses. Any such records may be  
45 in written form or in any other form capable of being converted into written form  
46 within a reasonable time.

1           Section 6.05 *Confidentiality*. No Shenandoah Arts Council Board  
2 Member or staff shall disclose any confidential or sensitive information regarding  
3 the Shenandoah Arts Council to any person except other Board Members or  
4 staff. Whenever confidential or sensitive information regarding the Arts Council is  
5 disclosed to Board Members or staff, the Board Member or staff disclosing the  
6 information shall inform the recipients of the confidential or sensitive nature of the  
7 information.

8           Section 6.06 *Amendment of Articles of Incorporation and Bylaws*. The  
9 Articles of Incorporation may be adopted, amended, or repealed in whole or in  
10 part by a majority vote of the directors then in office. The Bylaws of the Council  
11 may be adopted, amended, or repealed in whole or in part by a majority vote of  
12 the Board of Directors at a meeting at which a quorum is present.  
13

14           Section 6.07 *Indemnification and Insurance*. The Council may indemnify  
15 any director and may, by resolution of the Board of Directors indemnify any  
16 officer against any and all expenses and liabilities actually and necessarily  
17 incurred by him/her or imposed on him/her in connection with any claim, action  
18 (civil or criminal), or suit to which he/she may be or is made a party by reason of  
19 being or having been such director or officer, subject to the limitation, however,  
20 that there shall be no indemnification in relation to such matters unless such  
21 person (1) conducted himself/herself in good faith; (2) believed in the case of  
22 conduct in his/her official capacity with the Council that his/her conduct was in  
23 the best interest of the Council, and in all other cases that his/her conduct was at  
24 least not opposed to the best interests of the Council; or (3) in the case of any  
25 criminal proceeding, he/she had no reasonable cause to believe that his/her  
26 conduct was unlawful. Further, there shall be no indemnification in connection  
27 with a proceeding (1) by or in the right of the Council in which the director or  
28 officer was judged liable to the Council, or (2) in which improper personal benefit  
29 is charged.  
30

31           The Council may indemnify a director who entirely prevails in the defense  
32 of any proceeding to which he/she was a party because he/she is or was a  
33 director of the Council, for reasonable expenses, as determined by the Board of  
34 Directors, incurred by him/her in connection with the proceeding.  
35

36           The Board of Directors may authorize the purchase of and maintain  
37 insurance on behalf of any director or officer of the Council against any liability  
38 asserted against or incurred by him/her which arises out of such person's status  
39 in such capacity, or who is or was serving at the request of the Council as a  
40 director or officer, or out of acts taken in such capacity, whether or not the  
41 Council would have the power to indemnify the person against that liability under  
42 law.  
43

44           In no case, however, shall the Council indemnify, reimburse, or insure  
45 any person for any taxes imposed on such individual under chapter 42 of the

1 Internal Revenue Code of 1986, as amended ("the Code"). Further, if at any time  
2 the Council is deemed to be a private foundation within the meaning of Sec. 509  
3 of the Code then, during such time, no payment shall be made under this Article  
4 as such payment would constitute an act of self-dealing or a taxable expenditure,  
5 as defined in Sections 4941(d) or 4945(d), respectively, of the Code.  
6

7 If any part of this Article shall be found in any action, suit, or proceeding to  
8 be invalid or ineffective, the validity and the effectiveness of the remaining parts  
9 shall not be affected.  
10

11  
12  
13  
14  
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16

(End)