

Minutes from Watertown Riverfest Inc. Meeting

Scheduled for 1/17/2023 - 9:00

Attendees: Jonathan Lampe, Karah Pugh, Robin Kaufmann, Alyse Talaga, Aaron Zimmermann, Lyn Hulan

Recorded and Submitted by Secretary Robin Kaufmann on 1/18/2023

1. Roll call at 9:05am - Attendees met virtually on screen via Google Meet except Karah who joined via phone only; meeting materials were distributed by email beforehand
2. Adopt **Bylaws**
 - o Robin moved, Alyse seconded - pass
3. Elect **officers**
 - o President - Jonathan Lampe
 - o Vice-President - Aaron Zimmermann
 - o Treasurer - Alyse Talaga
 - o Secretary - Robin Kaufmann
 - o Karah moved, Alyse Talaga - pass
4. Appoint **Lyn Hulan as Entertainment and Operations Executive** to advise organization and lead event planning and related teams in those areas
 - o Robin moved, Alyse seconded - passed unanimously
5. Appoint Director **Karah Pugh as Revenue Executive** to advise organization and lead event planning and related teams in those areas
 - o Alyse moved, Aaron seconded - passed unanimously
6. Appoint Director **Robin Kaufmann as Marketing Executive** to advise organization and lead event planning and related teams in those areas
 - o Alyse moved, Karah seconded - passed unanimously
7. Adopt Articles of Incorporation **Amendment(s) regarding legal names**
 - o See Amendment in Exhibit A below
 - o Robin moved, Alyse seconded - passed
8. Select **Annual Accounting Period** of Oct 1- Sep 30
 - o **Bylaws will be adjusted to show new date**
 - o **Aaron moved, Karah seconded - passed unanimously**
9. Empower and direct President and Treasurer to proceed with **nonprofit registrations and nonprofit tax exemptions** with CPA as needed
 - o EIN application
 - o DFI Charity Registration
 - o Nonprofit tax treatment, including IRS 501c3 exemption (IRS Form 1023) and State of Wisconsin exemption (Form S-103)
 - o Attorney will provide letter stating we've applied
 - o Robin moved, Alyse - passed
10. Select **bank of BMO Harris**

- Empower and direct President and Treasurer to set up appropriate accounts at bank, and grant Treasurer sole ability to issue and execute checks (including cashier's checks), wire transfers and ACH transfers
 - Aaron moved, Robin seconded - approved
11. Amend official mailing address of Watertown Riverfest Inc to a PO Box and empower President / Secretary to obtain that PO Box
- See Amendment in Exhibit B below
 - Alyse moved, Aaron seconded - approved unanimously
12. Discuss **professional advisers** (accountant, insurance, etc.)
- Insurance presentations will be coming soon
 - A CPA is still likely needed to assist with IRS non-profit filing
 - (no action taken)
13. Approve **entertainment plan**
- Empower and direct President to proceed with Entertainment and Operations Executive on booking of entertainment within entertainment plan
 - Alyse moved, Karah seconded - approved unanimously (Aaron abstained)
14. Empower and direct President to proceed with Entertainment and Operations Executive and development of **Operational plan** with the City of Watertown and other entities
- Alyse moved, Karah seconded - approved unanimously
15. Empower and direct President to proceed with Marketing Executive on development of **Marketing plan**
- Aaron moved, Alyse seconded - approved unanimously (Robin abstained)
16. Empower and direct President to proceed with Revenue Executive on development of **Revenue Plan**
- Robin moved, Aaron seconded - approved unanimously (Karah abstained)
17. Empower and direct President to negotiate and execute **initial funding and Riverside Park agreement with City of Watertown** for not less than \$35,000 and to reserve the second August weekend from Monday before to Monday after for not less than three years
- Aaron moved, Karah seconded - approved unanimously
18. Empower and direct President to negotiate **initial funding agreement with the Watertown Area Community Foundation**
- Aaron moved, Karah seconded - approved unanimously
19. Select next meeting: marketing on Jan 26th at 9am
20. Adjourn at 10:05am

Exhibit A

Articles of Incorporation - Amendment

“Watertown Riverfest Inc.”

The following Articles of Incorporation amendment is submitted on behalf of Watertown Riverfest Inc. by its directors pursuant to Wis. Stat. §181.1020:

Reference to **“Alyse Talga, Director”** at Article VII Line 4 shall be deleted and replaced with **“Alyse Talaga, Director”**.

Reference to **“Aaron Zimmerman, Director”** at Article VII Line 5 shall be deleted and replaced with **“Aaron Zimmermann, Director”**.

All remaining provisions of the Articles of Incorporation of Watertown Riverfest Inc. are otherwise unmodified.

EXECUTED this 17th day of January, 2023

Jonathan Lampe, Director

Karah Pugh, Director

Robin Kaufmann, Director

Alyse Talaga, Director - Previously identified as Alyse Talga

Aaron Zimmermann, Director - Previously identified as Aaron Zimmerman

Exhibit B

Articles of Incorporation - Amendment

“Watertown Riverfest Inc.”

The following Articles of Incorporation amendment is submitted on behalf of Watertown Riverfest Inc. by its directors pursuant to Wis. Stat. §181.1020:

Reference to **“400 N Washington Street, Watertown WI 53098”** in Article III shall be deleted and replaced with **“PO Box 431, Watertown WI 53098”**.

Reference to **“400 N Washington Street, Watertown WI 53098”** in Article IV shall be deleted and replaced with **“PO Box 431, Watertown WI 53098”**.

All remaining provisions of the Articles of Incorporation of Watertown Riverfest Inc. are otherwise unmodified.

EXECUTED this 17th day of January, 2023

Jonathan Lampe, Director

Karah Pugh, Director

Robin Kaufmann, Director

Alyse Talaga, Director - Previously identified as Alyse Talga

Aaron Zimmermann, Director - Previously identified as Aaron Zimmerman