



**Downtown Napa Association  
Minutes  
Tuesday, November 14th 2023 11:00am-12:30pm  
Filippi's Italian Pizza Grotto**

**Members:** Allison Hallum, Connie Anderson, Toni Chiapetta, Kimberly McMaster, Chuck Meyer, Sara Brooks, Anette Madsen, Peter Triolo, Chrissy Pearce-Jeffries, *Staff: Bill LaLiberte, Craig Smith*

**Excused:** Tom Finch, Bob Magnani, Garret Murphy,

1. **OPEN AND CALL TO ORDER** - Anderson called the meeting to order at 11:09am
2. **PUBLIC COMMENT ON ITEMS NOT ON THE AGENDA** – None
3. **INFORMATION / ACTION ITEMS**
  - a. **Approve October 10th 2023 Meeting Minutes** – Kinberly McMaster moved approval of the August minutes and Allison Hallum seconded, approved unanimously.
  - b. **Approval of Bill LaLiberte as Executive Director**

Approve Personnel Committee recommendation for Bill LaLiberte as Downtown Napa Association Executive Director starting January 1<sup>st</sup>, 2024.

Sara Brooks moved approval of Bill La Liberte as Executive Director effective January 1<sup>st</sup> 2024, Toni Chiapetta seconded, approved unanimously.
  - c. **Board Elections (Informational)**

La Liberte discussed term expirations, open seats, Anderson, Brooks, Finch, Magnani and Madsen terms expire at the end of 2023. Anderson and Madsen will rotate off the board. Anderson as Past President will remain on the Executive Committee thru 2024. Brooks, Finch, and Magnani are eligible to run for another term.
  - d. **Approve Accounting Review and Clean Up**

La Liberte discussed the hiring of accounting client services / bookkeeper to work with La Liberte to edit and organize chart of accounts and a general clean-up of QuickBooks Accounts. Triolo expressed that he will be part of the clean up process and assist with budget formatting for the 2024 budget. Triolo moved to approve accounting review and clean up with a not to exceed \$5,000. Pearce-Jeffries seconded, approved unanimously.
  - e. **Approve By-Law Amendment**

La Liberte reviewed By-Law change below: Board discussed approval with a change of 80% of scheduled meetings to 75%. Triolo moved approval with the of the By-Law amendment with the change to 75% of scheduled meetings, Meyer seconded, approved unambiguously.

**Section 2: Executive Committee.** The officers of the corporation shall serve as the executive committee of the Board. Additionally, the immediate past officers may serve as voting members of the executive committee for one year after their most recent term on the committee. The executive committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in Section 1 above. All actions of the executive committee shall be reported to and ratified by the Board at the next duly scheduled Board meeting. The Executive Committee will also serve as the [Nominations Committee, as outlined in Section 3, and](#) Personnel Committee, as outlined in Section 6.

**Section 3: Nominations Committee.**

~~A. In September of each year the President, subject to the approval of the Board, shall appoint an ad hoc nominations committee composed of three members of the Corporation, who may or may not be board members.~~

The committee shall identify a slate of candidates for the Board seats to be filled that year.

~~B.~~ Within, but not more than, sixty (60) days after appointment of the nominations committee, additional nominations for Director candidates shall be solicited from the general membership. ~~Nominations must be presented in writing and signed by ten members, not including the nominee if the nominee is a member. Interested candidates will review the schedule of board meetings for the year, and indicate via signature their ability to attend at least 75% of the scheduled meetings.~~

**f. Event Updates / Review**

La Liberte discussed Hometown Halloween, Wanderland of Trees -Tree Lighting Christmas Parade. La Liberte also confirmed the canceling of Main Street Reunion but continuing with the Friday night Show and Shine event. Smith discussed hosting different car clubs each year for the Show and Shine event such as Low Riders. Meyer added 80's Cars and Mayer, Smith, Pearce-Jeffries agreed to work as a committee to plan the 2024 Event.

**g. Approve Financials**

La Liberte presented the P&L Budget vs. Actual report through October 31<sup>st</sup> 2023. Report showed net income of \$80,392.45 vs. budgeted loss of -\$16,717.70. McMaster Move approval of budget report, Triolo seconded, approved unanimously.

**Discussion Items**

Madsen suggested that we no longer cancel board meetings due to lite agendas and to use those meetings for planning purposes. Also to address issues affecting downtown merchants and offer speakers to aid with next level help to Retailers, Restaurants, and Tasting Rooms.

Board Members also acknowledged Craig Smith's last DNA Board after 28 years. A sad farewell was said and let Craig know he will be missed!

**Meeting adjourned at 12:05.**

**BROWN ACT:**

*Government Code 54950 et seq.* (the Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. The Napa Downtown Association Posts Agendas at 1300 First Street, Suite 290. Action may not be taken on items not posted on the agenda.

Meeting facilities are accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Bill La Liberte at (707)257-0322 at least 48 hours prior to the meeting.