

Part IV – Narrative description of activities

203 West Main Street Inc. will own, operate, and maintain the historic Moose Building at 203 West Main Street in Bloomsburg, Pennsylvania, through activities which serve charitable and educational purposes as such purposes are defined by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. We take as our mission nurturing the arts and fostering creativity, promoting education, and enriching downtown Bloomsburg and the greater community.

Bloomsburg, Pennsylvania's only incorporated town, has a more-than-two-century history as the commercial, industrial, educational, governmental, and cultural hub of Columbia County. 203 West Main Street will serve as a locus for activities and events that celebrate that history, cultivate the arts, and enliven and strengthen Bloomsburg's Main Street and downtown, now and in the future.

Our building, a 33,000-square-foot brick-and-concrete structure designed in the Art Deco style and dating back to 1949, has a commanding presence on West Main Street, an area of the downtown that has long played a distinctly secondary role to the more vibrant stretch east of Market Square. All of the commercial zone of Main Street and many surrounding blocks make up the Bloomsburg Historic District, on the National Register of Historic Places since 1983; 203 West Main ranks as a notable structure within the district.

In addition to the stewardship of this landmark building, 203 West Main Street Inc. will focus its efforts in two main areas: arts and history. In each case, we will work with both established and emerging groups and individuals to promote our charitable aims. With the Columbia County Historical and Genealogical Society and other similar groups in the greater Bloomsburg area, 203 West Main will create and operate a historical museum in a 5000-square-foot space. This museum will showcase Bloomsburg's history and prehistory (the Society owns a significant collection of Native American artifacts), with emphases on the industrial and cultural development of the region. 203 West Main's own history, and that of the many other fraternal and social organizations that helped build a sense of community in Bloomsburg, will have a central place in the museum. The museum will also develop outreach materials such as "kits" that we will offer to all of the local public and private schools (as well as home-schoolers), and walking- and driving-tour brochures that will serve both local residents and tourists coming to the area for the first time. We intend these activities to help instill civic pride among local residents, leading to a long-term improvement in the quality of life in our community.

Arts activities and events at the building will happen under the auspices of 203 West Main Inc. and possibly as many as four other local organizations: We will conduct classes in painting, drawing, ceramics, and other media in our own facilities, bringing in as teachers artists from throughout our area, and serving children and adults, for one-time workshops and series of classes. In planning these activities, we have begun discussions with members of the North Mountain Art League, an established 501(c)(3) organization, and other Bloomsburg-area artists. As a further example of our collaboration with other local groups, Downtown Bloomsburg Inc., our local Main Street Program participant (and also a 501(c)(3)), will host some of its quarterly Artwalks at 203 West Main; during these "Third Thursday" evening events, local artists have displayed their works in

storefronts throughout downtown Bloomsburg. 203 West Main will offer a larger venue than available elsewhere, suitable for musical entertainment and serving food in addition to the artists' presentations. The large spaces of our building also offer the opportunity for Bloomsburg's largest institution – and the county's largest employer – Bloomsburg University, to bring part of its program into the west end of downtown for the first time: We anticipate that the B.U. Art Department could move some of its classes and its professors' offices and studios into 203. One of 14 schools in the Pennsylvania State System of Higher Education, B.U. and its 7500+ students have an enormous impact on the cultural and commercial life of the Town of Bloomsburg. Through integrating its activities into the downtown, B.U. can enhance its position as an economic driver and fully-engaged part of the community. And Bloomsburg Theatre Ensemble, the acclaimed 32-year-old non-profit acting company, may bring performing arts to 203 West Main; we will work with them to explore creation of a "black box" performance space to supplement their existing proscenium stage theater across town.

Our building can also provide studios for artists, available for monthly rental. In this sense, the building would serve as an "arts incubator", offering workspaces and a built-in community for both amateurs and professionals. As we examine this potential use, we will also study the feasibility of including an incubator kitchen in 203. The existing kitchen space dates to the building's original construction, and with suitable equipment upgrades and required inspections would provide a unique opportunity for local entrepreneurs who wish to start a food business.

203 West Main Street Inc. will operate with one paid employee and an all-volunteer Board, as well as contractors and volunteers. Volunteers will serve on committees of the Board and will also conduct programs and act as hosts for visitors to the building and activities within. In all that 203 West Main Street Inc. undertakes, we will establish strong relationships with downtown businesspeople, non-profit organizations, local governments, and individual citizens, forging partnerships that take advantage of the best ideas, talents, and expertise in our community. With a broad array of programmed uses, in a landmark building downtown, we anticipate broad support from individuals and businesses throughout our region.

Part V, Section 3a, Officers and Employees

Name Oren B. Helbok
 Title Board President
 Duties Convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.
 Preside at Executive Committee meetings.
 Serve as ex-officio member of all committees.
 Work to ensure Board resolutions are carried out.
 Call special meetings if necessary.
 Appoint all committee chairs and recommend who will serve on committees.
 Prepare agenda for board meetings.
 Conduct new Board member orientation.
 Work with the nominating committee to recruit new Board members.
 Act as spokesperson for the organization.
 Periodically consult with Board members on their roles and help them assess their performance.

Qualifications Development and Admissions officer, Greenwood Friends School, Millville, Pa., 2007-2009
 Board member, The Children’s Museum, Bloomsburg, Pa., 2009-present
 Board member, Columbia Montour Visitors Bureau, Bloomsburg, Pa., 2006-present
 Treasurer, Artspace Cooperative Gallery, Bloomsburg, Pa., 2001-2004
 Self-employed carpenter and furnituremaker, 1989-2007

Hours worked

Name Susan McGarry
 Title Board Vice President
 Duties Attend all Board meetings.
 Serve on the Executive Committee.
 Carry out special assignments as requested by the Board or the Board chair.
 Understand the responsibilities of the Board chair and perform these duties in the chair's absence.
 Participate as a vital part of the Board leadership.

Qualifications Architect, currently in-process of stating private architecture firm in Bloomsburg, Pa.
 Project Manager, Robert A. Lack Architecture & Design, Lewisburg, Pa., 2005-2009
 Planning Commission Member, Town of Bloomsburg, 2006-present
 Chair of Design Committee, Downtown Bloomsburg Inc., 2007-present
 Advisory Committee Member, Columbia Montour Area Vocational Technical School, Bloomsburg, 2006-present

Hours worked

Name Mary Chamuris
 Title Board Secretary
 Duties Attend all Board meetings.
 Serve on the executive committee.
 Responsible for keeping records of all Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
 Maintain all Board records and ensure their accuracy and safety.
 Assume responsibilities of the chair in the absence of the Board chair, chair-elect, and vice chair.

Qualifications
 Hours worked

Name Drue Magee
 Title Board Treasurer
 Duties Maintain knowledge of the organization and personal commitment to its goals and objectives.
 Understand financial accounting for nonprofit organizations.
 Serve as financial officer of the organization and as chair of the finance committee.
 Manage, with the finance committee, the Board's review of and action related to the Board's financial responsibilities.
 Ensure that appropriate financial reports are made available to the Board on a timely basis.
 Assist in preparing the annual budget and presenting the budget to the Board for approval.
 Review the annual audit and answer Board members' questions about the audit.
 Deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board.
 Endorse deposited notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposit.
 Disburse corporate funds and issue checks and drafts in the name of the corporation as ordered by the Board.

Qualifications
 Hours worked

Part V, Section 5a, Conflict of Interest Policy

The following policy was adopted by resolution of the Executive Committee of the 203 West Main Street Board of Directors on _____

Article I – Purpose

We intend this conflict of interest policy to help directors, officers, committee members, and employees of 203 West Main Street Inc. (“the Organization”) identify situations which present potential conflicts of interest and to provide the Organization with a procedure which, when observed, will allow it to treat a transaction as valid and binding even though a director, officer, committee member, or employee has or may have a conflict of interest with respect to the transaction. We intend this policy to comply with the procedure prescribed in the Pennsylvania Statutes governing conflicts of interest for directors of non-profit corporations. In the event of an inconsistency between the requirements and procedures prescribed herein and those in the Pennsylvania Statutes or any Federal laws governing the same, the State or Federal law shall control.

Article II – Definitions

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy:

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** has received a copy of the conflicts of interest policy,
- b.** has read and understands the policy,
- c.** has agreed to comply with the policy, and
- d.** and understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Part VIII, Section 4a, Fundraising Program

203 West Main Street Inc. will conduct an annual appeal fundraising drive to solicit donations from members and friends. This annual appeal fund raising effort will be conducted primarily by direct mail sent to current members, former members, and past annual appeal donors. This direct mailing announcement will sometimes be followed-up by e-mail, telephone, and personal solicitations to selected members and past donors.

We will make directed solicitations to private foundations for specific projects such as public educational programs, development of historical exhibits and displays, and for major capital projects such as building renovations. We intend to apply for government grants for major capital improvement projects as these grants become available and if 203 West Main Street Inc. qualifies as an applicant.

Part VIII, Section 4d, Jurisdictions

Throughout the state of Pennsylvania and to a lesser extent in neighboring states. Our friends and potential members reside predominantly in the Bloomsburg area and in adjacent areas of Columbia, Montour, and Luzerne Counties, with smaller numbers of others in cities and towns throughout the state of Pennsylvania and, among those who have moved out of our area, neighboring states.

Part VIII, Section 11, Contributions

For its museum purposes, 203 West Main Street Inc. will occasionally receive donations of historic artifacts, photographs and equipage from members and the public. For its arts purposes, the Organization will occasionally receive donations of equipment and supplies. The organization will receive these donations unconditionally or it will not accept them. Upon receipt of the donation, the Organization will retain sole ownership and possession and it will make no stated or implied agreements with the donor.