



**Old Town Triangle Association
Board Meeting Minutes**

Date & Time: Tuesday, December 9, 2014 7:00 P.M.
Location: 1763 N. North Park Avenue—OTTA North Room

The December 9, 2014 regular meeting of the OTTA Board of Directors was called to order by President Rick Rausch, at 7:01 P.M. A Quorum was present.

Directors Present: Rick Rausch, Karen Pfendler, Diane Gonzalez, Claire Leaman, Robert Jones, Chris Huff, Anne Giffels, Lance Hornaday, & David Pfendler,

Directors Absent: Robert Gibbs

Others Present: Leslie Wolfe

1: Approval of Minutes: Secretary K. Pfendler moved to approve the 11-11-14 board minutes as redacted from the secretary’s notes, a complete audio file of the meeting, and Board member requested edits—Director Hornaday 2nded... motion carried as amended.

2: Treasurer’s Report: Treasurer Leaman gave the treasurer’s report: *November 1, 2014 thru November 30, 2014* as follows: **Income: \$10,341.64; Expenses: \$22,203.74; Net Income: -\$11,862.10.** The report is always approved as presented.

		month	YTD (4 mo)	Approved	
		Nov 14	Aug '14 - Nov 14	Annual Budget	notes
Ordinary Income/Expense					
Income					
	001 - Association Revenue	938.95	2,628.60	14,100.00	812 rent
	019 - Program Revenue	2,060.00	27,351.32	59,950.00	1,545 tuition, 455 dues
	200 - Neighborhood Improvement (Parks/parkways/trees/trash)	0.00	270.00	300.00	
	250 - Fund Raising Events	0.00	225.00	27,000.00	
	330 - Art Fair Revenues (Art Fair Master Account)	7,342.69	8,372.20	374,250.00	artist application fees
Total Income		10,341.64	38,847.12	475,600.00	
Gross Profit		10,341.64	38,847.12	475,600.00	
Expense					
	060 - Association Expenses	7,482.39	25,638.36	98,075.00	salaries 4300, auditor 2500
	050 - Occupancy Expenses	1,709.85	5,757.15	69,900.00	includes 30k cap improv
	040 - Program Expenses	7,108.66	27,984.89	64,985.00	6k art school instructors
	230 - Neighborhood Improvements	1,742.84	9,889.99	49,100.00	
	270 - Fund Raising Event Expenses	0.00	0.00	12,000.00	
	300 - Art Fair Expenses	4,160.00	5,203.61	115,550.00	3,612 BCN trip
	090 - Contributions Expenses (Grants given)	0.00	0.00	95,990.00	
Total Expense		22,203.74	74,474.00	505,600.00	
Net Ordinary Income		-11,862.1	-35,626.88	-30,000.00	
Net Income		-11,862.1	-35,626.88	-30,000.00	

Artist application fees are coming in. We target about \$22,000 from these fees each year and so far about 40% of those fees have been received. Artist application fees are \$35. We use a firm called ZAPP to accept both artists' applications and booth fees. The window for ZAPP applications closes, December 15, 2014. Our annual audit was October 30, 2014. They didn't find any major issues with our records. They raised one small issue---they said we need to have an in force document retention policy in writing. Treasurer Leaman will work with Leslie to formulate such a document. Their second task is to take Leslie's quick book financial reports, create their own financial audited statements and those then feed our tax returns. Our financials reflect a cash basis system where as the auditors work with an accrual basis system. Our treasurer always goes through the numbers very carefully to make sure they agree. Our first filing date is December 15, 2014. Treasurer Leaman moved to accept the auditor's report...Director Giffels 2nded...the motion carried. We are no longer going to be keeping a separate checking account for the OTT (NIC) Triangle Park.

3: President's Report:

1. The annual meeting is January 22nd. We need to finalize the Report to Membership. My thought was that most of our reports would be a written report with a few exceptions. I think Claire needs to give financial report. Either Claire or myself would give the 2014 Art Fair results as well as talk about progress on the 2015 Art Fair. Everything else would be included in the handout to members. Leslie and Barb have started on some reports, but each of you need to review and ok what is in the handout. Please keep the Committee accomplishments to bullets and just the meaty accomplishments. For example, Grants would list out the Grants awarded in 2014. NIC would list out the work in the neighborhood in 2014, possibly including the map we talk about at the last meeting. Events would list out the events in 2014. Etc.
2. There are 3 members of this board who are completing their term on this board and are not scheduled to return in February: Rob Gibbs as Director, Lance Hornaday as Director, and Karen Pfendler as Secretary. Each has given three years of their time and talent to the board, the Association, and to the Committees they've chaired. Each has made a great contribution and on behalf of the membership and this board, I would like to express our appreciation to each individual for their efforts.
3. I had tried to reschedule this meeting until after the deadline for alternate slates, but as you know I was not successful. I firmly believe that to insure a smooth, transparent and accountable election in January, the board needs to agree to the logistics of a contested election. So if there is an alternate slate submitted before the deadline tomorrow at midnight, I will be calling a special meeting of this board of directors for either December 30th or January 6th or some other agreeable time. If we need a meeting, I will poll you regarding your availability on Thursday.
4. At this time, I would like to make a motion. *I move that if there is an alternate slate submitted to our secretary prior to midnight December 10th, that until the board has had a chance to meet, OTTA will not send out any electronic or paper communication regarding the slates or the upcoming election process.* After discussion, this motion was withdrawn.

4: STANDING COMMITTEES:

ART FAIR:

- **Art Fair Subcommittee:** Treasurer Leaman reiterated what is happening regarding the Art Fair financials---the application fees are being logged. Regarding graphic design, Michael Garzel has once again agreed to work with us on the poster & program guide. His fee is \$7500 and we get lots of good quality work from his efforts. Last year he also donated cash to the Patron's Choice award. Darlene Jones has been confirmed as the 2015 Art Fair vice Chair. On December 4, 2014, Leslie Wolfe & John Knoche met with Dar Johnson to go over a transition document that John has created. On November 19, 2014, Rick & Claire met with John to go over this document which is about 12 pages. It serves as a roadmap for whoever will serve as the 2015 Art Fair Chair. Last week Linda Saindon expressed interest in the 2015 Art Fair Chair position. She is a Triangle resident, newsletter contributor, art fair volunteer. She understands this position will place her on our board. She wants to wait to commit until after the January election so she knows with whom she'd be working.

GOVERNANCE:

- **Bylaws Subcommittee:** Chair D. Pfendler plans to highlight our Bylaws where there is a specific legal reference being made to actual laws regarding the 805 ILCS 105 General Not For Profit Corporation Act of 1986.
- **Capital Improvements Subcommittee:** Director Huff reported on the window replacement project. The condo Board and OTTA met the first week in December. The contractor has been chosen and he submitted a formal quote to each of the units. All owners are on board with this project. They are almost ready to finalize the color which will be very close to the blue already on the windows. The timing for installation (after going through Landmarks and securing necessary permits) will probably be done early spring, but early enough so as not to interfere with the Art Fair. The Condo Association is planning on using some of its reserves to apply to the window replacement. OTTA's share of the reserve funds will be about \$4000-5000. The contractor is Exclusive Windows. The condo association interviewed 3 companies...this one was the cheapest but everyone liked them the best. The window bars will stay.
- **EDUCATION AND PROGRAMS**
- **Continuing Education Subcommittee:** A & O Director reports the winter session is up on the website...a new 6 week class is being offered. The subcommittee is talking about having 1 night affairs...Director Giffels is planning on offering a jewelry making class...perhaps a wine tasting class can be offered...somewhere down the road Director Gonzalez would like to teach a house history class.

- **Events Subcommittee:** Chair Giffels held the OTTA *On the Triangle Event*... suggestions were made for new events/projects. Diane Fitzgerald hosted the event. Diane Fitzgerald will report on this event at the Annual Members' Meeting. Events subcommittee decided not to hold a Christmas holiday event.

MEMBER RELATIONS:

- **Grants Subcommittee:** Chair Gonzalez had no report to give.
- **Marketing & Communications Subcommittee:** Chair Gibbs was not present to make a report.
- **Membership Subcommittee:** Chair K. Pfendler reported that in the last 3 years we have brought in over 150 new members... a lot of them Lifetime members. Face-to-face recruitment is the best way to recruit new members.
- **Neighbor Relations Subcommittee:** Chair K. Pfendler had no report for Neighbor Relations.

INFRASTRUCTURE RESOURCES:

- **HD/PZ Subcommittee:** Chair Hornaday reported there was an Ogden Plaza community meeting this past Tuesday chaired by the HDPZ, but it looks like any further meetings will be overseen by the NIC subcommittee. When the developer met with the HDPZ he offered to help fund renovation of the plaza area. He ultimately came back to the HDPZ and asked to get together with the community to discuss how to deal with the plaza renovation. 25-30 people attended the meeting with good conversations in play. The Alderman attended along with the head of the Dept. of Forestry as did Dan Baldwin. The developer presented his plan... attendees shared their feedback. The developer offered to contribute up to \$50,000 to this plaza project. The developer was looking to the OTTA to contribute as well as the Alderman's office. At the end of the meeting, the Alderman stated that she felt this project was better coming to the city from OTTA rather than the developer. CDOT would have to sign off on this project. CDOT would need to hear that the neighborhood approved of this plan. There are 2 issues: the money and how will the OTTA manage this? Is this a NIC program? An HDPZ program? Maybe neither or perhaps a task force scenario. Perhaps OTTA provides leadership with a point person a member of the association. If we can have oversight w/o having to contribute funds that's a win-win. The Alderman stated that CDOT will not take on any additional maintenance of this plaza. Let's recruit Dan Baldwin to lead this effort. VP Jones will work on assembling the necessary group to go forward with this project.
- **Neighborhood Improvement Subcommittee:** Chair Jones was unable to make the last meeting. Shannon Cecola had to resign from NIC due to her busy work schedule. She will no longer be the point person on the brick program. George Manning made a presentation about our city's rat problems. We only see 10% of the rat population. 90% of the rat population lives 12 feet underground in tunnels which were created when the city streets were raised. The city recently planted some new trees in our area.

5: Arts & Operations Director's Report: A & O Director Wolfe reported on a volunteer form to be given to folks to let them know in what areas we need volunteer help. We're having a food drive for the 18th District. Let's get our food in before Friday the 15th. If food comes in on Saturday, we'll figure out how to get it to the police.

6: Archivist Report: Archivist D. Pfendler reports that in 1962 OTTA had over 600 members: 1963 dues were \$1: only one category of membership--voting: had to live in triangle, but if member moved they away could still keep their voting membership status.

7: Old Business: Director Giffels explained the newly written *Conflict of Interest Policy*. At the last meeting she had handed out a draft of said policy. Since then, she has made edits to that draft. There remains one open issue regarding enforcement. She will pull out # 7 and amend the policy at a later time. This policy covers gifts, and non-financial conflicts...she will also strike the word volunteers from 6a&b. Director Giffels moved to approve the new *Conflict of Interest Policy* with the above 2 stated changes included...Director Hornaday 2nded...yeses 7, no's 2...motion carried.

8: New Business: Director Huff reported a suggestion was made to him from membership that OTTA consider purchasing a defibrillator...the rationale being our center experiences a great deal of senior traffic not to mention the thousands of people who attend the Art Fair. Director Huff indicates the price would be perhaps between \$1500 & \$2000 which is relatively inexpensive considering its life saving function. His CI budget was somewhat under what he expected to spend...so there is money to expend on this defibrillator. VP Jones moved to purchase the appliance...Director Hornaday 2nded...passed. Money to come out of the Capital Improvements bucket. The goal is to purchase it before the Art Fair.

Director D. Pfendler moved to amend the October, 2014 minutes by striking Treasurer Leaman's narrative explanation of her vote on the Immediate Family Bylaw proposal (Parliamentary procedure prohibits any comments regarding an explanation of why one is voting the way they are---only a yes, no, or abstention is acceptable.) Secretary Pfendler 2nded, the motion failed.

9: Adjournment: Secretary Pfendler moved to adjourn...Director Gonzalez 2nded...the board meeting was adjourned @ 9:25 P.M. These minutes were approved as redacted from the Secretary's notes, a complete audio file of the meeting, and board member edits on 2/10/15.

Respectfully submitted,

Karen Pfendler, Secretary OTTA