

**Old Town Triangle Association
Monthly Meeting of the Board of Directors
February 8, 2011
1763 N. North Park Avenue**

MINUTES OF THE MEETING

Call to Order

The meeting was called to order at 7:05 p.m. by Phil Graff, President

Attendance

Directors Present: Sue Apey, Beth Burk, Robin Cecola, Debbie Day, Phil Graff, Todd Humes, Emily Rose, Jacqui Thams, Dirk Vos, Shannon Waterfield

Executive Director & Administrators: Dee McKinsey, Shirley Baugher, Leslie Wolfe

Guests—OTTA Neighbors: John & Pat Hall, Allen Naragon, Karen Pfendler, David Pfendler, Stefani Turken, Norman Baugher

By-Laws Discussion

Board Secretary Todd Hume pointed out that as required by the By-Laws of the OTTA the first formal meeting of the year required a discussion of the by-laws. After some discussion, the board decided to form a committee to examine the By-Laws particularly in the area of election procedure, and to make suggestions for change to the existing document to the full Board. Director Beth Burk, a lawyer with experience revising By-Laws for other organizations, volunteered to chair this committee. A motion was then made and seconded to create a By-Laws Committee with Beth Burk as chair and a non-Board member to serve as co-chair. There was discussion on the motion, and it was recommended that Beth Burk assemble the committee and that names of members be submitted to Directors at the March Board meeting. Following the committee's deliberations, revisions would be drawn up and presented at the April Board meeting for consideration by Directors. The suggested revisions would then be announced on the web site and in the newsletter for examination by the full membership. The motion was unanimously approved.

Election Results

Phil Graff, President

President Graff distributed and read the results of the recently held Board election that had been certified by Ruzicka & Associates, Certified Public Accountants. The President noted that the results had been posted on the OTTA web site for viewing by the membership.

Board Member Briefing

Phil Graff, President

The President reviewed the contents of notebooks distributed to all new Board members. The notebook contained copies of all documents pertinent to governance of the Old Town Triangle Association. These included: By-Laws of the Association; the OTTA Mission Statement, Goals and Objectives; Minutes of 2010 meetings; financial statements for 2010; the Long Range Plan, and a 2011 Board roster.

A brief discussion ensued in which Directors determined that the By-Laws and Minutes of each meeting should be approved and published as soon as possible after the Board meeting. A suggestion was made that recording Minutes might be facilitated by taping and later transcribing them. The Secretary will look into technology for taping. In the meantime, the Secretary, Executive Director, and one Administrator will collaborate to produce Minutes for each meeting and present them to the Secretary. The Secretary will then submit them to the Board who will vote to approve online. Subsequently, they will be posted on the web and in the newsletter.

Another Board Member briefing category had to do with Directors' responsibilities. Jacqui Thams distributed three documents detailing duties of Board members. These included accountability, responsibility, loyalty, and obedience. She stressed that the organization had both neighborhood and corporate responsibilities, and that both had to be honored. She brought up the issue of conflict of interest and said that no transaction could be made in which any Board or staff member had material conflicting interests resulting from any relationship or business affiliation. The packet also included Standards from the Better Business Bureau for Charitable giving accountability, a Form 990 Tax document, and a recommendation for online payment options. All of these documents are available in the office for review and examination.

Approval of Minutes Todd Humes, Secretary

Directors first considered the Minutes of the November 2010 meeting which had not been approved. Since only five members of the new Board had been present at the December meeting in which the Minutes were submitted but not approved, this group voted unanimously to approve the November Minutes.

Directors were then asked to approve the Minutes for the December 2010 which had previously been sent for their examination. Director Dirk Vos offered one change to the Neighborhood Improvements portion of the Minutes which was incorporated. Again, only five members of the current Board were sitting at the December meeting. Two new Directors who had attended the meeting affirmed that the Minutes accurately reflected their recall of the proceedings. The five Directors again voted unanimously to approve the December Minutes as amended.

The Minutes of the January meeting were distributed at the meeting and Directors reviewed them. The Secretary made a motion to approve which was seconded. Nine Directors voted to approve. There was one abstention.

Treasurer's Report Tom Midura, Treasurer

Phil Graff introduced Tom as the new Treasurer for the Association. Tom said that he had been in contact with the former Treasurer and that a transition plan was in process. He is looking into ways of making reporting and record-keeping more efficient. He also mentioned that he would be taking responsibility for filing the recently redesigned 990 form for the Association.

Committee Reports

Art Fair Committee Emily Rose, General Chair

Emily reported that the Art Fair jurying had been completed over a two-day period. Approximately 700 applications were processed. The number was down by about 100 submissions from last year,

reducing income from applicants by some \$3,000. There will be 260 artists participating in the fair, about 70 of whom are new. A committee meeting of all Art Fair chairs is scheduled for February 17.

The children's poster campaign was very successful with nearly 100 submissions. Jurying will take place within the next few weeks.

Director Robin Cecola questioned if it was advisable to increase the number of artists participating in the fair. Crilly and Willow Streets were recommended as possible expansion sites.

Emily said that other venues had been discussed, including using the current Entertainment Stage as space for more artists. But, she offered a number of reasons why increasing the number of participating artists might be detrimental to the fair. She said that too many more booths might create sensory overload and turn off viewers. Overcrowding was another disadvantage of enhancing the size of the event. Gate control, which is already a problem, would be more difficult if other gates were added. She also feared increased growth might change the character of the Old Town fair as a fine arts event.

Emily said that Executive Director Dee McKinsey will be working on public relations for the art fair.

Capital Improvements

Sue Apey, Chairman

Sue reviewed items that had been previously approved for the benefit of new members. She addressed the issue of window replacement, and explained the use of clad versus unclad windows. Clad windows require less maintenance and can be installed. In the past, Landmarks would not allow the use of clad windows, but recently they have approved installation of wood framed windows with aluminum cladding. A motion was made to go ahead with the installation of the clad windows conditional on Landmarks approval. The motion was seconded and unanimously approved.

The second capital improvement item discussed was office space planning, for which Sue presented three options: (A) a cubicle built south of the current office to accommodate two persons and rehabbing the current office for one person; (B) a permanent walled area built to the south of the current office to be used temporarily as the executive director's office and later as a meeting area; (C) a temporary cubicle for one person south of the current office which could later be dismantled and sold.

A lengthy discussion ensued about the reason for and process of hiring an executive director, the duties of the executive director, the long-range plan, and the lack of communication between the Board and the membership during the hiring process. Directors explained the creation of the long-range plan following a member-survey disseminated among all OTTA members. They also spoke of the deliberations and decisions made by the long-range planning committee in the implementation of the plan. The basic intent of the plan is to increase membership and enhance the organization's revenues. The Board decided, in executive session, that they could not realize these goals with current staff and that an executive director was needed to oversee the process. The position was advertised and filled. In order to accommodate the new position, it was necessary to eliminate one administrator position, that of Shirley Baugher.

In the meantime, it is necessary to provide a workspace for the new executive director and the Capital Improvements Committee examined possible space use and that work on a temporary basis. The Board determined that the aforementioned Option C was the least expensive and most effective solution. They also raised the possibility of having office equipment for the space donated—citing examples of companies who have remodeled or gone out of business and put furniture no longer being

used in storage. The executive director was asked to investigate this possibility, Director Cecola volunteered to look for donated furniture.

The Board set a timetable of two weeks for the procedure. If donated furniture can be located, a cubicle will be set up and the furniture installed. If not, new furniture will be ordered.

The question of new office computers was raised, and Director Cecola recommended that pcs rather than macs be purchased since they were better for the day-to-day operations of the office. The suggestion was accepted. Funding for the new computers has already been approved.

Communications **Phil Graff, Chairman**

Phil reported that he was in the process of forming a communications committee. His goals include: shifting to increased electronic communication, enhancing the web site, and creating a membership-only communication site that would be blog-based. He spoke of the possibility of getting interns to help establish and maintain the site.

Continuing Education **Jacqui Thams, Chairman**

A new weight management class has been added to the Triangle roster of continuing education activities, along with the art classes, the fitness classes, and the gallery. Jacqui will work with the new executive director to develop other activities in this category.

She presented a new idea for using credit cards to pay for items purchased at the First Sight Party, and distributed a document describing other online payment options for purchasers.

She further reported that she wanted to establish a protocol for offering financial aid to persons who needed assistance in order to participate in the Art School and other OTTA activities.

Contributions **Sue Apey, Chairman**

Sue mentioned that the Contributions budget for 2011 would be \$45,000. She reviewed that the previous committee had established two submission deadlines: April 15 and December 15. She will review requests that come in before those dates and submit them to the full Board for approval. She also stated for new directors that, in the past, the Association had distributed grants to a wide variety of institutions. The greatest amount went to local schools for projects that would enhance the quality of education of students. This included the award of two scholarships to graduating students from Lincoln Park High School associated with the musical arts. The award was contingent on their continuing their musical education in the colleges of their choice. Other award recipients included the Lincoln Park Zoo for its storytelling program, Deborah's Place, the Lincoln Park Little League Team, and Lincoln Park Village. It was agreed that more information about the Associations charitable contributions be publicized on the web site.

Neighborhood Improvements **Dirk Vos, Chairman**

Dirk spoke of the need to recruit volunteers for the Committee and mentioned that he was pleased by the excitement and energy generated at the last NI meeting. Many good ideas and projects were put forth during the course of the meeting. He also said that the committee will approach various neighborhood institutions to help pay for maintenance and replacement of garbage cans in the area.

Dirk asked for assistance from Debbie Day, chairing Neighborhood Relations.

Neighborhood Relations **Debbie Day, Chairman**

Debbie explained that this group works with other committees to inform and implement neighborhood-related events. She mentioned that one of the duties of the executive director would be to attend various activities that her volunteer group could not because of their work schedules. She brought up the possibility of hosting a 43rd Ward aldermanic candidate forum, which had previously been discussed and rejected because of other such forums already scheduled. Since there would not be time to arrange for such an event before the February 22 election, there is a possibility of scheduling one should there be a runoff. Had the forum been approved, Debbie was not comfortable in spearheading the session because she is strongly backing one of the candidates.

President's Report

Phil Graff

Phil announced that he would end every Board meeting with an Executive Session to give Board members an opportunity to speak candidly on issues they might not wish to discuss in open forum. The Secretary will take notes on the proceedings of these sessions. Copies would be kept by the Secretary and the President. If a Board member feels that something discussed in Executive Session should be made public, the issue can be brought up as an Agenda item at the next Board meeting and published in the regular and online Minutes .

Adjournment

The meeting was adjourned at 9:45 p.m. at which time the Board went into Executive Session.