



# Old Town Triangle Association Board Meeting Minutes

**Date & Time:** Tuesday, February 12, 2013 7:00 P.M.  
**Location:** 1763 N. North Park Avenue—OTTA North Room

**The February 12, 2013** regular meeting of the OTTA Board of Directors was called to order by President Vi Daley, at 7:05 P.M. A Quorum was present.

**Directors Present:** Vi Daley, Jeff Smith, Karen Pfendler, Claire Leaman, David Pfendler, Rick Hyer, John Knoche, Lance Hornaday, Robert Gibbs, Anne Giffels, Alan Lougee

**Directors Absent:**

**Others Present:** Leslie Wolfe, Katherine Darnstadt (Architecture for Humanity), Carolin Vickrey, Scott Williams (Lincoln School parents opposing the construction of a second school facility)

**1: Discussion of By-Laws as required by the Corporation's By-Laws for 1<sup>st</sup> Board Meeting of 2013:** *Selections were chosen & presentation made by the By-Law Chair David Pfendler to refresh the Board's recollection of some specific By-Law requirements and to remind board members of the 3 duties of nonprofit board member responsibilities:*

The term fiduciary refers to a relationship in which one person has a responsibility of care for the assets or rights of another person. A fiduciary is an individual who has this responsibility. The term "fiduciary" is derived from the Latin term for "faith" or "trust".

Most states have codified nonprofit board responsibilities under three main duties, they are;

**Duty of care** is a standard that requires a board member to exercise the same care that an ordinary, prudent person would exercise in a like position or under similar circumstances. It means that board members should attend board meetings and be informed about the activities of the organization in order to be able to make informed and independent decisions when voting.

**Duty of loyalty** is a standard that requires a board member to act in good faith, be faithful to the organization and pursue the organization's best interests. It means that board members must be dedicated to the organization's mission and put the interests of the organization above self-interest.

**Duty of obedience** requires the board to act in accordance with the organization's rules and policies, and in furtherance of its goals as stated in the mission statement, articles of incorporation and bylaws. In addition, the board must comply with state and federal laws. The duty of obedience forbids acts outside the scope of corporate powers.

**The order of precedence of the laws and rules governing of our Association are:**

Federal Regulations regarding Not for Profits

Illinois General Not For Profit Law ("General" because each nonprofit will have its own particular circumstances, as long as their by-laws do not in any way conflict with the Law", they may adopt their own)

OTTA Articles of Incorporation

OTTA Bylaws

Robert's Rules of Order (see Bylaws for Parliamentary Authority)

**Four particular sections of our Bylaws for reminders are:**

**ART IV SECTION 9. MEMBERSHIP INITIATIVE AND REFERENDUM.** Any proposal for policy or action by the Board of Directors consistent with these By-Laws may be initiated by petition signed by 50 Voting Members or by 10% of the total Voting Members, whichever is greater, and submitted to the Secretary. The Board may at its discretion adopt such proposal. If the Board does not adopt such proposal at the first or second regular meeting of the Board of Directors following such submission, then the proposal shall be submitted to a referendum of the membership as prescribed in Section 8, at the special or regular meeting of the membership which the Board of Directors has specified in advance to consider and vote on the proposal. A vote of three-fifths of the total Voting Members in favor of the proposal shall cause its adoption if it has not previously been adopted by the Board of Directors.

**ARTICLE VII SECTION: 1. COMMITTEES.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law. Except as otherwise provided, members of each committee shall be members of the corporation. The President of the corporation shall appoint the members of the committees, except that the President may authorize the chairperson of the committee to appoint the members thereof. Any member thereof may be removed by the President or the Board of Directors whenever, in their judgment, the best interests shall be served by such removal.

**ARTICLE VIII: Funds, Budget, Contracts, Deposits and Checks: SECTION 1. CONTRACTS.** The Board of Directors may authorize any officers or officers' agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, (none are) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**ARTICLE X: Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or any member's agent or attorney, for any proper purpose at a reasonable time, except names and addresses of voting members who have requested that their names not be disclosed shall not be disclosed.

In closing I quote Mahatma Ghandi; "Character is like a tree and reputation its shadow. Shadow is what we think it is; the tree is the real thing". As the Board of the Old Town Triangle Association we cast our shadow.....some people think that it is the Association but, it is not. We need be mindful of this!

## **2: Resolution to Establish 2013 Board Committees:**

This is our Mission Statement as it appears on our web site:

### **Old Town Triangle Association Mission Statement**

The Old Town Triangle Association is a community-based, not-for-profit organization dedicated to enhancing the quality of life for residents who live in an area of the City of Chicago bounded by North Avenue, Clark Street, and the ghost of Ogden Avenue ("the Triangle").

#### **Goals**

The goals of the organization are to:

- Preserve the architectural and historical integrity of buildings in the Triangle
- Develop and maintain the physical environment of the Triangle, including improvement of open spaces, green areas, sidewalks, and parkways.
- Promote cultural enrichment in the Triangle
- Improve educational opportunities for the children of the Triangle and surrounding neighborhoods
- Encourage social interaction among neighbors and involvement in the Triangle
- Ensure that city services are kept up to the highest standard
- Ensure the safety of residents in the Triangle
- Provide assistance to organizations and groups that serve the needs and interests of the Triangle residents
- Maintain a record of OTTA activities, decisions, and events to serve as a history of the Triangle for future generations and a reference for current residents

#### **Resolution to establish 2013 Old Town Triangle Association Committees**

**Whereas,** The Old Town Triangle Association has identified organizational Goals to achieve in pursuit of fulfilling its Mission Statement, some of which are to:

- Preserve the Architectural and historical integrity of buildings in the Triangle.
- Develop and maintain the physical environment of the Triangle, including improvement of open spaces, green areas, sidewalks, and parkways.
- Promote cultural enrichment in the Triangle.
- Encourage social interaction among neighbors and involvement in the Triangle.
- Maintain a record of OTTA activities, decisions, and events to serve as a history of the Triangle for future generations and a reference for current residents.

**Be It Resolved:** Pursuant to **Article VII, Section 1**, of the corporation's Bylaws, the Board of Directors hereby creates the following committees of the Association for the years 2013/14:

1. The Art Fair Committee
2. The Bylaws Committee
3. The Capital Improvements Committee
4. The Communications Committee
5. The Grants Committee
6. The Continuing Education Committee
7. The Events Committee
8. The Historic District/Planning & Zoning Committee
9. The Membership Committee
10. The Neighborhood Improvements Committee
11. The Neighbor Relations Committee

These committees shall assist the Board of Directors in the management of the Affairs of the Association each to its appropriate role as it pertains to the goals of the Association and the mission statements of each of the committees as previously written (and on file).

**3: Approval of Minutes:** Secretary Karen Pfendler moved to approve the 12-11-12 Board minutes as redacted from her notes, a complete audio file of the meeting, and Board member corrections—Director David Pfendler 2nded--- approved. Secretary Pfendler also submitted a copy of the Agenda and Minutes from the 2013 Annual Members' Meeting and Election. No approval of these submissions was required.

**4: Treasurer's Report:** A & O Director Leslie Wolfe distributed a *Profit & Loss Budget Performance* spreadsheet for December, 2012 through January 31, 2013 and went over the specific details of the spreadsheet. She identified some items included in each sub category leading to the entries seen on the spreadsheet: **Income: \$47,818.94; Expenses: \$25,966.97; Net Income: \$21,851.97.** The *Year-to-Date Totals* through January, 2013 are: **Total Income: \$81,161.20; Total Expenses: \$101,596.32; Total Net Income: -\$20,435.12.** These figures include payment to our auditors.

	<u>Dec '12 – Jan 13</u>	<u>Aug '12 – Jan 13</u>	<u>Annual Budget</u>
<b>Ordinary Income/Expense</b>			
<b>Income</b>			
001 · Association Revenue	3,263.27	6,525.39	9,400.00
019 · Program Revenue	13,362.41	37,042.03	60,300.00
250 · Fund Raising Events	0.00	580.00	37,125.00
330 · Art Fair Revenues (Art Fair Master Account)	31,193.26	37,013.78	364,922.00
<b>Total Income</b>	<u>47,818.94</u>	<u>81,161.20</u>	<u>471,747.00</u>
<b>Gross Profit</b>	47,818.94	81,161.20	471,747.00
<b>Expense</b>			
060 · Association Expenses	14,362.62	47,072.06	91,250.00
050 · Occupancy Expenses	3,847.79	10,876.67	43,800.00
040 · Program Expenses	3,338.48	23,239.98	77,450.00
230 · Neighborhood Improvements	1,309.38	7,852.81	50,850.00
270 · Fund Raising Event Expenses	0.00	2,398.00	24,325.00
300 · Art Fair Expenses	3,108.70	4,656.80	117,950.00
090 · Contributions Expenses (Grants given)	0.00	5,500.00	82,000.00
<b>Total Expense</b>	<u>25,966.97</u>	<u>101,596.32</u>	<u>487,625.00</u>
<b>Net Ordinary Income</b>	<u>21,851.97</u>	<u>-20,435.12</u>	<u>-15,878.00</u>
<b>Net Income</b>	<u>21,851.97</u>	<u>-20,435.12</u>	<u>-15,878.00</u>

## 5: Committee Reports:

- **Art Fair:** Chair John Knoche reported that this year we juried in fewer artists than usual from the juried 2012 artists making more spots available. Those exhibitors from 2012 who were not juried in for 2013 could re-apply. Of the 125 artists invited back, 121 responded positively. AF committee has changed the application model and increased both the booth fees and application fees resulting in an increase in applications. They have secured a 3 year contract with Stefani's—a good partner to have since they are local, successful, have a visible presence in Chicago and will support getting information about our fair out to the greater Chicago area and beyond. They have introduced Stefani's to Church of the 3 Crosses so they can dialogue on a way to perhaps work with one another during the fair. They are still putting some final touches on the poster...R. Gibbs has already secured advertising space on the Sedgwick & Fullerton/Sheffield Ave. el platforms. There will be 2 more important meeting dates: Thursday, March 21, and Thursday, May 9<sup>th</sup>, 2013. Anyone who wishes to attend, their help and support is welcomed.
- **By-Laws:** Chair David Pfendler reported that we are on the verge of having a complete electronic file of all the By-Laws we've ever had in force and effect. They will serve as a great resource. There are a small number of By-Law cleanups to be done and possibly 2 major issues you'll be apprised of at a later date.
- **Capital Improvements:** Chair Lougee reported that there aren't too many work projects left to be addressed. There is a ceiling water damage issue in the North room to repair, but the cost will be borne by the Condo Association. The patch work on the kitchen wall near the refrigerator has been completed as has all the touch up painting that needed to be done.
- **Communications:** Chair Gibbs reported that the latest newsletter is now in circulation. He encourages everyone to read it from cover to cover. Chair Gibbs was informed by VP Smith that the article published under the NIC section should have been published as a Capital Improvements article with Alan Lougee's name in the by-line. The committee list needed some deletions, and additions. Chair Gibbs put out an urgent call for volunteers to help work on the PR aspect of the Art Fair. Phone calling, researching publications in which our fair should be announced, putting posters in local businesses, etc. It is ongoing work right now--have them contact Robert Gibbs directly if interested in volunteering for this PR effort. Regarding our website, the committee has narrowed down the design and structure of what they would like to do with our site. They plan on running a test with the new site. They have also researched other preservation sites on the internet that are similar to our historic district...the board will be given the web addresses for these sites and Chair Gibbs would like us all to visit as many of the sites as we can. They will only be web sites comparable to ours. Specifically comment on aspects of these sites which we might like to see on our site (functionalities, content, & menu suggestions). Lastly, Chair Gibbs will be the editor for the next newsletter.
- **Continuing Education:** Chair K. Pfendler reported that the photographs featured in the new gallery exhibit are by Pat Hertel, Old Town resident (lives on LPW) and OTTA member. A & O Director Leslie Wolfe reported that we've had an idea presented to us by Jeff Weaver who wants to re-engage with OTTA and the Art Fair. He would like to put together an adult chorus. It would be offered as a class just like our art classes...one would have to pay to join. He wants to be able to work with a group that is serious about attending and improving their singing skills.
- **Events:** Director Anne Giffels' first item on her agenda is to increase the size of her committee membership. So she'll begin working on recruitment. President Daley also reminded the board that this is our 65<sup>th</sup> Anniversary so perhaps we should begin thinking of what special event we could organize to celebrate this extraordinary milestone in our history. Maybe Jeff weaver would be willing to lead a sing-a-long at Christmas time. Chair Giffels believes pot lucks can be a very big draw. She was also curious as to what was her budget?
- **Grants:** Chair Leaman reported that they are targeting March 31, 2013 as the deadline for application submissions. Ideally then, to be able to present the committee recommendations to the board by the April board meeting.

- **HD/PZ:** Chair Hornaday reported that January was a busy month for HDPZ. The 227 Menomonee project proposal was favorably received by residents with the exception of Mr. Barry's plan to raise his structure 4 ½ feet. At the PRC held February 7<sup>th</sup>, his plan was disapproved. 325 Menomonee, Dane Carr wants to change the front stairs...HDPZ committee didn't approve his plan and Mr. Carr is well aware that the PRC will not approve it either. He has yet to appear before the PRC. Regarding the 347 W. Menomonee project, Tim Boudreau wants to raise the top level in the rear of his house. He has appeared two times before the committee. He worked hard to try to adjust his plan, but it still didn't follow Landmarks guidelines. The last property was 1725 N. Hudson. They proposed a height change on the rear addition. HDPZ approved the modification, Landmarks said no.
- **Membership:** Chair K. Pfendler reminded the board members that their permanent committee members not only have to be members of the OTTA, but their memberships have to be up to date—meaning dues paid. She indicated several names and told the chairs that she would be emailing each of them to alert them to individuals, if any, who aren't current in their membership. We're also hoping to target the July 1, 2013 as our first electronic notification date informing members that their membership will be expiring as of 8/1/13. We'll still need to keep a separate list of renewals for folks who don't have email addresses. Chair K. Pfendler asked that if committee chairs add new members to their committees please let her know so that she can add those names to our committee lists and add their names to the various email forwarder addresses.
- **Neighborhood Improvements:** Nothing new to report
- **Neighborhood Relations:** Director Hyer reminded the board of the woman who was assaulted on Menomonee St. during the early morning this past summer. The suspect arrested for this assault is appearing in court for a fifth time on Monday, February 25, 2013 at 9:30 a.m. at the court house at 26<sup>th</sup> and California. There is a group of residents who have been attending these court appearances as Court Advocates and plan on attending this hearing. Please consider becoming a court advocate.
- **Archivist:** Archivist D. Pfendler reports that he is going to purchase a larger display box for the archive presentations. He also has an idea for architecturally significant properties within the triangle that could be featured with signage akin to the type of signs displayed in front of properties for the Garden Walk. These signs would give specific historic details about the selected properties. The signs would be displayed during the Art Fair, taken down afterwards and stored until the following year. Archivist D. Pfendler would approach the property owners to inquire as to whether they might want to contribute to the creation of a sign for their property; otherwise the Association would be happy to pick up the costs. Additionally, Archivist D. Pfendler wants the board to approve a policy of needing to make an appointment to get into the Archive Room. There would have to be someone from the Association in there with them at all times. He indicated that it would require at least 24 hours' notice to schedule Archive Access. He would be most happy to make himself available to schedule an appointment. He re-iterated that no documents are ever to leave the Archive Room. Several binders had been missing but all of a sudden showed up. Archivist D. Pfendler agreed to write a policy/procedure to be followed regarding access to the Archive Room...he will have it ready for the next board meeting for the board to approve.

**6: Arts & Operations Director's Report:** A & O Director Leslie reported selling almost \$800 worth of posters during the 2 week break between gallery exhibits & along with the pizza fundraiser OTTA has made nearly \$1,000. Recent Capital Improvements have now evolved into maintenance items. Another project to be addressed will be the removal of the AC units from 2 windows and the replacing of necessary safety bars on those windows to insure the security of the premises.

**7: Old Business:** President Daley reported that there will no longer be any need for OTTA to issue a position on the closing of Kenmore St. at DePaul (between Fullerton and Belden). This issue will be handled by the alderman's office.

**8: New Business:** 2 presentations were made: Katherine Darnstadt representing Architecture for Humanity, and Carolin Vickrey representing parents from the Lincoln School who oppose the construction of a proposed 2<sup>nd</sup> Lincoln facility in conjunction with the Children's Memorial project. Neither of these presenters requested any action to be taken by the OTTA Board. The presentations were primarily informational in nature.

Katherine Darnstadt explained that Architect for Humanity is a not-for-profit group based in San Francisco, CA. This organization has groups all over the world. It was established in 2007 to respond to national/worldwide disasters. They deal in creating green space Art projects chosen from submitted designs to be temporarily installed in specific public open green spaces. She was here to inform us of an open space project that will be installed by July (post Art Fair) in the Ogden Mall area near Wisconsin/Lincoln. This Ogden Mall CDOT owned space has already been approved for a green space Art project installation by Alderman Smith's office. Designs will be submitted from which one will be selected to serve as the plan for this green space Art project for a one year's duration. This project is in joint collaboration with CDOT. To learn more about this group you can go to [www.activate2013.org](http://www.activate2013.org). They will be sponsoring projects on the North, South, and West sides of Chicago irrespective of the economic culture of those areas.

Carolin Vickrey spoke on behalf of parents from Lincoln School who oppose the development of an adjunct facility to Lincoln Elementary in relation to its overcrowding issue. She distributed a document titled 'Lincoln Elem. Overcrowding/Proposed LaSalle Boundary'-fact sheet (a hard copy of which will be attached to these minutes, along with a CPS map of the previously proposed Lincoln/LaSalle boundary area solution). She offered multiple facts which supported her opposition. She was not requesting any action of our Board. She just wanted her group's position to be on the record.

Director D. Pfendler provided information regarding the 'Old Town Triangle Voting Boundaries' sheet which was distributed to the board. It was determined that adding the word 'Association' to the title of the document would be helpful. In a separate email, the Secretary will send to all board members, the edited document along with a scanned copy of the archived document which served as the basis for the document given out at the meeting. Secretary K. Pfendler moved to ratify this boundaries document (with the addition of the word 'Association' added to its title) as an official in force document of the OTTA. Director Giffels 2nded... approved.

## **9: Announcements:**

**10: Adjournment:** Director Lance Hornaday moved to adjourn...Director Anne Giffels 2nded...the board meeting was adjourned @ 9:34 P.M.

These minutes were approved as redacted from the Secretary's notes, a complete audio file of the meeting, and board member corrections on 3/12/13.

Respectfully submitted,

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Karen Pfendler, Secretary OTTA