



Vista Las Palmas

est. 1958

Monthly Board Meeting

January 12, 2023

2023 Board Meeting Calendar

Date	Time	Location	Notes
Thursday, January 12	4:00 - 5:30 pm	879 Camino Sur, Zoom	Patsy unable to join
Thursday, February 9	4:00 - 5:30 pm		
Thursday, March 9	4:00 - 5:30 pm		
Thursday, April 13	4:00 - 5:30 pm		
Thursday, May 11	4:00 - 5:30 pm		Christy unable to join
Thursday, June 8	4:00 - 5:30 pm		
Thursday, July 13	4:00 - 5:30 pm		
Thursday, August 10	4:00 - 5:30 pm		
Thursday, September 14	4:00 - 5:30 pm		
Thursday, October 12	4:00 - 5:30 pm		
Thursday, November 9	4:00 - 5:30 pm		
Thursday, December 14	4:00 - 5:30 pm		
AGMM	TBD		

Agenda - January 12

- Introductions
- Review / Approve Minutes from ALL 2022 Board Meetings (This must be completed ASAP)
- Review / Approve Minutes from December VLPNO Board Meeting (12/09/22)
- Review Post AGMM Activities
- Treasury / Finance Report
 - December Report
 - Tax Filings
 - 2023 Annual Budget
 - New classification Update
 - 501c3 By Laws
 - 501c3 vs 501c4 Pro's & Con's
 - Next Steps
 - Next Meeting w/ Eve: Thursday, January New Fictitious Name Business Name registration
- Ongoing Membership Drive
- 2023 Fundraiser
 - Set a date
 - Discuss plan
- Volunteer Days/Events
 - PS Animal Shelter (Lead: Patsy)
 - LGBT Center Food Bank (Lead: Vince)
- One PS / District 3 Highlights
- Communication Updates (New Owner: Christy):
 - Email Addresses DB
 - New Social Media
 - Other
- Modernism Week VLPNO Tour 2024: Start home and committee volunteer recruitment in February
- Other Board Member Updates

2022 Board Meeting Minutes & December Minutes

- In-person attendees: Kermit, Joe, Christy, Vince, Bruce
- Call-in attendees: Kevin, Gustav (Kevin joined in person at 4:30pm)
- Patsy unable to join but provided updates via email

- Meeting minutes approved by all members in attendance.

- Christy to work with Caitlin to post them on the website, in chronological order (before the AGMM minutes)

Post AGMM Activities

Membership Drive

- Bruce and Joe will work on revising the neighborhood signs for next year's drive as they did not feel these ones were successful

2023 Fundraiser

Patsy working with Keith Markovitz on the neighborhood Fundraiser, the goal is to sell 50 tickets at \$300 - \$500
Furniture and speakers to be finalized, Chris Menrad could speak on William Cody

The house will not be open to the public, only to invited groups. It will be filled with art and furniture by gallerist Peter Blake during February and March. We will be permitted a maximum of 50 people for a cocktail party in late March. We can have Chris Menrad speak about Cody or The Alexander's.

The goal is to sell 50 tickets at 300-500.

It would be great if one of the new board members could plan a VLPNO Happy Hour at a local spot in early Feb. I'm not going to be able to get that done.

Concern from the Board is that this doesn't generate enough revenue for the group and it is too much work for the amount of effort. Kermit's concern is that the house is not part of VLP.

Recommendation is to postpone this to the Fall and come up with a new concept.

Consider using February happy hour and cocktails with Chris Menrad to bring people to a less expensive fundraiser.

Volunteer Days

- Vince waiting on people for time to meet from the LGBTQ center
- No updates on the Animal Shelter - is Patsy handling this?

OnePS Highlights

Treasurer's Report

Status:

- Christy beginning term as Treasurer for Dec 2022 - Dec 2024
- Christy & Kevin met to transition in December and January
- 2022 Fiscal Tax Year Reports for FTB (199N) and IRS (990) are complete and filed
- 2022-12 December Financials have been completed and distributed, posted to Dropbox
- Transitioned from Quickbooks Desktop to Quickbooks Online for easier shared access (\$15/month)

Still to Do:

- Bank Account transitioning from Chase to First Republic (Dependent on 501c3 / 501c4 discussions and legal name change to Vista from Visa)
- Christy added to signing authority for Chase, and new account and new checks

Treasurer's Report

Highlights:

- \$5,000 donated to Palm Springs Animal Shelter from the Pet Parade
- \$1,800 raised in 2023 Membership Dues for **FY '23** (as of Jan 11, 2023)
- \$7,152 raised for 2023 Membership Dues for **FY '22** (Oct-Nov, 2022)
- 2023 Membership Total \$8,952 (as of Jan 5, 2023) *Christy to confirm these are correct
 - 26 at Alexander (\$50)
 - 24 at DuBois (\$100)
 - 9 at Krisel (\$250)
 - 6 at Swiss Miss (\$500)
 - 3 at other amounts
 - Total: 68 households

Treasurer's Report

2023 Budget Progress - INCOME

INCOME	FY 2023 Total Budget	As of Dec 31, 2022
2024 Annual Dues	\$8,000	\$0
2023 Annual Dues	\$2,400	\$1,000
Misc. (Merchandise Sales)	\$0	\$86.90
Annual Fundraiser	\$30,000	\$0
Modernism Week	\$0	\$0
Total	\$40,400	\$1,086.90

Treasurer's Report

2023 Budget Progress - EXPENSES

EXPENSES	FY 2023 Total Budget	As of Dec 31, 2022
IT/Social Media	\$2,650	\$100*
Insurance, PO Box, Misc.	\$3,500	\$325
Fundraising	\$1,144	\$59.19
Historical Heritage	\$1,500	\$0
Events	\$15,000	\$15.67
Charitable Contributions	\$5,000	\$5,000
Modernism Week (2024)	\$5,000	\$0
Professional Fees	\$4,000	\$0
Total	\$37,794	\$5,499.86

* IT invoices not yet entered for Dec 2022

Treasurer's Report

December 2022 Financials - on DropBox

[Bank Statement - Chase](#)

[Profit & Loss Report](#)

[Reconciliation Report](#)

[FY 2022 State \(FTB\) and Federal \(IRS\) Tax Filings](#)

	501c3	501c4	Comments
Tax Deductible	Y	N	
Political Activity	N	Y?	501c4 By-Laws say NO - Section 14
Boundaries	N	Y	
Board Members Total	7	7	501c3 can't be less than 5014
Chair		1	
ViceChair		1	
Treasurer		1	
Secretary		1	
At Large		3	
Roles	Section 9.6	Section 9.5	More clarity of roles in c4
Rules of Conduct	?	Article 12	
Election	AGMM	AGMM	
Common between c3/c4	3	3	Less than 50% of the other
Terms	2 years	2 years	
Term Limits		N	
Staggered	?	Y	4 on even years / 3 on odd years
>1 Household	?	N	Can there be one household across both c3/c4?
Membership & Voting	Article 6?	Y - Household	
Dues	?	N	
Membership Renewal	?	Annual	
Meetings			Have to be separated (different dates?)
Board	1/year	4/year	VLPNO meets 12 times/year
Notification	4 days	7 days	
Quorum			
AGMM	1/year	1/year	
Notification	? days	30 days	c4 Agenda published 7 days prior
Quorum		20%	
Meeting Guidelines	?	Y - Section 9	
Minutes - Written Form	Y	?	
By-Laws	Y	Y	
Articles of Incorporation	Y	N	
Annual Report	Y	?	
\$ Limit on payments	\$0	\$500	
ONE-PS (NOrgs)	?	Y - Section 9.11	

BYLAWS REVIEW AND ANALYSIS

How do candidates for Board express interest in 501c3?
Note: Section 8.4 of VLPNO By-Laws

501c3 Article 11. Indemnification doesn't appear on 501c4 By-Laws. Is it ok that this is covered under State Farm D&O Rider?

Several sections of the 501c3 ByLaws draft say Error!
Reference source not found.

Hard Copies of Returns required? 501c3 Article 12.4

Confirm if Treasurer is an officer or not

Do we need boundaries of Vista Las Palmas

Confirm whether political activity is allowed for 501c4

What is allowed for overlap between the two

BYLAWS NEXT STEPS: Kermit to provide input to Eve based on our review and questions during our meeting next Thursday, meeting will be set up in section s to cover bylaws with Eve, then Michael during the second portion regarding 501c4 next steps

501c3 vs 501c4 Pros and Cons

From Kevin:

1. **Keep 501c4 at least for now and add 501c3:** The benefit of adding the 501c3 of tax exempt contributions has been discussed. It's a no brainer to have the 501c3. The 501c4 would continue to do the One PS work, and any government involvement we ever need to have. This doesn't rile the city or anyone else familiar with the VLPNO name. It also lets us continue to use the VLPNO name whenever we need something from city government or staff. It will take years before VLPF has the same recognition. Everything else we do would be done in the new 501c3. Also from a practical standpoint, we can't just get rid of the 501c4, it needs a vote of the entire membership as I read the bylaws. That can't happen until 2024, unless we call a special meeting, and I think this is too big of a step to do that. Therefore, the 501c4 has to continue for a while.
2. **Board:** I think we've been overthinking this. Have all 7 members of the VLPNO board become the VLPF board, leave three members on the VLPNO board to do the small amount of work there, Christy, Joe and one other if agreeable to them. If VLPNO ever needs my help twisting government arms I'm happy to do so. Gustav and Steve's role would continue with VLPNO.
3. **501c4 SOS filing:** Eve has told us it must be done, and we should do it ourselves online. I'm very uncomfortable with the idea I saw floated somewhere about doing the filing but misrepresenting the date we started in operations. We all have far too much to lose by misrepresenting something to the government. I feel so strongly about this that I would need to step down from the board if that's the direction we decide to take. I suggest we do the filing, enter the correct information, and if they come back to us to ask us why we never filed be truthful and say we're a very small neighborhood group and no one ever told us to. This is what we did with the CA FTB and so far it has been fine. The worst case scenario is they come back to us with fines for not filing the information return every two years. BUT, the SOS is not a taxing authority, so those fines should be very minimal if any. Why should we do it ourselves and not hire someone? First because it's a very easy filing to do, it will take less than two minutes. Second, and most importantly, because it MUST be done in a way that it doesn't obviate our already done FTB and IRS filings. They must be tied together. If we have an attorney do it then I strongly suggest that we sit with them while they do the exact same online filing that we'd do ourselves and make sure they don't mess up the FTB and IRS filings. That's it. My vote is to have both c3 and c4, I indicated board composition, and we should do the c4 sos filing. Hopefully I'll have cell but I suspect I'll be somewhere in the Moreno Valley mountains about then. KC

501c3/501c4 Reclassification Next Steps

- Joe received advice from Michael Ferrar from Reed & Davidson, received guidance that we can not have any more than 1-2 non-leadership positions on the two boards
- The current board can not close the 501c4 on our own without a quorum of 20% of voting for the members
- **Kevin recommends to do the SOS filing and close according to the correct (accurate) timing of the 501c4 by forming an actual 501c4 with correct board members in order to dissolve it**
- Recommend getting Michael and Eve on the phone for one call to receive directive guidance for what and how we should file
- Goal is to receive an opinion letter from Michael, possibly invite him to the call on Thursday Jan 19

Communications

- Growing need to develop an overall communication strategy and tactics
- Focus on:
 - Prospective Member outreach
 - New Member welcome/thank-you/acknowledgment
 - Current Member engagement and information sharing
 - Lapsed Member re-engagement
 - Cooperation with OnePS
 - Community events and connections
- Identify channel(s), timing, owner and workflow for each
- Requires member and contacts database - up to date and maintained
- Centralized communications calendar and assets (photos, logos, content)

Member Communications - Example

Type	Topic(s)	Channels	Timing	Owner
Prospective Member	Invitation to Join - Benefits and Description	Postcard/Mailer	Bi-Annual	
New Member	Thank you and Welcome	Email (Example)	On joining	
Current Member	Engagement and Information: Happenings, Events, Socials, News and Information, Questions, Issues	Email, Instagram, Facebook, Website, NextDoor (Example)	Monthly/ Quarterly	
Lapsed Member	Reminder to Re-engage - Benefits and Description	Email	Annual	

Current Member Engagement - Example

- Email Newsletter - 4x per year
 - January - previous year in review, what to expect this year
 - Spring - Modernism Week and spring highlights
 - Summer - Events
 - Fall - Pet Parade and year-end activities (social, AGMM, etc.)
- Instagram and Facebook posts
 - Events
 - People of Las Palmas
 - Homes of Las Palmas
 - Stories and shares across partners (Modernism Week, PSAS, etc.)
- Website
 - Updated community information, calls to action for membership, event sign-up
- Nextdoor
 - Community outreach, information, Q&A, managing issues, city communication

Communications: Questions and Next Steps

- Who owns the individual channels? (no one really)
- Who “has the keys” for Instagram, Website, Facebook? (Caitlin)
- Who approves the communication plan and the individual messages and posts?
- How much can we (do we want to) spend on this?
- Do we want to engage in Facebook and NextDoor neighborhood groups and moderation/admins? (not at this time)
- How do we manage the member database? How do we add new members and maintain it? (Kermit maintains the current one and is updating it. There is also Quickbooks and Mailchimp)
- **ACTIONS:**
 - Christy to send notecards for higher donation people, send emails to recent donors
 - Caitlin maintains MailChimp, can use that to send 2022 in review
 - Christy working with Caitlin on a plan for website updates and Instagram posts, board does not think we should pursue owing Nextdoor for now

Modernism Week

- Reviewed who to ask for next year's homes: O2 on Rose, Matt and Ace, Bruce will ask Sameer, Christy's house. Vince will not be ready

Other Updates / Next Steps