



# Vista Las Palmas

est. 1958

## Monthly Board Meeting

February 9, 2023

# 2023 Board Meeting Calendar

<b>Date</b>	<b>Time</b>	<b>Location</b>	<b>Notes</b>
<b>Thursday, January 12</b>	4:00 - 5:30 pm	879 Camino Sur, Zoom	Patsy unable to join
<b>Thursday, February 9</b>	4:00 - 5:00 pm	1189 N Rose, Zoom	
<b>Thursday, March 9</b>	4:00 - 5:30 pm		
<b>Thursday, April 13</b>	4:00 - 5:30 pm		Kermit unable to join
<b>Thursday, May 11</b>	4:00 - 5:30 pm		Christy unable to join
<b>Thursday, June 8</b>	4:00 - 5:30 pm		
<b>Thursday, July 13</b>	4:00 - 5:30 pm		
<b>Thursday, August 10</b>	4:00 - 5:30 pm		
<b>Thursday, September 14</b>	4:00 - 5:30 pm		
<b>Thursday, October 12</b>	4:00 - 5:30 pm		
<b>Thursday, November 9</b>	4:00 - 5:30 pm		
<b>Thursday, December 14</b>	4:00 - 5:30 pm		
<b>AGMM</b>	TBD		

# Agenda - February 9

## Introductions

Review / Approve Minutes from January VLPNO Board Meeting (01/12/23)

## Treasury / Finance Report

- January Report
- New classification Update
- 501c3 By Laws
- 501c4 Re-registration
- Meeting with Denise Golsby update
- Next Steps
- Schedule Next Meeting w/ Eve

## Ongoing Membership Drive

Spring Social: March 2nd

## 2023 Fundraiser

- Set a date: Spring / Fall
- Financials
- Discuss plan

## Volunteer Days/Events

- PS Animal Shelter (Lead: Patsy)
- LGBT Center Food Bank (Lead: Vince)

## Oral Histories Project

One PS / District 3 Highlights

Communication Updates (New Owner: Christy):

- Social Media: VLP Website, IG, FB
- Email Addresses DB

Modernism Week VLPNO Tour 2024: Start home and committee volunteer recruitment in February

Other Board Member Updates

# Previous Board Meeting Minutes

## Feb 9 Meeting

- In-person attendees: Kermit, Joe, Christy, Vince, Bruce, Patsy, Kevin
- Call-in attendees: Gustav
  
- 2022 Meeting minutes approved by all members in attendance
- Joe to confirm when 2022 meeting minutes including January 2023 are cleaned up and ready to post: Yes
- Christy to post them on the website, in chronological order
- Separate the AGM minutes from the regular board minutes

# Treasurer's Report

Status:

- [2023-01 January Financials](#) have been completed and distributed, posted to Dropbox

Still to Do:

- Christy being added to signing authority for Chase on Feb 10, and new account and new checks
- Source professional accounting firm to provide ongoing advice and yearly filings: Christy has a call with Vince's accounting contact on Monday at 2pm

# Treasurer's Report

## Highlights:

- Proposal to **adjust the allocated breakout of the 2023 Events Budget**
- No significant expenses or donations made in January 2023
- \$2,640 raised in 2023 Membership Dues for **FY '23** (as of Jan 31, 2023)
- \$7,782 raised for 2023 Membership Dues for **FY '22** (Oct-Nov, 2022)
- **2023 Membership Dues Total \$10,422** (as of Jan 31, 2023)
  - 27 at Alexander (\$50)
  - 24 at DuBois (\$100)
  - 12 at Krisel (\$250)
  - 7 at Swiss Miss (\$500)
  - 5 at other amounts
  - **Total: 75 households total (13 within FY '23)**

**Kevin and Christy - can you confirm households as we stated 96 as of 12/04/22:  
Response - the membership # stated at the AGM represents all of 2022;**

# Treasurer's Report

## 2023 Budget Progress - INCOME

<b>INCOME</b>	<b>FY 2023 Total Budget</b>	<b>As of Jan 31, 2023</b>
2024 Annual Dues	\$8,000	\$0
2023 Annual Dues	\$2,400	\$2,640
Misc. (Merchandise Sales)	\$0	\$86.90
Annual Fundraiser	\$30,000	\$0
Modernism Week	\$0	\$0
<b>Total</b>	<b>\$40,400</b>	<b>\$2,726.90</b>

# Treasurer's Report

## 2023 Budget Progress - EXPENSES

<b>EXPENSES</b>	<b>FY 2023 Total Budget</b>	<b>As of Jan 31, 2023</b>
IT/Social Media/Marketing	\$2,650	\$340
Insurance, PO Box, Misc.	\$3,500	\$712.40
Fundraising (paypal fees)	\$1,144	\$109.48
Historical Heritage	\$1,500	\$0
Events	\$15,000	\$226.09
Charitable Contributions	\$5,000	\$5,000
Modernism Week (2024)	\$5,000	\$0
Professional Fees	\$4,000	\$0
<b>Total</b>	<b>\$37,794</b>	<b>\$6,387.97</b>



# Treasurer's Report

## 2023 Budget - Events (\$15,000 total for the year)

<b>CURRENT (ORIGINAL) BUDGET</b>	<b>March</b>	<b>June</b>	<b>September</b>
Annual Fundraiser	\$10,000		
Summer Social		\$2,500	
Fall Social			\$2,500

- Motion made to adjust the March budget to \$5,000 from \$10,000 and reallocate the rest of the year based on the event cadence
- Motion approved by Board

<b>PROPOSED BUDGET</b>	<b>March</b>	<b>TBD??</b>	<b>November??</b>
Spring Social/Mini-Fundraiser	\$5,000		
Main Fundraiser		\$2,500	
Fall Social			\$7,500

# Treasurer's Report

[January 2023 Financials](#) - on DropBox

[Bank Statement - Chase](#)

[Profit & Loss Report](#)

[Reconciliation Report](#)

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

	501c3 recommended edits	501c3 as of 01/12/23	501c4 approved 11/24/19	Comments
Tax Deductible	N/C	Y	N	
Political Activity	N/C	N	Y?	501c4 By-Laws say NO - Section 14
Boundaries	Add	N	Y	
Board Members Total	?	7	7	501c3 can't be less than 5014
Chair			1	
ViceChair			1	
Treasurer			1	c3: Treasurer is not an officer/
Secretary			1	
At Large			3	
Roles	More clarity on roles	Section 9.6	Section 9.5	More clarity of roles in c4
Rules of Conduct	Add	?	Article 12	
Election	N/C	AGMM	AGMM	
Common between c3/c4		3	3	Less than 50% of the other? c3: 7.15 (no compensation suggested by Kevin, Kemit concurs)
Compensation: BOD	N	Y	N	
Terms	N/C	2 years	2 years	
Term Limits	N	?	N	
Staggered	Y	?	Y	c4: 4 on even years / 3 on odd years (Kevin agreed should be staggered) Can there be one household across both c3/c4 BOD's?
>1 Household BOD	N	?	N	
Committees	N/C	Y	N	
Membership & Voting	Y-Household	Article 6?	Y - Household	
Dues		?	N	
Membership Renewal	Annual	?	Annual	
Meetings				Have to be separated (different dates?) VLPNO meets 12 times/year
Board	4/year	1/year	4/year	
Notification	7 days	4 days	7 days	
Quorum	>50%		>50%	
AGMM	N/C	1/year	1/year	
Notification	30 days	? days	30 days	c4 Agenda published 7 days prior
Quorum	20%	?	20%	
Meeting Guidelines	Y	?	Y - Section 9	
Minutes - Written Form		Y	?	
By-Laws required	N/C	Y	Y	
Articles of Incorporation	N/C	Y	N	
Annual Report	N/C	Y	?	Assign owner
\$ Limit on charges/payments approval	?	\$0	\$500	
ONE-PS (NOrgs)	Y	?	Y - Section 9.11	
Liability		High	None	

## 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. **New** meeting with Eve must be scheduled.
- Kermit to inquire about VLPF insurance requirements vs VLPNO with our current Carrier

# 501c3 vs 501c4 Pros and Cons

From Kevin in January:

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. **Kermit to complete 501c4 SOS filing.**
- That's it. My vote is to have both c3 and c4, I indicated board composition, and we should do the c4 sos filing.

# 501c3/501c4 Bylaws/Indemnification/Insurance

- Comments and Recommendation from Kevin:
- 7 board members, I'm not sure that we want meeting guidelines in the bylaws but also indifferent
- 500 limit on payments requiring two signatures and board approval
- Should be indemnification language in the bylaws: In general it should be written so that any officer or director is indemnified and held harmless against any claim for wrongdoing, whether civil or criminal, and whether brought by a third party, the board, or the AG. It should include a requirement that the VLPF pay for defense, and counterclaim if requested. After a determination has been made by a court as to whether or not the defendant is guilty, than and only then should a requirement be triggered for reimbursement from the defendant if the defendant is found to have been not only guilty but also not acting in good faith or as any reasonable person would have in similar circumstances. There also shouldn't be a vote by the board to determine whether or not someone was acting in good faith or a vote to trigger the indemnity, it should be automatic.
- From Bruce: Because we would be receiving NFP \$'s , there is an high liability (fraud, theft, miss use) Officers and Directors liability insurance will be required and conflict of interest statements must be signed yearly . I believe the insurance policy cost is a legitimate expense as is the expense of incorporation

# 501c3/501c4 Funds Transfer

- From Kevin's conversation with GBQ head of tax exempt practice:
- A 501c4 can donate funds to a 501c3, but not the other way unless there are very strict restrictions places on the transfer, ie that the funds have to be used for purposes in conformity with the 501c3's stated purpose. She also said that our bylaws would trump the transfer though out of the 501c4, and that usually there is language on dissolution in the bylaws (I looked while I was on the phone with her and I can't actually **see any language addressing dissolution in the VLPNO bylaws**). In the absence of that language there are no restrictions on transferring the funds from VLPNO to VLPF. I'd like someone else to doublecheck me on the VLPNO bylaws on dissolution. Two other notes. She said we should make sure we're setting up as a public charity and not a private foundation. She said the rules on private foundations are extremely onerous. That's a question for Eve. She also said to remember that **within 27 months of filing our articles for the 501c3 we need to file a form 1023 with the IRS**, in addition to the annual filings

# 501c3/501c4 Reclassification Next Steps

From January meeting:

- 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 votes
- **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

February Next Steps

- **Board members approved:** Create a 501c4 to do the back filings of VLPNO. Create a 501c3 that is new, transfer money from 501c4 to 501c3, determine the board members between the two boards for the time that they exist in parallel, transfer money from 501c4 to c3 and then dissolve the 501c4.
- Kevin to set up meeting with Eve (before ModWeek or after Feb 27), ask our questions, confirm our next steps

# Membership Drive

- From January meeting: Bruce and Joe will work on revising the neighborhood signs for next year's drive as they did not feel the current ones were successful
- Joe to attempt to recruit Byron Hancock
- Who is taking the lead on Membership going forward?
- Kevin will get Byron the list of new owners in the neighborhood so he can reach out to them
- Make sure new members are added to the list



# Spring Social

- Thursday March 2, 4-6 pm, Christy & Thelton McMillian's house - 1189 N Rose
- Cocktails and passed Hors d'Oeuvres (Christy has secured caterer, expecting 100 guests)
- Opportunity to increase membership sign-ups, volunteers for Giving Committee, Membership Committee, Events Committee, Modernism Committee
- Printed Mail Invitation to be sent this week, email blast to go Monday Feb 13



# 2023 Fundraiser

- Patsy and Kevin to provide update
- How will we meet budgeted \$?

# Volunteer Days

- Vince waiting on people for time to meet from the LGBTQ center. Kermit and Vince met with The LGBTQ Center team.
  - Vince to draft a proposal of our activity action plan
  - Need to do this before season end
- Animal Shelter - Bruce is taking the lead on this.
- Bruce to work with Bonny Birch to draft a letter about the Laundry Volunteer/Donation Day for VLP, Christy to send it to mailing list

# Oral Histories

# OnePS Highlights

- December and January minutes have been posted to the website
- Next meeting - February 14

# Communications: Status

- Christy and Caitlin met to review Website and MailChimp, Christy will be managing both going forward - including making all website updates and sending emails
- Website content has been updated (Pet Parade, Donations, Events, Join form)
- Contacts are now being imported automatically from Quickbooks and the website Join form to the MailChimp database
- 2022 Year in Review email sent on Jan 31
  - 364 Sent, 246 Opened, 39 Clicks, 3 new Household 2023 Members (\$800), 1 new Modernism Week 2024 house, 5 new subscribers, ~10 new Insta/FB followers
- Still to Do:
  - Publish 2022 Minutes on the website when Joe has provided the final versions
  - 2023 Member Donations: Christy to send Thank you Notecards for higher donation people, send Thank you Emails to all 2023 donors
  - Christy to post weekly or bi-weekly on Instagram and Facebook
  - Continue to work with Kermit on maintaining centralized member database

# Communications

- Developing 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
- Specify channel(s), timing, owner and workflow for each
- Develop a centralized communications calendar and assets (photos, logos, content)
- Maintain member and contacts database
- Who responds to Yahoo emails? (e.g. comments on Swiss Miss/Hawaiian)

# Current Member Engagement - Proposed

- Email Newsletter - 4x per year
  - January - previous year in review, what to expect this year
  - Spring - Modernism Week and spring highlights
  - Summer - Events and Fundraising
  - Fall - Pet Parade and year-end activities (social, AGMM, etc.)
- Instagram and Facebook posts
  - Events
  - Neighborhood Scavenger Hunt: People and 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



# 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 ( <a href="#">Example</a> )	On joining	
Current Member	Engagement and Information: Happenings, Events, Socials, News and Information, Questions, Issues	Email, Instagram, Facebook, Website, ( <a href="#">Example</a> )	Monthly/ Quarterly	
Lapsed Member	Reminder to Re-engage - Benefits and Description	Email	Annual	

# Modernism Week 2024

House Number	Home	Architect	Characteristics	Owner
1	982 Tuxedo Circle	William Krisel		Susan Missner and Alan Email: susanmissner@gmail.com Cell: 312-543-5933 and alan@680chicago.com Cell: xxx-xxx-xxx
2	1189 N Rose	William Krisel	New construction in mid-century style.	Christy and Thelton McMillian Email: C christycmcillian@gmail.com T theltonmcillian@gmail.com C Cell: 510-502-0882 T Cell: 510-501-0881
3	1326 N Rose	Charles Dubois	Known as the 'Marilyn House'	Elizabeth Timme Email: Elizabetsarahtimme@gmail.com Cell: and
4	707 W Stevens Rd			Byron Hancock and Len Handland email: byron@hancock-partners.com, len.handeland.author@gmail.com Cell B: 415-987-6111
5	815 N Fair Circle	William Krisel		Stan Boles and Wendy Kahle email: stanboles@comcast.net, wendy@wendykahle.com cell S: 503-680-3066

- From January meeting: Reviewed who to ask for next year's homes:
  - O2 on Rose
  - Matt and Ace (?)
  - Bruce will ask Sameer
  - Bruce will ask Tony
  - Vince will not be ready
- As of Jan 31:
  1. Susan Missner signed up to be a home tour **Kermit already followed up and accepted home submission**
  2. Christy - confirmed
- Need to follow-up with three (3) prior MW2023 home volunteers, Kermit will reach out
- Need a minimum additional three (3) more homes
- Kick-off MW2024 VLP Home Tour
  - Need recruits to join committee

# BOD Roles & Responsibilities

- Strength of BOD and annual recruitment
- Secretary
  - Meeting Invites: BOD & AGMM
  - Meeting Agendas
  - Minutes BOD & AGMM: Timely Preparing and Publication
- Membership:
  - New
  - Renewals
  - Tax Letters
  - Database
- Compliance
  - By-Laws
  - State
  - Filings
  - One-PS / NOrgs
- Treasury
  - Monthly Account Balancing/Reporting
  - Annual Reporting to ?
  - Taxes: CA & Federal
  - Accounting Firm
  - Legal Firm
- Insurance:
  - Annual Insurance: Liability & D&O
  - Events Insurance
- Social Events
  - Minimum 3 per year
  - Pet Parade
- Fundraising/Donations
  - Sponsorship Program Administration
  - Sponsorship Recruitment
  - Events
  - Do we really feel that future BODs will work towards collecting >\$50k/year?
- Volunteer Events
  - PSAS
  - The Center
- Social Media:
  - PO Box: Renewal, Monitoring, Pickup
  - Website: VLPNO (How do we associate VLPF?)
  - Xpressdocs
  - Email database and mailings: mailchimp
  - Email management - reading, sharing, responding (Yahoo)
  - FB/IG
- Modernism Week Coordination

# Other Updates / Next Steps