

# ADVISORY BOARD MEETING MINUTES

**Wednesday, April 19, 2023 :: 3:30 PM :: Carol's House**

**Call to Order and Roll Call** The meeting was called to order at 3:37 pm. Board members in attendance were Carol Munro, Larry Johnson, Jeffery Burnell, Jeff Hoffman, Michele Johnson, and Tony Vardaro.

**Acceptance of Agenda** The agenda was **accepted as proposed with the additions, under Community Grants and Neighborhood Initiatives, of potential requests from the Ocotillo Lodge and the Palm Springs Library.**

**Review and Approval of Minutes** It was **Moved/Seconded/Carried** to approve the minutes of the March 1, 2023 meeting as proposed.

**Public Comments** - None

## **Treasurer Report**

Copies of the April 19, 2023 Financial Statement were mailed in advance. Larry reported that the total 2023 income to date is \$76,734.97. Expenditures totaled \$11,000.28 leaving a balance of \$65,734.69. Expenditures since the last report include \$936.00 for storage, \$97.00 for six months of our P.O. Box rental, and \$3,333.38 for Membership meetings.

A copy of the Final 2023 Modernism Week Income/Expenditure report was included in the pre-meeting packet. Since our latest meeting, we received our final payment of \$1,440.00 for 20 tickets sold in the last 24 hours before the tour. Total Tour income was \$30,240.00, and total expenses were \$5,333.90, resulting in net income of \$24,906.10. He noted that this is the result of \$1,440.00 in ticket income above the projected amount, and expenditures coming in \$391.10 below projections.

## **Communications Report**

Jeffery reported that we are continuing to maintain our presence on our social media sites.

### *Annual Calendar of Meetings and events*

As we start a new term for the Board for FY 23-24, Jeffery said it is time to begin laying out meeting and event dates for the coming year. A worksheet was included in the pre meeting packet. The Worksheet enables the Board to look at the whole year in one sheet and see the relationships between Advisory Board meetings and membership meetings and events.

Carol Munro said it would be helpful to set the date for the Fall General Membership meeting so we can begin planning the agenda and reaching out to potential speakers. She said she

hoped to secure Mayor Grace Garner as a featured speaker. After looking at Saturday dates in late October through the end of November, October 28 and November 12 were identified as potential dates. Carol said she would follow-up with the mayor's office to see if she could confirm either date.

#### *Website Status*

Jeffery noted that due to everything else on our plate recently, we have not formally begun working with our Web site developer John on the updating of our website. He said he planned to work with Larry Johnson and begin this effort later this month.

#### *Zoom Access to Advisory Board meetings*

Michele Johnson said that several people had asked her if our meetings were open to the membership. Due to Covid concerns, the meetings have not been publicly announced for the past couple of years. Given potential space limitations since we meet in private homes, it was agreed that we would start notifying the membership of the date and agenda of our Advisory Board meetings. We can then provide anyone who contacts us with zoom access to the meeting.

#### *Survey of Modernism Week Volunteers*

Jeffery said that he had been working with Larry Johnson on a short survey to send to Modernism Week volunteers to seek their feedback. He said after investigating options for survey instruments, that Survey Monkey was a better, cheaper option than Constant Contact for polling. He said they would work on finalizing the survey questions and getting the survey out soon.

### **Advisory Board Officers and Recruitment of New Members**

#### *Election of Officers for FY 23-24*

According to our By-Laws, we need to take action to approve a slate of officers for the second year of our two-year term as Advisory Board members.

After discussion of current officers' willingness to serve again, it was **Moved/Seconded/Carried** to elect the following officers for FY 2023-2024:

Chair – Carol Munro

Vice Chair – Jeff Hoffman

Secretary – Tony Vardaro

Treasurer -- Larry Johnson

Communications Officer – Jeffery Burnell

### *Recruitment of New Advisory Board Members*

According to our By-Laws, the Board can appoint people to fill Board vacancies. Carol said we should focus our attention over the next few months on identifying potential candidates. She asked if anyone had any suggestions. Larry Johnson said that Peter Balon has expressed interest. Carol mentioned David Carslon and Michele Johnson mentioned Nick Lawson. Carol offered to do some follow up on these people. Once we confirm interest, we need to decide what process we want to follow to vet candidates. Ideas include individual meetings with candidates or setting up a small group meeting. No final decision was made.

### **10<sup>th</sup> Anniversary/Annual Meeting Debrief**

Carol Munro said overall feedback from attendees of the 10 Anniversary Celebration/Annual Meeting has been very positive. Several people commented that it was the classiest event we have ever held, with lots of good feedback on the catering, the DJ, and the setting.

Carol said that the Zoom meeting we held on March 25, 2023 was very helpful in making sure that we were prepared to pull off the celebration and Annual Meeting.

Larry said that the final expense report for the event was included in the pre meeting packet. Expenditures totaled \$3,333,38.

### **Little Library Status**

Jeffery Burnell shared that after many months of discussions with his Board and the HOA homeowners, that the final decision was not to approve placing the Little Library on their property. Jeffery was thanked for all his efforts.

Larry Johnson suggested that we consider placing the Little Library on the southwest corner of Navajo and La Jolla. This is a very central, high profile neighborhood location. It was agreed to approach the homeowners and explore their interest. Carol said she would take the lead on contacting the homeowners. Another potential option would be to try to get the city to approve placement at the Fire Station. Larry noted that this would likely be a very time-consuming approval process.

### **Tax Exemption Discussion**

Carol said that she had asked Jeff Hoffman to take the lead in researching our options for formalizing our status as a tax-exempt entity. Jeff Hoffman said he has spoken with several lawyers and other knowledgeable people to gather information.

Under California law, Jeff said we are an “unincorporated Association.” We are not a legal entity. While we have Board liability insurance, it’s not clear if we are protected in the worst-case situation. We are subject to California income tax until the Franchise Tax Board grants us tax-exempt status. Jeff recommended that we should comprehensively decide on our preferred

legal structure and tax status and make the appropriate filings all at the same time versus a piecemeal approach.

According to federal law, a 501 (c) (4) operates to promote social welfare. Though not exempt from filing annual tax returns, entities with less than \$50,000 in annual revenue can file simplified annual forms. If TPNO becomes a 501 (c) (4), the California tax exempt designation is a relatively simple process. If we do not file to be a 501 (c) (4), then the process for filing for California tax-exemption is a more lengthy and complex process.

Jeff said he sees we have three options. 1) Remain an unincorporated Nonprofit organization, 2) become an Incorporated Nonprofit Organization or 3) become a Tax-exempt 501 (c)(4) nonprofit organization. He said we still have questions that need to be answered before we decide the best way to proceed.

Jeff recommended that we need to become either an Incorporated Nonprofit Organization or a Tax-exempt 501 (c) (4) Nonprofit organization. Given the expertise needed to take either route, we should hire a non-profit professional to answer our remaining questions and comprehensively prepare our filing documents for us. He estimated this would cost \$4,000 to \$5,000. Since this expense was not included in our current 2023 Budget, we would need to revise our budget before making such an expenditure.

Larry said that he had produced 2 documents that should be helpful in better understanding our financial history. One document covers our Modernism Tours, by year, and shows our total income, expenses, and net proceeds. The other document shows, by year, our total income, expenses and net income or loss.

It was agreed that we need to explore 501(c) (4) status with professional guidance and then make a final decision. Jeff was asked to continue his research and to obtain bids for professional counsel. He was thanked for his research and guidance to the Board on this very critical matter.

### **Community Grants and Neighborhood Initiatives**

#### *Replacement of Cactus at Monument Sign*

Jeffery Burnell reported that the barrel cactus we planted in front of the Monument Sign were recently stolen. Apparently stealing barrel cactus is happening all over Palm Springs.

Larry suggested that we can cover this cost from the existing Neighborhood Initiatives Monument Sign balance of \$1,902.25. It was **Moved/Seconded/Carried** to approve up to \$150 to purchase replacement plants. Jeffery said the HOA's gardening staff could install the new plants. Given the theft history of barrel cactus, Jeffery said he would investigate selecting another type of low maintenance plant.

#### *Update policies and discuss outreach*

After a couple year pause in grantmaking due to Covid and other organizational challenges,

Carol Munro said it is time to relaunch our grantmaking. Larry Johnson reminded the Board that we have in place a comprehensive grantmaking process including priorities, grant application forms, a review process etc.

Since the Community Grant Policy was adopted by the membership in 2015, he suggested that we revisit some of the policy provisions. For example, he suggested we consider increasing the dollar limits on grant amounts due to inflation and the fact that we now have significantly more funds than we did in 2015. We should also review the funding priorities to determine if they need any revisions. He noted that any changes in the Policy will need to be approved by the general membership.

#### *Potential Grant Requests*

Larry said that he had been approached by a resident expressing interest in submitting a grant application for the Palm Springs Library. They did not indicate the specific project or dollar amount they were considering submitting. Larry said he offered technical assistance if requested.

Tony Vardaro said the Ocotillo Lodge was interesting in gauging the Board's interest in considering a Community Grant to the Ocotillo Lodge to replace the nonworking signage on their entry portico with new signage replicating the font lettering designed by William Krisel in the 1950's. If so, he asked how much of the approximately \$10,000 cost the Board might want to consider. Given all the other renovation projects underway or planned for the near future, he said the OL will need assistance to complete this project.

The current Community Grant Policy states that grants over \$2,500 require approval by the membership at a general membership meeting. Grant under \$2,500 can be approved by the Advisory Board. Given our history with seeding a past OL project that never came to fruition, Larry Johnson said that no matter the amount, he would prefer that we not give the OL any funds until after the sign is replaced. There was consensus that a last money in approach would be the best way to proceed if grant funds were to be considered.

Tony thanked the Board for the feedback and said he would share it with the OL Board. It will help them consider whether to proceed with an application, for how much, and the best timing for a grant application.

#### **2024 Modernism Tour initial planning**

Carol Munro said it is already time to begin identifying homes for the 2024 Modernism Week Tour. She said she has tentative commitments from three homeowners. She asked Board members to forward any suggestions for potential homes to her as soon as possible. She said we need to confirm our list of homes by summer. She also mentioned that we have confirmed with Modernism Week our 2024 tour date on Presidents Day, February 19, 2024.

**Next Meeting**

After discussing several dates, the next Advisory Board meetings were set for Tuesday, May 23, 2013 at 3:30 pm at Carol's home.

**Adjournment** The meeting was adjourned at 5:20 pm.

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APPROVED