

Tierrasanta *Foundation*

FINAL MINUTES of the **Board Meeting of May 16, 2008**

at
Restaurant *Andiamo!* in Tierrasanta

Directors in attendance: Eric Germain (President), Dana Brown (Secretary), Lee Campbell, Roy Colosimo, Susan Deininger, Scott Hasson

Directors absent: Fred Zuckerman (Treasurer)

Guests: Mabi Hasson

The President called the meeting to order at 6:13 PM. A quorum of six was present.

Item 1: Approval of Minutes from Previous Meetings

The President requested the Board review the Minutes from both the April 18th and May 1st Board Meetings.

Motion: Campbell / Brown

The TF Board of Directors approves the Board Meetings of April 18th and May 1st.

Passed: 6-0

Item 2: Amend the TF By-Laws

Tax-Exempt mandatory changes: The President described a variety of changes that are required.

- The bylaws require a statement of Purpose as Article I, and the TF's CPA recommends this purpose be general rather than specific. The updated draft bylaws include three paragraphs in a new Article I; a generic statement of purpose and two paragraphs that are required for.
- All other articles in the bylaws, and their subordinate section numbers, are renumbered accordingly.

- The TF's CPA recommends adding a section on Conflict of Interest as section 7.06 (renumbered). The President previously proposed two pages for the bylaws, but the CPA says better to have a separate policy that is referred to in the bylaws.
- The TF's CPA recommends adding an Article VIII on Dissolution that explains what happens if the TF is dissolved; any assets need to be transferred to another 501(c)3 or to a government agency.
- The President added "History of Amendment" as section 9.02 (renumbered).

Motion: Hasson / Deininger

The TF Board of Directors authorizes the tax-exempt mandatory changes.

Passed: 6-0

Standalone Policy on Conflict of Interest

The President presented a draft policy for Board approval. California non-profits normally require a policy of this sort as a step in the tax-exemption process. Generally, Directors or their family members cannot be paid by the TF for services unless steps are taken to ensure cost is a fair market value for the work.

Motion: Brown / Hasson

The TF Board of Directors approves the policy on Conflict of Interest as presented.

Passed: 6-0

Standalone Mission Statement

The President proposed the Tierrasanta Foundation's Mission Statement be separate from the bylaws. He passed out copies to the board members.

Item 3: Taste of Tierrasanta

Reports

Roy Colosimo confirmed that Coldwell Banker is not available for the 2008 Taste. The neighboring Baptist Church is available but only if the Taste is a "dry" event (no alcohol).

Motion: Germain / Hasson

The TF Board of Directors confirmed we will host a "wet" event.

Passed: 6-0

Dana Brown confirmed our local schools are unavailable, by law, to host an event with alcohol.

Lee Campbell thought the Town Center parking lot was confirmed as the location. Christy from Center Attractions expressed concerns regarding power and putting tent posts in concrete. Although their application notes items we cannot do, she felt it would be doable. Lee has concerns about holding the Taste at the Ascension Parish.

Locking down a Taste venue

- 650 people attended last year; estimated 800 this year
- Roy stated \$14,000 to \$15,000 to create last year's Taste
- Need to cut costs by considering not using Abby Rents
- Solicit more sponsorships
- CVCF has tents we could borrow for a donation
- Recreation Center has a band stand we could borrow (ask Mark Moncey)
- Lee suggested purchasing 10 x 20 tents for approx. \$1,500 each
- Ascension has tents and manpower to erect them
- Scott suggested the tennis courts at Murphy Canyon Recreation Center
- Fred Zuckerman has suggested using the Recreation Center pool patio
- Dana suggested behind the Town Center merchants in the back lot
- Scott suggested the Research Park

The President requested a straw poll on the Director's preferences, and the result was a preference for Ascension Parish and the Recreation Center parking lot.

Item 4: Update on actions taken and money spent or obligated

The President reported events to date related to TF finances:

- On 14 Nov 2007 the TCC approved a loan of \$2,500 for TF start-up costs to be reimbursed by January 2009.
- On 1 May 2008 the President spent \$20.38: goDaddy.com for Domain Name registration of www.tierrasantafoundation.org and of www.tierrasantafoundation.com
- On 9 May 2008 the President spent \$286.00: LegalZoom.com for filing Articles of Incorporation with the State of California

- On 9 May 2008 the President obligated up to \$2,000.00: CPA Debby Brennan for expertise in obtaining tax-exempt status from IRS and California FTB, where actual charges are based upon hours worked.

Motion: Hasson / Brown

TF Board of Directors agrees to reimburse the President for his out-of-pocket costs.

Passed: 6-0

Item 5: Communications

TF Website: The President and Lee Campbell have gotten the www.tierrasantafoundation.org website up and running. Lee will create a link on the website so individuals can sign up for the TF mailing list.

Article for the *Tierra Times*: The President will draft an article for the *TierraTimes* and submit for the next day's deadline.

Item 6: Looking ahead & other business

The President proposed Roy Colosimo as the Taste of Tierrasanta committee.

Motion: Germain / All

TF Board of Directors appoints Roy Colosimo as Chair of the Taste of Tierrasanta organizing committee.

Passed: 6-0

Item 7: Review of 5- year budget Estimations

This item was postponed due to lateness of the hour.

The meeting adjourned by consent at 8:20 PM.

Submitted

Approved:

Dana Brown, Secretary

Eric Germain, President