

Meeting Minutes
Parks & Conservation Foundation
Board of Director's Meeting
May 6, 2016

President Mary Marquardt called the meeting to order at 4:40 p.m. Members present were Mary Marquardt, Dan Kane, Dan Roddewig, Mike Kasper, John McMorrow, Eric Wolter, Dave Sliktas, Mick Johnston, and Natalie Hyser Barber.

Meeting Agenda

Dan Kane moved to approve the meeting agenda, seconded by Dave Sliktas, all in favor, motioned carried.

Meeting Minutes

Mary Marquardt presented her meeting notes from the March 21, 2016 Board of Director's meeting. Dave Sliktas moved to approve the notes presented by Mary Marquardt as meeting minutes for March 21, 2016, seconded by Dan Kane. All in favor, motion carried.

Treasurer's Report

Mike Kasper presented a written Treasurer's report showing a fund balance of \$25,371.76. Two checks have been written for a total of \$14,121.16 as expenses for the Kishwaukee Corridor Challenge Grant. One check was voided and two checks written in its place, one for the Boone County Conservation District and one for Agricol.

New Business

Election of Officers-President Marquardt turned the meeting over to Secretary Roddewig to conduct the election of officers.

Mary Marquardt stated she wished not to be President for the next year.

Dan Kane moved to elect the current slate of officers except the President and nominate Dave Sliktas as President, seconded by Dan Roddewig. Dave Sliktas agreed to serve as President. No other nominations were made so the Secretary closed the nominations and Secretary was directed to cast an unanimous ballot, all in favor motion carried.

By Law Amendment

President Dave Sliktas read the proposed by law amendment "Inclusion of a candidate as director is predicated on the donation of \$100.00 by said candidate to the Parks & Conservation Foundation. Continued service of a current director requires an annual donation of \$100.00 to the Parks & Conservation Foundation." Eric Wolter made a motion amend the Parks & Conservation Foundation By Laws Article IV Board of Director's Section 2, Number, Tenure and Qualifications by adding the following paragraph "Inclusion of a candidate as director is predicated on the donation of \$100.00 by said candidate to the Parks and Conservation Foundation. Continued service of a current director requires an additional donation of \$100.00 to the Parks and Conservation Foundation." Seconded by Dan Kane. President Sliktas asked for a roll call vote, Eric Wolter yes; Dan Kane yes; Mary Marquardt yes; Dan Roddewig yes; Mike Kasper yes; John McMorrow yes; Dave Sliktas yes; Mick Johnston yes; Natalie Hyser Barber yes; motion carried.

Presentation by Foundation Attorney Mike Scheurich

The Foundation is an Illinois not for profit Corporation- Illinois law specifies 33 different appropriate purposes for not for profit corporations one is charitable 31, which is any purpose that qualifies under internal revenue code 501 C-or D and 32 is any organization donations to which are deductible under section 170 C of the internal revenue code. Foundation qualifies under 501 C-3 for exemptions and donations to it are deductible to individuals under section 170 C.

Activities that we can't do are; loan money to one of the directors, engage in act of self-dealing as that is defined under the internal revenue code Section 49, 410 disqualified person could do or cannot do or what you can do with relation to a disqualified person and the definition of a disqualified person refers you back to 509 of internal revenue code.

In general you can do anything that is within your purposes determined under your articles of incorporation and by laws. You exist to further the activities and goals of the Belvidere Township Park District and Boone County Conservation District. Holding land for either of those entities certainly furthers their purposes and allows you to do something that they can't like holding land that you cannot sell or divest of without a referendum for park district and cannot ever sell or divest of if conservation district land. Also the foundation can hold donated land to use for a grant match at some point in the future. The donor receives the tax advantage of the gift to the foundation.

Must file annual reports to Illinois Secretary of State, Illinois Attorney General for Charitable Organization Report and the I.R.S. on the cash income level some form of 990.

The foundation can undertake to educate the public on the benefits of passing a tax referendum. It cannot cross the line and outright advocate for passage but can certainly say these are all the benefits and let people decide for themselves. You cannot engage in political campaigning , you cannot support a candidate, you cannot support outright a referendum position such as a tax increase but can educate the public of the benefits of doing it as long as those are accurate then you are ok.

Practical matters you have to continue always to appear to the public to be what you report to be and if you get involved in frequent tax raising campaigns and always represent the positive your reputation may end up in the community that you are always pushing for higher taxes and that may discourage people from future donations so that's not legal, your still ok under the tax code and the state law but as a practical matter if park districts and conservation districts not only have to do what's legal but also be sensitive to public opinion. The last you want is an editorial in the paper or a headline that you've done something wrong ever when you haven't. The legal excuse doesn't wash away bad publicity and bad publicity lasts for a long time.

Some of the self-dealing things you cannot do are a sale or lease or exchange of property with a disqualified person, make loans to a disqualified person, furnish goods or services to or from a disqualified person, pay compensation to a disqualified person or transfer used property to a disqualified person other than for the benefit of the organization.

What is a disqualified person? Somebody who gives \$5,000.00 dollars to the entity as long as that's equal to or more than 5% of your total value or a person who created you or is on the board. So the directors are disqualified persons. You cannot use your position for private benefit.

A discussion was held about whether or not the foundation could or should charge an administrative fee for certain or all donations given through the foundation. Dan Kane asked Mike Scheurich if it was legal for the foundation to take a position; on the Boone County Conservation District's land where the foundation was making improvements with grant funds, in opposition to the Great Lakes Basin Transportation (railroad) project on the subject land. Mike said the foundation could take a position opposing using this land, the parcel that the foundations grant funds are improving, for the railroad. Dan Roddewig commented that he felt the foundation should take the position only after the Boone County Conservation District took a position and Mike agreed. Dan Kane expressed he thought the foundation should not take a position because there may be an opportunity later on that the foundation could serve in the capacity of accepting contributions or something from the project developers on behalf of restoring habitat or making improvement and the generosity maybe greater if it comes to the foundation hence and post coming directly to the Conservation District and then the foundation hasn't offended the developers. Mike stated this is more of a politics and business judgement here not black & white it is legal. Mary Marquardt expressed her view of notifying the surface transportation board, that the proposed route impacts specifically list the property and tell them that it negates the restoration of the property. Mary prefers not getting involved in whether or not there should be a rail line running in Boone County. She does not feel comfortable having the foundation take a strong position on, as individuals do whatever you want. Mary wants whatever position, if there is one from the foundation, to be on that specific property only.

Dan Kane would like to see the foundation in a position in the future to receive funds for restoration from the rail developers.

There was no discussion on whether the foundation should take a position on the Great Lakes Basin Transportation Rail Project.

Dave Sliktas discussed publicity and he wants to work with local newspapers to inform people of the foundation and ask people interested in finding out more about the foundation and even serving on the board to visit our website or contact us. Other suggestions were: Social media, Chamber of Commerce and Belvidere internet radio.

At 6:00 p.m. Mick Johnston and Natalie Hyser Barber left the meeting.

The board held a discussion of changing the by laws requirements for a quorum, allowing members to participate by electronic means and how to terminate a member for lack of attendance.

Mike Kasper made a motion to invite Christine Trifone-Simon to attend and present at the next foundation meeting on July 18, 2016, Mary Marquardt seconded, all in favor, motion carried.

Eric Wolter made a motion to write an amendment to the foundation by laws to allow members to attend and vote electronically at the meetings, Dan Kane second, all in favor, motion carried.

Dave Sliktas adjourned the meeting at 6:10 p.m.

Submitted by
Dan Roddewig
Secretary