

EIRA Board of Directors Meeting

Tuesday, April 14, 2019, 7 pm

Online via Zoom

MINUTES

Board members present:

Ellen van Iwaarden (President), Mike Erlandson (Vice President), Andrew Degerstrom (Treasurer), Debbie Gold (Secretary), Becky Accettura, Julia Curran, Emma Erdahl, John Grochala, Steve Havig, John Morrow, Molly Simmons

Guests present:

Lisa Goodman, Minneapolis City Council, Ward 7

1) Welcome

President Ellen van Iwaarden called the meeting to order at 7pm.

2) Council Member Lisa Goodman

Council Member Goodman gave the following announcements:

- 2020 collection of leaves and bundled brush began week of April 6, 2020.
- 2020 Spring street sweeping begins Tuesday, April 21. Specific schedules are not yet available but residents can check the City web page for updates (minneapolismn.gov/publicworks/streetsweeping/).
- Ward 7 has openings on the several City advisory committees. Interested Ward 7 residents can visit the City web page (minneapolismn.gov/boards/openings/).
 - Minneapolis Advisory Committee on Aging (Senior Citizen)
 - Minneapolis Advisory Committee on People with Disabilities
 - Minneapolis Bicycle Advisory Committee
- Property Notice of Valuation and Classification were mailed.
 - These values are used to calculate 2021 property tax.
 - The 2020 value was determined using sales from October 2018 through September 2019.

- If you disagree with your valuation the first step is to contact the neighborhood appraiser listed on your notice. Their phone number and email address are on your notice.
- Due to COVID-19, appraisers will perform desktop reviews rather than onsite inspections. Photos and supporting documentation can be submitted for review/consideration.
- Appeal applications can be found at minneapolismn.gov/assessor/index.htm.
- If you disagree with your appraiser's review, the next step is to appeal to the local board, which convenes May 6. The City Clerk and Assessor's Office are working on a virtual meeting format.
- City extends comment period for Neighborhoods 2020.
 - The new deadline is July 15, 2020.
 - More information at minneapolismn.gov/neighborhoods2020
 - Comments can be submitted via email (neighborhoods2020@minneapolismn.gov), phone (612-673-3737), or mail (Neighborhood and Community Relations; 105 5th Ave S, Suite 425, Minneapolis, MN 55401).
- City extends comment period for the draft Minneapolis Transportation Action Plan.
 - The new deadline is May 22, 2020.
 - More information at go.minneapolismn.gov.
- Minneapolis property owners can buy trees for \$25.
 - This year Minneapolis offers twice as many low cost trees for property owners to plant on their private property (not to be planted on boulevards).
 - 22 varieties available (including large species, flowering, and several kinds of fruit trees).
 - Trees are available on a first come, first served basis for residents, businesses, and nonprofits (limit one tree per address).
 - Trees must be picked up May 16, 17, or 18 at the Minneapolis Impound Lot.
 - Order through mpls-tree-sale.myshopify.com/.
- City has a COVID-19 resources web page at minneapolismn.gov/coronavirus, and the Minnesota Department of Health has a COVID-19 Hotline at 651-201-3920.
- City has new gap funding to help renters, families, workers, and small business owners. More information at minneapolismn.gov/coronavirus/gap-funding.

3) President's Report

President Ellen van Iwaarden provided the following update:

- The Park Board's virtual listening session on the Cedar-Isles Master Plan, which EIRA is co-sponsoring, is happening immediately after the Board meeting.
- Minutes for the March Board meeting were approved via email.

4) Treasurer's Report

Treasurer Andrew Degerstrom presented the April 2020 Finance Report (Attachment A), highlights include:

- \$43,449.57 in expenses and \$45,551.03 in income in the month of March. The large income and expense numbers are because of the use of EIRA's NRP funds from the City to give to the Minneapolis Police Department to purchase security cameras for Hennepin and Lagoon Avenues in the neighborhood.
- \$26,410.20 of funds remaining in NRP Funding Agreement no. 28340 (Phase II Implementation) as of March 31.
- \$4,832.18 of funds remaining in NRP Funding Agreement no. 35039 (Home Security Grants) as of March 31.
- \$22,581.88 of funds remaining in NRP Funding Agreement no. 35167 (Sustainable Practices) as of March 31.
- \$67,068.31 of funds remaining in NRP Funding Agreement no. 42485 (Community Participation Program 2017-2020) as of March 31.

The following action was taken regarding agenda item 4:

Motion to approve the April 2020 Finance Report. *Motion carried with 11 ayes and 0 nays.*

5) Outreach & Nominations Committee

Chair Emma Erdahl presented the Committee's recommendation regarding the rescheduling of the Annual Meeting:

- Reschedule the Annual Meeting to Tuesday, June 16, 2020.
- Social distancing guidelines permitting, rent a tent and hold the meeting outdoors at Levin Triangle Park, rain or shine.
- If social distancing guidelines do not permit, the meeting will instead be held virtually via Zoom.
- A decision will be made one month in advance on whether to hold the meeting in person or virtually.

The following action was taken regarding agenda item 5:

Motion to approve the Committee's recommendation. *Motion carried with 11 ayes and 0 nays.*

6) Hennepin Avenue Reconstruction Stakeholder Advisory Committee

The City of Minneapolis, moving ahead with engagement on the upcoming reconstruction of Hennepin Avenue from Douglas to Lake, requested that the neighborhood and business associations along the project each appoint one representative and one alternate to a Stakeholder Advisory Committee.

The following action was taken regarding agenda item 6:

Motion to adopt Resolution 2020-9: Resolved that EIRA appoints Andrew Degerstrom as its representative, and Julia Curran as its alternate, to the Stakeholder Advisory Committee for the Hennepin Avenue Reconstruction Project. *Motion carried with 11 ayes and 0 nays.*

7) Filing of IRS Form 990-EZ

Treasurer Andrew Degerstrom presented for approval an amended Form 990-EZ for fiscal year 2018 (Attachment C) and Form 990-EZ for fiscal year 2019 (Attachment D). When completing the filing for 2019, EIRA's accountant discovered that advances on our NRP funding agreements with the City of Minneapolis were not listed as liabilities, which is a requirement. And since end of year liabilities on the 2018 return must match beginning of year liabilities on the 2019 return, the accountant recommended that EIRA file an amended return for fiscal year 2018.

The following actions were taken regarding agenda item 7:

Motion to adopt Resolution 2020-10: Resolved that EIRA approves the contents and authorizes the filing of an Amended Form 990-EZ with the IRS for fiscal year 2018. *Motion carried with 11 ayes and 0 nays.*

Motion to adopt Resolution 2020-11: Resolved that EIRA approves the contents and authorizes the filing of Form 990-EZ with the IRS for fiscal year 2019. *Motion carried with 11 ayes and 0 nays.*

8) 1023 Application with IRS Update & Recommendations

President Ellen van Iwaarden provided the following progress update and recommendations regarding the completion of EIRA's 1023 application with the IRS to reinstate its 501(c)(3) status:

- The IRS requires specific language (the organization's charitable purposes, what happens to funds if the organization should dissolve) in the organizing documents of 501(c)(3) organizations. It was originally interpreted that amending EIRA's Bylaws to include this language would be sufficient, and the Bylaws were recently amended to contain the required language. However, the Articles of Incorporation ("Articles") are the organizing document that must include this language, and EIRA's Articles do not. This was confirmed in a phone call with a nonprofit attorney who the City of Minneapolis has engaged to provide legal services to neighborhood organizations.
- Under Minnesota nonprofit law, a nonprofit can amend its Articles with a vote of the membership.
- The attorney recommended that, instead of simply amending EIRA's Articles to add the required language, that EIRA amend and restate its articles. EIRA's Articles were originally filed in 1951 and amended once in 1979.
- Ellen recommended that EIRA hire a nonprofit attorney to prepare EIRA's amended and restated Articles, the benefit being that a nonprofit attorney would also be able to include any new legal language that is recommended for the Articles. This expense would be a reimbursable expense under EIRA's CPP Contract with the City of Minneapolis. Ellen also recommended that EIRA hire a nonprofit attorney to prepare and file its 1023 application with the IRS to reinstate its 501(c)(3) status. This expense would be a reimbursable expense under EIRA's CPP Contract with the City of Minneapolis.

The following actions were taken regarding agenda item 8:

Motion to adopt Resolution 2020-12: Resolved that EIRA hire a nonprofit attorney to prepare amended and restated Articles of Incorporation for EIRA, to ensure that the Articles of Incorporation accurately reflect the purposes of the organization, and satisfy the requirements of the IRS for 501(c)(3) organizations. *Motion carried with 11 ayes and 0 nays.*

Motion to adopt Resolution 2020-13: Resolved that EIRA put the amended and restated Articles of Incorporation before the EIRA membership for a vote at the next Annual Meeting or at a Special Meeting called for that purpose. *Motion carried with 11 ayes and 0 nays.*

Motion to adopt Resolution 2020-14: Resolved that EIRA hire a nonprofit attorney to prepare and file its 1023 application to the IRS to restore its 501(c)(3) status. *Motion carried with 11 ayes and 0 nays.*

9) EIRA Bylaws Amendment

President Ellen van Iwaarden stated that the nonprofit attorney recommended that EIRA amend the compensation clause in its Bylaws to be more clear and restrictive. Best practices, as well as the preference of the IRS and the City of Minneapolis, is to not compensate officers and directors of nonprofit corporations.

The following action was taken regarding agenda item 9:

Motion to adopt Resolution 2020-15: Resolved that EIRA put the following Bylaws amendment before the EIRA membership for a vote at the next Annual Meeting or at a Special Meeting called for that purpose: "Article VII, Section 1. Compensation. The officers and directors of EIRA shall not be compensated. No EIRA member, officer, director or member of any EIRA Committee shall be compensated in any sum whatsoever for any amount of time expended by them in the discharge of their duties, except for that payment of any individual is contingent upon approval by the Board, and is limited to purposes and programs of EIRA. Approval may be of a contract providing for the payment and any paid staff cannot be Board members."
Motion carried with 10 ayes, 0 nays, and 1 abstention.

In accordance with EIRA Bylaws Article IV, Section 14, the remainder of the meeting was held in closed session for the purpose of discussing a personnel matter.

10) Independent Contractor Agreement no. 2020-2 with Jenna Egan

Based on the Special Search Committee's recommendation, the following action was taken regarding agenda item 10:

Motion to adopt Resolution 2020-16: Resolved that EIRA approves Independent Contractor Agreement no. 2020-2 with Jenna Egan for her appointment as EIRA Coordinator. *Motion carried with 11 ayes and 0 nays.*

11) Adjournment

The meeting was adjourned at 7:58 pm.

Minutes submitted by Andrew Degerstrom