

MINUTES of the BOARD of the LINDEN HERITAGE FOUNDATION

January 23, 2016

The meeting of the newly elected Board of Directors was called to order by Acting President Sam Higdon at 3:35 pm. Present were Directors Sam L. Higdon, Joe B. Lovelace, Sue Lazara, Jana Bounds, John Knapp, Anna Barber, Gail Dorgan, and Kay Stephens. Also participating via Skype were Directors James S. (Jim) Jacob and Barbara Teachey. Absent were Directors Ron Calhoun, Kerry Wells, and Susan Whatley.

The agenda was taken up and the following proceedings ensued:

Lots were drawn to decide the 1 year, 2 year, and 3 year terms of the Directors, according to the Bylaws of the Foundation. Director Jana Bounds provided the lots and the following were drawn:

- 1 year terms: Jana Bounds, Ron Calhoun, James S. Jacob, John Knapp, Joe B. Lovelace
- 2 year terms: Gail Dorgan, Sue Lazara, Barbara Teachey, Susan Whatley
- 3 year terms: Anna Barber, Sam L. Higdon, Kay Stephens, Kerry Wells

ELECTION OF OFFICERS: The following officers were nominated and each in turn elected, with no other nominations forthcoming for any of the five offices of the Executive Board:

... for PRESIDENT	Sam L. Higdon	M (Lovelace) and S (Lazara)
... for VP Preservation/Education	Sue Lazara	M (Stephens) and S (Lovelace)
... for VP Marketing/Development	Joe Lovelace	M (Lazara) and S (Stephens)
... for VP Information Technology	Jim Jacob	M (Bounds) and S (Knapp)
... for Secretary	John Knapp	M (Lovelace) and S (Bounds)
... for Chief Financial Officer	Jana Bounds	M (Stephens) and S (Barber)

President Sam Higdon then requested input on the appointment of a Parliamentarian, and several suggested that Kay Stephens was especially well-qualified for that role. Mr. Higdon asked if Mrs. Stephens would serve in the job of Parliamentarian if appointed. She answered yes and was duly appointed by the President.

UNANIMOUS CONSENT RESOLUTION: The matter of a resolution to make a minor change in the Bylaws of the Linden Heritage Foundation was introduced in written form by Mr. Lovelace. It was then explained that the change of wording from "Active Membership" to "Individual Membership" would lessen confusion and reconcile the Bylaws to the online membership platform and to other membership public materials published by the Foundation. Lovelace explained that if this proposed Bylaw change were to be adopted by the unanimous consent of the Board present, then the 30-day notice requirement for a Bylaws change would be legally

waived under Roberts Rules of Order. The vote taken, the proposed change in Bylaws wording was approved as presented by unanimous consent – all ayes and no nays.

CHARTER MEMBER RECEPTION: The date of Saturday, April 23 and the hour of 5:00-6:00 pm was proposed and set for this promised event, as a late afternoon supplement to the Annual Wildflowers Trails activities. The reception venue will be the home of Charter Member Ruth Halleck (confirmed).

A special HOSPITALITY COMMITTEE will be appointed to assist Ms. Halleck and Anna Barber and President Higdon will recruit three additional members for that committee. Those suggested by consensus of the Board for appointment by the President are Charlotte Bennett Wells, Mary Janet Wells, and Wanda Ayers Burns, if available. If those persons are unavailable on April 23, the President will seek to fill the committee with other appropriate persons so the planning work can proceed.

President Higdon then appointed Joe B. Lovelace, John Knapp, and Sam Higdon to prepare a draft presentation certificate to be given to Charter Members at the April reception.

Prices for Charter Member Certificate printing, packaging, and mailing (to those not present) were estimated, along with the cost of the reception hospitality. Motion was then made (Lazara) and seconded (Lovelace) to allocate up to \$700 for this event, including hospitality, printing and packaging of the certificates, as well as postage to any of the 188 Charter Members who are unable to attend on April 23. The motion was then approved unanimously.

TPTF GRANT: Ms. Lazara reported on progress to date on the Texas Preservation Trust Fund Grant (TPTF) application, which is due to be submitted for Texas Historical Commission TPTF review no later than January 29. Lazara explained that this fund is solely available to National Register eligible buildings, which was the reason the historical research and DOE submittal were so aggressively pursued since the November Resolution by the City to entrust the Firehouse preservation to the Foundation. Lazara explained that if this initial TPTF grant application is successful, the Foundation will be invited to submit a more detailed Planning Grant Outline to the Texas Historical Commission in April, which will necessarily include input from a professional preservation architect. Lazara shared that a bid of \$29,500 has been received from ARCHITEXAS, a Dallas architectural firm whose specialty is historic preservation work and who has expressed interest in the Old Firehouse project. They are the same firm who led the Plans and Specifications on the Cass County Courthouse Restoration and with whom some of us have had positive past experience. ARCHITEXAS also happens to be one of the two or three most respected preservation firms in the state. (Members of the Foundation Board are encouraged to look over their website [architexas.com] to become familiar with their capabilities.) The bid offered by ARCHITEXAS would cover full Plans and Specifications for proper restoration of the Old Linden Firehouse so that estimate is being used as the basis for the amount requested from the Fund. If received, the TPTF Grant would cover half of the Plans and Specifications fees, or \$14,750 and the remaining half would be raised by the Foundation.

Lazara suggested that \$5,000 be allocated at this time toward the Match Fund for this TPTF Planning Grant. Then, if our request is approved, Lazara suggested that the Foundation would in her opinion likely find it possible to raise the balance of approximately \$10,000 from the business community in the region. Motion to this same effect was then made (Lazara) and seconded (Lovelace) and the motion passed unanimously – that the cash match obligation to the TPTF Planning Grant be honored by the Foundation, should the grant be received, by allocating \$5,000 from accumulated General Funds of \$19,164 and by organizing to solicit the remaining \$10,000 from the business community of this region. Those prospective donors to include major employers, construction retailers, public utilities, and other local business and development interests.

SKYPE: The subject of the disappointing Skype audio connections at today's meeting was brought up, and the consensus of the Board was to conduct experiments that will solve the equipment and technical difficulties encountered. Mr. Higdon will schedule those experiments to take place soon, so that our remote Directors may fully participate in future meetings of the Board.

NEXT MEETING: The next meeting of the Board was set to be held on Sunday, March 6 at 7:30 pm. To improve the quality of the Skype platform for that meeting, Ms. Lazara invited all local members of the Board to gather at her house for that meeting.

The meeting was adjourned at 4:46 pm by President Sam Higdon – M (Stephens) and S (Lazara).

Respectfully submitted,

Sue Lazara, Secretary