

Minutes of the Literary Club Board Meeting
October 8, 2012

Present: Paul Franz, Mike Kremzar, Jack McDonough, Fred McGavran, Polk Laffoon, Albert Pyle, Bill Sena

Albert Pyle opened the meeting with a request to approve the minutes from May 12. Although those minutes reported that the board had decided that Drs. Carruthers and Asbury should be asked to become honorary members, the board now concurred that they should first be approached about the change . . . and then asked. With that, the minutes were approved.

Albert Pyle reported that the Club now has 91 active members. If Drs. Carruthers and Asbury become honorary, it will have 89. He said that in the wake of Jack McDonough's ascension to vice president, Paul Franz was selected as a trustee last May.

Bill Sena then gave the treasurer's report. He presented the budget for 2012 with the actual revenue and expenses to date. Because the fall dues have not yet been billed, there is a \$23,475 shortfall that should be made up once dues are received. Expenses to date are generally in line with budget, excepting the spring outing, which ran \$1,050 over because of the tent.

Year to date, actual income has exceeded expenses by \$1,903. Budgeted income is \$7,767 less than budgeted expenses, for a difference of \$9579. The Club is in good financial shape, as will be glaringly evident when the fall dues are brought in.

Discussion followed, focusing on several members who have not yet paid their spring dues. No one is in arrears more than one half-year. Bill Sena said it is not a worry at this time; some of those who are delinquent are typically slow to pay.

Further discussion focused on the Club's 501C-3 status, with some questioning whether we really ought to be paying property taxes, given our status. Mike Kremzar said he would go to the County Recorder's Web site to discern what similar institutions are doing.

In Ed Burdell's absence, Albert noted that the conservator's report (attached) has been circulated to the membership. He said that while a lighting plan is in flux, two other problems are more urgent: (a) making the bathroom behind the kitchen wheelchair-accessible (b) improving access from the alley behind the kitchen for handicapped persons. Albert said architect Joe Brashear, who is excellent, is looking at the two situations and will tell us what it would cost to fix.

Albert further said that there is a long table in the kitchen in the way of improved access to the alley; perhaps some member would like to have it. With the backing of the board, Albert says he is opting for interlocking weather stripping instead of storm windows in the Club.

The discussion then moved to the report of the Committee to Review the Constitution, By-laws and Customs. The Committee had submitted a revised constitution and by-laws (generally minor changes and clarifications) and two versions of the traditions. Several changes were suggested for the constitution and by-Laws, and these will require additional work. Albert Pyle suggested that the traditions be presented in more of an essay form than either of the two versions submitted to the Board. The Board will meet with the Committee next month to ascertain next steps.

Albert said he would like to proceed with all this at a "majestic pace," to allow members time to accustom themselves to the idea of any proposed changes. Fred McGavran then suggested that counsel review the revised document. The board agreed that both Joe Dehner and Tony Covatta should do so. Albert stressed that the work of the Committee has been a "great labor" and that the Board of Management is "eternally grateful."

Old Business: John Diehl is ready to give his final history paper on Oct. 29. Albert said he believes the bound volumes of John's book will be ready for the anniversary dinner.

Albert said he would deal with the issue of bound volumes at our next meeting. He said an authorized rebuilding of the Club's 1879 guest register has been completed and paid for.

New Business: Albert introduced the subject of Directors' and Officers' (D&O) insurance. Following discussion, the board agreed we should have it, for approximately \$800.

The meeting adjourned at 10:10 p.m.

Respectfully submitted,

Polk Laffoon IV

Literary Club
Board of Management Minutes
November 12, 2012

Present: Ed Burdell, Paul Franz, Mike Kremzar, Polk Laffoon, Jack McDonough, Fred McGavran, Albert Pyle, Bill Sena, Alan Winkler

Albert Pyle convened the meeting with four requests for changes in membership status. Following discussion, Irvine Anderson was reinstated as an associate member; Frank Andress was moved from regular to associate; Harry Horowitz and Orloff Miller resigned.

Albert noted two possible construction issues now under review by an architect: (1) making the washroom adjoining the kitchen accessible to people with impairments (2) building a wheelchair-accessible ramp across the concrete sidewalk and curb that form the alley-side entrance to the Club's kitchen.

At the current time, it is not clear whether any of this can be done relatively inexpensively, or, as Ed Burdell suggested, it may be the catalyst for "one thing leading to another" and thus become quite costly. Bill Sena cautioned against letting such a project become pricey in a way that the Club cannot afford. Albert reiterated real concern that the ramp issue be resolved with a ramp. Fred McGavran supported that, noting (a) too many elderly members are currently having difficulty getting up the front steps, possibly at some risk, (b) such projects could be good opportunities for Club "angels" willing to help financially.

Bill Sena reported that most dues have been paid and most arrearages have been covered. He said there is nothing unusual in a financial sense going on. He noted that officers and directors liability insurance has been purchased.

Ed Burdell then gave the conservator's report. He said that in addition to the kitchen, back toilet and alley entranceway issues that Albert had referenced, he is awaiting a preliminary report on another heating and air conditioning contract. There is a question whether Apollo should

handle it. He is seeking estimates concerning windows, one to airtight the Club's main windows and one for treatment of the Reading Room windows. He received a lighting proposal from Jim Fitzgerald. It calls for a lot of floor lamps; the Club's electrical outlets don't match the proposal. No action was taken on these matters.

Ed commented that it has been a big improvement to have rheostats in the overhead lights in the front and rear of the Club.

Bill Friedlander is going to reconvene the committee to review the constitution, bylaws and customs, to consider the requests the BOM made last month. Albert said that the BOM should be able to hear the committee's recommendations in close-to-final form by its December meeting.

Albert noted that the John Diehl book is not yet complete.

Then followed a further discussion of the tax issue that had arisen in the October meeting, to wit: Should the Club's 501 (c) 3 status exempt it from real estate taxes? Specifically, should the Club seek such an exemption? (We currently pay about \$10,000 in RE taxes.) Mike Kremzar had looked into whether similarly constituted organizations around town, e.g. the Lloyd Library, the Cincinnati Women's Club, the Cincinnati Art Club, the Junior League, which own their own buildings, are exempt. The answer: Sometimes yes, sometimes no.

There was agreement that the wording describing the Literary Club's functions in the current 990 would not qualify the Club for the exemption. Following discussion, the BOM agreed to seek advice of counsel as to whether it makes sense to change the wording of the 990 and to seek a RE tax exemption or, as one present opined, "to let sleeping dogs lie."

The meeting adjourned at 9:50 p.m.

Respectfully submitted,

Polk Laffoon IV

The Literary Club
Board of Management minutes
December 10, 2012

Present: Paul Franz, Bill Friedlander, Mike Kremzar, Polk Laffoon, Fred McGavran, Albert Pyle, Bill Sena, Allan Winkler.

Also sitting in for discussion of proposal to revise Constitution: Tom Murphy, Bill Pratt, Ted Silberstein

The meeting began at 9:10 p.m. At Albert Pyle's request, Bill Friedlander took the group through the proposed changes to the Constitution with the understanding that they would subsequently go before the membership for a vote.

Out of this overall review, three related discussions developed:

- (1) concerns about the Club's tax-exempt status. The Club is a 501 (c) 3 as a result of its literary and educational mission. Paul Franz assured the group that it can sustain this status even if one of those criteria were to fall way. Being literary alone, for example, is sufficient.
- (2) Bill Sena raised a concern about what properly belongs in the Constitution and what should be left to the bylaws. The BOM agreed that each of its members would review the issue and meet again in January before sending the new version of the Constitution to the membership.
- (3) There was unease with the indemnification provision of the Constitution. Some feared it was too large, and that it would be unwise to put into it the degree of "overlay" that now exists. Better to keep it to one sentence, the group felt. Accordingly, Paul Franz will draft the one sentence version and give it to Albert.

A discussion of the traditions followed, with the group approving the list of traditions submitted and, finally, the essay-like version of the traditions that Albert had requested the previous month. In the early part of next year, this too will be submitted to the membership.

Bill Sena then gave the treasurer's report. He said that income for the year will be between \$88,000 and \$92,000, putting the Club narrowly into the black. He said expenses have drifted up to the revenue number, with the result that we are not saving anything to add to reserves.

Two expenses significantly higher than year ago include (a) preparation of the Club's tax returns by a CPA, which has now become necessary, and (b) higher insurance costs, including the recent purchase of directors' and officers' liability. Bill said he thought food and drink would be close to estimates for the year. Fred McGavran noted an urgent need to add to the Club's membership. All others agreed. Currently the Club has 91 active members.

In the absence of Ed Burdell, Albert Pyle elaborated upon the conservator's written, year-end report to note that an architect has developed a plan for making a pathway from the alley through the kitchen to the Reading Room wheelchair-accessible. This would include ramps. We are now seeking estimates for what that would cost. Nico is concerned about a table currently in the path of the proposed new route. He needs a table for food preparation.

Albert reported that a compilation of John Diehl's history reports is ready to be distributed at the next meeting. Extra copies will be \$10.

Albert reported that Joe Dehner would like to try for a property tax exemption. This would have nothing to do with the Club's 501 (c) 3 status. Albert said that Joe will be asked to present his thoughts to the BOM.

Two members proposed for honorary status, Chuck Carothers and Tuck Asbury, will be posted next week. They are to be posted for four weeks, at which time members will vote whether to award them honorary status.

The meeting adjourned at 10:05 p.m.

Minutes of the Board of Management
The Literary Club
January, 2013

Present: Paul Franz, Mike Kremzar, Polk Laffoon, Jack McDonough, Fred McGavran, Albert Pyle, Bill Sena, Allan Winkler

The meeting opened with three successive members of the Club – Kingston Fletcher, Richard Hunt (speaking for Tony Covatta) and Jim Myers – coming before the Board to ask consideration for membership for each of three candidates. The Board took the three requests under advisement.

Scanning: Jim Myers went on to talk about the success he has had with a handheld scanner in creating for online display four years of Literary Club papers: 1997-98 and 2000-2001. Jim, who has been seeking a way to input several decades of past papers, represented his new device as imperfect, but still pretty good. Not everything that it scans is perfectly legible, he said, but the labor is minimal and the speed relatively fast.

Accordingly, Jim proposed that the BOM authorize the purchase of two such scanners at about \$85 each. He believes that with another person helping him, at a rate of about four hours a week for a year, they could get the entire 20th century of papers up on the Web site. The Board authorized the purchases.

Treasurer's Report: Bill Sena reported that the Club's financial position is sound. Revenue has been a little bit better than expected and expenses are in line. He thinks that 2013 should be smooth, financially. He foresees no repairs or large-budget maintenance issues, with the possible exception of a ramp for handicaps outside. He anticipates that we could draw on the Building Fund for that.

Fred McGavran urged that the BOM take some action on Jim Fitzgerald's recommendation for improved interior lighting, noting that it would cost a relatively modest \$2,000. Other BOM members agreed that this would be a good thing to do.

Mike Kremzar then said that it is probably optimistic to budget nothing for maintenance. Bill Sena agreed, but asked whether such a contingency should come out of the Building Fund or general revenue?

Mike said that if the Club is operating close to the line, then such an expense should be taken from the Building Fund.

This then led to a more general discussion of Club finances, with BOM members recognizing that budgets are created on the presumption of full membership. Currently, the Club has 91 active members – nine short of “full” – with two of those slated to be accorded honorary status in the near future. That would leave us with 89 active members and, consequently, less than anticipated coming in from both dues and initiation fees. The solution, all agreed, is to take in more members.

Constitution, By-Laws and Traditions: Albert then moved the discussion to a review of proposed changes and amendments to the Club's constitution, by-laws and traditions. A number of relatively minor insertions and alterations to the first two were set forth and approved.

When it became apparent that the document outlining the Club's traditions (customs) made no mention of women, the BOM asked why. It was told that the issue had indeed been discussed, but that the committee did not want to take it forward. The BOM agreed that it is a sufficiently important issue that the Board should review that decision before taking any document to the full membership for consideration. Accordingly, Albert said he would look for a date for a special meeting of the BOM to consider the issue of women.

The meeting adjourned at 10:30 p.m.