

**Friends of the Western Philatelic Library  
Board of Directors Meeting  
Saturday, December 17, 2016**

The meeting was called to order at 10:22 am by **Acting Board Chair Edward Jarvis** at the **Western Philatelic Library, 3004 Spring Street, Redwood City CA 94063.**

**Roll Call** found the following **Officers and Directors** present (constituting a quorum): **Dick Clever, Edward Jarvis, Nestor Nunez, Roger Skinner, Jo Skinner, and Roy Teixeira.**

**Absent:** Board Chair **Stu Leven**

**Guests:** **Judy Jarvis and David McNamee**

**Recording Secretary:** **Russ Samuels**

**Minutes of Meeting of November 19, 2016:** The **Minutes** of the last **Board Meeting** were approved unanimously on a motion by **Roger Skinner**, seconded by **Dick Clever.**

**OLD BUSINESS**

**1. Treasurer's Report on Actions from November Board Meeting** (Confirmation): Completed sale of securities to raise cash. Timely payment of Property Tax. Timely payment of Mortgage Principal and Interest. Timely payment of Property Insurance Premium. *(Securities were sold to raise cash; Property Tax paid until April 10, 2017 and Mortgage Payment made on time. Insurance cancelled due to previous non-payment.)*

**2. Treasurer's Financial Reports** (Review and Approve): Present Year-to-Date Income Statement and Balance Sheet. Present Estimated Year End Balance Sheet. Present 2017 Budget. *(Treasurer Jo Skinner distributed copies of the updated Year-to-Date Income Statement and Balance Sheet to the members of the Board as well as a projected Budget for 2017. Nestor Nunez moved to approve all of these, seconded by Roger Skinner. Motion approved unanimously.)*

**3. Chairman's Report (Leven) on Fundraising Activities from November Meeting** (Discussion) Set target date for notifying donors of material received after loss of tax-exempt status before January 31, 2017. Appoint **Nestor Nunez** to form a Fundraising Committee. Provide Fundraising Committee with a set of tasks and goals.

*(In Board Chair Leven's absence, a Fundraising Committee was formed which will be coordinated by Nestor Nunez. David McNamee and Edward Jarvis will also be members. Dick Clever has already sent out a fundraising letter to members with the dues notice and will identify possible donors among dealers. David McNamee suggested a Capital Campaign for monthly mortgage payments and noted that under the terms of the loan, 20% can be paid in any year to lower the principal amount. New membership categories and membership fee levels will be discussed at January 2017 meeting.)*

**4. Director's Report (R. Skinner) on Publicity and the Bay Phil Activities from the November Board Meeting:** Confirm that SEP/OCT and NOV/DEC issues were combined. *(They were.)* Confirm that the Editor has been notified to produce the *Bay Phil* quarterly. *(Editor Richard Hanchett was informed.)* Confirm that the Editor has been told that Board Minutes will be a continuing feature of each issue of *Bay Phil*. *(In the interest of saving space in the Bay Phil, it was decided to encapsulate "Board Actions" as a new feature in each issue. Acting Chairman Edward Jarvis asked Recording Secretary Russ Samuels to provide the Editor with this information.)* Confirm that the Website has been updated to remove references to Sunnyvale and add publicity articles produced recently in the Council Courier. Set target date for establishing Board Minutes files on the Website. *(Both still to be done, Stu Leven is to provide missing minutes to Webmaster David Moore. A motion to establish Board Minutes on the Website and to provide a summary to the Bay Phil was made by Roy Teixeira, seconded by Nestor Nunez and passed unanimously.)*

**5. Chairman (Leven) Appoint a Publicity and Bay Phil Committee** (including Website design and content) to report to the Board on future directions. *(Roy Teixeira has spoken with Webmaster David Moore and they will work on this and report back to the Board.)*

**6. Chairman's Report (Leven) on Board Composition Activities from the November Board Meeting:** Report on contacts with Sequoia Stamp Club President. Appoint a Committee to review current Board composition and make recommendations for changes needed to meet future requirements.

*(Roy Teixeira spoke with Kristin Patterson, a Board Member of the APRL, and invited her to the January meeting and will contact the new President of the Sequoia Stamp Club as well. Board composition will be discussed at the planned December 31<sup>st</sup> Board of Directors and/or work meeting.)*

**7. Tax Exempt Status Ad Hoc Committee (Nunez)** Activities from the November Board Meeting (Review and Approve). Present the draft missing IRS form 990 tax returns and set target date for filing. Director's Status Report **(R. Skinner)** on writing the narrative of events contributing to failure to file tax returns in a timely manner. Director's Status Report **(R. Skinner)** on producing the necessary documentation for the required Office Binder due December 19, 2016. *(Moved to a work session after the meeting.)*

**8. Membership Committee (Clever)** Activities from the November Board Meeting. (Review and Approve). Report of current membership numbers by category (Regular, Life, etc.). Report on mailing dues notices. *(Reports were distributed by Dick Clever to the Board).* Chairman **(Leven)** to assign Membership Committee to examine current dues structure and report on changes proposed for 2018 (due July 2017 Board Meeting). *(Still needs to be done.)*

**9. Director's Report (R. Skinner) on Volunteer Activities from the November Board Meeting:** (Review and Approve). Report on contacts made during PENPEX.  
*(Roger Skinner said no new contacts were made at PENPEX. David McNamee suggested that a time sheet showing volunteer names and hours be resurrected, including all the work done at home, and that the volunteer staff should be populated more in 2017. Other suggestions included a white board for volunteer schedule – current month and next month.)*

#### NEW BUSINESS

**10. Correspondence:** New correspondence of interest to the Board? Insurance: Is a report of the last fire inspection available?

*(Roger Skinner reported that he has been in contact with his insurance broker in an attempt to get the fire insurance reinstated. He also received a call from the President of the San Diego Philatelic Council and Library in Escondido. He said that they too try to get larger donations and seem to have better success obtaining large collections which they have to hold for three years before selling to give the donors better tax deductions. Roger Skinner to furnish notes to Fundraising Committee.)*

**11. Tax Exempt Status Ad Hoc Committee (Nunez)** – Verify accurate responses to IRS Form 990 page 6 and assign tasks to complete necessary documentation: Written Conflict of Interest Policy. Written Document Retention and Destruction Policy. *(Portion moved to a detailed work session after the meeting.)*

**12. Review and Approve the revised By-Laws of FWPL:** *(The version of By-Laws of under which the FWPL operate is unclear. Nestor Nunez moved that the By-Laws as of February 15, 2010 be approved as current operative By-Laws, pending revision, seconded by Roger Skinner and approved unanimously. Revision to be discussed at December 31st work meeting.)*

**13. Elections:** Appoint a Committee to set up elections: candidates, ballots, process, fixing terms of office. Report to the Board at the January 2017 Board Meeting. *(Tabled until January Meeting.)*

**14. Volunteers:** Is there a list of tasks or functions available to assess our volunteer needs and match interests with our needs? *(Tabled until January Meeting.)*

**15. Value to the Community:** Is there a record kept of people served (walk-ins, telephone, email, letters)? *(There is a guest book kept at the front desk.)*

**16. Other? Fire Inspection of the Library:** *(There is no record of a fire inspection in the escrow statement, building was bought "as is". Roger Skinner attempted to find out about a fire inspection from the nearby Fire Station and was unable to get an answer.)*

**17. Next Board of Director's Meeting:** It was agreed that the next 2017 Board of Directors Meeting will be held at the Library on **Saturday, January 21, 2017** at 10:30 am. The additional work meeting scheduled for **Saturday December 31, 2016** at 10:30 am to discuss updating the By-Laws of FWPL and the Tax Exempt Status may become a Board Meeting if there is a quorum.

**Adjournment: Roger Skinner** moved for adjournment. Motion carried and meeting adjourned at 12:07 pm. Work session followed thereafter.

Respectfully submitted,

**Russ Samuels**  
**Recording Secretary**

**Attest by Board Secretary**  
**(after approval at next meeting)**

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Addendum to Minutes from Work Session following adjournment of Main Meeting:

Dick Clever, Edward Jarvis, Nestor Nunez, Roger Skinner, Jo Skinner, and Roy Teixeira;  
by invitation: David McNamee  
Minutes taken by: Nestor Nunez

Review of Tax Filings Due to IRS:

Nestor Nunez went through the draft Forms 990 for 2013, 2014 and 2015 (returns required by IRS to be filed, in part submission for reinstatement of nonprofit status. Directors were informed to pay particular attention to the responses concerning Governance and Policies.

David McNamee showed draft documents relating to conflict of interest, and records retention. Nestor Nunez suggested that the conflict of interest policy be modified to make it easier for monitoring compliance. Policies on conflict of interest and records retention (modified as appropriate) were agreed to be adopted by FWPL (will need formal action at next meeting).

David McNamee also informed the session that he had been requested to streamline the language of the ByLaws adopted in 2010 (and affirmed at the preceding meeting to be the operative ByLaws). Since the changes are cosmetic and stylistic, the changes were deemed not to constitute changes defined in the Form 990; nevertheless, the updated ByLaws need to be re-affirmed at the next meeting (Needs affirmation at next meeting).

**Other matters:**

1. Narrative is needed to explain circumstances leading to nonfiling of returns to IRS. (Jo Skinner mentioned that it appears filings were done for California).
2. Hours spent by directors to be provided
3. Draft returns need updating for cost of building, and insurance paid (per escrow document furnished by Treasurer). Details needed as to actual payment made by escrow company.
4. Agree that if President is unavailable to sign the 990s, that Treasurer is best option.