

**Ohio Land Bank Association
Board of Directors Meeting**

Wednesday, October 24, 2018

AGENDA

The meeting was called to order at 3:00 PM with the following Directors present:

Gus Frangos – Cuyahoga
Curtiss Williams – Franklin (COCIC)
Patrick Bravo – Summit
David Mann – Lucas
Deb Flora – Mahoning
Shawn Carvin – Trumbull
Amy Hamrick – Richland
Tom Schneider – Lawrence
Carol Knapp – Huron

Guests: Sarah Skow, Esq., Spengler Nathanson P.L.L.

1. Election of President from among the Directors

The floor was opened for nominations for a President. Hamrick moved that Gus Frangos be nominated as President, and Schneider seconded. No other nominations were heard. The motion was called, and all Directors voted in the affirmative. Gus Frangos was elected as President for a term to conclude at the next annual meeting.

2. Election of Secretary/Treasurer from among the Directors

Frangos opened the floor for nominations for a Secretary/Treasurer. Bravo moved that David Mann be nominated as Secretary/Treasurer, and Knapp seconded. No other nominations were heard. Frangos called the motion, and all Directors voted in the affirmative. David Mann was elected Secretary/Treasurer for a term to conclude at the next annual meeting.

3. Report from Incorporators on steps taken to date

Carvin, Williams, and Mann were introduced as the original incorporators of the Association. Mann reported that the Association was formed as an Ohio non-profit

corporation with the intent to seek tax-exempt status with the Internal Revenue Service as a 501(c)(6) business league. Pledges from at least 24 county land banks to become members have already been received, along with dues collected in the total amount of \$10,500.

The presentation to members and the Board of Directors' election results from the general member meeting held on Wednesday, October 24, 2018 at 1:00 PM are incorporated into these minutes.

4. Report from Sarah Skow, Attorney with Spengler Nathanson, P.L.L.

Frangos recognized Attorney Skow, who was hired by the Incorporators to assist with certain legal matters related to incorporation and initial governance.

Skow reported that a temporary Code of Regulations was enacted by the Incorporators to establish basic governance principles before the general membership meeting. Skow encouraged the Board to consider other key provisions of a permanent Code of Regulations related to officers, committees, and dues.

Bravo moved that the Code of Regulations be amended to provide for the election of nine (9) Directors, instead of three (3) Directors, in accordance with the will of the membership, and Williams seconded. All Directors voted in the affirmative.

The Board invited Frangos to review the temporary Code of Regulations and make revisions and improvements for the Board's review and adoption.

Skow also reported that the Association has begun the process of compiling necessary documents to file a Form 1024 application for 501(c)(6) tax exempt status with the Internal Revenue Service.

The Board invited Mann to continue to work with Skow to draft a Form 1024 application and circulate a final draft for the Board's review and approval. The Board also invited Mann to identify and hire a public accounting firm at a reasonable cost as necessary for a proper application.

Skow also encourage the Board to consider securing Directors & Officers insurance coverage as soon as possible.

The Board invited Frangos to secure a reasonable proposal for Directors & Officers coverage for the Board's review and approval.

5. Establishing OLBA Committees and appointing chair and members

Frangos moved that the following Board Committees be established: 1.) Finance and Membership; 2.) Lobbying and Advocacy; and 3.) Services and Support, and Mann seconded. All Directors voted in the affirmative.

Hamrick moved that the following Directors be nominated as Chair and Co-Chair of each of the Committees, as follows, and Flora seconded.

Finance and Membership – Mann, Chair and Carvin, Co-Chair;
Lobbying and Advocacy – Frangos, Chair and Williams, Co-Chair; and,
Services and Support – Bravo, Chair and Knapp, Co-Chair.

All Directors voted in the affirmative.

6. Establishing meeting schedule and regular communication channels

The Directors agreed that, due to time and location restrictions, certain business matters of the Board may be conducted by email and conference call. The Directors agreed that in-person Board meetings be established on the same quarterly schedule as the Ohio Land Bank networking meetings.

The Directors further agreed to be transparent and intentional about the information it reports out to members at each of those Ohio Land Bank networking meetings that coincide with a Directors meeting.

Each Director further agreed to submit a short biography, photo, and description of their land bank to the Secretary/Treasurer to be compiled and sent to the membership by the end of 2018.

7. Other business / open discussion with members

With no further business, Frangos adjourned the meeting at 3:45 PM.

Respectfully submitted,
David Mann, Secretary/Treasurer
November 18, 2018