



Membership Meeting Minutes *DRAFT*

December 5, 2008

Seaport Hotel

Boston, Massachusetts

The Annual Meeting convened at 10:15 a.m. Eastern.

The list of participants can be found in Appendix A.

1. Welcome

- a. Lisa Byers, Board President, welcomed everyone and read from Michael Pile.
- b. The agenda for the meeting was reviewed.
- c. Board members were asked to stand and be recognized.
- d. The Network committees were thanked.
- e. The Academy Advisory Board was recognized and asked to stand.
- f. The Lincoln Institute of Land Policy was thanked as a conference sponsor.
- g. Dudley Street Neighborhood Initiative was thanked for hosting the conference.

2. CLT Network Accomplishments and update

- a. Roger Lewis, Interim Executive Director, reviewed Network accomplishments over the year.
 - i. Jeff Washburne was thanked for collecting and compiling data from organizations.
 - ii. Roger noted that after visiting multiple CLTs, he had a better sense of their needs and what the Network should focus on.
 - iii. The new website was reference. Roger encourage feedback and thanked Greg Rosenberg for helping to oversee this project
 - iv. Homes and Hands has been uploaded to the Network website, with more multimedia to come.
 - v. A revision of the CLT Legal Manual is currently underway. Kirby White and David Abromowitz created this manual in the early 1990's. A priority for the revised manual will be to make it available on the website. A committee is already working on the condo section. Volunteers are needed, please contact the Network if interested.
 - vi. A national MOU with Habitat International has been drafted and is awaiting one last review in February by Habitat.
 - vii. The Shared Equity Homeownership Coalition is a coalition that has been fostered and propelled by The Ford Foundation. Joining this coalition has provided the Network with the opportunity to collaborate with a broader group. Ford is interested in getting a loan product for CLTs. NCB Capital

Impact is leading the coalition, the Network is leading the content. Collecting data is expensive, it is more cost effective to collect data together and share the results.

- viii. Technical assistance is needed; the Board and Academy are exploring ways to provide this.
- ix. The website is being explored as a venue for a discussion forum. A successful webinar took place earlier this fall. Greg Rosenberg will be moving into the role of web librarian for the Network and leaving the board.
- x. Roger introduced Jessica Grant as Network staff.
- xi. ResourcePlus was acknowledged for helping to coordinate this event.
- xii. The Network's goal is to become its own financial agent in next 12 months.
- xiii. A fundraising consultant was contracted with as of last month.
- xiv. Individual CLT accomplishments were noted:
 - 1) Madison Area CLT won the Home Depot Award.
 - 2) Kulshan CLT won second place for the Home Depot Award.
 - 3) Champlain Housing Trust won a Habitat award, one of two awarded worldwide
 - 4) Thistle won a green building award.
 - 5) Roger went to Key West to help celebrate their awarded acreage.
 - 6) First CLT of Chicago won a local award.
 - 7) Roger asked that award notifications be sent to the Network so that they can be posted on the Network website.

3. Financial Report

- a. Dev Goetschius provided an update on the finances of the Network.
- b. Through the end of October, the Network showed \$344K in revenue. The amount budgeted for was \$389k. This difference was partially due to lack of membership dues.

4. Election

- a. Board members were introduced.
- b. Ballot instructions were given and ballots were collected.

ACTION: Members voted in the board election.

5. Minutes

- a. Norma Jean Sawyer motioned to approve the minutes from the 2007 Annual Meeting.
- b. Barbara Navin seconded.

ACTION: The 2007 Annual Meeting Minutes were approved.

6. Proposed Dues Structure Revision – *see Appendix C*

- a. Norma Jean Sawyer reviewed the proposed changes to the dues structure for membership.
- b. Jeff Corey motioned to approve the proposed dues structure.
- c. Richard Webb seconded.

- d. No objections.

ACTION: The proposed dues structure was approved.

Walt Dixie noted that his organization will have funds to join the Network in 2009.

7. Proposed Membership Criteria and Supporting Partners Revision – see Appendix D

- a. Dev Goetschius reviewed the proposed changes to the bylaws regarding membership criteria and supporting partners.
- b. Member comments were collected over the fall and incorporated into the proposed criteria, which includes individuals and non-CLTs.
- c. Erica Anderson motioned to approve the proposed membership criteria and supporting partners.
- d. Trish Cates seconded.
- e. No objections.

ACTION: The proposed membership criteria and supporting partners was approved.

8. Organizational Culture

- a. Lisa Byers introduced this topic and led a discussion.
- b. Roger Lewis recorded opportunities and barriers to CLTs at national level.
- c. Barriers: time zones, phone call meetings.
- d. Opportunities: increase involvement of all young and old, national/regional communication

9. Member Needs

- a. Allison Handler reviewed the results of the Member Needs survey that was conducted this fall.
- b. Participants broke into smaller groups to discuss needs.
- c. Group feedback:
 - i. LEED is in its pilot stage, it is a critical time for them to include permanent affordability while talking about sustainability.
 - ii. Offer more skill developing opportunities for those moving into the houses.
 - iii. Protection of assets, making sure we have qualified loan recipients, setting up for success.
 - iv. Place microphone in every classroom and record the questions as well as the presentations
 - v. The culture of the network is affected by its members. Important that fresh ideas are brought in. Use quantitative mechanisms to capture qualitative data.

10. Announce the results of the Election

- a. The 2009 National CLT Network Board of Directors was announced:
 - 1) Lisa Byers
 - 2) Jim Mischler-Philbin
 - 3) Allison Handler
 - 4) Norma Jean Sawyer
 - 5) Marie Cirillo

- 6) Kelly Weiss
- 7) Robert Burns
- 8) Dev Goetschius
- 9) Connie Chavez
- 10) John Hamilton
- 11) Van Temple
- 12) Dena Al-Khatib
- 13) Joe Gray
- b. Outgoing Board Members
 - 1) Greg Rosenberg
 - 2) Jane MacKenzie
- c. Nominees
 - 1) Joe Gray - Southeast representative
 - 2) Dena Al-Khatib - Central representative
- d. The balloted is included in full in Appendix B.
- e. 28 organizations submitted votes. 28 voted to affirm bylaws without comments.

11. Closing remarks

- a. Lisa Byers noted that the following will be sent out: minutes, list of participants, an electronic evaluation and an announcement of the new board.
- b. The Board and Academy are planning a joint retreat in March to sift through all these ideas and strategize. We are committed to creating a sustainable organization and welcome ideas from members.
- c. John Davis noted that a goal will be to get more technical assistance into communities like those that participated in the Heritage Lands Plenary.
- d. Jim Mischler-Philbin recognized that Greg Rosenberg and Jane MacKenzie are leaving the Board, and that Jane was unable to attend the Annual Meeting. Greg was acknowledged for his hard work, he will now be focusing more on the Academy.
- e. Location of the 2009 National Conference will be in the South. CLTs from the South were encouraged to come forward if they are interested in hosting the event. The exact dates will be announced in early 2009.
- f. All participants were invited to attend the Board of Directors meeting later this afternoon.

The meeting adjourned at 11:58 a.m. EST

Appendix A

Attendees at National CLT Network Annual Meeting December 5, 2008

Name		Organization
Erica	Anderson	Centre County Housing and Land Trust
Rob	Anthony	Highland Park Illinois Community Land Trust
Leticia	Brown	City of Lakes Community Land Trust
Rebecca	Buford	Lawrence Community Land Trust
Robert	Burns	NeighborWorks America
Lisa	Byers	OPAL Community Land Trust
Bedilia	Campbell	Community Training Works, Inc.
Whitney	Carpenter	Monadnock Community Land Trust
Trish	Cates	Orange Community Housing and Land Trust
Connie	Chavez	Sawmill Community Land Trust
Marie	Cirillo	Clearfork Community Institute
Raylene	Clark-Gomes	National Housing Trust/ ICE Lending
Pam	Clay-Young	Kentucky Transportation Cabinet
Jeff	Corey	Northern Communities Land Trust
Justina	Costa	City of Flagstaff
Elizabeth	Debs	Community Housing Land Trust of Rhode Island
John	Ewing	Colorado Community Land Trust
Jill	Feldstein	Women's Community Revitalization Project
Rebecca	Fletcher	Equity Trust, Inc.
Carl	Florea	Housing Resources Board CLT
Brian	George	Community Action Committee of Lehigh Valley
Devika	Goetschius	Housing Land Trust of Sonoma County
Jessica	Grant	National CLT Network
Joseph	Gray	Delray Beach Community Land Trust
Etta	Habegger	State College Community Land Trust
John	Hamilton	City First Enterprises
James	Harrington	Thistle Community Housing
Cecilia	Holloman	Urban Empowerment Corporation
Staci	Horwitz	City of Lakes Community Land Trust
Bill	Howard	First Community Land Trust of Chicago
Kara	Hubbard	Tufts University
Sara	Jamison	Champlain Housing Trust
Ann	Jochnick	Greater Boston Legal Services
Ellie	Kastanopolous	Equity Trust, Inc
George	Khoury	Centre County Housing and Land Trust
Sally	Lenker	Centre County Housing and Land Trust
Rob	Leuchs	Champlain Housing Trust
Roger	Lewis	National CLT Network
Vicki	Lindsay	Math for Peace
Jerry	Maldonado	Ford Foundation- Community and Resource Development
Erika	Malone	Northwest Community Land Trust Coalition
Mary	Marra	Bread and Roses Housing, Inc.
Ahmed	Martin	New Orleans Neighborhood Development Collaborative
Read	McCulloch	Chaffee Housing Trust

Appendix A continued
Attendees at National CLT Network Annual Meeting December 5, 2008

David	McIntire	City of Flagstaff
Sandra	McNeill	Figueroa Corridor Community Land Trust
Aaron	Miripol	Urban Land Conservancy
Marge	Misak	Cuyahoga Community Land Trust
Jim	Mischler-Philbin	Northern Communities Land Trust
Michael	Monte	Champlain Housing Trust
Lee	Murdock	Yakima Valley Community Land Trust
Susan	Murphy	Community Training Works, Inc.
Barbara	Navin	Thistle Community Housing
Hank	Obermayer	Northern California Land Trust
Gabriel	Olmsted	Heron River Group
Vicente	Quevedo	Sawmill Community Land Trust
Colleen	Ritter	State College Community Land Trust
Ron	Romero	Ron Romero Inc.
Greg	Rosenberg	Madison Area Community Land Trust
Norma Jean	Sawyer	Bahama Conch CLT
Paul	Schissler	Kulshan Community Land Trust and Northwest CLT Coalition
Laura	Seitz	Northern Communities Land Trust
Elise	Shanbacker	Addison County Community Trust
Pat	Steiger	Minnesota Community Land Trust Coalition
Susan	Stott	Andover Community Trust
Van	Temple	Diamond State CLT
Jeanne M	Tracey-McAreavey	Community Housing Land Trust of Rhode Island
Hayley	Travis	Lawrence Community Land Trust
Jeff	Washburne	City of Lakes Community Land Trust
Richard	Webb	Story County Community Housing Corp.

Appendix B
BALLOT
National CLT Network
Board of Directors Election
DECEMBER 2008

~ There are no contested seats in this election ~

~ One representative from each member organization may cast a ballot ~

AT LARGE REPRESENTATIVES - all members please vote. Vote for one candidate for each seat.

Seat 1: Robert Burns Yes No

Seat 2: Lisa Byers Yes No

Seat 3: Marie Cirillo Yes No

Seat 4: Jim Mischler-Philbin Yes No

SOUTHEAST REGIONAL REPRESENTATIVE - Vote only if you are representing a member organization located in one of the following states: AL, AR, FL, GA, KY, LA, MS, NC, PR, SC, TN, VA.

Joseph Gray Yes No

CENTRAL REGIONAL REPRESENTATIVE - Vote only if you are representing a member organization located in one of the following states: IA, IL, IN, KS, MI, MN, MO, NE, ND, OK, OH, SD, WI.

Dena R. Al-Khatib Yes No

Your Name:

Your Organization's Name:

(This information is needed to insure that only one ballot is recorded from each member organization.)

Appendix C

Proposed Revised Membership Dues Structure

1. Background

The dues structure was established at incorporation of the Network in 2006 to create revenue for the organization, and at the same time to not cause undue hardship for the members. There was some dialogue at the initial meeting and at the annual meeting in 2007 to review the dues structure. Over the past 11 months member feedback has been consistent. The two areas that have repeatedly arisen are the financial burden for startup organizations and the complexity of the structure with a combination flat fee and a per unit fee.

2. Statement of issue/opportunity

The organization needs a dues structure that is not a burden to members, but also provides critical revenue for the organization.

The dues structure does not meet the needs of new members and is complex for existing members.

- Start up CLTs: With about 20 new CLTs starting per year, these organizations have limited resources. Dues for these organizations is currently \$250. Many of these organizations have not paid the full \$250 fee. This is frustrating for these CLTs (having to request a reduced fee) and challenging for the staff as we strive to accommodate new members, but maintain consistency.
- Existing members: The dues structure has 2 components: a base fee and a per unit fee. The base fee is determined by the organization budget with 3 levels set at \$250, \$500 and \$1000. In addition to the base fee, members pay a per unit fee of \$10.

The National CLT Network is dependent upon grant funding for over 90% of the operating budget. In order to grow and to establish long term financial stability, the member dues needs to fund at least a base level of operations and the other funding sources must diversify.

3. Mission and Goals

In order to maintain a diverse, active membership the dues structure should accommodate start up organizations and be easy for members to understand and for staff to manage. The revenue generated by the member due should provide adequate funding to sustain base operations.

- Fee for start up CLTs and per unit fees: Given the payment history since 2007, the lowest dues fees should be reduce to \$100 so that new organizations can afford the fee and reduce the member and staff stress in dealing with exceptions. The per-unit fee should be eliminated to simplify the dues structure, and the only criteria for membership dues should be the level of an organization's operating budget.

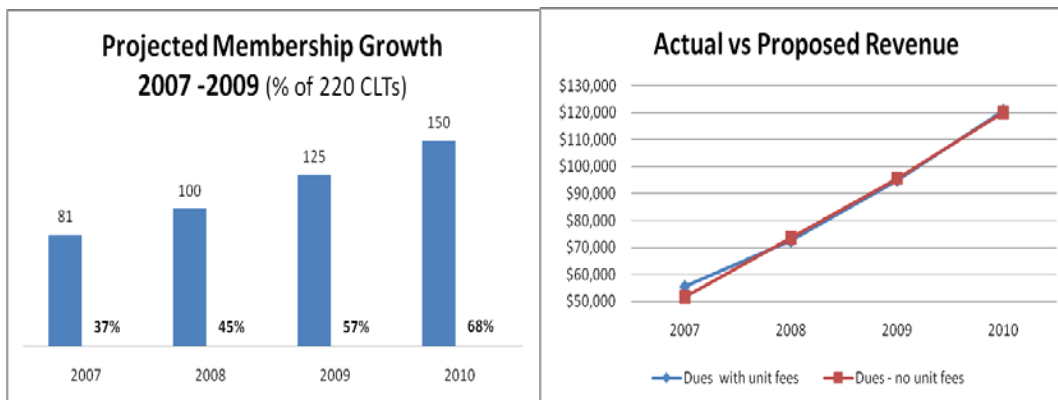
Goals: Provide a lower tier membership fee to accommodate new CLTs.
Simplify the dues structure by eliminating the unit fee.

- Generate adequate revenue for the organization to exist with no grant/sponsor funding: The dues revenue should generate sufficient revenue to pay for a base level of operations so that if grants and sponsorships do not materialize, then the CLT Network will still be able to operate. This base level of operation needs to be more fully fleshed out. In order to establish goal, the assumption for a base level of operations has been set at a level that will cover one staff person with minimal overhead funding to maintain operations. This base level of funding is estimated to be \$120,000.

Goal: Provide adequate revenue to maintain base operations by the end of 2009.

4. Analysis

The current membership fee structure generated \$50k in 2007. If the fee structure were adjusted (lower new CLT fee to \$100 and small organization fee to \$250), but the unit fee remained, then the organization would reach \$120k with 150 members.



With the per unit fee eliminated, the following fees would generated \$117k with 150 members.

Proposed Fee Summary

	Fee	Average Operating Budget	% of Operating Budget
1. Start up Fee	\$ 100		
2. Operating Income under \$100k	\$ 275	\$75,000	0.37%
3. Operating Income \$100-333k	\$ 750	\$216,500	0.35%
4. Operating Income \$333-666k	\$ 1,750	\$500,000	0.35%
5. Operating Income \$666-1M	\$ 3,000	\$833,000	0.36%
6. Operating Income over \$1M	\$ 7,500	\$2,000,000	0.38%

Notes:

- A CLT Start-Up is defined as a CLT that does not have staff and has been incorporated for 2 years or less.
- Operating Income: the total operating income that the organization reported in the previous year. **The operating income does not include project/housing development revenue. If your CLT is a program within a larger organization, then the operating income is only for the CLT portion of the organization's operating income.**

5. Recommendation

Simplifying the dues structure at fee levels that are reasonable to CLTs is important. A fee structure without the per-unit fee will generate less revenue over time. However, the fees outlined in the analysis balance the affordability to the members with the organizational sustainability.

Membership dues should be paid in full prior to the Annual Membership Meeting per the By Laws. In order to facilitate budgeting for both Members and the organization, we are also asking that dues be paid by June 30th (dues for 2009 should be paid by June 30, 2009).

Appendix D

Proposed Amendment to Membership Criteria in Article II of the Bylaws

The original language in the CLT Network bylaws on membership criteria differentiated between the key features of a “Classic CLT” and “CLT Variations.” While both types of organizations were - and will still be - eligible for membership, the board has come to feel that differentiating between them in this way in the bylaws may lead to confusion. Therefore, the new proposed language does not separate the two types. In addition, the board proposed to add language that states more clearly that organizations that have CLTs as components may join if they fit the rest of the criteria. Finally, the proposed amendment adds to the bylaws seven core principles, commitment to which is the central criteria for CLT Network membership.

Existing Language in Article II of the Bylaws that would be replaced by the new proposed language:

2. **Membership Criteria.** An organization shall qualify for membership if:
- a. it was a member in good standing of the CLT Affiliate Network as of December 31, 2005, or
 - b. it has the key features of either a Classic CLT or CLT Variation as described in the following table.

KEY FEATURES	CLT CLASSIC As defined in federal law*	CLT VARIATIONS
PURPOSE	A CLT has among its purposes the provision of decent housing that is affordable to persons of low-income or moderate-income, with a primary purpose of meeting the needs of “charitable” populations, as defined by the IRS.	The organization has among its purposes the provision of decent housing that is affordable to low-and moderate income populations whose housing needs are not being met by the private market.
CORPORATE STATUS	A CLT is a nongovernmental corporation that: (i) has a 501(c)(3) or (4) tax exemption; (ii) is not sponsored by a for-profit organization; and (iii) reserves no more than a third of its board for appointees or employees of a local government.	The organization is a nongovernmental corporation, public or quasi public agency that is not sponsored by a for-profit organization.
LAND OWNERSHIP	A CLT acquires parcels of land that are then: (i) owned in perpetuity by the CLT; and (ii) conveyed under long-term ground leases.	The organization acquires parcels of land that are then either: (i) owned in perpetuity by the organization and conveyed under long-term ground leases; or (ii) sold to another party subject to deed covenants regulating the

		land's use and resale in ways similar to a CLT ground lease.
HOME OWNERSHIP	For owner-occupied housing, a CLT transfers ownership of structural improvements that are located on leased parcels of land to homeowner/lessees.	For owner-occupied housing, the organization transfers ownership of structural improvements located either on land that is leased from the organization or on land that is sold to another party, subject to deed covenants. Alternatively, the organization retains ownership of both the land and improvements, but conveys to the housing's occupants essential rights and responsibilities of homeownership using a long-term, inheritable lease.
PERMANENT AFFORDABILITY	A CLT retains a preemptive option to purchase any structural improvements at a price determined by a formula that is designed to ensure such improvements remain affordable in perpetuity for persons of low-income or moderate-income.	The organization controls the resale of residential property through a durable contractual mechanism designed to ensure such property remains permanently affordable to populations whose needs are not being met by the private market, especially persons of low-income or moderate-income.
SERVICE AREA	A CLT serves any particular geographic area specified in the bylaws of the organization.	The organization serves any particular geographic area specified in the organization's bylaws or in policies adopted by the organization's board of directors.
CORPORATE MEMBERSHIP	A CLT has a corporate membership that is open to any adult resident of its service area and to any other class of members defined in the organization's bylaws.	The organization is structured and operated to remain directly accountable to the residents of its service area.
BOARD COMPOSITION	A CLT's board of directors is composed of equal numbers of: (i) lessees; (ii) corporate members who are not lessees; and (iii) any other category of persons described in the bylaws of the organization.	Included among the organization's directors, making up at least a third of the board, are representatives of the population being served by the organization's projects and programs.
BOARD SELECTION	A majority of the directors on a CLT's governing board are elected by the corporate membership.	The directors of the organization's governing board may be elected by the corporate membership or by other members of the board, as long as some structure exists to ensure the board's accountability to the residents of its service area.

**The federal definition of a CLT first appeared in the 1992 amendments to the National Affordable*

Proposed Replacement Language for the above text:

The overarching criteria for National CLT Network members is their commitment to the following seven core principles:

1. **Perpetual Affordability:** We will create affordable access to land and homes and ensure affordability for future generations.
2. **Community Health, Cohesion and Diversity:** We will strengthen the communities in which we work by enhancing the quality of life through affordable housing, community building, education, access to land, and advocacy on behalf of people of lower incomes, people of color and others most often marginalized in society.
3. **Community Stewardship of Land:** We will steward the land for a variety of purposes that benefit the community, such as affordable homes, community based businesses, community supported agriculture, and preservation of green space.
4. **Perpetual Sustainability:** We will create high quality buildings that are environmentally sustainable and accessible; we will create exceptional organizations that are economically sustainable; and we will create programs that support residents and staff in achieving long-term success.
5. **Representative Governance:** We best serve our communities if we identify the key stakeholders and involve them in the decision making for the organization, particularly residents on community owned land.
6. **Resident and Community Empowerment:** We will build financial assets, develop leadership skills, create stability, offer mobility and community involvement for our residents, and provide opportunities for our members, board and staff to engage more fully in their community.
7. **Openness to a variety of organizational structures:** We recognize that each community must determine the exact type of organizational structure best suited for the issues, goals and needs of their local community, with the understanding that each National CLT Network member will strive to incorporate the previous six principles within their organization.

An organization shall qualify for membership if:

- a. it was a member in good standing of the CLT Affiliate Network as of December 31, 2005, or
- b. it has the key features described in the following table. In the table, the term "organization" refers either to a stand-alone Community Land Trust or a CLT program that is within a larger entity.

KEY FEATURES	
PURPOSE	The organization has among its purposes the provision of decent housing that is affordable to persons of low-income or moderate-income whose housing needs are not being met by the private market, with a primary purpose of meeting the needs of “charitable” populations, as defined by the IRS.
CORPORATE STATUS	The organization is a public or quasi public agency or is a nongovernmental corporation that: (i) has a 501(c)(3) or (4) tax exemption; (ii) is not sponsored by a for-profit organization; and (iii) reserves no more than a third of its board for appointees or employees of a local government
LAND OWNERSHIP	The organization acquires interest in real property that is then either: (i) owned in perpetuity by the organization and conveyed under long-term ground leases; or (ii) sold to another party subject to deed covenants regulating the property’s use and resale in ways similar to a CLT ground lease.
HOME OWNERSHIP	For owner-occupied housing, the organization transfers ownership to homeowner/lessee of structural improvements located either on land that is leased from the organization or on land that is sold to another party, subject to deed covenants. Alternatively, the organization retains ownership of both the land and improvements, but conveys to the housing’s occupants essential rights and responsibilities of homeownership using a long-term, inheritable lease.
PERMANENT AFFORDABILITY	The organization controls the resale of residential property through a durable contractual mechanism designed to ensure such property remains permanently affordable to populations whose needs are not being met by the private market, especially persons of low-income or moderate-income. The organization may retain a preemptive option to purchase any structural improvements at a price determined by a formula that is designed to ensure such improvements remain affordable in perpetuity for persons of low-income or moderate-income.
SERVICE AREA	The organization serves any particular geographic area specified in the bylaws of the organization or in policies adopted by the organization’s board of directors.
CORPORATE MEMBERSHIP	The organization is structured and operated to remain directly accountable to the residents of its service area, and may have a corporate membership that is open to any adult resident of its service area and to any other class of members defined in the organization’s bylaws.
BOARD COMPOSITION	Included among the organization’s directors, making up at least a third of the board, are representatives of the population being served by the organization’s projects and programs, such as persons of low or moderate income and CLT homeowners/lessees.
BOARD SELECTION	The directors of the organization’s governing board are selected by the corporate membership or by other members of the board or by members of the community, as long as some structure exists to ensure the board’s accountability to the residents of its service area.

Amending the bylaws to create a supporting partners category

There is currently no way for individuals and organizations that do not qualify for voting membership in the Network to support and be involved with the organization. The bylaws amendment below would allow them to join as "supporting partners."

ADD to the By Laws:

Article VIII: Miscellaneous Provisions

7. Supporting Partners: The National CLT Network invites individuals or organizations who support the mission of the CLT Network, but are not eligible for membership, to become Supporting Partners. Supporting Partners are kept informed of, and are invited to participate in CLT Network meetings and activities. The annual fees for Supporting Partners will be set by the Board of Directors.