

Minutes of
Robert and Christine Steinmann Family Foundation
Annual Board of Directors Meeting, July 16, 2006
Teleconference

In accordance with the Constitution of the Robert and Christine Steinmann Family Foundation (RCSFF), a valid quorum of the directors met via teleconference on July 16, 2006 at 7:50 PM EST, to review, approve, and direct, as necessary, the business of the RCSFF in an annual directors meeting. The acting President, Robert Stretch, presided over the meeting. Rules of Order were followed and all votes followed motions, seconds of motions, and discussion, even when not fully annotated in these minutes to specific individuals.

The following directors attended the meeting:

Robert Stretch
Carolyn Cappel Rose
Kent Fister
Larry Cappel
Bruce Fister

1. Acting President, Bob Stretch, called the meeting to order. See agenda, enclosure 1.
2. New Business.
 - a. **Review and Approval of the Bylaws.** Bruce Fister reviewed the draft bylaws. Bruce Fister then moved that the bylaws be accepted as written and dated July 16, 2006. Larry Cappel seconded the motion. There was no further discussion. The motion passed with unanimous consent. See enclosure 2. Enclosure 6 is a complete copy of the bylaws as approved and dated.
 - b. **Election of officers of the Corporation.** Bruce Fister nominated the following slate: Bob Stretch as President and Chairman of the Board, Kent Fister as Secretary, and Larry Cappel as Treasurer. Carolyn Cappel Rose seconded the nomination. There was no further discussion. The motion passed with unanimous consent.
 - c. **Board Responsibilities and Individual Commitment.** Bruce Fister made a presentation to the board on this subject. See enclosure 3.
 - d. **Selection of Board Positions.** The following resolutions concerning board positions were proposed and passed:

Bruce Fister moved that the officers of the corporation fill the same positions on the board of directors. Carolyn Cappel Rose seconded the nomination. There was no discussion. The motion passed with unanimous consent.

Bruce Fister moved that we establish a standing investment committee for the purpose of overseeing the investments of the corporation and that the committee

be composed of Bob Stretch and Bruce Fister with Bruce Fister acting as chairman. It was further moved that the bylaws of the corporation be changed to reflect the investment committee as a standing committee and include specified duties of said committee and that said change to the bylaws be presented at the next director meeting for approval by the board. Larry Cappel seconded the motion. The motion was discussed. The motion passed with unanimous consent.

Bruce Fister moved that we establish a standing finance committee for the purpose of developing an annual budget for the corporation and overseeing the execution of said budget and that the committee be composed of Larry Cappel, Carolyn Cappel Rose, and Bruce Fister with Larry Cappel acting as chairman. It was further moved that the bylaws of the corporation be changed to reflect the finance committee as a standing committee and include specified duties of said committee and that said change to the bylaws be presented at the next director meeting for approval by the board. Larry Cappel seconded the motion. The motion was discussed. The motion passed with unanimous consent.

Bruce Fister moved that we establish a standing strategic planning committee for the purpose of developing a strategy and strategic framework for the corporation and that the committee be composed of Kent Fister, Carolyn Cappel Rose, and Bruce Fister with Carolyn Cappel Rose acting as chairperson. It was further moved that the bylaws of the corporation be changed to reflect the strategic planning committee as a standing committee and include specified duties of said committee and that said change to the bylaws be presented at the next director meeting for approval by the board. Larry Cappel seconded the motion. The motion was discussed. The motion passed with unanimous consent.

- e. **Conflict of Interest Statement.** Bruce Fister advised the board of the need to sign and submit annually the conflict of interest statement that is Annex A of the bylaws.
- f. **Directors and Officers Insurance.** Bruce Fister made a presentation to the board on this subject and advised the directors of the policy limits should they so desire to obtain additional insurance at their own expense. Bruce Fister was directed by the board to research coverage for volunteers under the policy and to report back to the board. Copies of the insurance policy are on file with the President and Bruce Fister. See enclosure 4.
- g. **Financial Status.** Bob Stretch presented the financial status of the foundation. See enclosure 5 for details. Bruce Fister made a motion to retain the Robert Steinmann Trust share of ownership of the Harrison Road Apartment Building in the foundation. Larry Cappel seconded the motion. The motion was discussed. The motion passed with unanimous consent.
- h. **Grant Situation and Obligations.** Bob Stretch made a presentation to the board on our current grant situation and grant obligations made by Robert Steinmann (deceased). There is a requirement for the foundation to provide \$80,063 in grants or scholarships before the end of calendar year 2006. He also said that Robert Steinmann pledged \$100,000 over four years to the Moffet Cancer Center of Tampa, Florida and that he made the first \$25,000 payment before his death in May 2005. Carolyn Cappel Rose moved that the foundation honor the pledge of

\$25,000 to the Moffet Cancer Center for the year 2006 as originally made by Robert Steinmann before his death. Kent Fister seconded the motion. The motion was discussed. The motion passed with unanimous consent. The intent of the board is to review the pledge annually.

- i. **Grant Procedures (design).** Bob Stretch discussed the need for granting procedures. Carolyn Cappel Rose moved that we establish a grant and scholarship committee for the purpose of developing grant and scholarship application, evaluation, and follow up processes for the corporation and that the committee be composed of Bob Stretch and Carolyn Cappel with Bob Stretch acting as chairperson. It is further resolved that the bylaws of the corporation be changed to reflect the grant and scholarship committee as a standing committee and include specified duties of said committee and that said change to the bylaws be presented at the next director meeting for approval by the board. Kent Fister seconded the motion. The motion was discussed. The motion passed with unanimous consent.
- j. **Director Compensation.** Bob Stretch reviewed the directors' compensation as originally intended by Robert Steinmann prior to his death. Bruce Fister moved that director compensation remain at \$5,000 per annum and that it be reviewed annually. Carolyn Cappel Rose seconded the motion. There was no further discussion. The motion passed with unanimous consent.
- k. **Selection of an Attorney and CPA.** It was the of the consensus of the board that the corporation Treasurer keep the books of the corporation and that the President have the authority to contract with Huge Campbell of Cincinnati, Ohio on behalf of the corporation for legal and CPA services.
- l. **Review of Mission Statement.** Larry Cappel presented and discussed a mission statement for the foundation. Larry Cappel moved that the following be the mission statement of the foundation:

Mission Statement

Since its inception, it has been the mission of the Robert and Christine Family Foundation to help people help themselves through the practical application of knowledge and resources to improve the quality of life and that of future generations. Grants are made in several core program areas: support of Judeo/Christian organizations, educational scholarships in pharmacy and nursing, aid and medical care for the elderly and needy, and cancer research with a focus in the greater Cincinnati area. It is our belief that each person has a sense of worth; accepts responsibility for self, family, community, and societal well-being; and has the capacity to be productive, and to help create nurturing families, responsive institutions, and healthy communities.

Kent Fister seconded the motion. The motion was discussed. The motion passed with unanimous consent.

- m. **Membership in an Association.** Bob Stretch requested authorization to place the foundation into professional associations for the purpose of furthering the mission of the foundation. Bruce Fister moved that the president be authorized to enlist

the foundation as a member of associations that are in the interest of promoting the mission of the foundation. Larry Cappel seconded the motion. The motion was discussed. The motion passed with unanimous consent.

- n. **Approval of Bank Accounts.** Bruce Fister moved that we approve Morgan Keegan of Covington, Kentucky, account number 56015035 cv44 for the foundation and that Bob Stretch, Larry Cappel, and Bruce Fister be authorized to conduct transactions on said account. Carolyn Cappel Rose seconded the motion. The motion was discussed. The motion passed with unanimous consent.

Bruce Fister moved that the Treasure open a bank/checking account for the foundation. Kent Fister seconded the motion. The motion was discussed. The motion passed with unanimous consent.

3. **Future Board Meeting.** Kent Fister moved that the next board meeting be tentatively set for 6:30 PM, 18 Oct 2006. Larry Cappel seconded the motion. The motion was discussed. The motion passed with unanimous consent.
4. **Meeting Adjournment.** Bob Stretch moved that the meeting be adjourned. Larry Cappel seconded the motion. There was no further discussion. The motion passed with unanimous consent.

Kent D. Fister
Secretary

Enclosures:

1. Agenda
2. Bylaws Presentation
3. Board Responsibilities Presentation
4. DNO Presentation
5. Finance Report
6. Bylaws, July 16, 2006

RCSFF BYLAWS

16 July 2006

1

Overview

- Art. I Offices
- Art. II Members
- Art. III Board of Directors
- Art. IV Officers
- Art. V Prohibition Against Sharing in Corporate Earnings
- Art. VI Exempt Activities
- Art. VII Indemnification
- Art. VIII Dissolution
- Art. IX Miscellaneous
- Art. X Conflict of Interest
- Exhibit A
- Resolution and Actions

2

Members

- Member resolutions affixed to bylaws
- Annual Meeting – Notification
- Who may call a meeting
- Annual Report
- Who Presides
- Order of Business
- Quorum – majority of votes
- Fixing the date of meetings

3

Board of Directors

- Size
- Term
- Removal
- Resignation
- Annual Meeting
- Notification
- Quorum – majority
- Who presides
- Committees

4

Officers

- President, Secretary, and Treasure
- Term and removal
- Who's in charge
- Treasurer duties
- Secretary duties

5

Indemnification

- Who is indemnified
- Protection
- Insurance

6

Conflict of Interest

- Pecuniary gain
- Acceptance of payments, gifts, etc.
- Disclosure of official connections
- Self dealing
- Sign Exhibit A annually

7

Resolution

Proposal:

That the board accept the bylaws as written and date 16 July 2006.

Actions:

Sign page 11 of the bylaws and forward to the secretary.

Sign Exhibit A and forward to the secretary.

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RCSFF BOARD RESPONSIBILITIES

16 July 2006

1

Introduction

- **Primary Responsibilities**
- **Non Administrative Responsibilities**
- **Administrative Responsibilities**
- **Commitment**
- **Game plan for the future**

2

Primary Responsibility

- Know the overall direction of the organization - what are we in business for?
- The buck stops with us – legal/fiduciary responsibility

3

Non Administrative Responsibilities

We are a working board!

1. Determine mission, purpose and strategic direction
2. Determine and execute policy, programs, and products
3. Ensure financial integrity
4. Monitor effectiveness of programs, policy and products
5. Foundation image
6. Run the organization

Keep your eyes on the big balls!!!

4

Administrative Responsibilities

1. Select Directors and Officers
2. Establish and pay salaries
3. Assess own performance
4. Comply with IRS guidelines for non profits

5

Commitment

- We all need to be committed to taking on responsibility and sharing in the workload
- Are we all in agreement?

6

Game Plan For The Future

- 1. Develop a Strategy and Strategic Framework**
- 2. Create and Propagate Vision/Mission/Purpose**
- 3. Develop internal controls**
- 4. Establish a grant review, approval, and follow up process**
- 5. Market the foundation**
- 6. Develop Budget**

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RCSFF DNO INSURANCE

July 16, 2006

1

DNO OVERVIEW

- Cost/Limits/Retention/Policy Period
- Definitions
- Exclusions
- Conditions

2

Cost/Limits/Retention/Policy Period

- Cost - \$3,173.00 per policy period
- Limit - \$3.0 million per policy period - DNO Wrongful Acts
- Retention - \$2,500 per claim
- Policy Period - 06/01/2006 - 06/01/2007

3

DEFINITIONS

- DNO Wrongful Act – act, error, omission, misstatement, misleading statement, neglect, breach of duty, or personal or advertising injury
 1. Individual insured
 2. Organization
 3. Outside Entity - 501(c)
- Personal or Advertising Injury
- Claim
- Damage
- Defense Cost
 1. Fees
 2. \$250/day/director - hearings, trails, or depositions
 3. Not included as limit of liability
 4. Retention applies

4

EXCLUSIONS

- Patent/trade secrets/false utterance
- Individual Profit
- Dishonest/Fraud/Criminal Activity
- Insolvency of bank, broker, investment company, etc.
- Bodily injury, disease, death, destruction of property
- Only in service of organization

5

CONDITIONS

- Insured responsible for defense - may tender to underwriter - give written notice, provide information
- Take reasonable measures to protect interest
- Provide underwriter information, assistance and cooperation
- Consent to first settlement
- Interrelated wrongful acts
- Change in control or ownership

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**Robert and Christine Steinmann Family Foundation
Committees, July 16, 2006**

The following standing committees were elected at the July 16, 2006 board meeting:

Investment Committee

Bruce Fister Chairman
Robert Stretch

Strategic Planning Committee

Carolyn Cappel Rose Chairperson
Kent Fister
Bruce Fister

Finance Committee

Larry Cappel Chairman
Carolyn Cappel
Bruce Fister

Grants and Scholarship Committee

Robert Stretch Chairman
Carolyn Cappel Rose

AMENDED AND RESTATED BYLAWS
OF
ROBERT & CHRISTINE STEINMANN FAMILY FOUNDATION
(A Not-For-Profit Corporation)

July 16, 2006

See Tab III
Document 2
In
Corporation Minutes Book