

Historic Bath Foundation, Inc.

**Annual Meeting Minutes
August 10, 2012 Bath Town Hall
10:00-12 Noon**

Chairman Surry Everett welcomed everyone and opened with rules of the meeting, approval of the agenda and packet which included a letter from Secretary of the Department of Cultural Resources, Linda Carlisle. None opposed. He asked if there was a quorum by proxy and present members (112 of 137 members present). A quorum was determined. No discussion. None opposed. The chairman asked if everyone had a chance to review the draft minutes. Everyone had a chance to read them. Karen Sayer made one correction related to matching funds for Lawson Walk being 18,000. Motion to approve made by Betsy Boxer and Second by Ed Clement. No further discussion. All approved with one correction.

Treasurer's Report

Mariann reported the total cash balance has decreased by \$12,922.44 during 2011 bringing the cash balance to \$220,082.04 at the end of 2011. General contributions \$14,705, The Margaret \$6,262.52, Investment income \$1,425.82. Expenses included grants \$29,533.55, membership expenses \$2,376.73, design services \$1,581.25, other expenses \$1,864.25. At December 31, 2011 we have restricted assets for: Museum \$106,850.77, DCR/museum \$15,625.02, Lawson's Walk \$8,160, The Margaret \$6,262.52. At December 31, 2011 unrestricted assets are \$80,982.88. Seven months ended July 31, 2012: during the first seven months of 2012 the total cash balance for the Foundation has increased by \$10,959.29 bringing the cash balance to \$231,041.33. General contributions \$24,345, Reverse Raffle \$10,554 and investment income 354.94. Total income \$35,274.36 which is a big improvement. Grants: \$4,918.78, membership expenses \$5,011.97, reverse raffle 43,419.29, other expenses \$1,165.12. total expenses \$14,515.16. Reduction of Restricted Asssets: Lawson's Walk \$8,160 and Save The Margaret \$1,639.81 which equals \$9,799.81. As of July 31 we have restricted assets for: Museum \$106,850.77, DCR/Museum \$15,625.02, The Margaret \$4,622.46. At July 31, 2012 unrestricted assets are \$101,741.98. Investments are \$50,000 at Southern Bank for 11 months at a rate of .5%. The 2011 e-postcard tax return was filed and accepted by the IRS. Reverse Raffle Results: Ticket Sales \$9,700, Second chance \$854. Revenue reported as of 7/31/12 is \$10,554, prize money donated is \$236, tickets sales \$200. Total revenue: \$10,990. Expenses \$3,659. Net profit \$7,331.00. Approved by motion – Mary Helen Ellis and Second by Mary Ellen Adams.

Reports of Officers.

President: None.

Vice President: Gene shared this will be our third year for giving awards for leadership in preservation and construction in harmony with Bath. We are accepting nominees and will provide our recommendations in October.

Secretary: None.

Reports of Committees

Small Grants: Robin reported that we provided funds to one small grant which was awarded to Historic Bath State Historic Site for a teaching booklet that emphasizes the architecture of Bath and re-use of structures. There are two outstanding extensions: Clayton-Noe House and Town of Bath/Architectural Guidelines.

Museum: Gene reported there continues to be artifacts surfacing for the museum including colonial, civil war, and Showboat objects. Josie said it would be nice to give the community an idea of what a museum could provide and to go ahead and place a few exhibits. Mary Helen Ellis asked if the pieces needed to be directly tied to Bath. Gene shared that we are looking at things that have relationship to Bath or the Pamlico. For example: colonial items may not necessarily be made or issued in Bath but used in Bath such as Canton Ware pottery, rifles, etc. Music – not manufactured here but Bath inspired Showboat. We need to move towards full community participation and get everybody's idea. Anything that you may think is appropriate; we would like to hear about it. Bill Tankard said we need to ask Gerald Butler about artifacts he collected when he was the Site manager.

Finance/Fundraising: Mariann shared that the committee is investigating legalities related to receiving donations from last will and testaments and how to set up an endowment.

Historic Research/Curriculum: Leigh shared that an opportunity arose to combine the Sites goals with the HBF strategic plan. The Site staff had set goals to involve schoolchildren in the 50th anniversary event and creating a teaching booklet was a perfect fit. We worked with Bath Elementary School teachers in order to put together specific lesson plans which related to Bath in hopes of promoting an interest in continued preservation in Bath. The booklet is online and can also be utilized by teachers across the State.

Historic Research/Inventory: Blanche and Karen have not progressed further in creating an inventory of landscape features. The structural inventory has been done but still needs to be put into a professional format. Mary Helen Ellis asked if the 1835 cemetery at Catnip Point would be an important landscape feature and she expressed there are important political figures buried there. The Board agreed this was very important and within our role to protect and promote these historical assets. Surry suggested that we need to legally verify how we can help protect these types of features. Mariann suggested if the owner of the property or ancestors of those buried there are interested in restoring the cemetery then we could award a small grants award to them as we did with the Latham family.

Comprehensive Walking Tour Brochure: Karen and Leigh said they hope to have a template by the end of the year. Chris Hoina asked if Lawson Walk would be on the brochure and if there was an interest in expanding the Walk. If so, he is interested in serving on that committee.

Strategic Plan: Jerry shared that we developed our plan last year because we needed a road map of where we want to be in five years. The scorecard is on our website and you can see how we are keeping up with our set goals. One of our major goals for next year is collaborating and with coordinating with other groups in Bath to hopefully create a roadmap of how we can all join in heading in a focused direction.

Report of Ex-officio Directors

Mayor of Bath: The town's sewage plan, phase I & II, is moving forward but we are putting phase III on hold which includes a water re-use line for washing cars, lawn watering, etc. Our engineered plans have been submitted for approval and we expect to finish in about 18-24 months after we get started. This will get us out from under our current moratorium.

Chairman Historic Bath Commission: absent.

Manager Historic Bath State Historic Site: Leigh shared the Site received visitation from 49 states and 18 countries. We had an outreach of 572 off-site contacts and we are utilizing Facebook for outreach. Our main projects were: Van der Veer improvements for which we received a HBF small grant, celebration of Bonner family in March, and acquisition artifacts with condition that items are to remain in Bath. They included the 1st English and German edition of *A Voyage to Carolina*, the only book printed in Bath by John Tompkins, 3 engravings representing Secotan and a likeness of an Indian Warrior. We intend to have a display this fall. Gail Kenefick asked about the exact number of visitations to Bath and Leigh replied 18,293.

New Business

Bylaw changes: Surry explained the letter we received from DCR Secretary Linda Carlisle and that her recommendation is as follows (excerpt from a letter received on July 25, 2012): "Finally, under the Foundation's bylaws, the chairman of the Commission and the Bath Historic Site Manager sit as ex-officio, non-voting members of the Foundation Board. Having the Chair of the Commission and the Site Manager participate in this capacity allows the Commission and the Foundation to continue to communicate with each other without the appearance of impropriety or a conflict of interest. Additionally, I would expect that the current practice of having the Foundation Chair attend the Commission meetings and being given time to report on the Foundation's activities would continue. This is a standard means of insuring that linked organizations have the benefit of feedback, information and understanding. It is therefore my recommendation that the Commission continue the long-standing tradition of having the chair participate on the Foundation Board as an ex-officio, non-voting member. I would further recommend that the Commission discontinue the practice of appointing members to the Foundation Board. There is still the possibility that there will be overlap in membership and, if so, such members should exercise due care to avoid conflicts of interest or appearances of conflicts of interest. These recommendations would require no action by the Commission and only one change to the Foundation's by-laws regarding the appointments." Surry further

explained that the board is in full agreement with her recommendation and we are also asking the members to consider expanding the purpose to what we really do.

The following are the recommendations:

Article Two – Purposes

1. To encourage, advocate, preserve, protect, promote, and financially support the historic aspects and architectural heritage of the Town of Bath and surrounding area.
3. To conduct fund raising activities to raise funds to acquire and restore historic properties/objects, provide interpretations and functions and to enable the Historic Bath Commission, the Historic Bath State Historic Site, and the citizens of Bath and the surrounding area to fully and completely present the history of North Carolina's first town, and

Article Seven – Board of Directors

2. The directors to be chosen for the ensuing term shall be chosen at the annual meeting of the general membership by the general membership from the general membership and they shall serve for a term as set forth in the following paragraphs.
4. The corporation shall have nine (9) Directors, who shall be elected as follows: Nine (9) members shall be elected by the membership. In addition, the Corporation shall have as ex-officio, non-voting members of the Board of Directors, those persons holding the following positions:
 - a. Chairman of the Historic Bath Commission
 - b. Mayor of the Town of Bath.
 - c. Site Manger of the Historic Bath State Historic site.
 - d. President of Bath High School Preservation.
7. Elected Board Members shall be eligible for a maximum of two (2) consecutive terms.
11. If a vacancy in the members of the Board of Directors occurs, it shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

Article Twelve – Amendments

These By-laws may be altered, amended, repealed or added to by a majority vote at a general membership meeting called for that purpose at which not less than fifty percent plus 1 of the general membership is present in person or represented by proxy.

These By-laws are hereby amended by the membership on the 10th day of August 2012.
Corrections made to flow of pages, dates, and officers signing the document.

There was one objection by Josie Hookway and she did not agree to place BHSP President as an ex-officio because they represent only one entity. Gene expressed that they represent the largest historic structure in town and the future site of numerous civic opportunities which will offer enhancement of Bath for the townspeople and those in the surrounding area. Such enhancement opportunities include: a library, museum, gallery, medical center. One other comment was made by Mary Helen Ellis regarding Article Seven: 5. a. and 6 should be deleted from the document. It was agreed that there was no need to alter these phrases since they had become irrelevant with the new updates. Jill Jones questioned if we had a line item within our

budget to receive specific funds for specific purposes and for matching funds, have we considered an endowment, would we consider placing and ex-officio such as a CPA, Banker, Attorney or non-profit specialist. Surry acknowledged positive comments. There was a motion to accept by-laws as presented by Star Credle and second by Nelda Ormond. There was no further discussion. None objections. Changes accepted unanimously.

Nominating Committee report: Karen presented the following:

Historic Bath Commission appointed seat 2012-2015 changing to:

Historic Bath Foundation at-large seat 2012-2015 (first elected term but finishing out what was originally HBC term)

Surry Everett is a resident of Bath having moved back home from years spent away in the United States Army. Surry is interested in continuing to serve on the board of directors and feels strongly about giving back to the community where he grew up. He feels the primary purpose of the foundation is to preserve the historic aspect of the community of Bath. He continues to serve on the Historic Bath Commission and is currently the Foundation's President/Chair. He has a wide array of experience in leadership, political science, computer science, and education. He has been very active in the Bath community and served on the Bath High School Preservation board for several years and he continues to be active with the Ruritan, Lions, and other local boards.

Historic Bath Commission appointed seat 2009-2012 changing to:

Historic Bath Foundation at-large seat 2013-2016 (first elected term)

Gene Roberts spent many summers here since his boyhood and has most recently made Bath his primary residence. He is very active in the preservation efforts of Bath and has organized committees for that purpose. In addition, he is spearheading a strategy for obtaining grant funds for the Bath community. His grant committee has brought funds into Bath in excess of \$400,000 over the past two years. He is a current director serving as Vice President. He is interested in continuing to serve and feels the primary purpose of the foundation is to maintain the historic charm of Bath. He is a member of the Historic Bath Commission, the Chairman of Bath High School Grants Committee and Historic Bath Foundation Museum Committee.

Historic Bath Commission appointed 2012-2015 changing to:

Historic Bath Foundation at-large 2012-2015 (first elected but filling un-expired term of Josie Hookway)

Jim Clement is a resident of Greenville and part-time resident of Bath since 1982. He is interested in serving on the board of directors because he wants to see the historic value of Bath preserved for many generations to come. He feels this is the primary purpose of the foundation. He is interested in serving on committees and possibly as an officer. He brings much experience related to accounting, financial and endowment planning, public relations, advertising and strategic planning. He has served on several non-profit organizations including being the President of the Boys & Girls Clubs of Pitt County, Treasurer of the Greenville Museum of Art, Current Board Member of East Carolina Vocational Center, and Boy Scouts of America.

Historic Bath Foundation at-large seat 2013-2016 (first elected term)

Betsy Oden Boxer's family has been in Hunter's Bridge (4 miles from Bath) since the early 1700s. Her roots here run deep, and she has a deep love of the area and the people. It is her desire to give back to this community by preserving its history and keeping the Bath area a wonderful place to grow up, live, and play. Betsy feels that the primary purpose of the Foundation is to help Bath continue to be special, primarily through historic preservation of those landmarks, and traditions that help define the Town. Betsy founded a non-profit spay and neuter organization, Animal Allies (www.animalalliesclinic.org) in Spartanburg, SC in 1998, and served as a board member and Executive Director until 2010. She is currently on the boards of Humane Alliance (www.humanealliance.org) a spay and neuter veterinary clinic in Asheville, NC, and Bath High School Preservation. She is currently filling an un-expired term and would like to continue serving the foundation.

Historic Bath Foundation at-large seat 2013-2016 (first elected term)

Mariann McQueen lives at Catnip Point, Bath and she has been volunteering through the years at the Historic Bath State Historic Site. She feels the purpose of the Historic Bath Foundation is to preserve Bath and the surrounding area. She is currently a member of the board of directors having filled an un-expired term. She is interested in continuing to serve on the board as Treasurer. She has served on various non-profit boards and is willing to share her professional knowledge of finance, fund raising, and event planning. Mariann was the primary organizer for the reverse raffle, our most recent successful fund raising event.

Historic Bath Foundation at-large 2010-2013 (Blanche's un-expired term):

To be appointed by the board of directors at our next quarterly meeting.

Surry called for additional names from the floor. None offered. Start Credle motioned to close nominations from floor. Second from Mary Helen Ellis. Surry asked for further discussion. None offered. Jerry motioned to accept nominees as presented. Star Second. No further discussion. None opposed.

Surry asked for additional new business. Jill Jones, Merrill Lynch, said she was interested in assisting financially through sponsorship for future fund raising events and she could work directly with the fund raising committee. No further business was offered and Surry adjourned the meeting with notice of the quarterly board meeting immediately following this meeting.

Submitted

Karen Sayer
Secretary

