

## HISTORIC BATH FOUNDATION, INC. Minutes March 05, 2010

Board of Directors attending: Pat Axness, Surry Everett, Jay Hardin, Betty and Bill Pruitt, Karen Sayer, Leigh Swain, Joe Waldrop

The meeting was opened by Surry and he read an email which was received via email from Ella Mae Smith regarding her resignation. (attached). Surry indicated we do not have a Secretary but we do have minutes which were kept from the December meeting from Leigh. Surry indicated in future business we hope to elect a Secretary. Surry asked if anyone wanted to offer corrections to the December minutes. Karen submitted the following: The Museum Committee is to explore what a Museum will mean to Bath and what would be expressed by it. The Committee should take care not to affiliate a Museum with any particular location since there are so many things we need to study first. Surry asked for discussion or objections. Joe said he left the meeting early and he didn't know since he wasn't there. Surry asked if there are any objections to what Karen has introduced as a correction. Hearing none the amendment is entered into the minutes. Karen indicated to add that statement after "pursued" on the 4<sup>th</sup> page 1<sup>st</sup> paragraph next to last line. **Surry entertains motion to approve as read and amended. Motion by: Jay, Second: Betty. Approved as amended.**

Surry said he did not have the minutes of the previous meeting when we met last time because they were sent by Stacie Smith in Word Perfect format and I had to find something that would read Word Perfect. That was the special called meeting on Oct 19. Take a minute to read through these (attached). Betty indicated that Ella Mae's name is not on the minutes. Surry agreed with Betty. Let it be reflected for the record how the minutes were received and I can write Ella Mae's on them. Pat said since Ella Mae is not here now what about the options related to working with her about membership duties. Pat asked if we can we get Ella Mae to sign them. Surry said he doesn't know about her condition. Jay thinks she could. Is there a motion to approve? Joe said it looks like there was nothing voted on or anything of substance discussed. Surry agreed.

**Treasurer Report (attached):** Joe asked if everyone had a chance to review the document and are there any questions? Surry entertains a motion to accept financial report as written. Joe said there were a couple of items he wanted to clarify: Currently we have 100K in cash, not invested in CD's, with another 50K CD maturing on Sat. which brings the cash total to 150K. I need guidance from the Board on how much cash to keep on hand versus how much to invest. The main change we have in the budget is a reduction in membership contribution from 20K to 15K. The last 3 years we have seen a decline. In 2007 the membership contributions were 23274 then it went down in 2008 to 19607 and 2009 it went down 14206. So for the last three years we have been in a steady state of decline. I think to budget 20k is not responsible. I suggest 15K for contributions makes more sense. Also income investments are down. I have also removed reception from membership expenses. This item can be placed back in if needed. The three things I need approval for is the 2009 financial statement and the first 2 months of 2010. And the budget for 2010 which is dependant upon what we decide to do about expenditures. I will need to know how much cash to keep on hand. Karen asked a question regarding Income for Jan-Dec 08 and Swindell's Store. She wondered why this is considered income and where the funding originated. Jay explained the Store was given to the Foundation as a contribution and turned over to NC Preservation to sell. The arrangement was that if they found a buyer some of the proceeds would come back to us. Jay and Joe indicated it was a contribution from PNC. **Surry entertains motion to accept budget statement for 2009: Motion by: Betty Second: Pat Approved. Surry entertains motion to accept budget statement Jan & Feb. months of 2010: Motion by Jay, Second Karen, and Approved. Surry entertains motion to accept proposed budget 2010 Motion by: Pat Second Karen. Jay: We might want to wait until we get through the business before approving the 2010 budget. Motion tabled in order to place Cash subject under new business. No objections.**

**Report of Committees:**

**Grants Report:** Betty, Jay, Karen. Betty handed out grant approvals from last year which Leigh did (attached) and then forwarded copies of the new grant applications. Betty said she saw an advertisement of the grant process in the paper and she checked with Joe and the Center to see if any other request for grants were received before the cut off date 2/20 and no others were received. Betty explains: First grant: request for Bonner house re-landscaping project Leigh Swain \$1,006.68, all three committee members voted to approve. Second grant. High School SW Wing Project Windows Peggy Daw \$2,500, description is for window restoration. Two committee members voted for and one against. Surry asked Leigh why she did not ask for more money. Leigh said we wanted this particular project to be funded and the Commission has already put forth over 2K in this fiscal year so that was my priority. Bea researched a request from some Town people about a maker for a 20<sup>th</sup> century base ballplayer. This cannot be put on our property as it does not have Colonial status so the grant was not written. I think we may want to consider more contemporary history and perhaps this is a project the Town may look at doing. **Surry: entertains motion for Bonner project. Motion by Joe Second by Betty.** Discussion: Betty wondered if this is going to be an open ended project that you will need additional more money for at a later date. Leigh said it is possible. Joe asked the Board if they were okay to round up the total to \$1010. **Approved.** Surry reiterated to Leigh that you don't have to limit yourself to one grant.

**Surry: entertains motion for BHS Window Project .** Surry said committee split 2:1 on that approval. Pat asked about giving money to School when they don't have ownership. Surry said the Town is in the process of granting title and I feel the Town is appreciative of having the outward appearance presentable. He read the Mayor's letter which stated we should be ready to convey the property to BHSP in the next 2 to 3 weeks (attached). Jay said at the last Council meeting they were working on a septic easement between the Town and BHSP and transfer should happen soon. Leigh posed a question regarding a discussion from last year's grant for windows and stipulations related to ownership. Betty said we should have to wait for title before issuing grants. Surry asked if anyone recollected that discussion. Jay said he remembered something about an ownership issue. Betty asked Peggy if she was being held back on other grant opportunities related to ownership. Peggy responded not to her knowledge. Bobby Roberson is the chair of our grant committee and he is proceeding. Betty asked Star if they had to wait on grants until they had ownership of the Wilkerson Building. Star indicated that Wilkerson did receive small grants during the time that PNC was holding the structure in ownership for two years. Joe said each time we have this discussion but I think we continue to support these grants in order to preserve the school. **Surry entertains motion for BHS grant. Motion by: Karen, Second by: Jay. Vote 4 – 2 in favor. Surry indicated there is no reason to indicate individual votes. Does anyone object to that? No. Approved .** Surry notes that none of the grants get expended until we receive an invoice after the project is completed.

**Membership Chair Report.** Pat indicated she increased the mailing 600+ mailings with 40 returned for incorrect address, we have received 57 Donations over 10K. Joe said we have picked up new members from that expanded list. Jay mentioned he is concerned we are down on the amount contributed. Surry shared that we are winding down since the three years post Tricentennial celebrations and that we probably need some effort put towards public relations.

**Museum Concept Committee Presentation:** Gene, Betty, Josie, Karen. Gene Roberts, Chairman (attached) indicated the Committee is attempting to identify the Museum community and artifacts which may be available to a Bath Museum. The presentation of available artifacts indicates we have a large amount of interest and availability. I visited all but one of the collectors. No-one was asked to donate anything at this point. All said certain conditions would need to be met before bequeathing items. This research convinced me that there is an astounding array of artifacts in the Bath area. It would be possible to assemble an impressive number of permanent displays on Bath and the Pamlico region. Such items include books central to Bath's history, antique firearms and swords, flint lock pistols, muskets, weapons of the type used in 1812 Mexican and Civil War, also swords from these periods, Native American illustrations and artifacts, 12 illustrations of John White prints, large number of spear points and arrowheads found locally, furniture: 1700 chair hand carved in the Bath area, 1820 Secretary, Showboat images which could be the most colorful display in the Museum: large variety of multicolored music jackets, movie and Broadway posters are available at affordable prices, antique maps of European exploration dating from the 16<sup>th</sup> to the 18<sup>th</sup> Century showing the early importance of Bath, the earliest map by Sebastian Munster 1540, others from: 1597, 1603, 1731, 1744 1747 1757, ceramics and pottery display showing colonial and 19<sup>th</sup> century pottery, Canton Ware display, 1740 plate decorated with Coat of Arms from family from the south side of the river and one of the family members signed the Halifax Resolve, Civil War bayonet, cannon ball from Bath Creek 1863, musket balls and mini balls, we also know of two important Civil War collections, confederate battle flag, State of NC money that was issued during Civil War, Revolutionary period: cannonball, silver tea pot, pension voucher issued in Hillsborough in 1792 to Isaac Waters of Pinetown, Colonial Will written by Bath ancestor, there are many other Colonial and Revolutionary relics in the Bath area, relics found in archeological digs in Bath which include 6 barrels from the Bonner House and even more in Raleigh from the Palmer Marsh, DCR has several Bath related items: metal button found on Bonner Point with an anchor on it, portrait of Earl of Bath, company flag carried by Pamlico Rifles in Civil War, seafaring, hunting, commercial fishing, crabbing: 3 ship models- one more than 4 feet long, large and well preserved compass 1900 used by ancestor of Bath, skiffs, stern oar 1940s, duck decoys some made in Bath some made both sides of Pamlico. Ultimately we will have to decide should there be a cut off in time or should we come right up to the present. There are postcards and photographs of Bath and Bayview which span the 20<sup>th</sup> century, post card of Bayview hotel in 1920s, St Thomas, photographs of Town, other possibilities: Swindell's store items which would take approx 100 sq feet, water pots, early telephone, vast amount of old farm equipment, tobacco growing and use. A big question will be what will be the scope of Museum. There are many decisions to be made. One of the most important is the shaping of an acquisition document. Several donors want items kept in Bath and to be assured in writing that they stay in Bath and would be taken care of and not sold by State or a local care taking organization. He recommended the Museum Committee continue its work and suggested to expand the committee to include several potential local collectors such as Linda or Larry Poore, Linda Oden and other ex-officio experts that could be helpful to the committee such as LeRae Umfleet who can help us locate and authenticate relics. Jay: Gene made suggestions do we need to act on then? **Surry indicated yes and entertains a motion to accept the committee's recommendation: Jay Motioned to expand the Museum committee and come up with an acquisition documents. Second by Karen. Discussion.** Betty had a question as being on this committee and since Karen added this to the minutes and explained a little more about what the committee is doing. At the last meeting I thought we decided this was the only thing we were suppose to do but apparently from what you are adding to the minutes we have other things we are suppose to do. I think we need to clarify. Are we suppose to be doing something besides find these wonderful artifacts or do we need to do be doing anything else. Karen explained that it went out in our most current membership letter that we are doing a feasibility study for the Museum so this would encompass a comprehensive study. I guess Gene is saying this would be

the next logical step but there will be other steps beyond that as well. Betty said she was under the impression we were done but if we are going to move on to other areas to investigate and check in to. Josie feels we have done what we were to do which was to find out what was available locally. Do we need to go further into it? Josie asked if HBF is going to be heavily involved in building a Museum. What is our rationale for doing this? Would it be at the High School? Would this be an adjunct to the Visitor Center? Surry indicates we don't know where the Museum will be and it's not within our capability to determine at this moment. We don't have the money right now to build staff or operate it but there are plenty of things that are here that could go into a Museum if we can arrange a successful argument to convince either the public and/or the State to build something to house some or all of these articles. In order to make that persuasion we are going to have to identify something worth building. We need to identify not only the articles but identify the project as being a worth while project. Josie indicated it is very complicated to put a State person on the committee which forces her to wear two hats. Gene expressed that current artifact donors are now wrapped up in Bath. If they leave artifacts in their Wills then the next generation might not leave those things to Bath. We may lose the opportunity to acquire these artifacts. We will need a donation document and may have to come up with storage. It is very important reason to move ahead. LeRae expressed why she agreed to serve wearing her State hat is because of the knowledge of what we will be facing. She spoke of collection management issues, custody, legal ownership, and storage. The reason she agreed is related a lot to legal reasons and if the articles eventually come to the State they will want clear chain of custody and title. Betty asked if anyone can be on committee. Surry said that that the committee can work out the recommendations. Gene has ideas and the committee has some ideas and they can work through them. I would like to have another progress report at the June annual Membership meeting. We need to show people that we are doing something and what we are doing. Karen mentioned that Bubs suggested that Gene's presentation be given to the Town Council. Josie said we need to think of people that have items and security issues. Karen asked Gene what his impression was related to the concern of the owners. Gene said he could avoid mentioning some ownership of items. We can show it to the Town and still have a certain amount of security on items. Pat said why we don't ask the owners if we can show them. Gene said the owners all agreed that we could take photos and show them. **Vote Approved.**

**BHSP Committee:** Ed Betty and Josie. Surry read an e-mail from Ed Clement (**attached**) which indicated he was in favor of HBF granting the BHS the 50K discussed. Stipulations can be work out after HBF Board meeting since given the size of this gift, my impression is that it has to be discussed at the general meeting. It is my impression that our Mission statement supports this funding. The School group has been successful in raising funds through events for the building stabilization and funds from HBF to the group will allow them to continue raising more money from fund raisers to be applied to the support of the School rehabilitation instead of repayment of the note. Josie shared (**attached**) that HBF has offered 50K to pay towards the balance and in return HBF would want a 7yr option on the front section of the school. This offer was made informally to the BHSP Board of Directors. Informally we have been notified that this offer will be discussed, after the legal papers are signed with the Town of Bath. Today, the paperwork is almost completed. I would recommend to you to have this in place for this current year's budget. Hold the offer and discuss it at the June 11<sup>th</sup> membership meeting and by that time BHS can look again at your offer and The Town Board could be approached to forgive the 2<sup>nd</sup> 50K, and that would free up the School group to spend their dollars on the renovation. The business of having an option for 7 years. Do you really want that and this is something to consider between now and then. We all want to save the school and see the renovations go forth fast. Betty agrees with Josie. Josie wants us to be more formal about the processes. Betty mentioned that we haven't been able to meet with them yet.

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Josie mentioned at the last annual membership meeting there was a question of a quorum and whether we were acting legally without having a quorum at that meeting. Surry said that the issue would need to be raised during that meeting and it wasn't. You can't raise the question of a quorum after the fact. We will be discussing that at our next meeting and we will make sure there is a quorum at our next annual membership meeting. Does anybody remember anyone raising the issue during the meeting? Josie said she didn't think about it until she was walking down the path. Surry said as far as records are concerned, there was no question of a quorum being raised at that meeting and the new Board members were approved at the annual meeting. By the next meeting we better have it correct because someone will say something.

Surry indicated the basic recommendation from the committee is to do nothing at present. Josie recommended the Preservation Group could approach the Town to forgive the rest. Karen clarified that BHS did not come to us and ask us for funding and they have no intention to ask the town to forgive their debt. Josie said this is her recommendation. Surry said that I think everyone has seen the letter I wrote back in Sept. to the Preservation Group and told them of them of our interest in exploring possibilities. I was unable to be at that next meeting. My letter may not be as clear as it could be but I did receive back a letter from the preservation group. (attached: Surry's letter to BHSP, BHSP letter to the Foundation). Peggy thanked Surry for the letter and said their Board is encouraged by the HBF support. She expressed that we need to take ownership. We will entertain any proposal. We welcome collaboration and cooperation. We recognize the potential in partnering with another 501c3. Surry stated in committee report there has been no known offer made, accepted, or rejected. The committee has been put on hold until June. Josie says this gives the Treasurer time to put an option in the budget and have the general membership approving what we are going to be doing. Karen read from the Sept. 18, 2009 Foundation meeting minutes regarding the Bath HS option. Members agreed that the building should be saved and it falls within our Mission. We would be remiss if we did not move forward with this opportunity. Josie said it would be a good PR move and help show people what the Foundation does. Jay says we need to keep things moving and he is anxious to see the façade repaired. Joe is in support of the proposition and says it is a way to help save the structure and if we help participate financially then we can have more of a voice in usage since we will also have a stake in the property. The first point of business is to not let the structure decline and second is the outside appearance. The Foundation has 150000 of unrestricted funds and the funding could come from here. He was glad by the comments spoken and there is clear support from the Town, State, and Commission and these efforts would place us in lock step with the Town, State and Commission's desire to save the structure. Bill said there had been questions in the community about the Foundation's focus and long range plans and this is good way to show the members what the Foundation is all about. Betty expressed questions about legal things. Bill expressed there is a great deal of intrinsic value with this offer and the Foundation has a phenomenal opportunity to show the members what we are all about. We are going to grow and can't sell ourselves short. Karen agreed that if the Preservation Group is not receptive to an option it is still within our Mission to move the group forward with the renovation project. Pat asked if that was the meeting that we talked about traditionally not going over 10000 in grants. Josie this is what I was going to say. It is good we have this time. The membership will be approving what we are going to be doing for the following year. It is good to wait until June. We still need to look at the option. Why do you want it and do you want it to be in the offer in June or whatever. That is the other thing. So I think it should be put in the budget. Surry said we will discuss that later when Joe is talking about the cash. Surry said the Board has the legal authority for any expenditure but one of that magnitude should go before the general membership. The Board should attempt to make some recommendation instead of hitting the membership cold. Josie wondered if we should meet with the preservation group. I think there is time for discussion. Joe expressed that we are all saying the same thing, but in different ways. HBF is at a situation

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where there are possibly two big projects going on in Town. They are related in some ways but we don't have enough information to make a decision. It has always been a driving dream of the HBF to create a Museum but there is considerable question on the right way to go about doing this. Members of the State have expressed opinions where it could be and where it might be. We have a treasure in the High School and don't want to lose it either. We have two projects and we have limited resources. Do we split our resources and try to support both. Or is one more important than the other. We don't have adequate information. A big piece of information is where the State of NC will support a Museum. Joe said I think we need to continue exploring. Karen said there was a resounding yes to support the High School to move forward. Joe said we explored the concept. Betty said we just approved a 2500 in support of the project. Josie says everyone supports that the High School and wants them to move forward as fast as possible but at some point there is a museum being planned across the road from it. Can Bill give us some thoughts about it before we make big decisions? Bill said the State does not want to go into the High School with the Visitor's Center Site. And that is a matter of record and has been put in some letters. Bill said it has been explained to me that it is because of cost. That is basically where it is. We know the State is currently working on plans and drawings to present at one of Commission meetings in the future. There is a letter that is going out to the Commission members explaining some of that but not in detail because there is no detail to report. I don't want to put any misleading information out there. Josie asked Bill if he anticipates coming to this Board for help with your big campaign. We've talked about it before and there's been no vote from this Board to approve money to us or not. Hopefully we will be able to present our ideas in the future but I am not at liberty to discuss. We are formulating a plan. Josie asked if this could be shown to the Foundation. A lot of big decisions will be made over the next few years. Surry agrees that Bill is right that some of the people who manage the Historic Sites aren't interested in the school whether they have the last say or not is a question I have in my mind because the legislation disposes and the beaurocrats manage. There is no doubt that if the Visitor Center is expanded, the State will not likely be able to be convinced in any fashion to use any of the School. If the Visitor's Center is not expanded, the school may have some possibility of eventually being taken over by the State or at least part of it. Those are possibilities, nothing is iron clad. The community of Bath appears to want the School preserved and used. I do know our membership is going down and one of the ways to perhaps increase that membership is to try to develop some support among the community in supporting the preservation of the school or part it. We have 120000 of restricted funds for a Museum and if the Visitor's Venter is expanded there is no doubt in my mind the 120000 would be available and spent on that. We sure can't spend 120 restricted on the High School. And so that is not in anybody's plan or supposition. So we are back to the committee report. Karen wanted to share some recent mechanisms of the State. I know they are pretty adamant right now about not wanting to be involved with the School but they've recently negotiated with the Southport Museum and will be moving their Maritime Museum out of a rented building to one which is owned by the Town of Southport. That building is supported by the Friends of the Maritime Museum. The friends will be renovating that structure and bringing it up to Museum quality exhibit space and the State will be moving into that facility and leasing that facility at a nominal fee. I think there are a lot of things to explore. They are doing it in other places. Pat how long was that in the works. A year or two. Josie said it is not that easy because you have a Visitor's Site with staffing and historic homes. It is not like Southport. Surry re-iterated that right now we are not trying to put a Museum in the school. There is a group that is designed to preserve it and we are trying to decide if we want to support that group without mentioning a Museum.

Betty said in reading over our bylaws, and I know a while ago you mentioned the legislature and possibly the legislature can override the Department of Cultural Resources and that is a possibility, but I wanted to mention that if anyone wants to visit the legislature that it is expressed: No substantial part of the Foundation or activity

of the corporation shall be to carry on or otherwise attempt to influence legislatures and the corporation shall not take part in or intervene in, direct or indirectly, any political campaign on behalf of any candidate for office. Anyone on the Board that goes to the legislature should make clear that you are not representing HBF. Surry indicated we can do that on an individual basis. There's nothing in that paragraph that prohibits an individual from doing any of those things. Any other comments. Karen asked how we move forward as Josie suggested in putting this to the membership in June. Josie mentioned meeting with BHSP. Surry said the committee doesn't have a charter to do that since all we are doing is exploring a concept and before we are to hold other meetings with the High School group we should either agree to make and offer or agree to coordinate it. Surry says he has no problem with putting this off until the June meeting except I think the Board should be prepared to make a recommendation to the general membership. I don't think they should be asked anything without the Board discussing it. I think the membership might ask why haven't you all investigated or recommended something. Josie agrees to hold the offer and discuss at annual meeting. Surry says he has no problem with that. Are there any other comments. This is a concept and we will have to see what the general membership wants to do. Betty asks how we present this to the membership. Joe: we will present the concept we have discussed but we have not come to a conclusion as to what we should do yet unless we have another meeting to discuss it and come to a conclusion. **Surry entertains a motion to accept the report of the committee. Motion Jay Second Surry Approved.** Jay: should we charge the committee to look into an option on the building. Surry, yes they will need to look into whole realm of possibilities. Surry said the option will secure that part of the building. Jay that is good protection. Joe wanted to make clear we are exploring options. Betty asked about expanding the committee. Karen said Surry is on the committee also. Surry said the committee can work through that together.

**Vice President Report:** no comments

Surry asked Blanche would like to be moved up on the agenda.

**Blanche: Bonner House landscaping presentation:** Blanche provided an update on the Bonner landscaping project and the story of the Mattamuskeet apple tree which will be part of the plantings. (attached). Two plot plans were viewed. This is the technical part. What I am going to do is have a little fun with you. We've done an extraordinary amount of work in a short period of time. In 8/09 the Commission Beautification Committee was formed and our primary focus was placed on the Bonner House grounds. The committee plans when possible to plant specimens from this region. Most if not all the things we want to put on the property have to be found in this region. The Bonner's and also Lawson mentioned specifically plants of this region. Blanche told a legend about a tree that we worked very hard to obtain for the Bonner House. Research shows there were fruit trees behind the house and although the trees were not named they feel the Bonners were familiar with the tree. Blanche said plants have a history too and shared a story of an outer banks tale to remember: The Mattamuskeet Apple by Charles Whitby. Blanche shared the story and the history of the apple. The history of the tree stretches from before the first white man came to America to this present day and this is only one part of the story. We will plant three of these trees.

**Commission report.** Bill thanked HBF for allowing this grant. Thank you for allowing us to work with you and we appreciate your support. We will probably have more to say later but at this present time I would like to thank for your help.

**Site Report.** Leigh discussed the tree inventory grant previously written by Pat Samford. I contacted Joe because we needed to turn in some current information. Joe said since the President has been doing this let stick with that. Surry obtained the ID so he could access the paperwork and completed the forms so we would continue to be compliant. If you have not been by the Bonner house some of the primarily work is kind of amazing to the eye. The Town approved of us taking down a tree that was diseased and this also allowed for space for that corner bed. It's really opened up visually and we are looking forward to seeing the additions. Lastly, a new State wide program that our Secretary has come up with for Historic Sites begins the second Saturday of June. This is a new venue for artist to be able to sell their work and demonstrate their crafts and give the Historic Site a new audience. We are not an agriculture site but we have a garden behind the Van Der Veer House and want to have a picking and digging kind of day. Children can learn about farm chores and we will focus vendors who sell things like candles, bees wax, candle soaps, honey, jam and produce. July will be based on "Strength through Struggle". LeRae will be speaking on the 1898 Wilmington race riot. Jimmy Edwards will be dressed as Benjamin Franklin and read the Declaration of Independence. In August our focus will be visual art and how history has been captured and documented it through artistry. We are planning to show Thomas Draper photographs on a power point presentation. The State is putting out big advertisement for all the Historic Sites. Please come.

**Next item of business, old and unfinished business.**

Surry indicated we have a problem with the bylaws and we have talked previously about some of the problems. I would like to make a recommendation to the Board that a committee be formed to look at them and report back at a special called meeting. Some questions include: Who elects the officers? It's not clear in the bylaws whether the general membership does it or the Board does it. The number of members of the Board is not clear and is contradictive in several places and says there will be seven board members, 3 appointed by Commission, 4 elected by the Foundation, and then it talks about 4 officers who by virtue of being an officer will also be a member of the Board. The Secretary to the Board can be separate from the Board. All of those things we need to clear up in some fashion. I don't care what they say just as long as they are clear. Another problem we are having is that we are running out of people that can do things. We may possibly want to open the officers up to the general membership so that any member can be an officer. Bill indicated reviewing the bylaws is a wise thing to do since the State is currently looking at all of this as well. Surry said that several things need to be clarified. For example: vacancies on the Board appointed by the Commission. Do they get to appoint someone to the vacancies for the expired term? This is unclear. Do I have any volunteers to sit on this committee? None heard. Star as the past President, you have the experience with the Foundation; you know what it does. Would you serve on the committee to review the bylaws and make recommendations? Star agreed. Surry said the reason for having a special called meeting for the Board is so the Board can recommend to the general membership amendments and under the current bylaws the membership needs to vote on the amendments. That is why proxies are important and also in order to get a quorum. Surry asked Karen, Jay or Joe to serve with Star. Jay said he falls asleep when reading the bylaws. Karen said she would. Are there other volunteers. Hearing none, Surry said he would work with you two. Pat asked if it was ok for us to do this. Surry answered, do what? Pat said to re-write the bylaws. Is this legal. Surry said the bylaws state they can be amended by the general membership when called for that purpose. So we will need to announce to the general membership meeting that is what we are doing.

Leigh mentioned that the State recently has come up with a memorandum of agreement for any support group for Historic Sites. I realize HBF is not just dedicated to the State Site so it doesn't involve the Foundation. But the Commission is a Governor appointed Board and falls into a separate category because they have

protection of the government behind them and they are working for the good of the site. Surry indicated we are not an official support group. Leigh agreed and just wanted to express that the State is pushing for this legal stuff too. Surry said if the Foundation receives something from the State we will certainly respond to it. Betty reminded that in the lower paragraph in Article 12 it indicates how to make amendments, repeal, or add to the bylaws. It indicates that not less than a vote of 33% membership present or by proxies. So that is for memberships not Board members. Surry said that's correct, absolutely. We are not talking about the Board changing the bylaws. We can only make recommendations on the changes; the general membership will have to vote yes or no.

**Next item. Interim board member to replace Ella Mae.** As the bylaws are currently written, Ella Mae is appointed. The Foundation Board replaces the unexpired portion of the term. The intent was probably for the Commission to appoint this person but the way the bylaws are written we get stuck with it. Is there anybody that wants to say anything about that? Joe said since they are so vague it seems the spirit of what was probably intended was that we should ask the Commission to recommend someone and then the Board could approve their recommendation. That way you have kept the spirit of the whole thing in place and fulfilled the letter of the law and say the Board did it. The Board should honor the Commission with the vacancy and let the Commission state who they would recommend the Board for approval. Bill said that's not the way your bylaws read and Surry is correct. Bylaws as they state now say the Foundation has a right to make a recommendation to fulfill that term. I would like to say there's so much that is being looked at by the State and Commissions. So to have a very gray area come up is a real fine line. We choose not to challenge the gray area. It is not worth it. Joe said then if the Commission chooses not to do so then the Board is fine. Just wanted to express the spirit of the intent. Bill says he appreciates that but I don't think we should. **Surry entertains nominations for interim director, for a director to fulfill Ella Mae's unexpired term.** Karen: You have put forth to all of us that Gene Roberts is interested in being on the Board. Surry said he is interested but someone still needs to nominate him. Karen: I would like to nominate Gene Roberts. Surry asked if there are any other nominations. Betty: Yes I would like to nominate Blanche Monroe and she is also a Commission member so that would satisfy that need. Surry asked if there were any other nominations. Hearing none. Surry expressed the way the bylaws are written related to secret ballot; please write the name of the person you are voting for. You have 2 choices. Jay asked if we are limited to only one seat since we have two good people. Surry said unfortunately it doesn't work that way Jay. You will need to choose one. If there is no other nomination, the nomination process is closed. Betty inquired as to whether Gene told you he could make the meetings. Surry said yes. The Board has Blanche Monroe or Gene Roberts. Do not sign it; just put the name of the person you voted for. Is there someone we can ask to be the election inspector? Star you're a member so how about being the inspector. **Star: 4 for Gene Roberts 2 for Blanche Monroe. Surry, Gene is our new director for the unexpired portion of Ella Mae's term.**

Surry said now we need a Secretary. Do we want to table that until we decide what the bylaws will be? In theory we also we will need a Secretary for the Board of Directors according to the current bylaws. Betty asked if it was possible to have someone from the membership do them so the Directors can focus on what they are doing instead of having to write. Surry said right now the supply of the people; to be President, Vice President, Secretary and Treasurer is limited. Limited to 7 directors. We could we possibly look at that the officers coming from the general membership but not elected by the general membership but appointed by the Board. **I'm at a lost, do we try to elect someone as Secretary, or do we table it. Pat: Makes a recommendation that we table it until we get the bylaws cleaned up. Surry: any other questions or comments. Is there second. Karen Second. Approved.**

## HISTORIC BATH FOUNDATION, INC. Minutes March 05, 2010

Surry said we have 2 Director Seats coming up in June. We need a nominating committee to seek out candidates and they may very well be able to be re-nominated the current Directors but that is something the nominating committee needs to address. Right now they need to operate under the current bylaws and so they need to come up with 2 nominees. Betty comes up in June. Are you eligible for another term? Betty: yes. Surry: Jay's position is up. Are you eligible for another term? Jay: don't think so. Surry: that means the Foundation has two at large seats to elect. Betty asked about at large. What does that mean? Surry said the membership elects that person. Your position of Director is elected by the membership. Is there anyone who will volunteer to be on the nominating committee? Karen said she will volunteer and has done some research on the nominating process. Pat said she would volunteer. Surry said we need another person. Joe said it doesn't have to be a board member. Surry asked Josie and then explained to her that a nominating committee is to put forth a slate of Directors and Officers. Marti Buchanan said she would volunteer since no one else would. Surry said if our bylaws change then we will recommend based on those changes.

The bylaws committee will make recommendations on whether we will have additional Director Seats and then the Board will rule on it. Surry and Pat discussed that the letter and proxy card will need to go out by first week of May. Surry said we need a special meeting to pass on the recommendation of the bylaws. Surry indicated the proxy card is for giving a vote to the Board or member in good standing. Joe said we should leave a blank so someone can put in a member or they could give it to the entire Board. Betty asked if the two nominee names would be placed on the card. Surry mentioned the letter will mention the nominees. The proxy card doesn't vote for a person rather it is for giving it to a person to vote for them. Betty says it seems strange for one Director to hold proxy cards for a lot of people. Joe said that is the way proxy cards work. I've seen it where the people who are nominated are on it. Surry said that is always a possibility. Joe said the purpose is not to just elect Directors but it is for the bylaws and business of the Foundation. Surry said Betty has brought up good points. The point you are trying to avoid is unavoidable. This is politics and it is an election. Betty, Shouldn't the names be on the card and then a blank for a write in. Joe said the proxy card should indicate whether they will or not be at the meeting and to give their vote to someone. Since there will be other businesses the designee could be a person or the entire Board. If it is the entire Board then the Board will have to agree. Surry said it would be based on the majority vote. Surry we will work on it and get it right. We will have a called meeting to firm up things since we will have to print them the first week of May. The meeting announcement will go out with the proxy. We will have a special called meeting April 30<sup>th</sup> 0900 if that is okay with everyone. We will vote on bylaws and discuss nominating/proxy card. Betty asked if we need to advertise this meeting. Surry said by virtue of being here the Board is aware of the called meeting. We will need to have to tell Gene. The purpose of the meeting is to recommend or not recommend changes to bylaws based on committee recommendation and to discuss nominating/proxy card clarification. The nominating committee can nominate several people but keep in mind the current people would have weight over others. You don't have to accept them but give them weight. Karen mentioned that the Board will have an opportunity to add nominees to the list. Surry said we want to allow Board to throw out names and allow for write in as well.

**Budget:** Joe based on conversation we have had. We have agreed that the earliest we would consider anything above our operating budget would be at the June meeting. The real question is as long as by July 1 we've got at least 100000 cash then we are probably ok. With board ok, I will handle any investments in CD by July 1 we will be able to liquidate 100000. We can decide at that meeting if we want to invest more. Surry asked does the Commission have any idea when they would want a large investment. Bill said no, it is not likely to be before July. Joe said if interest rates were better I would be pushing harder. **Surry asked for a motion to approve the budget as discussed. Motion: Jay Second Betty. Approved.**

**Anything under good and welfare:** none

Surry reminded the special called meeting. I do not expect a report from anyone else. Karen said we had talked about moving the question of the High School to the membership in June. Do we need a report back from that committee so the membership will know how we stand? Joe said it doesn't require the membership to approve something. We just need their input. The concept can be put to the membership and they can voice an opinion and the Board can take that advice and at our next Board meeting we can decide. Should we put it on the list of things to discuss? The letter will announce the nominees, bylaws and we might say something then that it might be discussed. Joe said it can be very general and we can mention other topics such as financial assistance to the High School and best ways to pursue a Museum and perhaps this might encourage people to come.

Betty asked how Lawson Walk was going. Karen said we are writing grants and we are on priority list for County for DOT money. They have put us for 50,000 but we aren't sure if we will be awarded those funds.

Joe mentioned he forgot to bring the Bath Fest invitation for a vendor booth. He will bring a report of members to April 30<sup>th</sup> meeting which will include Dec 1, 09 through April 30<sup>th</sup>

Surry reminded that our annual membership meeting is on June 11<sup>th</sup> 0900 as agreed upon last year.

Meeting Adjourned

Submitted by

Karen Sayer

Acting Secretary

