

Historic Bath Foundation Special Called Meeting April 30, 2010

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Board members present: Pat Axness, Surry Everett, Betty Pruitt, Gene Roberts, Karen Sayer, Joe Waldrop
Surry opened the meeting with mentioning the three items to be discussed: proposed bylaws changes, proxies, and nominating report. Copies of original bylaws and a draft of the proposed changes to the amended bylaws were dispersed to members previous to the meeting.

Surry asked about the proxy question which had been raised at the last meeting regarding how many votes per household should be allowed and mentioned that we had originally indicated one vote per member versus one vote per household. **Is there a motion. Joe: Motion one vote per household.** Leigh asked about whether couples could become members as individuals. Pat said they could write two separate checks. Joe mentioned from an administrative point of view it is less complicated to have one vote per household because of the way checks come in with one name or two for a \$25 membership then we have a \$500 check with one name on it, etc. Betty asked what if one person joined for another person then who gets that vote. Surry mentioned the name of the person who was joined as a member. Joe said we need to take care to reflect that specifically in the membership log versus the financial log. Joe said it would be more straightforward if we had one vote per household. Betty also mentioned it would increase the quorum requirements if it was one vote per member. Surry indicated it would increase the administrative requirements. Surry said we don't want to cut people out of participating. Joe indicated we will need from now on to indicate membership based on who signed the check. Betty asked if I paid \$100 then I could get 4 tickets: one for me, Bill, and each of our children. Joe said it will need to be recorded as four different checks. Surry recalled an earlier discussion regarding family plans would be equal to 2 votes because there is no way of telling how big a family is. Karen said she didn't think the size of an individual check should dictate how many votes people receive. Surry explained we need to be inclusive in participation. Joe said there has been more interest in the cards versus the desire to vote. There has been no real excitement about voting. Pat shared there is nothing said on the brochure and until we share that information on an updated brochure we should stick with one vote per household which is a common practice. Surry stated this is something we need to clarify as Betty mentioned it would affect the quorum requirements. Pat said if a single person gives 1000 should they have more than one vote. Joe said he would like to amend his motion to include for any one year the cut off date would be the previous 12 months ending the month preceding the meeting. Right now with the meeting in June everybody would be included by ending the end of April. Surry said he doesn't want the membership month to be ending the month before. We need to extend past the annual membership meeting and we should go past June 11 so there's no doubt that those members are current members when you end the next calendar year in May. Joe said he doesn't want to cut off a week before the meeting for proxy and we should cut it off a month before. Karen said if you extend membership just beyond the annual membership meeting then those becoming members up to the point of the meeting will be included. Joe said if the meeting is in June then anyone making a contribution in the previous 12 months, the end of April would be the deadline. If they pay in May or June it is too late. They waited to the last minute. Otherwise your record keeping will be difficult. Surry clarified the membership goes through June 11 in order to not leave people out. I don't want to exclude people who give money during that time period as well. I understand the administrative process from a month before the meeting with sending the proxy cards out but we need to fix it so that everyone who has contributed is not excluded. We are here to raise money and support the Town of Historic Bath. Joe, another way to do it, if anyone wants to vote by proxy then cut off at April. Then if they show up at the meeting then they vote in person. We've got to cut it off sometime for the proxy mailing. Joe, the key is where you start, for example end of April, what is the start. I started on May 1 thru end of April so we have a floating 12 months. If we extend it out another month then the starting date would be in the last 13 ½ months. The simplest way would be to cut off at April but I wouldn't want to exclude anyone either. If anyone else makes a contribution up to date of meeting then they show up in person to vote.

Joe: motioned there be one class of membership per voting purposes: one vote per household. Purpose of proxy eligibility will be based on the previous 12 months of membership contributions ending 30 days prior to the date of the membership meeting.

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If the meeting is in mid June then the cutoff day would be the end of April so you are not cutting it off in the middle of the month and this would allow time to send proxy cards out. Pat asked about this year in regards to the second mailing and it only went out a week ago. So I will have to keep track of those people who made a donation from today on and notify them in person they will have to show up at the meeting. Surry said we could send proxy cards out to stragglers. Surry said if you know who they are we could send them a proxy notice. Joe said since I cut off the list there has been one envelope. Joe, if we get more in then I will generate another report to make it easy to know the additions. **Motion: Joe Second: By Pat** Discussion: Pat mentioned that some members are requesting two HBC discount cards. Decision was made to send card according to list of households not to the individuals. Surry said they could receive 2 cards if they sent in two membership checks. Joe brought up electronic base tracking of membership for the future. We will need to streamline this and have all on one record in relationship to finances, membership, and mailings based on the new calendar year. Joe said the membership list is broader because they are attempting to recruit new members. Surry said we need to go to this electronic listing because we are going to grow. This will take close coordination between the membership chair and the treasurer. Surry answered Pat's inquiry about if they come in after 30 days prior to membership meeting they need to be there to vote but obviously a little discretion to be called for there. We don't want to tell people they can't vote. Joe says all you are doing is saying they need to vote in person and that we kindly request you show up in person to vote. Pat said next year we need to either do away with the second mailing or mail them earlier and we need to indicate in the second mailing the contribution needs to be received by a certain date. Surry asked Pat to remind him when you send out the two mailings. Pat indicted I just sent it out. There was discussion on changing annual meeting date and how it would affect receipt of proxy next year. Joe mentioned to consider having the membership and fiscal year the same. Betty said they used to have the Commission and HBF meeting on the same day. Leigh said that changed when the State accountant changed the fiscal year. Betty if we are interested in making it convenient we may want to go back to that. Joe said that may be better, I was just trying to make it simple. It would be better to accommodate the membership. It doesn't have to be tied to the fiscal year. Leigh said the 2nd Friday in July is the Commission meeting. Joe said the proxy would go out 12 months ending in May 31st. Surry said it could still be the membership calendar year but you would have to worry about 30 days prior to the meeting date. Joe said Gene suggested a rotating 12 month basis since the meeting occurs in June or July. Joe asked what would qualify member eligibility for vote for the 2010 year. Would it be from Jan 1 2010 up to the meeting? Surry, no it would be when the mailing went out for that year. Joe discussed that the membership goes out on Jan 1 and the proxy cut off for the meeting if in July would be from Jan 1 through May 31. Then anyone after that up to the meeting date would vote in person. Karen said then you are back to a six month membership year. Gene said if we don't allow people a 12 month period it will complicate how and when to make the contribution and who is voting. We want to make it as simple as possible to give. So I think for the 12 month prior to the board meeting makes them eligible with the caveat for absentee vote with more notice given. Joe recommends sending out annual mailing on June 1. Surry said it would be good to send out another mailing in November for tax deductions. Surry asked if there were any other questions or discussion. **All in favor: approved.**

Surry asked if we wanted to move to the bylaws discussion and Joe suggested anything related to the proxy procedure should continue. Surry presented copies of proxy card and discussed the letter that will go out. Joe mentioned that he didn't think we should suggest that anyone send their proxy to a particular person. Surry clarified that it would say any board member or any member in good standing. Surry said I think it is wise to put a stamp on the proxy in order to get them back since we need to have a quorum. I can assure you if we don't have a quorum then we won't have a meeting. Last year they challenged us after the meeting, this year they will challenge during the meeting. Surry said there is at least one item to be changed on the card related to one vote per household. Betty suggested that we add the names of the board members listed and add a line for a write in designee. Karen: need a return date. Surry said it should be a couple of days before the 11th. Betty said it seems funny that making changes in the constitution that these people can vote by proxy versus in person. Joe said we will never get it done if we don't do it that way. Surry said he thinks what Betty is saying is that we should put that question on the proxy card. Betty said she realizes there is probably not room enough to do that. Betty asked also if the people who are running for a director seat should be placed on the proxy in case they want to vote for

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them on the proxy card. Surry said the problem with that is that there may be nominations from the floor which will affect how people will vote. Joe said a proxy is a power of attorney with ability to represent them at a meeting. Surry said the problem is we need to account for nominations from the floor and proxy votes don't take that into account. They didn't have the opportunity to vote for that person because they didn't know about it. If this was the only way of accepting nominations then it would make sense. Joe said we can talk about it in the future. We can't deal with it now but we can start the nomination process earlier and ask the membership to vote based on all nominees being presented and then none would be accepted from the floor and the slate will be determined before the proxy goes out. Surry said we do have a nominating committee who will present a slate but those results will be affected by the bylaws results. We had considered sending out the biographical sketches that the nominating committee had come up with. Joe said if we have a website we could use that. Surry said we do want to keep the mailing as inexpensive as possible but we are still talking about peanuts. There are a million ways we can do this. The proxy card can still go in the envelope and could include the sketches of nominees. That would give people time ahead to read them or we could hand out of the bio sketch at the meeting. That would still allow nominations from the floor. My primary purpose is keep this membership oriented. Pat wondered who's to monitor the proxy cards that are sent in if the person decides to come to the meeting. Surry unfortunately you are and the secretary. We need to get the list and keep track of the proxy. Typically if someone comes then the proxy will be returned to the person. Leigh said you wouldn't wait until the day of the meeting to open up the proxies but it might not work for something like this. Betty asked what prompted the committee to fill out of nominee questionnaire instead of just having a nomination. This is new. Karen said she checked with Star for a policy for the nominating process and to her knowledge we have never had a process. People were hand picked. Up to this point there has been no formal process. So I researched other non-profits and gave suggestions and the nominating committee evolved. Betty said if we are anticipating large majority to vote by proxy how would they know the qualification or history of the people nominated? Surry said at the general membership meeting that will be held the nominating committee will give report. There will be an opportunity for nominations to come from the floor. The people that are present who are nominating persons from the floor would be given opportunity to present the history of the person nominated. Betty suggested a campaign for yourself or get someone to campaign for us. Surry said I was not talking about campaign. Surry explains most people that are nominated are local and most people will know each other. Perhaps if you nominate someone from outside the community then they might not be known. Karen I know we are jumping around but basically what we put together was based on other non-profits. Explained the biographic sketch, everyone answers the same questions and comments to bring consistency to the process. Information could be given to the membership ahead of time or passed out at the membership meeting. I would like to see this info go to the membership ahead of time so they can know who the choices are. Betty said they aren't going to vote on them individually by proxy so there is no sense in them getting them. Surry as it is they will get it at the start of the meeting so they can read up on the nominees. Leigh said they will be disadvantage if you aren't coming to the meeting. Betty said she filled out questionnaire because she has to be reelected and not appointed. So therefore if I feel I might not win then I should get in touch with as members as I can to give me their proxy. Surry said certainly if you want to do that. It's not up to me to tell you whether to do that or not. Joe asked if one of the questions in the questionnaire include: why do you want or willing to serve. Karen said she sent the questionnaire to the entire board. This is the questionnaire. Karen read questions: why would you like to serve, purpose, what non profits served on, function, interested in office, skills. Joe said what that does is at least eliminates the possibility of someone saying would you consider and not knowing anything about it. Then we wind up with someone who doesn't really care as much as others. Surry we've got to make sure people are willing to do something and this is one of the ways of trying to do that. In addition to letting people know the qualifications. I would like for board members to be re-elected, and it is not my intent or anyone else's intent, to not re-elect them to the board. There is already a record of being willing to work and has worked very well. I think that your bio is pretty well known by everyone. You have served. You have done a lot of work. If you filled out something simple then that would be enough. Betty I feel very annoyed at this because I feel certain people on the board who get 20- 50 proxy cards then they have the right to vote then they are going to pick. Joe there is another way to deal with it. We have a term limit of two terms so anyone that is available to serve another term should be handled with ratification by the

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membership. Any new board members should be an elected. Deal with this as part of the bylaws. Betty mentioned that each one is going to deal with this when their term is up. Joe, the way of the past was informal and this is more formalized. You could deal with incumbent members the way it has always been done. Betty: Curious as why all this is changing. Surry said it is a quality improvement processes. That is essentially what it is. Betty says in the bylaws re-appointed versus re-elected. What is the basis for me to not be re-appointed? Surry explained that only Commission members are reappointed and at large members are elected. Surry indicates the HBF Board still needs to ratify the Commission members. We are ally of HBC not a subsidiary. Karen said she now understands what Surry was saying about not putting the names on the proxy card. All of those people that would choose nominees on the proxy card wouldn't have the opportunity to vote on nominees thrown from the floor. Joe said changes that are proposed are good. Is good and adding quality to the process as long as it doesn't make incumbent uncomfortable. This time they should be handled the way it has always been done for this one time. Betty said I don't like it and I think the names should be on the proxy card so everyone has a chance to vote for who they want. Surry asked if Betty understood the point that has been made that the general membership won't get the opportunity to vote for nominees from the floor. Joe: there's a way to deal with it this one time, since we are transitioning. Betty: Bring out points, not taking it personal, I'm not saying that I am not taking it personal because I am. Karen asked if she should talk further about the nominee stuff. Surry explained that we are thinking of sending out the biographically sketch with letter. Surry asked if it was two pages. Karen said this is it and we could maybe get it to one page. Surry said we could also just hand it out at the meeting. Joe said that the individual should have a chance to review their bios. And for the board to have an opportunity to review it before released to the membership. Whether that creates logistical issues I'm not sure. You could send it by email. Surry said the target date is around the May 7th or the 8th. Will it be a problem? Betty said I don't want you to do it on my account. Betty: Technically there probably is no one on the board that was properly voted on or elected. Karen was the only one properly voted on and elected and was appointed by the Commission. Karen: Surry was. Betty: Surry is an Officer. He was elected. Technically no one has been properly elected since the second year of Foundation because there has never had a quorum vote. Surry the person that challenged last year on the quorum did so after the meeting which made it a non challenge. Surry explains the quorum process and there is presumed to be a quorum present unless someone calls for a quorum call. A roll call must take place in order to prove. Everyone is legal with the possible exception that we've gone with the intent of the bylaws but do not have a copy of the original with signatures. I'm not sure there is a legal copy of the bylaws and that is one of the reasons for revising the bylaws and making them legal. That is one of the reasons we are going through this exercise is to have something legal. Surry asked Karen if she wanted give further nomination committee report. Karen said she would rather wait until we finish the bylaws first. Surry: Will make changes to the letter and send it to everyone to be proofed before it goes out. Leigh: Board does not have liability insurance; I am concerned about Pat opening them at home. Surry, they wont be opened they are post cards. Joe said at least two of us could count them. Discussion on how the proxy cards will be collected and counted and that the cards will be available at the public meeting for viewing. Deadline on proxy card is June 4th week before the mtg. Joe: post marked US Mail 6/4 or received 6/4. Decision received by June 4th. Joe recommends handling the cards by just putting them in an envelope and then delivering them to two of you. We should specify that the delivery of proxy cards should be by mail.

Surry opened conversation of bylaws and mentioned the quorum requirements. We need 25% of membership present or by proxy and 33% to amend the bylaws. Are there any questions as to whether we want to recommend changes for quorum requirements? Surry said we need to look at having a majority vote or a super majority of our membership to change the bylaws and that will be up to the membership. Right now the bylaws state we have to have 33% represented. Joe said we need to clarify issues such as the ability to change the bylaws from 33% to some higher figure and abstain with any substantial changes until a later date with a higher vote, example: the proposed bylaws state that the Commission shall select someone and then be ratified, the word select has been intentionally changed to elect. Only the general membership should have the ability to ratify the changes. Surry agrees and said the membership will ratify all of the changes. Surry said technically this year we will need 33%.

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Joe, when we go through the bylaws and we are in agreement and there are no sticky wickets then we will be okay. If there is dissention within the board then we will recommend those changes to the membership. Surry asked Joe, you don't want to make any changes to bylaws at this time. Joe that is not what I am saying. If we can agree and recommend those changes without being one vote different then I am fine with sending them to the membership. Joe talked about if the Board is in disagreement over changes, to still base upon a 1 vote majority, he would be uncomfortable in recommending that to the general membership with only 33% of the vote. Then if the board is in general agreement he would feel more comfortable with the changes. Pat asked if we should have a professional interpret the bylaws. Karen said the things that have been done are simple. There may be one or two things that we will have to work through but basically they are just cleaned up. Betty asked who was on the bylaws committee. Surry said Karen Star and me. Surry asked if you want to put off to doing clarification, non substance changes until later. Joe said no. We need to go through it one by one and then discuss them and if we are in general agreement go ahead and vote on each one. If four people said this and 3 people said that then that would be one vote majority. If it was 6 to 1 then it would be ok. Gene, why don't we just go through it?

Bylaws: Surry said if we do change them and get them approved by membership then we will give everyone a signed and sealed copy to everyone and then hopefully ten years from now there will be a legal copy in existence. I would take a copy to the register of deeds and have them give me certified copy to put on DVD. We need to be on a solid foundation. Surry said the draft letter indicates that the membership will be able to access all three copies online. Joe page 2 at top that was deleted because it was somewhere else in the document. Bottom of page 2 at bottom of page. The reason when talk about ratifies from the Commission the membership meeting would have to be after the Commission meeting or we would go an entire year before the membership would ratify those new appointees. The August date is flexible. Joe prefers having meetings at the end of the month. On page 3 and page 6 there is inconsistency about last Friday and page 6 first Friday. Page 3 #4 as appears in the membership roll book at least 15 days but not before 15 days, does that translate as exactly that date. Should be; but not more than 15 days should be struck. Surry indicates the membership roll will be done by the secretary. Page 3 #5 should be 5. Joe: Page 5 paragraph. 4 word changes: appoint to elected, should be selected by the Commission who should take their seat after confirmation by the membership. Page 6 paragraph 11 all vacancies in the board of directors shall be vote by the remaining members of the board directors. Personal feeling if it is an at large seat that the board should do that, and if it is a board member that was selected by the Commission, then the Commission should be asked to select a replacement that will be ratified by the board. If Commission has selected a person that resigns for some reason, give the Commission the opportunity to recommend or select them if they want to. Surry here is the problem we are trying to preclude. If a Commission selectee drops off, we don't want to be put in the position of Commission selected someone and the 5 to 7 members to saying no. We want the entire membership to say no. Don't want a small group of people bumping heads. Joe that was what he was trying to avoid. People may feel like they may be losing their voice if the Commission doesn't select the replacement. Joe said we can come back to this later. Joe: Page 8 at the bottom. 5C Propose that is would say, ensure that all checks and drafts and insert here in excess of 2K of the organization shall be countersigned by the treasurer and one other authorized officer. This does not apply to amount transferred between HBF accounts. Article 11 dues: Contribution of \$25 per year or greater equals 1 vote per household. Article 12 amendments: 33% discussion. Surry would you agree that should be 60 or 2/3. Joe: technically bylaws should be to change 2/3 and business should not be done unless we have proxies by majority. Surry does everyone agree to recommend the bylaws to 2/3 or 66 to 67%. Surry: Article 12 recommends change to 66 or 2/3. Gene and change article 11 strike words "the contributor" and say that one household is entitled to one vote. Joe page three Para 6: Surry so are you gong to make that 50% plus one – quorum. Surry: In person or by proxy. Gene said it is difficult if you require everyone to be in person. Discussion if 50% plus one can be achieved. Joe: Has no problem leaving at 25%, would suggest that bylaws be changed to 50% plus 1 instead of 2/3. Gene: comfortable on 2/3 on the bylaws. Joe: Leave 25% for quorum. Surry: 25% will require approximately 45 people to either be present or proxy. Joe: Other than changing the bylaws is there any other business that could reasonable try to do that we would want to have a higher percentage of membership present in order to do it. Karen: discussion about the money and

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how much we will decide on our own. Surry: That is why Joe wanted the membership to give their feeling about that and it would be done at annual member ship meeting. Surry has no problem as long as everybody recognizes that is what the requirement is. Joe: discussed and asked the opinion of the 25%. May have problem getting a quorum. Does this sound reasonable? Betty: we send out Proxy cards, to represent me at the mgt. on all things discussed. When we get proxy card what ever happens at the June mtg. we have been given the right to vote on it with the proxy cards. Discussion on what the "power of attorney" represents for the proxy cards and who will be voting for whom. Pat thought it was only for electing directors. Pat wondered if every item of discussion should be placed on the proxy card so membership knows what is being discussed. Betty/Surry/Joe discussed the 66% for the changes with the bylaws and that the proxy cards can be used for the bylaws if it is announced to the membership that the upcoming meeting that is being held with that purpose. The bylaws cannot be changed without a meeting notice of bylaw change to the membership. Joe: suggested that if the board didn't agree then people could collect proxies to get sway the vote to the general membership. Would like to avoid this happening, No business shall go to general membership unless approved by the board of directors. Surry says you are limiting the general membership. Board has full authority and a legal right to do what they want except change the bylaws. The board cannot change the bylaws unless it was called for that purpose. In this meeting we are calling for this. Just like any other democratic process there is no telling what will happen. There is no group that will be radical that we will object to. You can't change the bylaws without a quorum and you can't have a quorum without a proxy and you don't want to limit the purpose of the proxy. I shouldn't give my proxy to someone I don't trust to make a decision for me. Surry trust people involved. Everyone involved wants what is best for Bath Ideas may be different than what I want but if they have the vote then I have no problem. The majority rules. Only thing I want to be certain of is that 7 people aren't running 168. Karen clarified the proxy is for voting on behalf of all business.

Betty: why we are enlarging the board. Surry: need more people to work. What kind of work do we need to do? Surry said Secretary, treasurer, etc. need backups because we are working these people to death. Joe: summarize. 4 at large 3 appointed and 3 ex-officio. There are 11 under your proposal, how many at large, 6, 3 Commission, and 3 ex-officios. Total of 9 voting members. It changes the balance instead of being 4 at large and 3 Commission. Surry the more we involve the membership the better off we will be. Betty says we don't have that much we are doing. Surry says once we start major projects we will need people for fund raising, grant writing, etc. Joe: if we wanted 2 more board members should would we add 1 at large and 1 to the Commission and not dilute their representation. Karen says as far as diluting the board we have good representation with Bill and Leigh who represent the Commission and Site as well as the 3 Commission appointees. Gene don't you want to empower the membership and get more people involved. Joe the most interested people are already involved in the other organizations. Betty what happens with a Commission appointment term which comes back up and they are not re appointed by the Commission. Or what if someone is not on the Commission any longer then does that take you off the Foundation. Surry said of course. Betty asked if the appointees have terms. Surry said conceivably the Commission could withdraw their member. The commission is creating a vacancy. The board is making changes on vacancies, the Commission appoints the replacement. Joe: 2 issues: 1. how we replace a Commission appointed board member 2. The balance of the board. Suggest that the at large number should be greater than by at least and 1 to the Commission. Need more discussion. Ideal would be for us to make a recommendation instead of letting the membership vote because it the meeting would go on forever. Propose a compromise. Karen: we need to engage the membership. Betty said she thought the 3 Commission members would go for a greater number of Commission representatives. Surry said that the Foundation is an ally of the Commission not a subsidiary. The thing is that Foundation membership would not necessarily agree with everything the Commission does and they should not be put in the position of influencing or largely influencing what the Foundation does. They may disagree on how to make decision. Foundation set up so they could receive input from the Commission and is given a very large input by having ex-officio's who have input as well as 3 voting members. Joe: we could add only 1 board member at large. Change 5 to 3 ratio instead of 6 to 3 ratio.

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Surry Makes even number of votes. Joe: agrees. Gene says if we are going to increase our membership and ask people to join and be active then we ought to give them some authority. Joe: Believes the HBF and Commission need to work closely and in harmony for good or bad. Feels tension building between the Commission and HBF on having to new members at large. Suggest no change at all, don't have to be on board to work on things, there is no requirement to increase, thinks it is inflammatory. Will not support the change. Pat if people are not serving on the board they can be on a committee. Joe: Not going to make a decision right now. Surry: go on and come back to this later. Next point Betty: Agrees to leave as is, or 1 of each. Agrees the HBC select who they want on the board. Agrees vacancies for the board of directors will be voted by the remaining board of directors once Commission selects. Agrees on checks on the 2K and transfer monies to accounts. Agrees on the 66% and 2/3 for bylaw. Pat 25% by proxy or 33%? Joe back to 25% because of quorum. Surry inquired with board and everyone but Pat is okay with 25%. Next point: Karen: page 2 we don't know what month we are going to meet: Surry: Do we want to meet the same day as the Commission. Karen: several people in the community mention they preferred evening meetings but we could still meet on the same day. Commission mtg. is held second Friday of July at 10 or 11 is and lasts to noon. Joe suggest 2pm. Surry said or as directed by the board. Joe said it would be good if they had their meeting on the 3rd Friday Karen: page 4 #1 all votes at all meetings are by voice or by secret ballot. Joe: the majority can request a secret ballot. Karen: Page 5 #2 directors shall be chosen at annual of the general membership by secret ballot. Does that mean officer and directors are chosen by secret ballot. Surry: Read what it says of paragraph. 1 of article 5 voting. Karen: Officers are voted by secret ballot Karen: Parga.5 #2 directors are chosen in the same manner. Joe doesn't see how the proxy can be secret and maintain on the control. Surry: it will require a lot of be administrative oversight. Joe I don't understand the need for a secret ballot. At the general membership mtg. you have 7 people voting. Does anybody see a requirement for a secret ballot at the general membership mtg. unless the directors or majority wanted it? Joe: recommend removing it, but it is something we can put in that if the membership requests the secret ballot. Surry: If they request they need to put the time involved it would be time consuming. Karen: Page 4 #1 would stay the same. Officers would be elected by secret ballot. Joe: Is the nominating committee going to nominate more people or just the vacancies, Karen: Just the open seats. Joe: If nominating committee presents a slate that has the exact number of people for open position, the motion could be made and would not need secret ballot. There's not going be voting for individuals members, someone will make a motion to accept the slate back and if there is requirement for secret ballot would be a lot of work for nothing. Karen: On page 5 should that secret ballot for the directors be scratched. Joe: directors are elected at the annual membership mtg. not by secret ballot and the officers are elected by secret ballot...Surry: Page 5 article 7, paragraph 2 striking out by secret ballot. Betty: 7 nominate, narrows down to 2, will only vote for 2 people. Surry: Nominating committee will take into account of what Joe said. Nominating committee will narrow it down who they recommend for the open slots. Joe: that doesn't prevent someone else nominating someone else. If someone doesn't do that, then the slate will just get voted on. Gene: so shouldn't it be, shall be chosen at the annual mtg. of the general membership, unless a secret ballot is requested. Karen: If requested we will honor. Joe doesn't it we about the ability to do that elsewhere. Karen: that's under officers. Surry: No it's under any vote. Joe: best to remove from this place. Surry: Read paragraph. 2 of article 5. At any regular or special meeting of board of directors or general membership, if the majority requires it, any question can be voted upon by secret ballot. Karen: that covers it Surry: paragraph 2 articles 7 will be changed by striking by secret ballot and then also strike second general membership and they shall serve for term set forth in the following paragraphs. Surry: whoever is conducting the meeting, calls for a vote and if someone requests a secret ballot then a vote is taken to see if they want to do it by secret ballot. It would be voted on and if the majority votes on it, it would take place. Joe: issue raised, how would you feel if you were an elected officials, it goes just the opposite there if it is a contention issue then they would have to call for a roll call vote then it will go on record. If we represent the general membership, he doesn't think we should be allowed to vote secret. Have to be open and accountable to what is being voted. Gene: talking about the board or the memberships Joe the board. Karen Are you talking about officers. Surry: on anything. Let's focus on article 5 paragraph 2 striking out the board of directors, so the board of directors does not vote by secret ballot except for the election of officers. Discussion on secret vote, bylaws and Roberts rules. Joe: if you completely scratch anything about secret ballot period. Would there be a problem with that because we generally we follow Robert rules of order and it's covered

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there. Surry: Secret ballot came from the original document. Joe: Remove the secret ballot. Why should we do anything in secret? Why shouldn't everything we vote on be opened: Talking about membership decide they want a secret vote? Joe: do we need to put in bylaws, because we can follow Roberts rules of order, if someone raises that they want a secret vote, the general membership can call for a vote:

Surry: Striking out par. 2 articles 5, the board of directors Gene: Has trouble on several of these questions, since the Foundation is dealing with the money and the money comes from the general membership I feel that the general membership should have pretty broad powers to do what they want to do if it's in secret or open. Surry: Talking about 2 things, go page 4 article 5 paragraph. 2 talks about striking out board of directors. Reads as follows: at any regular or special meeting of general membership, if a majority requires that any question be voted upon by secret ballot it will be done. Joe: still has one problem, don't have a problem at the general membership with the people that are there request that the way they vote be kept secret., have problem with the proxy, that are being held by the board members being vote in secret. Surry: They wouldn't be. Joe: You're at a general mtg., the way it is word at this time you can vote them in secret. If he had 100 proxies, he could vote them in secret. Surry: you have to trust the secretary or your elected official. Joe: as a board member if he is voting proxies as part of agreeing to be a board member, it should be open by the way that I am voting by proxy, it's only the general membership that are present should be allow to vote secret. But the board that is operating in a judicial way should not be allowed to vote secret. Gene: the proxies can be delegated not only to board directors, but any board member. Board member with proxies will vote openly, but members who have proxies wouldn't have to vote openly. Joe: wouldn't have a problem with that because as a board member you agree to. Karen: would you put a sentence in that the board directors will divulge their proxy vote. That's what I'm saying, trying to keep the board fair. Surry: agrees just to figure out what to say where. Joe; as long as we reach general agreement. Surry under voting: it will essentially saying the board members that have proxies will be voted openly. Does that mean that multiple proxies will be voted individually or as 1 vote? Joe: No, it's already been determined as to how many board members have. Surry has to know what you want to say in order to come up with something. Joe: prior to the meeting, it will already be determined how many proxies each board member has. And at the general membership meeting when it comes time to vote if the general membership requests a secret ballot on any issue then the general membership will vote in secret and will be allow any proxies they hold be voted in secret. But any board will not allow voting proxies in secret. Surry: Administratively, here's how it works. The secretary or secretary's committee or arm will have a list of who has whose proxies, and if done by secret ballots, they come up with tailored ballots. They would call their name and say here's your ballot. No way would you have to give this info out ahead of time. Joe: The way that is controlled and to maintain secretary comes up with the ballots. They are special ballots and no one would know them in advance Surry: Not concerned about someone stuffing the ballots Karen: the officers will be kept secret. Joe: thinks this should be taken out also. Surry. The "secret" was in the original bylaws. Change "all votes by board members are essentially voice votes." Joe: board should have option. Surry: that would be up to the majority of the board. Agree with the idea that all votes by the board members should be transparent as possible. Could have some embarrassing moments. Joe: Should keep out of the record if possible, when voting for officers. Surry: you have transparent or you don't Joe: transparent is more important Surry: If a secret ballot is requested at the general membership meeting, and the majority votes on it, they have to have secret ballot. Board members have to vote open because they are elected or affirmed to represent other folks. Gene: In agreement on the changes, the only thing that needs to be discussed is the, 2 sticking points, which elects them and number of appointments. Surry: discuss the 50 to 50 split, do we present a report and call it a minority to minority report Joe: If can't reach the agreement, it can always be changed in the future Gene: or take it to the general membership. Surry: the board could not reach a decision. Betty: take a vote. Surry: Article 7 around page 5, #4 the way it reads as proposed: 6 members shall be elected by the membership and 3 members shall be selected by the HBF commission, they shall not take their seat until after the confirmation of the general membership. In addition the corporation shall have ex-officio, non voting members of the board of directors. That person holding the following position. Not change Chairman of HBF, Mayor of Bath, and Site Manager of Historic Site. Surry: all those in favor of the proposed change that will be recommend to the general membership. Surry: all opposed No split decision 3 to 3. Surry said he will represent

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the 3 that are in favor. And there you will need to represent the other viewpoint. Need to limit time of representation to 50 words or 2 minutes. Surry: This is still going to be recommended to the general membership and need to set limit for both sides to present their opinions. Which board member wants to stand up and explain why they are not in favor of the change? Pat nominated Joe. Gene: Present simple question to the general membership that we want to expand the board of directors to 9 people, the question is if it we should have 5 or 6 selected by the Foundation membership and let them vote. Joe it is better and they can choose. And let them vote. All in agreement. Surry: when he calls the question, he can't stop anyone from talking. What we are saying is that we are going to present a question to the general membership that the board recommends that it be expanded, but that we are recommending that the general membership select either a breakout of 4 members selected by the Commission and 5 be elected by the general membership or 3 selected by Commission, 6 by the general membership. Betty: those that get the most proxy cards get the most votes. Surry: doesn't know, it depends on how many people show up. Pat: then the proxies are not part of what Betty said would be voted on. Surry: the Board would vote their proxies in open. If the membership doesn't request a secret ballot they would be done in open by roll call. Betty: Proxies are becoming very important. Surry: especially important for the quorum and no doubt on voting on other issues as well. Leigh: will all this need to be said at the meeting that all things discussed and or voted upon. Surry: Was in letter. Try to make explicit as possible. Surry: Article 7 #11: the proposed draft: page 6 #11 the way it's proposed is essentially as the original bylaws. All vacancies of the board of directors shall be filled by a vote of the majority of the remaining members of the board of director's for the balance of the terms. Each director originally elected in this manner may serve 2 additional terms, makes it clear that if you start out unfilled portion you can serve 2 full terms. Doesn't mean you will get to do that, it mean you can do that. Joe: In case of the at large having the board do it is practical thing. In case of the Commission, what you're doing is tossing back to the Commission, then they will have their own way to deal with this, does Commission have a nominating board as well. Presumably, in the case of the Commission what would probably happen, we could not dictate that, and it would be their board who would decide who the replacement would be. Depending on the timing of the meetings or whatever, could take some period of time before we could get that done. One reason it was put in this way so that it could happen quicker. Surry: this is the way it was originally. Joe: feels more comfortable the way this is worded right now, if we are left the way we are. If we left the current 4 at large 3 Commission, he would say that is close enough, we are ok, let the board go ahead at least the rest of the term, rather than taking it back to the Commission going through all that, if we go the route it we got to the split 6 to 3, then he feels even more strongly that it's not the appropriate way of doing it. Will be a cumbersome process. Surry: the members of the Foundation should be interested in how the Foundation Board conducts the business of the Foundation. Joe: Makes a suggestion that the HBC board select the replacement. If we ask the Commission and it could be the chairman of the Commission, give him the opportunity to nominate somebody, the board could then vote that particular person up or down, but at least give the courtesy of allowing the chairman of the Commission and give them a limit amount of time so this thing can't go on for ever and a day. Say we have a vacancy within 2wks to 30 days. Karen: then our membership would have to confirm Joe: Not membership but the board., The board would still selected under what he is proposing, but would ask the HBC chairman of the commission for a nomination or recommendation for the board to consider, the board could say no and could still say we want to select who they want. Surry: Has no problem. Joe: it's a compromise. Surry: concern about is conduct of the business of the Foundation, being a business of the Foundation and not the business of the Commission. Right now if we change nothing it will stay the way it is, the way I understands there has been proposed to modify this is to ask the chair of the HBC to make a recommendation to the board to fill the unexpired term. Have no problems with that. Joe: Gene has nothing to do with you it was the way it was done. Have no problem with the way it was worded. The way it is worded if the board was going to exercise a degree of reasonableness and reach out to the HBC, say the board of directors is going is select a replacement for the unexpired term of this Commission select individual, is there anyone that you would like the board to consider, that's what we should have done this last time and it would not go against what is in here and but we still did the electing , but we should at least have the courtesy to of gone to the Commission and asked it they had a recommendation to consider. Surry: Bill stated correctly, it was not his

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position or his prerogative to state what the Foundation board of directors should or shouldn't do. Joe: the proposal was already put out and he would felt like that he was countering someone. Didn't think that Bill wanted to do that. Surry: Has no problem. Bill was also concerned about doing stuff as chair which would be viewed by the people watching the Commission. Joe: Proposing that we actually have the bylaws ask for recommendations... Betty: Bill wasn't going against. She was not involved but he understood that Bill did call you and ask if he should report somebody or should get somebody that you all know. Surry: that's correct he did call and we discussed the bylaws. Betty: He felt like he should be able to appoint someone, but after you discussed the bylaws he backed off. Surry: Would assume, assumption on his part, he agreed with the bylaws. Betty: that's why he did what he did. Joe: Proposing a compromise between those two, not having the Commission saying anything or be completely left up the HBF board. Let the Commission at least recommend someone for the board consideration. Does not have to follow the recommendation, just a courtesy. Different when the Commission selects and the board will ratify, in this case the Commission will recommend, but the board, in other words, they already recommend someone, they already selected someone unless we disagree. In this case we are asking for recommendation, they can even make 2. It's the board responsibility. If we agree on something like this, then we only have one item to take to the general membership.

Karen: these vacancies don't need to go through the general membership. Joe: No, never get done.

Surry: What he has so far, in the event of the HBC selecting vacancies the chair of HBC will be asked for recommendation for filling the unexpired term, the Foundation board of directors will accept or reject the selected replacement after consideration. Joe: stay away from accept or reject. The chair of the HBC will be asked for recommendation, but it will be the HBF board responsibility to appoint. Pat: doesn't think it should be just the chairman, it should be just the HBF. Joe: Need to go to somebody. Surry: in the event of a HBC commission vacancy, the HBC will ask for recommendation for filling the expired term. The Foundation board of directors will elect the replacement director, who will fill the unexpired term. Surry said the Commission will appoint someone and it could be the same person, but it is up to the Commission to come up with something else Joe: Betty do you think Bill will feel reasonably ok with that kind of compromise? Betty he is not always going to be Chairman. Betty: for the unfilled term I wouldn't want you to think that he would not have recommended Gene before hand; he just didn't have the opportunity. Joe: that's the point Betty: didn't want to think he was against Gene. Gene: his concern on a lot of these questions and the bylaws, and the reason I am in favor of the 6 to 3 split is if the Governor instead of the Foundation membership decides who is on the Commission. He/she could overrule us all. Yet we are going out to the membership and getting money and the ultimate authority should be given to the people who are giving the money. Politically you could have some Governor come in and throw out the current Commission members and put all new members in according to the agenda. Joe: doesn't know how the Commission, is not their decision, if he knew the Commission board of directors would not feel like they would not get clobbered with this and it wouldn't create additional tension, he would be fine with what you all proposing, then I would change my vote right away and we would not have to take to general membership. Primarily concerned with taking exception that there is a sense of tension building and he wants to be a peace maker. If the Commission didn't have an issue with changing the board makeup. Karen: Our mtg. is before theirs. Joe: it gets confused, it hard for us to ask them to do our business. Surry: go along with that logic, Surry: Is it assumed that the Foundation doesn't want the Commission to do their bidding. In most cases and we hope it is the same. We will get more done if we cooperate. Joe: agrees, again, thinks we can operate fine either way. His primary reason for objecting to way it was proposed was his concerned of how it was going to be received by the Commission. Surry: do you care about how it is received by the Foundation membership. Sorry Joe: I do have concerns about both. . No problem with this. It's going to come down to a vote somewhere and that's fine. If the general membership doesn't want this then they will have to be willing to either attend and/or send in proxies to accept it or reject. Believes that majority rules. The way this is going to read right now. We are talking about #11 the way it is written, originally elected, the word "originally" being inserted. Sentence added "in an event of an HBC vacancy, the HBC will be asked for a recommendation to fulfill the unexpired term. The Foundation board of directors will elect the replacement director who will fill the unexpired term. These are the only 2 sticking points. Joe: would like to see us all agree and not go to the general membership. Surry: will come down to the general membership. Surry; all those in changing paragraph 11 as he read it. It reads the same.

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“Originally” inserted after director in the second sentence. Adding sentence in the “in an event of an HBF/HBC vacancy, the HBC will be asked for a recommendation to fulfilling the unexpired term. The Foundation board of directors will elect the replacement director who will fill the unexpired term. Please let me know if that when I send you the final draft I have made any mistakes. Gene: In the second sentence, does it apply only to the Commission and to the 3 or 4 Commission members. Otherwise the board of directors who remain on board also includes the commission board of directors. Surry the HBF board will replace any at large director for the unexpired portion of the term. Surry all in favor: all in agreement and is subject to change.

Karen: on the agenda. This is a draft agenda. This consideration of bylaw amendment. Should that be listed? Surry. No it will be a broadened agenda handed out at the meeting which I hope everyone will accept. Karen: is it still 9:00 in the morning. Surry: sees no reason why it should not be. Karen; should we try to have it in the afternoon or evening to get a bigger to bring a bigger crowd of membership. Pat: if they can't come they have a proxy. Surry: it's by tradition, it's been in the morning. Surry: none of the appointed days are fixed in the bylaws such as the board of director can change as they want. Karen: as far as other business will that be generic or are you going to specify. Surry; generic. It doesn't matter. There is always other business. Betty inquired about nominating discussion. Everyone dispersed. Karen asked if we are done. Surry said meeting is adjourned since we have lost our quorum.

Respectfully Submitted

Karen Sayer
Acting Secretary