



Connecticut River Byway Council Meeting Minutes
Thursday, January 29, 2015 at 1pm
Southern Windsor County RPC Office, Ascutney, VT
(Physical Address: 38 Ascutney Park Road, Ascutney, VT)

Common Abbreviations: CRB – Connecticut River Byway RPC – Regional Planning Commission VT – Vermont NH – New Hampshire Chamber – Chamber of Commerce CRJC – Connecticut River Joint Commissions SWCRPC – Southern Windsor County RPC VDTM – Vermont Dept of Tourism and Marketing

In attendance

Council: Glenn English (co-chair), Ellen Howard, Kathleen Carriere, Nancy Merrill, Matt Mann

Others: Katharine Otto and Tom Kennedy (Southern Windsor County Regional Planning Commission, SWCRPC), Kelly Murphy (Claremont Chamber of Commerce), Jenevieve Johnson (Springfield Chamber of Commerce), and Bernie Folta.

Glenn called the meeting to order at 1pm

1. *Welcome and introductions*

2. *Approve minutes of 10/30/2014*

Ellen Howard moved to approved the minutes of October 30, 2014 with a correction to the first line which refers to them as the “agenda” rather than the “minutes”. Seconded by Kathleen Carriere. Approved unanimously.

3. *Itineraries Project Update*

- Newsletter was distributed in early January.
- Distribution and outreach on brochures is going well – about 17,500 of the 20,000 brochures have gone to 65 locations, particularly with the assistance of the RPCs and Glenn English. If anyone would like them at another place, let me know. Bernie mentioned the Lake Sunapee area – Katharine will reach out to Upper Valley Lake Sunapee RPC to see if they have a connection to get brochures there.
- Website is complete. Check it out at www.ctriverbyway.org Interactive web map will completed in the next week.

4. *Connecticut River Byway Council and Byway future*

a. *Elect new Treasurer (Action needed)*

Not needed. Completed in October meeting.

b. *Using remaining CRB funds for printing match (Action needed)*

Not needed. Completed in October meeting.

c. *RPC contribution to CRB Council*

- Tom just completed a poll of all the RPCs on the Byway. Four RPCs agreed to assist with minor admin assistance to the Council, which amounts to a few hours each month – Upper Valley-Lake Sunapee RPC, Southern Windsor County RPC, Windham Regional Commission, and Southwest RPC.
- Tasks they will do include website backend maintenance, interactive map maintenance, organizing Council meetings, writing minutes for Council meetings, keep the bank account, keep track of the contact list, etc.
- There will still be a lot of work left to do for the Council just on the admin side to keep things running.

d. *Change signatories for bank account (Action needed)*

- Katharine Otto announced the recent death of Nancy Hoggson who recently stood down from the Council.
- Ellen Howard made a motion to remove Nancy Hoggson (former Treasurer) as signatory for the Byway bank account, keep Gayle Ottmann (Co-Chair) and Thomas Kennedy (Staff), and add Nancy Merrill (Council member), Glenn English (Co-Chair) and Kevin McKinnon (Treasurer). Motion seconded by Kathleen Carriere. Approved unanimously.

e. *Present at April CRJC meeting (4/20)?*

- Tara Bamford from the Connecticut River Joint Commissions asked whether someone would like to present the Byway at their 4/20 meeting. CRJC is in a period of trying to re-define their purposes.
 - Kelly Murphy volunteered to speak on the CRB Travel Guide project, while either Gayle or Glenn will talk about the Council side of things. Katharine will forward additional information about the meeting to Gayle, Glenn and Kelly.
- f. *Heritage Trail posted on CRB website?*
- Yes the Heritage Trail for the Claremont/Windsor area can be posted on the Byway website. Any information/ resources about the Byway area can be posted – the more the better.
- g. *Review official designation of Byway paperwork*
Discussion tabled to a future meeting
- h. *Non-profit/ corporation status*
- Nancy explained that the Byway was registered as a domestic corporation in Vermont and a foreign corporation in New Hampshire. Registration on the Vermont side has lapsed.
 - Kelly explained that the 501(c)(3) status is slightly independent of the corporation side of things – and is more to do with the Inland Revenue Service (IRS)/ Tax side of things – through submittal of the 990N tax form. SWCRPC recently became aware of the need to file the 2013 990N and filed it in early December. SWCRPC will file the 2014 990N to keep things going for the moment.
 - The Council discussed how they want to proceed. Time and money will be involved to keep VT and NH corporation and the 501(c)(3) status active and running. Is that needed? Or could the Byway run as a subsidiary of another organization – eg town or RPC? 501(c)(3) would allow for accepting donations, and once the status is lost it would be costly and time-consuming to re-establish. What does the Council plan to do in the next few years? Many other Byways in Vermont function as subsidiaries and have no legal status (corporation or tax). A question was also asked about whether Vermont Byways are considered a subsidiary of the State of Vermont.
 - Gayle, Ellen and Glenn will work pull together a clear outline of what would need to be done to re-establish Vermont corporation, sustain NH Corporation, and keep up with the 501(c)(3) status. Kelly Murphy will assist Gayle, Ellen and Glenn with what she already knows about 501(c)(3) things. Gayle, Ellen and Glenn will present at the next Council meeting what the options are.
- i. *Purpose statement revisions*
- The Council discussed the purpose statement as published in the January 2015 CRB newsletter. It was agreed that there would be the short sound-bite purpose statement, and then a longer one to meet requirements and be more comprehensive in the revised Bylaws.
 - The Council agreed that the new sound-bite purpose statement would be: “The purpose of the Connecticut River Byway Council is ongoing development and promotion of the Connecticut River Byway as a four-season tourism destination and a quality place to live. To facilitate this, the Byway Council will collaborate with all stakeholders, including public, private and non-profit partners, as well as interested local residents.”
- j. *Businesses & the Byway*
In the January CRB newsletter it was announced there would be a business brainstorming meeting in February. The Council discussed:
- What is the purpose of the meeting? – to get input from businesses on what the Byway can do for them, highlight what the Byway has done recently with the CRB Travel Guide, highlight what opportunities are out there for free (eg VDTM), asking for money? Kelly and Jenevieve both expressed the need for clear purpose and showing what the Byway can do for the Chambers/ businesses.
 - It was agreed that there needs to be an additional benefit to attending the meeting – eg network opportunity, breakfast/lunch.
 - Where they should be held and who invited? It became clear that a pilot needed to be done to more narrowly define what to do, who with and where.

- Ellen and Glenn to work on narrowing the scope and potentially holding the February meeting in the Bellows Falls area through Ellen's contacts. Once more refined maybe do Colebrook area, Claremont area, Springfield area? And then the rest of the Byway.

k. *Bylaws revisions*

Council reviewed the 1/2/2015 draft of the revised Bylaws. Overall council agreed with a lot of the proposed changes. Still needs some work including:

- Making it shorter, more concise and easier to do
- Need to decide whether a Council or Board
- Should non-voting members be allowed? How would they be referred to in Bylaws?
- Need language about conflict of interest and dissolution language – for 501(c)(3)
- Council agreed term limits be removed
- How should quorum be defined? (Katharine to share her example of a Regional committee which she recently simplified)
- Is Byway subject to Right-To-Know law in NH and Open Meeting Law in VT? It is good to be transparent, but do they need to do everything?

l. *Recruiting new Council members*

This is becoming vital as numbers have dwindled. There were barely enough people available for the meeting today. Council members encouraged to reach out to their connections who they thought might be interested in the Council at the previous meeting. Kathleen Carriere to reach out to Saint Gaudens instead of Katharine. No-one reassigned to Geoff's assignments (who has left North Country Council).

5. *Other Projects*

Most of discussion tabled to the next meeting.

Gayle Ottman mentioned in her email update that Kathleen Carriere did a great job assembling a nice Cultural/Historical package for VDTM to take to the trade show in New York in January.

6. *Other Business*

Glenn asked which other Byways connect to the Connecticut River Byway? It would be good to add those connections on the CRB website – it's a good connection into travelling the Byway. Katharine can provide the VT ones, and Glenn will send Katharine the NH ones.

7. *Next meeting date, location and potential agenda items*

- a. Next meeting date – end of March by conference call
- b. Items for future meetings – Bylaws, Corridor Management Plan, Update on North Country Byways, Update on Businesses & the Byway meeting

Ellen Howard moved to adjourn the meeting at 3pm. Seconded by Nancy Merrill. Approved unanimously.

Summary of action points from meeting and goal dates

Due ASAP

- Katharine to forward information about April CRJC meeting
- Katharine to get everything moving with changing bank account signatories
- Ellen and Glenn to narrow down the scope of the Byway and Businesses meeting
- Glenn to send Katharine a list of all the NH Byways which connect to the CRB – to upload onto the CRB website alongside the list of VT ones she already has.
- Katharine to forward example Bylaw from Regional Committee

Due 2/28/2015

- Ellen and Glenn facilitate a Byway and Businesses meeting in the Bellows Falls area

- Corporation and 501(c)(3) – Gayle, Ellen and Glenn to research what needs to be done to re-establish Vermont corporation, sustain NH Corporation, and keep up with the 501(c)(3) status. Kelly Murphy will assist with what she knows.

Due one week prior to next Council meeting

- Nancy and Ellen make further revisions to Bylaws including comments from January Council meeting, required language that Kelly will find, and example of a streamlined committee that Katharine will provide. A copy of the newly revised Bylaws will be emailed to the Council for their review at the meeting.
- Gayle, Ellen and Glenn have a clear outline what needs to be done to re-establish Vermont corporation, sustain NH Corporation, and keep up with the 501(c)(3) status – ready to email to the Council for their review at the meeting.

Due next Council meeting (end of March 2015)

- Ellen and Glenn report back on Byway and Businesses meeting, and propose how to move forward

Items without goal dates

- Corridor Management Plan (CMP) review
- Review of official designation of Byway paperwork
- Waypoint Centers
- Arts Council 50th anniversary