



**Connecticut River Byway Council Meeting Minutes
November 16, 2015 at 1pm
Meeting at the Upper Valley – Lake Sunapee
Regional Planning Commission Offices (10 Water
Street, Lebanon, NH)**

Common Abbreviations: CRB – Connecticut River Byway RPC – Regional Planning Commission VT – Vermont NCC – North Country Council NH – New Hampshire Chamber – Chamber of Commerce CRJC – Connecticut River Joint Commissions SWCRPC – Southern Windsor County RPC TRORC – Two Rivers – Ottauquechee Regional Commission UVLSRPC – Upper Valley – Lake Sunapee RPC VDTM – VT Dept of Tourism and Marketing WRC – Windham Regional Commission NHDRED – NH Dept of Resources and Economic Development NHDOT – NH Dept of Transportation NHSCBC – NH Scenic and Cultural Byways Council VTrans – VT Agency of Transportation
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In attendance

Council: Glenn English (Vice Chair), Steve Lembke, Nancy Merrill, Kathleen Carriere, Greg Schwartz (Saint Gaudens, Ex-Officio), Bernie Folta (Treasurer), Katharine Otto (SWCRPC, Secretary)

Glenn English called the meeting to order at 1:10pm

1) *Welcome and introductions*

2) *Changes to the agenda*

No changes

3) *Announcements*

Kevin McKinnon and Russell Hirschler have stepped down from the Council. Colebrook is looking for someone to replace Kevin's place on the Council.

4) *Approve minutes of 09/23/2015*

Steve Lembke proposed a motion to accept the minutes as written. Seconded by Nancy Merrill. Approved unanimously.

5) *Election of Officers*

- Bernie Folta was nominated to become a member of the Council by Nancy Merrill. Seconded by Steve Lembke. Approved unanimously.
- It was noticed that some of the ex-officio members have been left off the website Council member list – particularly Tom Kennedy, Peter Gregory and Nate Miller. Katharine will re-add them.
- Bernie Folta was nominated to the position of Treasurer by Nancy Merrill. Seconded by Steve Lembke. Approved unanimously.
- Katharine Otto will get the paperwork needed to add Bernie as a signatory. The bank account will remain at Mascoma Bank. Bank account information will continue to be sent to SWCRPC (a central location for all paperwork), but Katharine will scan and send a copy of the bank statement to Bernie each month.

1. *Updates on tasks from previous meetings*

a. *Non-profit/corporation status*

i. *Re-establishing status in Vermont*

Steve Lembke gave a handout detailing what was needed to re-establish non-profit status in Vermont. The Council have not filed their annual report for 4 years – 2012, 2013, 2014 and 2015 – and so have had their domestic non-profit status terminated. Council discussed. Steve Lembke made a motion that Katharine Otto file to re-establish non-profit status in Vermont through the VT Secretary of State's website including filing the Annual Reports, including the changes listed below. Seconded by Nancy Merrill. Approved unanimously.

- Corporation address: PO Box 320, Ascutney, VT 05030
- Total fee of \$120 to be paid by Peter Gregory (TRORC) – as previously volunteered. (\$25 per year and \$20 reinstatement)

- No paid employees
- Principal Office Business Address: PO Box 320, Ascutney, VT 05030
- Registered Agent: Thomas Kennedy (to match bank account and Tax filings)
- Authorizer Name: Katharine Otto (Secretary)
- Officers: Gayle Ottmann (Chair), Glenn English (Vice Chair), Bernie Folta (Treasurer), Katharine Otto/SWCRPC staff (Secretary)

ii. Re-filing in New Hampshire

Bernie Folta described what was needed to continue non-profit status in New Hampshire. The non-profit status is active, although the 2015 NH report is due. Council discussed. Nancy Merrill made a motion that Bernie Folta file to file the annual report required to continue non-profit status in New Hampshire, including the changes listed below. Seconded by Kathleen Carriere. Approved unanimously.

- Corporation address: PO Box 320, Ascutney, VT 05030
- Total fee of \$25 to be paid by Bernie Folta – as previously volunteered.
- No paid employees
- Principal Office Business Address: PO Box 320, Ascutney, VT 05030
- Registered Agent: Thomas Kennedy (to match bank account and Tax filings)
- Authorizer Name: Bernie Folta (Treasurer)
- Officers: Gayle Ottmann (Chair), Glenn English (Vice Chair), Bernie Folta (Treasurer), Katharine Otto/SWCRPC staff (Secretary)
- If registered agent cannot be Thomas Kennedy (in Vermont), it will be Bernie Folta.

iii. Tax filing (990)

- Katharine reported that she filed the 2014 990 Tax report.
- Katharine now has records for the accepted filings in 2011, 2013 and 2014.
- The Council missed the filing in 2012. Katharine could not easily file the missing tax report electronically. Bernie will check whether we need to go back and do that.

b. Bylaws revisions

The Council discussed several minor amendments to make to the draft Bylaws (see below). Once these amendments are completed, Bernie will reach out to Kelly Murphy to see if she is still willing to review the Bylaws.

- Executive committee officers shall include representation from both states – i.e. a minimum of one New Hampshire and one Vermont resident. (This is to help with a variety of administrative functions where the “state” matters – such as the non-profit corporation filings and for keeping in the loop with relevant state agencies for tourism/marketing and admin purposes.
- Quorum shall be ??? of ?????, but no less than four (4) board members
- In order to meet the New Hampshire Right to Know law (R.S.A. ?????), and the Vermont Open Meeting law (V.S.A ?????), the Council will:
 - allow decisions to be made via conference call as long as a quorum is present at the designated location of the meeting
 - Have the meeting notice, agenda, and conference call-in number and code advertised in at least two physical locations
 - Have the meeting notice, agenda, and conference call-in number and code emailed to all RPCs along the Byway
 - Have the meeting notice, agenda, and conference call-in number and code emailed to the Town Manager of the 10 Waypoint Communities – Colebrook, Lancaster, St Johnsbury, Wells River, Haverhill, White River Junction, Windsor, Claremont, Bellows Falls, and Brattleboro.
- All checks will be signed by two signatories, regardless of the amount

Other useful discussion relating to the Bylaws discussion:

- Physical locations being considered – Haverhill and Claremont

c. CRB Travel Guide Distribution

Katharine and Kathleen shared what they know about the number of remaining CRB Travel Guides available across the Byway.

- Kathleen has had trouble reaching most of the 50 distribution sites on the list Katharine gave her. A few sites she did make contact with needed additional brochures – which are now being delivered by Katharine and Kathleen.
- Katharine estimates about 5,000 brochures are remaining given what she knows about the places which were distributing high volumes of brochures (500 or more), although estimates will be better once Kathleen gets more responses.
- Some brochures are being moved between sites as needed.
- Due to the cost needed to put the brochures out, the Council will not be renewing its contracts with NHDRED and VDTM to put brochures in certain locations.
- Glenn reported that Farmway now carries the CRB Travel Guide. He will send Katharine the contact info to add to her distribution list.
- Katharine and Kathleen to report back to the Council at the next meeting.

d. NH Attorney General registration

- Bernie and Steve both agree that the Council should file with the NH Charitable Trust section of the NH Attorney General.
- The Council discussed and agreed that Bernie will file the registration using the same details from the Non-profit corporation registrations.
- Bernie offered to to pay the fee of \$25, which the Council accepted.

e. Waypoint Centers

The Council discussed that they would like to make contact with all the Waypoint Centers. Katharine has pretty up-to-date contact information for all – which she will forward around. The Council discussed the next Council meeting focusing on inviting a representative from each Waypoint Center (WC) and then having a discussion focused on the following:

- How the WC works – eg key contact info, opening hours, who runs it, who maintains it
- Needs of the WC – eg leaflets from other parts of Byway, printed maps
- Who uses the WC – group education, visitors, etc.

The hope is that a combination of the next Council meeting as well as a survey would result in quite one-page info sheets for each WC – which can be shared with all the other WCs and Council members. The Council agreed to send Katharine a list of the questions they want to ask the WCs.

f. Proposal from Doug Albee

The Council quickly reviewed the written proposal from Doug Albee. They do not wish to lead the charge as a guinea pig Byway in this program, but will happily follow once one of the more active Byways has made strides.

6) Other business.

Katharine shared information about the recent NH Scenic and Cultural Byways Council meeting. JB Mack from Southwest RPC (Keene NH area) attended the meeting and reported by email that NHDOT is considering moving the NH Byway program from NHDOT to NHDRED. Nancy made a motion that the CRB Council supports the concept of moving the NHSCBC from NHDOT to NHDRED and would be to work with NHDRED as a future potential partner. Seconded by Bernie Folta. Approved unanimously.

Katharine reported that William Rose from NHDOT had requested photos of NH parts of the CRB for the upcoming NH Bi-Annual report – so CRB will be referenced this time.

Bernie Folta expressed an interest in creating more solid ideas for how to incorporate businesses into the Byway. The Council would like to discuss more at the next meeting. Steve Lembke shared an idea about creating a “road scholar” style itinerary to explore the itinerary – building on his previous work for Road Scholars and Nancy's success hosting Road Scholars at Claremont. Steve will write up a more solid proposal for the Council to review.

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

- Next meeting will be January/ February. In person location close to the core membership – likely the SWCRPC office in Ascutney. Meeting agenda to focus on connecting with representatives from each of the Waypoint Centers, as well as discussion about businesses and the Byway (particularly Steve's idea).
- Items for future meetings after January/ February – Bylaws, Corridor Management Plan, Update on North Country Byways, Review official designation of Byway paperwork, Update on Businesses & the Byway meeting

Steve Lembke made a motion to adjourn the meeting at 3:00pm. Seconded by Nancy Merrill. Approved unanimously.