



Connecticut River Byway Council Meeting Minutes
September 23, 2015 at 9am
Meeting held by conference call on (712) 432-0375,
Access code 509353
Physical location for those who wished – Southern Windsor
County RPC office, Ascutney, VT (38 Ascutney Park Rd)

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 – Vermont Department of Tourism and Marketing WRC – Windham Regional Commission

In attendance

Council: Gayle Ottmann (Chair), Glenn English (Vice Chair), Steve Lembke, Nate Miller (UVLSRPC, Ex-Officio), Nancy Merrill, Robert McBride, Kathleen Carrierre, Greg Schwartz (Saint Gaudens, Ex-Officio), Katharine Otto (SWCRPC)
Others: Bernie Folta, Catherine Brooks (VDTM), Dick Sanders (River Commission)
Apologies: Peter Gregory (TRORC), William Rose (NHDOT, Ex-Officio), Kevin McKinnon

- 1) *Welcome and introductions*
- 2) *Changes to the agenda*
No changes
- 3) *Format of meetings and input*
Not discussed
- 4) *Announcements*
Kevin sends his apologies for not attending last minute – due to leaving Town of Colebrook
- 5) *Approve minutes of 07/23/2015 (Action needed)*
Steve Lembke proposed a motion to accept the minutes as written. Seconded by Glenn English. Approved unanimously.
- 6) *Election of Officers*
To clarify who on the call was Council member, Ex-Officio Council Member or Interested Party there was a role call.
All nominations officers will hold positions for one year
 - a. Chair – Nancy Merrill nominated Gayle Ottmann as chair. Seconded by Steve Lembke. Approved unanimously.
 - b. Vice Chair – Nancy Merrill nominated Glenn English as vice chair. Seconded by Steve Lembke. Approved unanimously.
 - c. Treasurer – Will hold open until next meeting since Kevin not in attendance
 - d. Secretary – Glenn English nominated SWCRPC staff (with WRC staff as backup) as secretary. Seconded by Steve Lembke. Approved unanimously
- 7) *Non-profit status*
 - a. *Discussion whether to:*
 - i. *continue non-profit status (and therefore re-establish Vermont to be in good standing), or*
 - ii. *dissolve non-profit status (and therefore formally dissolved non-profit status in both Vermont and New Hampshire).*

There was considerable discussion about how to proceed. The following are the key discussion points:

 - 501(c)3 is a legal status.
 - Could be advantageous to let status laps if have no taxable product, does not need grants, does not handle donations and does not need liability protection

- Several people believe the liability protection is valuable for the Council members – several members agreed
- Covering costs
 - \$120 for VT-reinstatement (every 2 years)
 - \$25 for NH re-filing (every 5 years)
 - TRORC volunteered to pay for part of the fee (including the part which removes Peter as a listed officer)
 - Bernie volunteered to pay for NH re-filing fee
- Registering with the NH Attorney General as a charitable corporation
 - Some debate about whether that is needed. That is something to be looked at in Year Evaluation
- One year evaluation period
 - Glenn proposed an evaluation period
 - Part of that would involve getting the Byway back on track with non-profit status and bylaws
 - Part of that would involve starting a dialogue with CRJC to potentially re-join them. CRJC formerly included CRB. CRJC is currently staffed by UVLSRPC and NCC. Any discussion would take time – looking at common goals/mission, logistics, staffing, etc.
 - Check about need for being registered with NH Attorney General
- Tax filing – SWCRPC to file 990 tax form this year – will need to be someone else in future
- Making things simpler
 - Several were in support of making the organization simpler – through removing non-profit status, simplifying Bylaws, etc. By making it simpler they believe the Council can re-focus their remaining energy on doing things.
 - But they would not stand in the way of the one year evaluation period. How can the organization become sustainable?
- Suggestion to reach out to Kelly Murphy to check we meet all non-profit requirements as we try to move forward.

b. Vote whether to continue non-profit status or to dissolve non-profit status.

- Steve Lembke made a motion to reinstate Vermont non-profit status, re-file New Hampshire non-profit status and give a year to re-evaluate what to do in the future. Seconded by Glenn English.
- Steve Lembke made a motion to amend the motion to complete the re-evaluation and make a decision by October 1, 2016. Seconded by Glenn English. Approved unanimously.
- So the council voted on the following by roll-call: A motion to reinstate Vermont non-profit status, re-file New Hampshire status and complete a re-evaluation of what to do in the future and make a decision by October 1, 2016.

Voting Council Member	Vote
Steve Lembke	For
Glenn English	For
Nancy Merrill	For
Gayle Ottmann	For

Voting Council Member	Vote
Robert McBride	For
Matt Mann	For
Kathleen Carriere	For
Katharine Otto	Against

Voting Council Member	Vote
Kevin McKinnon	Absent
Russell Hirschler	Absent

c. Volunteer to carry out whatever was decided concerning non-profit status

Discussion delayed until later in agenda – with all the other tasks to be assigned

8) Future home for CRB files; CRB contact; representative(s) to Vermont Tourism and Marketing meetings; updates to any printed material; meetings; other concerns

Task Assignments:

- Non-profit – Vermont and NH filings – Steve and Bernie
- NH Attorney General registration – is it needed? Steve and Bernie

- Bylaws – Glenn and Bernie. Will need to check in with Kelly Murphy and Nancy Merrill on what they have done
- Tax filings (990 form etc) – SWCRPC this year. Someone else in future
- Website – UVLSRPC this year paying for domain and keeping content up to date. Someone else may be needed for future – especially for content
- Home for CRB files – SWCRPC
- Representative to VDTM - Gayle
- CRB Travel Guides - Checking what cost for Vermont Welcome Center to distribute – Katharine
- CRB Travel Guides – Checking how many boxes of brochures are still remaining – Kathleen Carriere
- CRB Council meeting agendas and minutes – Katharine and Matt
- Reaching out to CRJC – a future task
- VT Open meeting Law and NH Right to know law – task unassigned – although tied to Bylaw work

Current costs of the Byway

- Website domain registration (ie the website address) – Currently paid by UVLSRPC. Unknown who will pay in future years.
- Website itself – Currently paid by UVLSRPC. Unknown who will pay in future years.
- Putting CRB Travel Guides in Welcome Centers – Costs for 2015 covered by Itineraries Grant. Katharine to research costs for future years – unknown who will pay.

9) *Other business.*

VDTM is a great support for marketing the CRB and all other Vermont Byways. Catherine Brooks volunteered to ask Commissioner Smith to reach out to NH to see what they can do for Byways. Council would appreciate that since historically NH Tourism has been less supportive of Byways.

Steve Lembke asked Katharine to send around the proposal from Doug Albee.

Connecticut River Travel Guides - How many are left at each location? Katharine recently checked with State of Vermont (being paid to send brochures to 5 Vermont Welcome Centers) – of 7,000 brochures they have about 2,500 remaining for the rest of September and October. Several broch

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

Next meeting in November and to be in person (not conference call). SWCRPC/ WRC to organize by doodle poll. Topics of discussion – check back in on everyone’s tasks, waypoint centers.

Robert McBride made a motion to adjourn the meeting at 10:40am. Matt Mann Seconded. Approved unanimously.