

**Waterbury Historical Society
Monthly Board Meeting Minutes—APPROVED
August 21, 2020 — Hope Davey Memorial Park**

In attendance: Barb Farr, Jan Gendreau, Paul Willard, Jane Willard, Betty Jones, Cheryl Casey, Anne Imhoff, Jack Carter

Call to order, 11:04 a.m. by President Barb Farr

I. Content for ballot and voting — presented by Barb

- A. Board previously agreed that the annual meeting business should be addressed at the October meeting, with new officers and committee members taking on their roles January 1; officer and committee terms will coincide with fiscal year and calendar year.
- B. Moving annual meeting to October requires a bylaws change, which will be presented on this next ballot, along with other changes that support this amendment.
- C. Ballot will include nominees for officer and committee positions, since annual voting could not happen in April. These terms will begin January 1, as per the proposed changes.
- D. Nominating Committee is working on recruiting new Board members — update from Jane.
 - a. Bill Woodruff is interested in joining the Board.
 - b. Steve Van Esen will step back in order to focus on the New Book Committee
 - c. Jim will stay on as Vice President
 - d. Barb will finish out her term this year, so the Committee needs to find a candidate(s) for President. She will continue to work with the Historical Society, especially around the cataloguing/PastPerfect project
 - e. Paul will serve another two-year term as Treasurer in order to give LeeAnn a more appropriate time frame in which to learn the role (COVID-19 cancelled opportunities for her to really learn).
- E. Board agreed that ballot/voting information would be posted on the website and added to the newsletter.

II. Budget report — presented by Paul

- A. Although we are 8 months into the fiscal year, we never had opportunity to officially adopt a 2020 budget.
- B. Board agreed that unusual circumstances precipitated by COVID would be explained to members in a short narrative, to contextualize their vote on the 2021 budget.
 - a. Anne recommends we also review the 2020 spending to date in that narrative; Board agreed.

III. Procedure for conducting the annual meeting, reporting, and voting — discussion

- A. Barb will write a brief narrative to describe and contextualize the annual meeting business
 - a. Cheryl will make space in the newsletter for annual meeting content and a ballot, as well as create a Survey Monkey to allow for electronic voting.
 - b. Ballot contents:
 - Bylaws Amendments
 - Candidates from Nominating Committee
 - Budget
 - c. Paul, Cheryl, and Jan will give Barb content and editorial support on this narrative.
- B. Paul will make sure the full bylaws are on the website, but only the sections in which there are proposed changes should be included with the ballot, along with their rationales.
- C. Deadline of October 15 for submitting ballots, either by postal mail or electronically. If the October meeting actually happens, Barb can report out on the voting.
- D. Newsletter itself will be sent out early September, no later than September 15.
- E. October program is currently scheduled for the 28th. The logistics of how that might happen have yet to be worked out. We'll figure it out at the September Board meeting, the 18th.

IV. Review and discussion of bylaws amendments

- A. Question about whether the annual meeting constitutes a “special” meeting (Art. I, sec. 3). Conclusion is that as a regularly-scheduled meeting, it does not count as a “special” meeting, so no changes are called for on this point.
- B. Notice of meetings — “e-mail” is too specific a platform, but “electronically” gives us more flexibility on how we communicate with our members and the public.
- C. Grammatical error in Art. I, sec. 5 - “meetings of the members” should be “meeting of the membership.”
- D. Jack and Cheryl will work out new language for Art. III, sec. 1 (to clarify that each Board member is elected to a two-year term, but only half of the positions should be open for new candidates in any given year; terms are staggered across the Board)
- E. Art. VII needs to be adjusted to align with other revisions that will allow for remotely presenting and voting on amendments. Barb will wordsmith that section.
- F. Cheryl noted that there isn't an Article for the dissolution of the society. Barb said there is a document establishing the society as a town entity. We can use that document to propose a final amendment accordingly. Barb will look into it.
- G. Jan and Jane brought up the need to define/clarify terms for committee service (Art. VI). Cheryl will work on language that defines two-year, staggered terms to amend the Article.
- H. Important to remember: When the Secretary sends the draft minutes post-meeting, they should go to the entire Board and copy the Town Clerk so that the draft minutes are posted on the Town's website. Once the draft minutes are approved, the Town Clerk should get the official minutes again to repost.