

Sterling-Moorman House Committee

Thursday, October 27, 2011 5:30 p.m. Cheney Public Library, 610 1st St.

Attending:

Patricia Chambers
Michelle Thompson
Norma Smith

Scott Wilbanks
Susan Beeman
Bettye Hull

Venus Bratsveen
Melia Winters
Ann-Jeannette Dickson

1. Call to Order:

Patricia called the meeting to order at 5:30 p.m. and welcomed visitors.

2. Approval of Minutes:

The minutes from the October 13, 2011 meeting were approved as distributed.

3. Old Business: Draft Bylaws

Patricia explained that she and Bettye had spent several hours reviewing the template for non-profit organization bylaws and comparing it to the sample documents we obtained from the Ulster County Historical Society and the Spokane Preservation Advocates. They proposed several changes to our draft document, including:

- Strike 'Committee' from the name because it has temporary connotations. They suggested that we be identified as the Sterling-Moorman (Alliance, Guild, League, Association, Consortium, Coalition or Foundation) of Cheney. The group agreed by consensus that 'Foundation' was the preferred designation.
- Use the address of the Sterling-Moorman House as the principle office mailing address for the non-profit; a postal change of address may be used to direct mail to the chairman/president's mailing address until the house is restored and in regular use.
- Increase term of office for directors to 2 years to ensure continuity of the organization, and remove restrictions on the number of consecutive terms an individual may serve.
- Specify that the number of directors shall be no less than five and no more than thirteen.
- Identify the officers of the board of directors as the President, Vice President, Treasurer, Secretary, and Past President.
- Specify that the Vice President will be responsible for maintaining membership records.
- As a way to distinguish 'members' of the committee who would have voting privileges to elect the board of directors, institute a very nominal annual membership fee, such as \$5 per year.

The group worked through the proposed changes with extensive discussion. Other significant changes:

- One non-voting position on the Board of Directors is reserved for a representative of the City of Cheney, to be designated by the Mayor, in order to respect the City's ownership of the house and to facilitate communications between the City and the Foundation.
- Allow action to be taken by the Board of Directors without a meeting if at least $\frac{3}{4}$ of the members of the Board consent in writing by mail or email to the action. If such action is taken, the written results shall be filed with the minutes of Board of Directors proceedings.

Other items were agreed upon as follows:

- An annual meeting will be held in March of each year which will be open to the public. Anyone who has paid an annual membership fee will be eligible to vote for members of the Board of Directors at the annual meeting.
- The Board of Directors shall elect officers immediately following the annual meeting.
- Positions on the Board of Directors will be staggered so the president and secretary are elected in odd-numbered years, and the vice-president and treasurer are elected in even-numbered years.
- Special meetings may be called by the President or upon written request of three members of the Board of Directors.

The new draft bylaws document, showing modifications as discussed, is attached to the minutes and incorporated by reference as a record of the meeting.

By consensus, the group agreed to delay a vote on acceptance of the initial bylaws until the regular November meeting to allow additional time for review, and for comments from remaining members of the committee who were not present.

4. New Business: Hotel-Motel Tax Fund – Grant Application

Susan reported that the City of Cheney's hotel-motel tax fund grant applications will be accepted between December 1 and December 15. This is our best opportunity to look for local match for the State Historical Society grant which has been awarded. Patty and Venus will meet with Susan early next week to draft an outline for the grant application.

Next Meetings:

Thursday, November 17, 2011, 5:30 p.m. at the Cheney Public Library.

Thursday, December 8, 2011, 5:30 p.m. at the Hull residence, 307 A Street (short business meeting and holiday part potluck).

Meeting adjourned at 6:45 p.m.

Submitted by:

Susan Beeman
Acting Secretary