

PLUMTREES SCHOOLHOUSE & LANDMARK PRESERVATION COMMITTEE

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MINUTES OF SPECIAL MEETING

**TOWN OF BETHEL
TOWN CLERK**

**Thursday, 09-July-09
7:00pm
CJH Municipal Center – Meeting Room “A”**

PRESENT: Leroy Staib, Trisha Lewis, Edwin Rockwell, and David Morgan
Town Attorney: William Hagan

ABSENT: Charles Hurd and Charles Steck

CALL TO ORDER/PLEDGE OF ALLEGIANCE: Chairman, Leroy Staib called the special meeting to order at 7:10pm and led all in the Pledge of Allegiance.

DISCUSSION WITH ATTORNEY HAGAN QUESTIONS ON PROPOSED BY-LAWES FOR THE PLUMTREES SCHOOL ASSOCIATION.

Chairman, Staib requested that Attorney Hagan comment and answer questions that came up at the 15-June-09 Meeting.

Article 3.7: Attorney Hagan had no issue with this addition.

Article 3.10: Attorney Hagan explained that in this type of corporations only the directors would have voting rights, and therefore it would be the directors that that would remove a sitting director. Other ways to approach this could be:

1. Allowing members to elect the Board of Directors.
2. Clearly defining cause for removing a sitting director and the mechanism for doing so.

Chairman Staib requested Attorney Hagan to give the Committee Members suggested language for each of these situations.

The Committee Members further discussed the purpose of the Plumtrees School Association including the desire to obtain a Historic Easement from the Town of Bethel for the School and the protection of the contents. Attorney Hagan asked the Committee to finalize answers to the following questions:

1. Would members of the Association elect the Board of Directors?
2. What qualifications must an individual have to become a Board member?
3. What would justify cause for removal of Board members?

The committee continued to discuss and clarify these questions. Attorney will draft language into the existing By-laws draft for the committee to consider at the 20-July-09 Regular Meeting.

DISCUSSION OF PROPOSED CHARTER FOR THE PLUMTREES SCHOOL ASSOCIATION

Attorney Hagan explained the steps for forming the Plumtrees School Association as follows:

1. At the direction of the Committee, Attorney Hagan will draft a Certificate of Incorporation. Attorney Hagan stated that The Certificate of Incorporation is the same as The Charter.
2. This document would be filed with the CT Secretary of State.
3. The Corporation would then become a legal non-stock non-profit Corporation.

The By-laws are an internal document that determines how the Association works. Chairman Staib questioned Attorney Hagan as to how the original Board of Directors would be installed. Attorney Hagan suggested that the Committee suggest a slate of Directors to the Board of Selectman at the time when the Committee reported back to the Board of Selectman its recommendations for the preservation of the Plumtrees School. This original Board of Directors would be included in the Certificate of Incorporations. The Committee further discussed the qualifications for membership. Chairman Staib requested Attorney Hagan to draft the Certification of Incorporation and the Historic Easement for review at the 20-July-09 Meeting.

T. Lewis excused herself from the meeting at 8:21 pm. As there was no longer a quorum, E. Rockwell made a motion to adjourn the meeting. The motion was seconded by D. Morgan. Vote, all in favor, motion unanimously approved.

Respectfully submitted,



Shani Burke Specht,
Recording Secretary