

Minutes of the WPA Annual Meeting

Wonalancet Chapel

7:15 p.m.

August 12, 2007

Attending:

Gretchen Behr-Svendsen
Diana Beliard
John and Ann Carman
John and Martha Chandler
Ian Cooke
Stan and Nancy Coville
Bill and Mary Hargens
Tom and Athena Holtey
Paul King
Kelley McGrath
Doug McVicar
`Chele Miller, with guest Sachiko Maeda
Marie Ortner
Margaret Reiser
Amy Semmes
Ted and Barbara Sidley
Shaw Smith
Mary Breasted Smyth
John Waite
Ralph and Lo Weymouth
George and Sally Zink

Guests: Scott Aspinall and David Little

After welcoming everyone to the meeting, President Ted Sidley thanked all who, once again, made the potluck supper an event to remember. A round of self-introductions followed, at which time Scott Aspinall declared, to hearty applause, "I believe Wonalancet is the center of the world!"

Minutes:

Minutes of the 2006 annual meeting were distributed and approved after correction of a mistyped word. The last portion of the first sentence in section (5) should read, "Gretchen Behr-Svendsen has kindly agreed to join the board in her sister Ann's place."

Treasurer's Report:

The Treasurer's report was read and approved. The beginning balance of the operating fund (checking account) was \$2,356.84. Income totaled \$2,055 from dues and donations; after

expenses, including a \$3,000 contribution for the appraisal of Birches Intervale Farm (Helen Steele's property), the balance is \$1,133.04. At the end of 2006, the response fund balance was \$69,930.03.

Ted then introduced David Little and Scott Aspinall, both of whom are Green Mountain Conservation Group board members, invited to the annual meeting to serve as resource persons.

Discussions:

1. There being no old business, Ted moved to new business with a report on the board's discussion of contributing to the fund drive in progress for the preservation of Helen Steele's property. Ted explained that any contribution would have to come from the special response fund, initially created to provide a down payment or payment for unprotected land that might come on the market. He explained that there has been only one occasion to use the fund in this way, and in that case, the property went for a higher price than anticipated with no opportunity for making a bid. It is obvious now that the fund is insufficient without a supplementary solicitation of the membership. To use the fund for any other purpose requires a vote by the membership. Ted then offered a motion to be introduced from the floor: "Resolved that the purposes of the Property Acquisition Special fund be expanded so that the Fund might be used for other Wonalancet Preservation purposes, including, for example, among others, such actions as contributing to the fund-raising effort for obtaining a conservation easement on Birches Intervale Farm, or otherwise maintaining and preserving Wonalancet resources."

Mary Breasted opened discussion of Ted's resolution by asking, "If we pass the motion, can the board determine the amount?" Ted replied, "Yes."

Stan then offered an amendment to Ted's motion: "Provided, however, that any such expenditure of this fund over the amount of \$10,000 shall be approved by the general membership, either by mailed ballot or at an annual meeting. At least two weeks prior to this vote, the board must notify all members of the deadline for the vote and of all appropriate information concerning the vote."

Mary commented that anything over \$5,000 should be approved for accountability and that we should set a minimum amount for approval.

John Waite asked who constitutes the voting membership; the answer was "members who have paid their dues." He then asked if the "angel" who donated the original \$30,000 of the special fund had been consulted about diverting the fund from its stated purpose. Ted replied that the donor was fully in support of the broadened use of the fund.

John Chandler commented that he and Martha had not contributed to the fund, although they agree in general with its aim. He added, "You should consider getting the approval of all who contributed, and if any wish to withdraw, their contribution should be returned."

Mary pointed out that if the contribution is tax deductible, it cannot be returned. John responded that such donations are now in legal "limbo." Ted then supplied an addition to the original motion: "The whole motion would be null and void if it were found to be legally questionable."

Mary submitted Ted's motion; it was seconded.

Amy Waite asked if the fund weren't meant to be a rapid response fund; John Waite asked if the amendment would obstruct the fund's original purpose—which was, to be rapid. There was

general agreement that this would not be the case, but some felt that those who had contributed should have a stronger say in the fund's use.

Ted responded that a provision in the by-laws restricts voting in families.

Stan emphasized that the membership should vote and changed his amendment to specify "above the amount of \$5,000." The amended motion was then voted upon and approved.

2. Ralph Weymouth pointed out that the real purpose of the WPA is expressed in the preamble to the by-laws and that this relates to how the special fund should be spent. He felt that getting into legal details was confusing and suggested an amendment to the fund's contract to make the fund available to the WPA as a whole. He felt that "the process we're pursuing may confuse future actions of the WPA." He also asked if the board found the rules of the fund inadequate; Ted responded that the board had concluded that the expanded use was fine.

John Chandler advised checking with our tax advisor and the New Hampshire general attorney's office. Mary suggested that another solution would be to set up another fund; Ted responded that the question would be how to find the resources. Mary asked David Little how much more in funding is needed for Helen Steele's easement; David asked for 'Chele Miller's letter of August 8, which Ted read. The letter stated that it would not be necessary to request funds from the WPA (see attached letter).

George Zink proposed that Ted appoint a committee to investigate the issue [of any expanded use of the fund] and then have a vote on their report.

Doug McVicar asked if Ted would describe the discussions of the board on this issue and if further investigation would in fact be useful. Ted responded that the board hadn't gone into some of the issues being raised and that he hadn't heard a fund-raising report.

John Waite asked if we have permission to do a mail-in vote, adding that a year is a long time to wait before any action can be taken.

Mary felt that it was no encumbrance to wait and that this would be part of the governance of the fund. John pointed out that future opportunities will open up and may require capital, and that we should be active in other initiatives.

Ted responded, "I think the board can declare a special meeting of the membership."

John Chandler stated that there are questions of trust in terms of gifts to the WPA. He moved that Ted's motion and Stan's amendment be sent to a committee that would report back in two months.

Martha seconded the motion and also asked if the board was envisioning a need or cause for spending, as the fund-raising effort is nearly completed.

Stan responded, "I don't know how immediate they are, but there are various things [that may come up]."

Ian sensed a consensus building up and asked if we could pass the motion subject to legal review. He moved that the original motion as amended would take place after the board investigates its legal aspects.

Mary reminded us that we might appoint a committee and speed up the deadline for the report.

Stan: "If John would withdraw his motion."

Ted then asked for volunteers for the committee: John Chandler, Stan Coville, and John Waite will serve.

Ted then pointed out that we had a motion on the floor to appoint a committee and have

it report back in two months.

Diana Beliard urged that we go ahead with the vote, subject to legal review. She added, "I see no problem with adjusting the [special fund's] goal slightly. We should authorize the board to spend the minimum amount."

Ted asked that we vote "down" on John Chandler's motion and then vote on the earlier motion, subject to legal review. John Chandler withdrew his motion.

'Chele pointed out that the special land acquisition fund was meant "to preserve Wonalancet" and asked if its potential use could be for a clear or simplified purpose. Shaw Smith added that we had changed what could be done, but with no specific reason. Stan pointed out that the board could act on its own only if the amount were under \$5,000.

The original motion and amendment were adopted unanimously, subject to the committee's report within two months.

3. Ted then gave an opportunity for questions for David Little or Scott Aspinall.

Martha asked if there were a backup organization for the Green Mountain Conservation Group's sponsorship of the fund-raising effort for the Steele farm, and about the terms of the agreement, including the 2.4 acres specified for buildings.

David responded that the agreement is not finalized, but that there seem to be no hurdles.

Ted reported that he had asked if the WPA could have access to the terms and was told that it was not a public document; the successor for the GMCG is the Society for the Protection of New Hampshire Forests.

David underscored that the easement agreement is public, but not the plans. The agreement covers development of the land, but not its management.

Doug commented that the open view is not protected.

Scott explained that the fund was established to keep the land open, rather than try to administer the property, adding that the conventional wisdom is that the fields will be left open, as they have been for 150 years. If the property is sold, the buyer will have options.

Mary asked if we could let the GMCG know our wishes [that the land be kept open] and that the phrase "revert to forest" be removed from the document. She added, "All of us have a stake in this. We might try to get easements on all the land in the area, but we need help."

Scott responded that the National Resources Conservation Fund is looking at other properties; he added that Helen does have a conservation plan and has applied to the government for a grant for mowing and improvement of the soil.

Ted emphasized that "visual aspects of this property are important," and asked if this were in the agreement and the land reverted, what the government would do.

Scott responded that the main goal of the government is to make sure there is no development. GMCG will monitor for violations of this.

Paul King, echoing Mary, asking that the phrase "revert to forest" be taken out of the document. He felt it important to have some legal restrictions to guarantee the fields remaining open.

Scott: "We can't solve this. You'll find a way." He added that the best approach is the community approach, rather than trying to force an owner by legal means. He explained that Helen does not want a restriction on land management in the agreement.

Ted asked if the WPA and neighbors could send a letter requesting that we be informed if

plans for the land change and stating that we would be concerned if the view were compromised. He added, "We're interested as a board in doing what we can."

In response, Stan pointed out that it would require accordance with the NRCS to convert land to forest or back to fields.

Gretchen Behr-Svendsen added that Helen has to pay taxes and must find the means to do this, as will any potential buyer.

Paul asked if the WPA could take on the project of keeping the fields open. Ted's answer was "Yes," as the board has already discussed this. Scott said that WPA could lead the effort to keep fields open and that he would donate time to help mow.

Stan, ending the discussion, asked for a vote of thanks to Scott, David, and `Chele, who led the effort to raise the money to preserve Birches Intervale Farm.

4. Ted asked for a motion to expand the size of the board from seven to nine members. This was moved, seconded, and adopted. Ted explained that, as his term is expiring, he has decided not to continue as president, although he is willing to continue as a board member and as president until the first of January. His goal was to get as many people as possible covenanted; this has been accomplished. He announced that Doug and `Chele had agreed to serve on the board, Doug as president.

Stan then nominated the three; Mary moved that the secretary cast one vote for the slate, and this was done.

On behalf of the board, in thanks for Ted's leadership, Stan presented Ted with a photograph of Wonalancet, taken by Andy Thompson from the Whiteface summit.

When applause for Ted ended, Amy announced that there would be spectacular meteor showers between midnight and dawn—a great way to end a long meeting!

There being no further discussion, we adjourned at 9:15.

Respectfully submitted, with many thanks to Barbara Sidley for her partnership in taking notes,
Ann Carman, secretary