

Boston Mill Society
Annual Meeting Minutes
April 2, 2016
Halsey City Hall

DRAFT

Members present: Spencer Lewis, President: Tom Adams, Vice President/Treasurer; Anita Lewis, Secretary; Ron VanOrden, Carl Browning, Jim Ballard, Don Ware, Larry Thompson, Board members at large, Patrick Newhall, BMS member and OPRD Ranger Tom Parsons, special guest speaker from Thompsons Mills. No other BMS members or guests were in attendance.

The Meeting was called to order at 1:05 PM.

The president's opening remarks were limited to welcoming everyone and stating that Julie Whalen was unable to attend the meeting - in her place Tom Parsons would do the scheduled presentation. The president decided to forego board member introductions as all attending already knew each other.

Next, Tom Parsons made a presentation listing some of the highlights of what has been accomplished over the last 18 months, what is ongoing and what is coming up. This included an exterior condition assessment that mapped out 157 repair projects at, or below, Tom's skill level, plus over 1,077 semi-annual maintenance functions that need performing. This does not include work that a contractor would have to do, such as on the catwalk or silos. Assessment still needs to be done on the interior of the mill, the house, and the outbuildings. Last summer water lines were run through the garden, which was an important step in the long process of creating a garden attraction on the mill property. Also a lumber rack was constructed above flood level in the basement last summer, which now has many board feet valuable lumber safely stored in it. Three weddings were held outside the Mill last year. A new well was drilled next to the host site near the parking lot – water lines have yet to be run. Specialty engineers who are knowledgeable in working with old concrete have assessed what is needed to repair the silos. Funds for those repairs have yet to be authorized.

The efforts of board member Jim Ballard to promote more school groups are starting to pay off – for the first time ever, two schools wanted to schedule tours on the same day. Solving the logistics of increasing demand for school tours was described by Tom as, “a cool problem to have.”

The fire suppression system engineer is expected to begin his two day assessment of the needs of Thompson's Mills beginning April 19, 2016, thanks to the funding supplied by the Boston Mill Society to hire him. (An interesting bit that Tom brought up was that the fire suppression system recommendations not only can include hardware, like what type of sprinkler heads to use, but recommendations of where to paint with special fire retardant paint to help buy more time for responders if a fire ever should ignite.)

DRAFT

Tom pointed out that the great thing about The Society funding studies like the fire suppression system study is that it helps provide leverage when approaching the state or institutions that issue grants for special projects. It shows this is something we take seriously enough to do our homework.

A historic landscape assessment company is also coming in to recommend how to best further development of the twenty acres of the Thompson's Mills property. There will be a complete removal of all of the head gates for a rebuild of the gates this year. A full time Ranger 1 will be brought in starting May 15, 2016.

The Treasurer's Report was done. A little over \$25,100 in cash is on hand after paying for PO Box rental, with up to \$15,000 of that earmarked for the fire suppression study. It was moved and seconded to accept the Treasurers report. The vote was in the affirmative.

Ron VanOrden pointed out that an agenda item had been skipped over – the reading of the draft of the 2015 Annual Meeting minutes. The minutes were read. One sentence as written was found to be confusing to all in attendance, "BMS Member Tom Adams presented two resolutions that had been tabled by the board at the May 12, 2015 meeting, at which time the board want reviewed and discussed these at the July 2015 board meeting." After some discussion as to the intent of the sentence, it was decided to leave that particular sentence as written with [Sic.] added behind it. It was asked why it was necessary to go over the minutes of last year's meeting. The President explained that it was a legal requirement - the minutes need to be reviewed and receive an affirmative vote in order to become an official record with legal status. With that one addition it was moved, seconded and voted to accept the draft of the 2015 Annual Meeting minutes.

The proposed budget items were then presented:

Funding of up to \$2,000 for the purchase of fencing materials for the Thompson's Mill garden area.

Funding of up to \$500 for miscellaneous office expenses, including potential support of developing and printing a self-guided mill tour handout.

Funding of \$750 to provide a co-payment fund to share in the cost of providing Benton County students with bus service to Thompson's Mills for tours.

A request was made to add to the proposed budget the funds to support working with the Calapooya Food Alliance in support of apple cider pressing (weekend) events to be held at the Mill. This would involve the purchase of a new or used cider press at a cost of \$1400 - \$1800. It is proposed by the person providing the apple that the revenue from the event be split with the Society 50/50. A discussion ensued about various reservations that all felt should be addressed. The membership voted to add up to \$1800 to the proposed budget package for the purchase of a

new or used cider press contingent upon the board receiving a written plan spelling out exactly how everything will be executed – subject to the board's review and approval the funds will then be released.

DRAFT

The President asked if anyone wished move to vote on the budget line by line. No motion was made.

It was then moved and seconded to vote to adopt the budget package. The motion was approved unanimously.

The membership decided to forego the scheduled break, so the meeting moved on to the next item on the agenda.

The President passed out copies of the current by-laws, followed by copies of the proposed amended by-laws. The vice-President proposed that we discuss any concerns that the proposed changes have raised versus going over the by-laws line by line.

Ron VanOrden expressed his opinion that a name change was not needed. He also stated that he thinks there is a conflict between the proposed dissolution clause and the articles of incorporation. Discussion about the pros and cons of the proposed name change followed. After some discussion it was moved keep the Boston Mill Society name and not change to Thompson's Mills Preservation Society in the proposed by-laws – the motion died due to no second being offered.

An additional motion was made that if there are any clauses in the BMS articles of incorporation regarding dissolution of the Society that conflict with Article X, section 2, of the proposed by-laws, said clauses in the articles of incorporation shall be amended with the Secretary of State so as to not conflict with Article X, sec. 2. The motion was seconded and passed with a unanimous vote. With that stipulation, it was moved and seconded to adopt the proposed amended by-laws as published on the BMS website. The motion was passed with one abstention.

The President and the Secretary reiterated their intent to resign from the Board of Directors due to the great distance they currently have to travel to attend meetings (nearly 4 hours one way). The President then left it up to the membership as to how they wanted to proceed with board selection.

Jim Ballard initiated a discussion of reaching out to the general membership of the board. Items discussed were how current our membership list is, how frequent board meetings should be, goal setting by the board, suspending dues for the balance of this year (2016) to smooth out the transition to the calendar/fiscal year based membership period laid out in the new by-laws, how important the Society as a 501c3 corporation is to supporting the maintenance and grant requests for the Mill, and whether we should continue with the existence of the Society when, judging from the attendance at the Annual Meeting, only ten or eleven people (outside of OPRD) are committed to the preservation of the Mill.

DRAFT

Discussion moved on as to who still remained on the board. Tom Adams' term ends with this meeting. He does not want to continue as a board member, but said he would be willing to attend meetings and possibly serve on committees. The President and the Secretary were persuaded to stay on in their current capacities with the understanding that the number of board meetings would be reduced per year (including no meetings between Memorial Day and Labor Day). Larry Thompson and Spencer Lewis also have their terms on the board due to end today. Both were reelected to the board. Ron VanOrden was voted in as Treasurer. As of April 2, 2016, your Board members are: Spencer Lewis, President; Ron VanOrden, Treasurer; Anita Lewis, Secretary; Jim Ballard, Carl Browning, Don Ware, & Larry Thompson, board members at large.

Tom Parsons reported that the poultry feeding station installed by the BMS has been a great success – revenue from the station actually pays for the poultry feed year round.

The President reminded the membership that no formal vote was done regarding how membership renewal is to be handled for the balance of this year. It was then moved that members who are members in good standing as of today's meeting are considered members until the end of 2016 – new members joining from today on, will have their membership until the end of 2017. The motion was seconded and unanimously passed.

The meeting adjourned at 3:27PM

Submitted by Anita Lewis

Secretary, Thompson's Mills Preservation Society(formerly known as the Boston Mill Society)