

**Minutes of Interim Board of Director's Meeting
General Organizational Meeting
Bath High School Preservation, Inc.
7:00 p.m., June 21, 2005
157 Croatan Ave, Bath, NC**

The initial organization meeting of the Board of Director's of Bath High School Preservation, Inc. was called to order by Peggy Smith, Acting President under the corporate charter. Present were Peggy Smith, Jack Wallace, Melba Edwards, Harold Wayne Cutler, Ron Moore, Nelda Ormond, Mike Godley and Susan Modlin. It was voted by acclamation that Peggy Smith preside, with Susan Modlin as acting Secretary.

General Business:

1. Mr. Wallace was recognized for the purpose of a general address. He stated he was gratified by the efforts of the group as a whole and saluted the smartness, dignity and sincerity that we had exhibited in making our case to local government and the general public to save Bath High School from demolition. He told us that regardless of the outcome we will always remember we gave our best; didn't cut and run; he's been there and knows what we did. All of us have his admiration and respect. Should we succeed in this endeavor; the result will be a monument to ourselves and our children that we may always be proud of. Mr. Wallace requested to serve on the Board as a resource; however he does not want to accept any leadership role. In response to unanimous applause, he revealed he had spent 56 years of his life in that building as student, teacher, coach, and as its last principal. He also confided that indeed, "George the ghost rattles the lockers".

2. Ms. Smith next gave a PowerPoint presentation showing the timeline from inception of the group on April 7, 2005 to present. She highlighted her meeting that day with Claudia Devine of Preservation North Carolina when she first became aware of the scheduled demolition of Bath high School; her contacts with Betsy Douglas Gray, N. C. Department of Archives & History, and other interested parties leading up to the initial formation of the corporation and attendance at the Beaufort County School Board and Bath Town Council Meetings. An appeal to the state Historic Preservation Board has resulted in a recommendation that no action be taken for at least six months to allow the various groups to come to some agreement. In the event that demolition plans go forward, they also mandated that a full architectural survey of the building be made. Present plans are to continue to try to get the property released to BHSP by the School Board and Town. In return, we would give them a "hold harmless" agreement against any and all liability and provide the necessary insurance until final renovation/use plans are made. Also included in the presentation were various exhibits showing photographs and events important in the history of the school.

3. Ms. Smith announced that the next Town Council meeting will be held Monday, June 27, 2005. All interested parties should be prepared to attend and bring others with us. We will make another presentation to them at that time as to

our intentions, budget, finances, and other information they requested at the May meeting.

5. A general discussion was started regarding plans for the Bath Museum to construct a free standing building for their needs. Josie Hook way was reported to support this idea. If the school were torn down, she had suggested that they acquire the property as the museum site and incorporate salvaged materials for the new building. The group voted by acclamation to oppose any such proposal and come up with ideas for a fitting memorial to the school should it be demolished.

6. Ms. Smith next requested we adopt a plan of action for the short term. This would include requesting a revocation of the Certificate of Appropriateness issued to the School Board for the demolition, tactics for us in maintaining our stance while still being amenable to negotiation, or as a last result joining or initiation legal action to prevent any further deterioration to the building.

7. Ms. Modlin presented a brief history of the ownership of the Bath High School property, legal remedies which had been discussed with our attorney, and proposed preservation plans. Copies of these reports are appended.

Organizational Business:

1. Ms. Smith distributed copies of the initial bylaws of the corporation for review and amendment as necessary. These were adopted as the Interim Bylaws by unanimous vote.

2. Membership and dues were discussed. A proposal was made by Ms. Smith that members be required to pay \$25.00 per year, per person to retain voting rights in accordance with the bylaws. Mr. Cutler made a motion to that effect, seconded by Mrs. Wallace. The proposal carried by unanimous vote.

3. Ms. Smith reported that "Maritime Days" in Bath were scheduled for the weekend of September 24, 2005. She requested we have some kind of presence at that event. A general discussion followed. It was decided by unanimous vote that we would have a tent set up that day to educate the public to our organization, promote preservation, recruit members, solicit donations and have items available for sale to fund basic expenses. The proposal was ratified by acclamation.

4. Ms. Smith requested that we set up a formal organizational plan for our meetings. Informal general meetings were suggested to inform members and interested parties of ongoing activities and to also solicit presence in numbers at future meetings with Town Council. Mr. Cutler suggested that though numbers do count, BHSP needed to limit the number of comments to those authorized to speak in our behalf. The proposal was ratified by acclamation.

5. Ms. Smith reported that the organizing officers had employed the services of McLawhorn & Associates to provide initial legal advice to the corporation and make application to the IRS for our 501(c) 3 tax exempt status. Senior partner Sonny McLawhorn has expertise in historic preservation representation and has presented

our case previously before the various boards and commissions where we have appeared. Mr. Wallace made a motion, seconded by Mr. Cutler, that McLawhorn & Associates be retained as our general counsel and that the Treasurer be authorized to pay for prior legal services incurred from the general operating account. There being no further discussion, the motion carried unanimously by voice vote.

6. Mr. Godley, acting Treasurer, presented a proposed budget. Items concerning renovation expenses and offers to explore cost reduction measures were discussed. A copy is appended. He also requested that the Board ratify all acts of the interim officers following their election. The proposals were adopted by acclamation as presented.

7. A proposed slate of nominees for the permanent Officers and Board of Directors was presented as follows:

Peggy Daw Smith-President
Betsy Douglas Gray-Vice President
Mike Godley-Treasurer
Susan Modlin-Historiographer/Secretary
Jack Wallace
Harold Wayne Cutler
Melba Edwards
Ron Moore
Nelda Ormond
Rick Nittoli
David Everett

A general discussion followed. Ms. Modlin stated we needed to form an Executive Committee empowered to carry on the day to day functions as stated in the Bylaws. She proposed that the Officers and Chairman of the Board of Directors be vested as the Executive Committee.

Mr. Wallace made a motion, seconded by Mr. Cutler, that the slate of Officers, Board Members and Executive Committee be elected as presented. There being no further discussion these were elected by unanimous voice vote.

8. Mr. Moore made a motion, seconded by Mr. Wallace, that the Executive Committee be authorized to approve all single expenditures up to \$5,000.00 per occurrence. There being no further discussion these were elected by unanimous voice vote.

9. Mr. Wallace made a motion, seconded by Mr. Cutler, that all actions and expenditures made by the interim officers be ratified. There being no further discussion the motion was approved by unanimous voice vote.

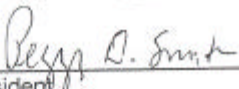
10. Mr. Wallace made a motion, seconded by Melba Edwards, that Harold Wayne Cutler be elected Chairman of the Board of Directors. There being no other nominations, Mr. Cutler was elected by acclamation.

11. Mr. Cutler announced that a general meeting would be held following the Town Council meeting June 27, 2005. Mr. Wallace made a motion, seconded by Ms. Edwards, that a letter be sent to all BHSP supporters to attend this meeting. There being no further discussion the motion was approved by unanimous voice vote.

There being no further business, the meeting was adjourned.

Respectfully submitted by Susan Modlin, Secretary.

Date Approved: 6/15/04


President

Attest:


Secretary