

Orr's Island Cemetery Association

**MINUTES OF 2015 ANNUAL MEETING
OF
MEMBERS AND TRUSTEES
At
Orr's Island Meeting House
August 30, 2015**

Lorna Stilphen, Secretary
John E. Sylvester, Jr., Chairman – Presiding

I. OPENING.

The meeting was called to order at 1:30 PM.

II. ROLL CALL; QUORUM.

A roll call was taken. A quorum was established with 12 of the 13 currently elected trustees being present and participating. (Exhibit A). The Chairman said the meeting had been duly noticed by a mailing to members dated July 15, 2015. Copies of the Chairman's letter, Notice of Meeting and Preliminary Agenda are appended. (Exhibit B)

III. MINUTES OF PRIOR MEETING.

In the interests of time, the Chairman recommended that reading of minutes of the prior meeting be waived since its purpose was to establish a date and agenda for the current meeting.

Moved: (J. JONES); Seconded (K. Green).

That the reading of minutes of the trustees meeting of July 15, 2015 be waived.

Motion Carried: Yea 11; Nay 0.

IV. REPORTS OF OFFICERS AND STANDING COMMITTEES.

Treasurer: The Chairman reported for Kathleen M. Sylvester, who was unable to attend.

An Income-Expense Statement for the period January 1 – July 31, 2015 together with a prior year comparison was distributed to trustees. (Exhibit C.)

Total Cash and Investment Balances
As of July 31:

2015	\$70,912.04
2014	60,730.06

Chairman: The Chairman discussed the general condition of the cemetery and association which he deemed to be sound.

He noted that Mrs. William Whiteside has proposed donating additional land on the north boundary of the cemetery to the Association for non-burial, open space uses. The proposal requires further study, including parcel boundaries and the costs of acquiring title. The Chairman will report to Trustees at a later date with more detailed information.

The Chairman noted the need to expand the capital base of the Association: (i) to finance development of the Valley Terrace (ii) to make improvements to existing burial sections; and (iii) to increase the size of its perpetual care fund.

On behalf of the Association, the Chairman thanked outgoing trustee and treasurer, Kathleen Sylvester, secretary, Lorna Stilphen and trustees Byron and Judy Shea for their many years of devoted service to the Association.

V. REPORTS OF SPECIAL COMMITTEES.

Cemetery Cleanup. Jim Jones reported on the cleanup day and the considerable work performed by trustees and friends. A post cleanup picnic hosted by Jim and Sharon Jones was enjoyed by the cleanup party.

Nominating. Jim Jones, Chair, reported on trustee and officer nominees to be voted on later in the meeting.

Cemetery Management Program. The Chairman reviewed the status of work to date involving mapping, photographing of monuments and entering of burial right ownership and interment data into the computer program licensed from Pontem Software. Jes and William Sylvester have spent many hours on this work. Jim Jones will incorporate it and additional information into the Association's web site, which will be available to members and the public-at-large later in the current year.

VI. UNFINISHED BUSINESS.

Posting of Cemetery Rules. The Chairman reported that signs summarizing basic rules and contact information had been made and posts acquired for mounting them. They will be erected in four locations in the cemetery in late spring.

New Members. The following persons and families have applied for membership in the Association and have met the qualifications for admittance:

Sarah Barrett, Steve Black, Thomas and Janice Brudzinski, Amy Gary, Jason and Shannon Hillman, Richard Jones, Arleen McInaray, Blair Shea, John and

Natalie Anderson, David and Mary Theberge, Nellie Coulter, Tim and Gladys Placey, Estate of Teresa Rooff, Peter Coughlan (replacing Stanley Baker).

Burial Right Transactions

The following transactions have taken place over the past year.

<u>Grantee</u>	<u>Type</u>	<u>Burial Rights</u>
John & Natalie Anderson	Purchase	2
David & Mary Theberge	Purchase	2
Nellie Coulter	Purchase	1
Tim & Gladys Placey	Purchase	5
Estate of Teresa Rooff	Purchase	1
Tom Brudzinski	Barter	2
Peter Coughlan (Previously Stanley Baker)	Transfer	1

REVISION TO BYLAWS. The Chairman reviewed the final draft of Association Bylaws previously circulated to trustees. He recommended that trustees approve and adopt the bylaws. (Exhibit D)

Moved: (J. Webster); Seconded (R. Sylvester)

That the revised Bylaws of the Association dated August 30, 2015 be approved and adopted.

MOTION CARRIED: Yea - 11, Nay - 0

Adoption of Rules and Regulations. The Chairman reviewed the final draft of proposed Rules and Regulations dated August 30, 2015 governing operation of the cemetery. He noted that their adoption would mark the first time in the Association's history that written rules would be available to members, prospective members, vendors and the public -at-large. (Exhibit E). After discussion, the following motion was made:

Moved: (G. Stilphen); Seconded (D. Mercier)

That the final draft of Rules and Regulations of the Orr's Island Cemetery Association dated August 30, 2015 be adopted.

MOTION CARRIED: Yea - 11, Nay - 0

VII. NEW BUSINESS.

Election of Trustees and Chairman by Association Members.

The current nominating committee, James Jones, Chair and members Robert Sylvester and Kirk Green, submitted a list of nominees for trustee positions in the Association with staggered terms of one to three years effective as of January 1, 2016. (Exhibit F).

Moved: (J. Webster); Seconded (B. Graybill)

That the members nominated to serve as trustees for staggered terms of one to three years effective January 1, 2016, as set forth in Exhibit F be approved by members of the Association.

MOTION CARRIED: Yea - 11, Nay - 0

Election of Officers by Trustees.

The nominees for Association officers recommended by the nominating committee are as follows:

President	James Jones
Secretary	Sharon Jones
Treasurer	Robert Sylvester
Superintendent	Position to be filled later. James Jones will perform required duties of the position in the interim.
CMP Supervisor	Jes Sylvester

Moved: (J. Webster); Seconded (K. Graybill)

That the nominees for officer positions in the Association be elected to serve for one-year terms commencing January 1, 2016.

MOTION CARRIED: Yea - 11, Nay - 0

Election of Nominating Committee.

The Chairman asked the following trustees to serve as a nominating committee to nominate qualified candidates to serve in expiring or unfilled trustee positions and as officers of the Association effective January 1, 2017.

Chair:	David Mercier
Members:	John Webster, Blair Shea and Blanche Graybill

Moved: (James Jones); Seconded (G. Stilphen)

That the trustees asked by the Chairman to serve as a nominating committee be approved.

MOTION CARRIED: Yea - 11, Nay - 0

Perpetual Care Trust.

Chairman Sylvester discussed the need to create a formal Perpetual Care Trust to hold title to and administer funds set aside for the perpetual care of the cemetery consistent with Maine law.

The Chairman requested that the Association adopt resolutions granting him authority:

- (i) to have a perpetual care trust created;
- (ii) to serve as its initial trustee; and
- (iii) to transfer the outstanding balance of the Association's Fidelity Funds Account #2BP-227846 to a new account at Fidelity titled Orr's Island Cemetery Perpetual Care Trust Fund; and
- (iv) to authorize him and James D. Jones, President of the Association, to enter into a perpetual care trust agreement on behalf of the Association.

Moved: (J. Webster); Seconded (J. Jones)

That the following corporate resolutions be adopted by the Association:

Resolved: that Chairman, John E. Sylvester, Jr. be authorized:

1. to take necessary steps to create a perpetual care trust for the care, maintenance, preservation and management of the Orr's Island Cemetery;
2. To serve as the initial trustee of the trust; and
3. To transfer the outstanding balance of the Association's Account #2BP-227846 at Fidelity Funds to a new account to be established at Fidelity titled Orr's Island Cemetery Perpetual Care Trust Fund; and

Resolved: that James D. Jones, President of the Association, is authorized to enter into a Perpetual Care Trust Agreement with John E. Sylvester, Jr., as Trustee, on behalf of the Association; and

Further Resolved: that the said Chairman and President are authorized to execute and deliver all instruments and to do all things necessary to give full force and effect to these resolutions.

MOTION CARRIED: Yea - 11, Nay - 0

2016 Operating Budget

On behalf of the Treasurer, the Chairman submitted a proposed operating budget for the Association for the annual period January 1 – December 31, 2016. A copy of the budget is shown in (Exhibit G) to these minutes.

Moved: (K. Green); Seconded (R. Sylvester)

That the proposed Association budget for CY 2016 be adopted:

MOTION CARRIED: Yea - 11, Nay - 0

Issues for Study and Action

The Chairman identified the following as issues requiring further study and action by the Association. He asked the trustees named hereafter to take the lead in moving the issues forward and to report on progress at the next meeting of Trustees.

1. Valley Terrace Development:

Jim Jones, Jack Sylvester and Jason Hillman

2. Veterans Row:

Steven Black, Jack Sylvester

3. Entrance Gate, Fencing and Monument Work:

Jim Jones, Kirk Green and Robert Sylvester

4. Gifts, Bequests and Fund Raising:

John Webster, Steven Black and David Mercier

5. Development of Web Site:

Jim Jones, Jes Sylvester

6. Deed/Burial Right Certificate Exchange:

Sharon Jones

7. Property and Trustee Liability Insurance:

Jack Sylvester

VIII. GOOD OF THE ORDER:

The trustees discussed various ways of attracting younger persons in the community to become members of the Association.

IX. ADJOURNMENT:

The meeting was adjourned at 3:45 PM.

Attachments:

- Exhibit:
- A. Association Trustees as of August 30, 2015
 - B. Chairman's Letter, Notice of Meeting and Preliminary Agenda.
 - C. Income-Expense Statement January 1 – July 31, 2015

- D. Association Bylaws, August 30, 2015
- E. Association Rules and Regulations, August 30, 2015
- F. Trustee Nominees (for terms beginning January 1, 2016)
- G. Association Operating Budget for CY 2016