JOHNSON SELECTBOARD MEETING MINUTES

JOHNSON MUNICIPAL BUILDING

## MONDAY, APRIL 8, 2019

**Present:**

Selectboard Members: Mike Dunham, Nat Kinney, Doug Molde, Kyle Nuse, Eric Osgood

Others: Brian Story, Bill Loscomb, Meg Loscomb, Howard Romero, Casey Romero, Jasmine Yuris, Lois Frey, Anne Mullins, Jackie Stanton, George Pearlman, Sue Lovering, Rosemary Audibert, several other community members Joie Lehouillier, Sophia Berard, Linda Molde, Lynda Hill, Mara Siegel, Jane Nuse, Jennifer Burton, Diane Lehouillier, Andrea Pearlman, Mark Woodward

**Note: All votes taken are unanimous unless otherwise noted.**

1. ***Call to Order***

Eric called the meeting to order at 7:01.

1. ***Planning for the Future of Tuesday Night Live***

Eric said the selectboard appointed Doug and Kyle to be on a committee to look at where Tuesday Night Live is going. The board had discussed increasing the size of the committee but didn't take any action on that. Howard Romero has expressed interest in being on that committee if it is expanded. He has a good understanding of open meeting law, which would be an asset. And he has a good understanding of Tuesday Night Live.

Eric said he was reminded today how Tuesday Night Live came about. It was after a town-wide visit from the Vermont Community Foundation. One thing that came out of that was a communications committee. It was a spinoff from the communications committee that started Tuesday Night Live. That was in the early 2000’s. The communications committee has fizzled. Expanding the Tuesday Night Live committee might be an option or energizing the communications committee might be an option.

Bill Loscomb said another idea George Pearlman suggested was, if Tuesday Night Live becomes a nonprofit, having a selectboard member on the board of the nonprofit. He said this is his seventh year being involved in Tuesday Night Live and the TNL volunteers have never been asked before the board. They have never had minutes or agendas. They aren't mentioned on the website. It seems like all of this is a reaction to confusion over what the volunteers were trying to do.

Eric disagreed. He said he thinks a lot of it was oversight on the part of the selectboard. TNL was running smoothly. With new open meeting law requirements that came into effect about 2 or 3 years ago the board has started looking at everything a little bit more. Meg had mentioned that the volunteers were trying to get a handle on what money is coming in and what has been spent. Rosemary has indicated that she thinks she can set up a Google Docs spreadsheet of the revenues and expenses where anybody could see it.

Bill asked, what is the issue with TNL running its own finances? Eric said that is an issue because the money is coming into the town and once it comes into the town Rosemary is personally responsible for it. Bill asked, does it need to come into the town? Eric said it does if TNL is a town entity. Bill said that was part of the appeal of being a nonprofit.

Bill said he had brought the bylaws of the new TNL corporation for people to read. If they are a nonprofit recognized by the state and federal government that means they are obliged to have state and federal government review. He doesn't know that there is more oversight that needs to happen. He highlighted some parts of the bylaws dealing with financial aspects because there has been some miscommunication in terms of the volunteers personally benefiting from it. It would be much easier for planning if they could look at a bank statement or look at QuickBooks, which was the plan. They have an accountant who would also help them review everything. They would like to have the information they need to make decisions in the moment. Instead they usually have to wait. When something breaks Bill would like to be able to order something online without using his own credit card. Meg said it can take two to six weeks before they get reimbursement. This was an effort to avoid having money out there for so long. Bill said at one point he had $600 on his credit card for necessary purchases that were needed to make Tuesday Night Live happen. The next selectboard meeting wasn't for a few weeks and then that meeting didn't happen so it was another month plus the turnaround time to get a check. It's a burden. And it's one that could be avoided.

Bill said the first person he talked to when he was thinking about forming a nonprofit was Greg Stefanski, who was supportive and thought it was a good idea. They asked him to be on their board and he is still deciding. They also asked a lawyer who is their sponsor, who also thought it was a good idea. They spoke to the Belvidere Bluegrass Festival. They are a nonprofit. They basically do the same thing TNL does, just once a year. A lawyer who is a concert fan agreed to do the work pro bono to set up a nonprofit. He is the one who said if they were a performing arts charitable organization they would be eligible for grants given out by the Vermont Arts Council that could effectively double their budget, which means higher quality of music.

Doug said he thinks the structure is really important. He feels the important thing is making sure that TNL is pulled off. He doesn't want the process of discussions about the structure to interfere with that. Is there any joint action that needs to be taken to see that TNL goes on this season?

Bill said all the vendors are pretty much the same; there might be some that are new. They raised the vendor fee from $100 to $175 to pay for consolidating all waste management into a sorting station that they budgeted to build and a contract with Casella for drop-off and pick-up. They have also requested that all the vendors adhere to a list of things they can use. Styrofoam is no longer allowed. They have talked to a lot of the sponsors. Maybe they didn't talk to all of them. They talked to ones that seemed like they would have knowledge of a nonprofit or ones they had personal relationships with to ask them what they thought.

Doug asked if the arrangements with the vendors are in the name of the nonprofit. Meg said they have only received two or three payments and she sent all sponsors a letter saying that they should send their payments to the town.

Meg said there was no intention for anything about the event to change at all, other than developing a better waste system.

Bill said selectboard membership can change so what the selectboard wants for the direction of Tuesday Night Live could change. This nonprofit has a mission statement. It has bylaws that structure exactly what it is. Meg said the current volunteers don't plan on planning this event forever either. At some point they will transition out and new TNL board members will come in and take over.

Nat said we are here as selectboard members because we were elected. We are accountable to the community that built this event. If the selectdboard doesn’t adequately support TNL, the community can vote us out.

Bill said in the time he has been involved with TNL there have never been questions from the selectboard about what the TNL volunteers do or how they spend money or about programming or vendors except when a conflict arises. Accountability has never been a question. The selectboard doesn't know about the expenses they approve for Tuesday Night Live.

Doug said moving to a nonprofit is a huge change. When you change the fundamental structure to a corporation (with the best of intentions), that is what really got the board's attention. That is a big change. If they had asked Doug if a nonprofit would be helpful he would have said he didn't know and it could be explored. The nonprofit doesn't have to have the name Tuesday Night Live, which many of us feel is associated with the Town of Johnson. He would like the name to be transferred back. He feels we can explore the possibility of a nonprofit as a fundraiser but he is not very interested in a nonprofit controlling Tuesday Night Live. He is interested in what we can do to make the volunteers’ lives better and sustain Tuesday Night Live. He is hesitant to pass control of it to a nonprofit. The Historical Society nonprofit doesn't run the Historical Society. It is a fundraising thing.

Bill said the way they saw it, making Tuesday Night Live a nonprofit made it more formal and gave it a board that was more than just the three of them. The bylaws say there will be no less than three board members because that's the minimum according to law. Right now it is just the three of them. Howard asked who gets to name board members. Bill said that the three board members get to. They also asked Greg Stefanski. It seems like in hindsight, yes, there might have been a dialogue we should have had, but there has never been a dialogue regarding Tuesday Night Live in the six years he has been involved with it, other than when an incident occurs. There have never been questions about a particular expense or the policy on garbage or on vendors or sponsors.

Howard said that is the beauty of a selectboard-designated committee. The committee deals with that and the selectboard doesn't have to. The selectboard names who is on the committee and watches over the committee and they expect reports from time to time.

Howard said that one thing that’s happened is that the corporation now owns the name Tuesday Night Live.

Bill said that has never happened but now that they decided to make a nonprofit, now it's an issue. Doug said now the corporation has the name. Bill said no one had the intention of taking the event away from Johnson or out of Johnson. Howard said effectively that's what happened as far as he understands. Kyle said that is what it is. Howard said those three apparently own the name Tuesday Night Live. Bill said no, the nonprofit 501(c)(3) Tuesday Night Live owns Tuesday Night Live. They are just board members. Their intention was to preserve the event.

Bill said that he didn’t come up with this idea he said this was Cal Stanton’s thinking. It came from conversations that he’s had with Cal in the past.

Nat said Cal Stanton wrote a letter to the selectboard saying he wants to go on record as being in favor of Tuesday Night Live remaining in the public sector as a Johnson community event under the oversight of the town and the selectboard. He remains in strong opposition to the series being privatized as a nonprofit entity. Bill said that this is the first he’s heard that.

Meg said the level of scrutiny she has received in the last week has blown her out of the water. She has had community members show up at her door to let her know that they had heard about this. Prior to the meeting selectboard members had been out in the community rallying people to come. And they came with a level of suspicion she has never seen before. She resents that. Some people showed up at her door this week, some of them sponsors, saying, “I don't know what's going on but I want you to know that I trust whatever decisions you’re making.” At this point she would be just as happy to back out and let someone else take over.

Nat said he has never suggested that they have any kind of ill motive or that they are trying to profit. What he is trying to suggest is that he thinks there should be an open process that the entire community is involved in. When he invites people to this meeting is it is because the community is so important to this event and needs to be involved. He would never advocate for anyone knocking on Meg’s door and giving her a hard time.

Meg said the people coming to their door have come to support them. Bill said people on the selectboard have told people in the community that the volunteers are hijacking the event. That makes it hard to feel like there will be objectivity in a meeting like this. He would have thought selectboard members would at least want to read the bylaws and see the intention.

Doug said he went online to read everything he could find about the corporation but he doesn't believe the bylaws were online. Meg said that is because the process is so new. Bill said they brought them last week.

Meg said had members of the selectboard not been out in the community promoting suspicion that maybe we could have all come to this in a different light. Bill said then the community might have had a different impression of what the volunteers were up to.

Eric said that is why the selectboard wanted liaisons from the selectboard and members from the volunteer group to meet in the format we are currently meeting in with the Historical Society as they go through this process. They don't know yet if they want to go out on their own. There are advantages to being under the town's umbrella. You don't have to worry about insurance. If it is a bad year and you are having troubles finding sponsors, if you are under the town umbrella the selectboard could decide to carry the event for a year. But there are advantages on the other side as well. For this year it's so late in the game he thinks the goal would be to make sure the event is successful this year. We have time to plan going forward.

Doug said he thinks what people are fighting about is the intention. Why did the volunteers do this? It was a program that was run by volunteers, loosely supervised. They have done a great job but all of a sudden the framework it was operating under is completely different. This is probably the most significant branding thing Johnson has. This is one of the main reasons people are interested in Johnson. It's really a superb thing. And what the volunteers did was completely change the structure. The Historical Society came to the selectboard and said they were thinking about changing their structure.

Bill said there has never been any structure or any formality that they have known about. That is what they were trying to provide.

Doug said they didn't know there was a structure but from the board’s point of view there was a structure. Money was coming in through the town. And we thought that was structure. We saw the name disappear. If the Historical Society wanted to sell pies they would have to ask the nonprofit. Anyone who wants to be a vendor has to ask them.

Bill said that is already the case. Doug said yes, but the selectboard could probably veto. We thought the selectboard was ultimately the decider over the program. And that is what changed. It became the group of volunteers – for the best of reasons, as he understands it. But that is why people would use the word “hijack.” The structure completely changed as to who was controlling it. That's what generated the problem.

Bill said the selectboard and the volunteers are all to blame for that confusion because there have never been any requirements made of the volunteers. They've never been asked to have meetings with the selectboard. No one has ever asked about their sponsorship. Last year on a lot of levels was the most successful year in the six years he has been a part of it. The total they got from sponsors last year was almost $6,000. Of that, $2,250 came from sponsors that they went out and got. Their budget grew and they were able to afford more high-quality entertainment. They provide a level of professionalism with regards to production that the bands appreciate. They have bands that will sacrifice what they usually get. Purple usually asks for $2400 but we were able to get them for $1200. They came because of the climate of the event and the level of professionalism. They know the sound will be good. The only thing that has changed in the model is that they increased the sponsorship and they are increasing the charge to vendors a little bit.

Doug said he doesn't think there is any doubt about how well they did on that but that still doesn't affect rearranging the control.

Bill said he is more than happy to rearrange the control of the event. None of the volunteers want to control it. They don't want to own the name. That was never the intention. The idea was to make it solid. Maybe the 501(c)(3) can be under the town umbrella. He would still like to be able to do the bookkeeping to make their lives easier. Meg agreed.

Kyle asked if they are saying they're willing to relinquish the name.

Bill said maybe the Tuesday Night Live nonprofit can be the town's. He heard at the last meeting that sponsors can get a tax write-off if they donate for a town event. Why in six years has no one in the town ever suggested that? Most of the sponsors he has talked to didn't know that.

Doug said it is clear that Tuesday Night Live wouldn't exist without the volunteers doing the work. We are lucky to have the volunteers running this.

Meg said she doesn't care if the town has the name. Bill said he was more interested in creating a nonprofit because it took away the second-guessing and according to their attorney it offered up a whole world of grants. It appears the town can apply for grants but from what he was told there are certain grants available for charitable organizations designated for performing arts.

Nat said the town has received Arts Council grants.

Nat said he is hearing that motivations for creating a nonprofit were structure, preservation, fundraising, and ability for sponsors to be able to take advantage of tax deductible status. He thinks those are all good things that we as a community can support.

Bill said being able to do their own bookkeeping was another motivation.

Nat said he has served on the Johnson Rec Committee for many years. They have a lot of the same equipment issues. In one case when equipment was needed quickly he called Eric to ask if he could ask Rosemary to spend some money from their reserve fund and Eric said yes, if the money was in the budget and available and he had the support of his committee he should go ahead and do it and the board would approve it retroactively. And that worked out. If the TNL volunteers have a couple of weeks they can tell Rosemary what they want to get and where to get it and ask her to put it on the town credit card. Those are sorts of things we can work with each other on. A lot comes out of defining the problem.

Bill asked, can it be a nonprofit that belongs to the town? That sounds like the best of both worlds to him. Eric said it would have to be like the Historical Society. We have a Historical Society under the town umbrella whose members also happen to be members of a 501(c)(3.) Theirs is probably a little unique because it is a funding arm that was established so they can purchase the building. It is pretty limited. He believes the TNL 501(c)(3) is probably much more encompassing but there still could be a Tuesday Night Live committee that runs Tuesday Night Live and a Tuesday Night Live 501(c)(3) that does some fundraising. It could be a separate arm. That said, he would want to ask why we would want to start that separate 501(c)(3.) We can apply for grants through the town. We have LCPC to help us with grant writing. The Historical Society was out raising money from individuals so that was a little different.

Bill said what scares them about the idea of a committee is that programming is a really delicate matter. He doesn’t know what it would mean for the committee to run it. Eric said the committee would run the structure. Bill asked if the committee would have input into the bands they hire. Howard said not necessarily. Bill said they have had many conflicts over vending, which is a delicate matter for them to balance. Eric asked who decides what band to get now. Bill said the three volunteers. Eric asked, if the selectboard expanded the committee to five people, why couldn't the five of them still do the same thing? Bill said it is frankly difficult with three. Everybody has their idea of what the best band is. There's a big part of Tuesday Night Live that he would call intangible. It's chemistry. Picking the bands is just one thing. There is also getting them all there. There is a lot of pre-production involved. They had a band that had to be replaced at the last minute. Managing that stuff is not easy and he is not sure that adding a lot more opinions would make it easier. Doug said he thinks we would want the committee to delegate to a subcommittee the work of picking the bands and lining up the vendors and the subcommittee would report those decisions to the committee.

Bill said the idea George Pearlman gave him was to have a non-profit under the town's umbrella and instead of a committee have a member of the selectboard that is on the board for the nonprofit. He is not sure that the committee is the best solution.

Howard said his experience with committees is that there are a lot of committee members that don't really care about the nitty gritty. For instance, on the skatepark committee there are skateboarders and bikers. He is glad to have those experts deal with skating and biking questions. That is not why he is there. He is there for oversight and to make sure things are running according to legal restrictions.

Eric said he doesn't think the selectboard wants to interfere with the process that the volunteers have going. They want to help. The selectboard has asked two board members to work with the volunteers on a committee. They had considered expanding the committee. Howard had expressed interest. Eric thinks he could be a real asset. How do Bill and Meg feel about all this?

Bill said right now he and Meg are feeling a little raw. He has considered saying he is done volunteering. It has been disheartening to have elected officials bring his honor into question.

Nat said a lot of the suspicion comes when decisions are made in secret and then announced. A lot of that goes away if you have a conversation with the community far in advance of when you make a decision. Bill said he is not suspicious of people without hearing them out. He has a baseline level of respect that doesn't include making assumptions. Nat said if he were going to make a big change to a community institution he would give the community a chance to have input in it before making the decision. Kyle said it all could have been avoided if he had come to the board before making these changes and before sending the sponsor letter without any indication that changes had happened. It boggles her mind that the three of them thought it was okay to incorporate a name that has been under the town umbrella for about 15 years without thinking to come before the board and have a discussion about it before doing it.

Bill said there hasn't ever been a request for them to have a discussion about anything, ever. There are many other things the board hasn't known about, such as their sponsors and how they got their money. He would never question someone's integrity without talking to them and that is why he is on the fence about his involvement.

Doug said changing the structure is an entirely different question from the other things he is talking about. When the volunteers were here last July it was clearly expressed that this is getting big enough that the board needs to get more oversight. The examples of where the board wasn't involved are things the board probably wouldn't want to be involved in now, but they do want to be involved in the structure.

Bill said they weren't thinking about taking the name. They were thinking about offering this structure that it seemed like the board wanted. Their feelings were hurt. They were trying to make what they thought was the best decision for the event moving forward to preserve the character it had it has now.

Doug asked how we keep the quality of the event and make it successful. Bill said he doesn't know. Building the event has been a labor of love and right now the three volunteers are having a hard time figuring out how to put their hearts into it.

Doug said the question then is how we are going to have Tuesday Night Live this summer if the current volunteers aren't going to arrange it. He wants to know if they are going to arrange it.

Meg said she thinks it is important to get the 2019 season up and running. If anyone is willing to take over the reins she is more than willing to explain what she does. The joy is a little lost for her right now. She thinks it is very doable to get it up and running for the summer. They are still working on the bands.

Doug asked, are you vacating? Bill said he has been trying to figure that out for himself. Meg said she thinks they came to this meeting thinking they would know by the end of it how they wanted to proceed. Bill said Mike helps him with thing like putting up signs, painting and doing sound, which is a two-man job, and he's pretty sure Mike is over it. Meg said she doesn't think it's a decision they can make in the moment right now. She thinks it requires going home and thinking about it. Bill said he thinks the event can happen regardless of whether they are involved. Cal Stanton set up the model. They went out and got more sponsors and they had ideas of other sponsors they were going to hit up but it's not rocket science.

Eric said it is too bad there was this breakdown in communication. We all probably made mistakes. He would hope we can see a way forward. It would be great if the current volunteers were on board.

A community member said she has heard the apprehension about dealing with a larger group than the current three volunteers. She learned when she studied small group dynamics in college that a three-person group has a much harder time working that a larger group. The selectboard is just talking about adding two people. If you bring in people from the selectboard and people from the community you get slightly different perspectives. It sounds like the intention of the selectboard from what she has heard is only to support them.

It was asked if one person from the selectboard and one person from the community would be added to the committee. Howard said you need an odd number. Seven is better than 5 due to issues of open meeting law and having a quorum.

Brian said he was not able to receive a legal opinion today on a question that was raised about the three volunteers at Tuesday Night Live being a quorum of the committee. That would be an advantage of seven members. The volunteers at the event wouldn’t be making policy decisions so it wouldn't necessarily be a committee meeting. Those working at Tuesday Night Live wouldn’t form a committee quorum even if it was a five-member committee. The decisions about what bands to hire could be a decision that the committee delegated to a group or an individual. So they would be implementing a policy decided by the full committee and it wouldn't be a committee meeting.

Sophia Berard A community member said when she heard a year or two ago that Cal was handing running the event over to the current volunteers, she was happy. She would love it if they kept working. She would feel most comfortable if there was some collaboration between them and the town and if there was some relinquishing of the ownership of Tuesday Night Live Incorporated. If it was it was a committee with a nonprofit side to it but still working under the town umbrella she would feel better about going to an event. Bill said that was their intent.

Anne Mullins said she has run a 501(c)(3.) For 7 years she ran Field Days. They run into the same things TNL runs into. It's not going to change just because you're a nonprofit. She knows the commitment it takes to put on the event. But she doesn’t think that it will be different if they are a 501(c)(3.)

George Pearlman thanked the volunteers for all the work they have put in over the years. He thinks a 501(c)(3) does make sense. They could do a lot of grant writing and fundraising. It's better than just being part of the town. It should be overseen by the town committee, but it could be a 501(c)(3) and part of the town.

Casey Romero said they could do all of those things through the town. George said it's the branding. It helps to be able to say they are Tuesday Night Live. Casey disagreed.

Nat said it seems like TNL is self-sustaining at this point. It's taking in more money than is being spent. The point was made by Linda Hill last week that the committee isn't really looking for it to grow. So he isn't sure that tons of money is going to be needed to make it awesome.

Bill said more money means a higher quality of entertainment than bands that are affordable to us now. Nat said that's a different vision. The bands that played last year were local bands with Vermont identity that just cost a small amount. Bill said none of the bands they're talking about aren't Vermont bands. Nat said he thinks we can get the quality that we need for $500 or $600 a week. That is his vision. He understands it's not everyone's vision. Meg said their vision is about bringing in maybe three or four out of the eight bands that are higher caliber. Bill said they are already finding that $100 a band member is no longer enough.

Linda Hill said higher quality bands will bring in more people. When Purple was there the field was packed. She doesn't have a problem with that. There's a $400 band that people love and the field is packed when they're there too. We're going to run into problems sooner or later with parking. We want to stay a community event.

Bill said the rule has always been when booking bands not to have any band two years in a row. Your options get pretty small pretty fast.

Linda said she feels the food vendors are very important. The number of vendors we have is one of the things that sets TNL apart from similar events. Regarding sponsors, she doesn't understand why they wouldn't approach every single possible sponsor that has been there in the past. Bill said when he mentioned talking to some sponsors who had experience with nonprofits he was referring to talking over dinner with sponsors who are personal friends.

Jen Burton said at the meeting last year about the pizza oven it came out of that that a committee would be formed. For the volunteers to say that they were unaware of that intention is hard for her to hear. She thought that was a very clear intention. There was an email Kyle sent about wanting to form the committee. She declined because she didn't think the current volunteers wanted her on the committee. But the volunteers only sent out the letter to the selectboard after Kyle's email suggesting that we form a committee – about two days afterwards. That to her seems very suspicious. The fact that they are so uncomfortable with the idea that anyone would have discomfort around this makes her uncomfortable. It would sit better with her if rather than being so defensive they were more apologetic. The need for a committee came out of that other meeting and it was very clear. Bill said they did review the minutes of that meeting and it was not very clear. The only thing that was clear was that it seemed that there needed to be some kind of structure. Meg said they aren't opposed to a committee. The new committee would probably be part of the nonprofit.

Jasmine Yuris said she doesn’t think we need thrills. We are excited if it's a band from the college or even the high school. We're just excited to be there. She added that Purple was awesome. She said it sounds like the volunteers are not opposed to a committee but want to choose who is on the committee. Bill said no. Meg said she thinks it would be important to have some members of the community on the committee.

Sue Lovering said it sounds like it is all coming down to a matter of trust between the selectboard and the committee that would be formed and the public’s trust that TNL will continue. She doesn't want to see TNL come out from under the town because if it's nonprofit with its own board that can do whatever it wants to, in 5 or 10 years it could move to New York. She doesn't want to see that happen at all. It belongs here. We are Tuesday Night Live – everyone who goes and supports it, everyone who sells pies, the Tree Board and Conservation Committee. It is the town’s and she wants to see it stay that way. There have been a lot of comments around town the past week using the word “hijacking.” It's not the selectboard. A lot of people feel that way. That is the perception. Bill said that makes him sad because they've only ever put their hearts into it. They are not looking to remove it from the town.

Linda said she would be willing to help paint signs. She thinks many people in the room would be willing to volunteer.

Jackie Stanton said she wishes we could turn back the clock. There are a lot of dynamics that have been set into motion. Everyone has a personal stake in this. She wishes they had reached out to her or especially to Cal. She wonders why they wouldn't have chosen to reach out to them. Bill said it was something they considered but Cal seemed to want to be done and they were respecting his space. He assumed Cal and Jackie made the decision to leave because of whatever was on their plate and they wanted to be done. It is because of Cal that he is working on TNL. Jackie said Cal was done but it probably would have been a good idea to bounce the idea off of him. He probably would have had an opinion. Bill said a 501(c)(3) was an option Cal had mulled over in the past. That's where he got the idea.

Bill said he feels he has to apologize for his own ignorance. He is not a politician. It has been so hands-off. Clearly if they could go back and do it differently of course they would. He would have thought that Meg’s letter would have carried the sentiment that they were looking forward to the collaboration that they have had.

Nat said the board is looking to expand the Tuesday Night Live committee. If there is anyone here who is interested they should let Brian know. Eric said we will also look for a board member to volunteer.

Bill said they need to know how the town wants to move forward with this entity. If it's something the town doesn't want they have to take the steps to dissolve it. He still thinks it's in the best interest to do it even if it's under the town umbrella. Eric asked, can we propose that the committee hash that out?

Bill said the rest of the committee can be put on the nonprofit board. He would be happy not to be on the board.

Nat said he would ask that they take the step of beginning dissolution of the nonprofit. Bill said they have learned that they can dissolve it. But if it's a format that the selectboard wants underneath the town's umbrella then they would just remove themselves from it as officers. There is probably a process for that too.

Eric said he thinks there is wisdom in the committee hashing it out. There may be benefits in keeping the nonprofit. Doug said he would like to still have it in place so the committee can explore where to go with it. He would like to see it be named something different to free up the name but he would like to discuss the possible benefits.

Bill said he doesn't know if you can just change the name of a nonprofit. Doug said you can change the name of a corporation. He could probably call their attorney to talk about this. The idea would be to keep the nonprofit and change the name and then register the name for the Town of Johnson as a trade name. Bill said that is fine with him or dissolving it is fine with him.

Linda asked if the corporation’s bylaws could specify that two selectboard members have to be on its board. Eric said those are details we could look at later. Bill said right now all it says is that there are no less than three board members.

Lois Frey said she is looking at the bylaws. The organization is Tuesday Night Live, Inc. as opposed to Tuesday Night Live. We have the Johnson Historical Society and Johnson Historical Society, Inc. is the 501(c)(3.) They do have the same name.

Brian said we might be able to solve the issue with a memorandum of understanding between the town and the nonprofit.

Anne said she booked all the entertainment for Lamoille County Field Days for 7 years. She also has relationships with bands. If the current volunteers step down she is willing to step in and help.

Rosemary arrived at 8:55. Eric asked her if she wanted to add anything about the financial aspects. She said she sent out a Google Docs spreadsheet to Tuesday Night Live. They can access it at any time. Meg said she already has an Excel spreadsheet that she uses to create a budget. Rosemary said we should probably create a budget to actual comparison.

Bill asked about storing the TNL equipment. Some of it is temperature sensitive. He noted that the inventory is not the same as the purchases shown on past invoices because some purchases were for things like replacing college equipment that was lost. Howard said he thinks the equipment should be stored somewhere in this building. There is a storage building behind here, right? Rosemary said yes, but it's very hot there.

1. ***Adjourn***

The meeting was adjourned at 8:59.

*Minutes submitted by Donna Griffiths*