

BHSP Board of Directors Welcome and Orientation

It is with great pleasure and gratitude that we welcome our new board members to their first term of service to Bath High School Preservation. This is the type of document in which many non-profit organizations inform their board members of how many meetings they are required to attend, how many committees they are expected to serve on, and the extent of their expected fund raising efforts. Not to cause you any kind of disorientation as a result of the absence of that common guidance to members of boards of other organizations, but you won't be getting that here.

You were selected for service based on your potential and ability to lead and govern the Bath High School Preservation organization. It would be a paradox to choose leaders then turn around and tell them what they had to do. You were selected based on your experience and knowledge. It would be condescending to attempt to school you on principles of management and leadership at this point. You were selected based on your character and position of respect in the community. It would be insulting to set standards of decorum and ethics that apply only to your role within this organization.

With that said, we will attempt to provide for your reference a list of tasks and duties as recognized or experienced by previous boards. We will also provide background information on the building, the genesis of this organization and the adaptive use project, and ongoing activities and projects. The majority of the following articles have been specifically prepared for you as a new board member, but efforts have been made to reference sources of greater or more detailed information when possible. Many of these references are to information that is available to you and to the general public at anytime on the BHSP web site at www.bhspreservation.org. In addition, if you have any other questions, please call Mike Godley at 943-9818 or e-mail at mike@bhspreservation.org.

Board members should be a member of the organization. Membership is achieved by payment of annual dues of \$25. The membership term begins in June and expires just prior to the next June.

The typical first task of the board after induction of new members is to elect a chairman. The only predefined role of the chairman is to conduct the board meetings. (The selection of a chairman is optional. If you choose to not elect a chairman, the president will conduct board meetings.) You may also opt to create an Executive Committee consisting of as few as two board members to take actions in lieu of full board meetings. This option has not been used by any previous board of BHSP. You are free (or obliged) to establish the procedure and rules for such a committee if you choose to use it. (Note that the typical officers listed below are something of an unpaid staff that is subordinate to the board. They do not automatically constitute this committee nor – not necessarily being members of the board-- are they eligible for appointment to such a committee.)

BHSP has never officially adopted a mission statement. The words: “To promote alternative uses for the former Bath High School building that ensure that the structure is preserved and restored to a place of dignity in the community” have been proposed and have been used in various documents and reports as the mission statement. This de facto mission statement should be helpful as you shape your vision and strategy for our organization. Less significantly, adoption of an official mission statement could be added to your to do list. <http://bathhighpreservation.blogspot.com/2008/04/mission-statement.html>

In the early days of Bath High School Preservation the focus *was* on protecting the building from active demolition. The focus has *now* shifted to repair and stabilization to protect the building from demolition by neglect. The focus *will become* the implementation of some ongoing system of use and support such that the structure is not threatened or neglected in the future.

When the task at hand is clear and all involved are cooperative and in full agreement the work of the organization proceeds fairly smoothly without rigid adherence to the rules of order or bylaws. The tasks of opposing demolition and making needed repairs have been ones in which the focus was clear. As we move forward in choosing and promoting the adaptive reuse, the focus is less clear, the opinions more diverse, and the adherence to rules of order, bylaws, and formal procedures becomes more frequently required. The full text of the current bylaws may be found here.

<http://www.bhspreservation.org/PDFs/BYLAWS.pdf>

The meetings of the board of directors of BHSP are currently scheduled for the first Tuesday of every month. We are using the facilities of the Bath Christian Church. The meetings have been starting at 7:00 pm. This schedule has been in place for about one year. It was put into place to accommodate the schedules of the individual board members and the work load they perceived at that time. The board is free to schedule or call more meetings, to modify the schedule of meetings, or reduce the number of meetings with a limitation of a minimum of one meeting per year. The minutes of past meetings are available here: (http://www.bhspreservation.org/about_us-minutes.aspx)

Review of the current delegation of authority. It is not a part of the duties of the Board members of BHSP do fundraising, carpentry, tax forms, or landscaping. These tasks are delegated to the officers, some formal ‘standing’ committees, and an abundance of volunteers that have traditionally or routinely handled a particular task. Board members are not required to serve on any minimum number of committees, but many board members are on committees or are handling tasks beyond their board duties. The current list of ‘standing’ committees and the members assigned to each of them is listed here: (http://www.bhspreservation.org/PDFs/bhs_2009_committees.pdf)

Since it is the authority of this board that is delegated to these committees, one of your tasks will be to review the structure of, purpose of, and appointments to these committees. You may also review the officers and the persons serving in those positions. In addition to officers and the formal committee structure, there are a number of duties and tasks that have been assumed or authorized outside of that

formal structure. We will offer just a few examples of these informal responsibilities. The membership committee is headed by Nelda Ormond and staffed with volunteer members. The volunteer workdays are coordinated largely by Susan Modlin. Website development and maintenance has alternated between Mike Godley and Surry Everett.

The duties of officers have evolved as:

- President: Develop agenda, spokesperson, liaison to other groups and agencies.
- Vice-president: special projects and backup for President.
- Secretary: Minutes and other records.
- Treasurer: Account for funds. Prepare IRS required receipts and returns. Financial reports and interpretation.
- Historiographer: Establish, determine, and record information pertaining to structure and institution of Bath High School.

Those officers, committees and others are not only the hands and feet of the board in terms of accomplishing tasks; they are also the eyes and ears of the board to some degree when it comes to determining and implementing strategies. The typical planning cycle for a BHSP board involves interaction with these committees to develop a list of projects, events, and goals for the coming calendar year. The next step involves resolving schedule conflicts and developing the activities calendar. (The 2009 calendar for example is available here:

<http://www.bhspreservation.org/PDFs/News/A2009calendarforBHSP.pdf>) The next step after that is a budget workshop / board retreat with both committee heads and board members present to develop a draft budget that incorporates these projects and goals. That retreat has been held in February or March, but November would really be a more appropriate time.

BHSP directors have developed and approved a budget only one time. That was for calendar year 2009. (Available here: <http://www.bhspreservation.org/PDFs/2009 BudgetWorkshop.pdf>) Prior to 2009, BHSP used a similar document developed by staff that made projections of receipts and disbursements based on a review of the board's actions and announced intentions. The formally adopted budget was deemed particularly important in the pursuit of grants.

A summary of the receipts and disbursements of BHSP since 2006 is available here:

(<http://www.bhspreservation.org/PDFs/Financial Summary.pdf>)

The amounts in these statements represent cash receipts and expenditures. There are no loans, notes, pledges, receivables or payables either represented or existing. The balance sheet is omitted from all reports as the only assets are the bank accounts. The books reflect no inventory of either supplies or goods to be sold. We have asked project managers to only purchase supplies that are going to be used or 'resold' immediately. Most project managers have been compliant and have either purchased supplies judiciously or have liquidated or returned unused items.

We have received an abundance of donations-in-kind in the form of services and products. The magnitude of these gifts probably warrants an entirely separate set of books based on these non-cash donations and their application to the organization's accomplishments. It is questionable just how meaningful this would be since the value of these gifts is not clearly established. Without tackling that challenge, we will just call attention to the influence that these in-kind donations have when describing the various individual projects. For example, the value of improvements to windows is not measured strictly by the funds we have expended on window repairs but by those expenditures plus the donated supplies and services. In another example, cash revenue from fundraisers is always represented accurately, but the expenses of conducting the fundraisers are often reduced by virtue of some of these in-kind donations. If such items were received into an inventory account, it would be at a cash cost of zero. When removed from inventory, there would be zero change in the value of such inventory. The project reducing the inventory would not incur a cost due to selling or using the item. Basically, those conventional accounting entries reflect a total wash. The value of certain in-kind gifts is reflected in the financial statements when those gifts are used or sold, but not necessarily when they have simply been received.

BSHP is an IRS approved 501(c) 3 tax exempt organization. This largely means that we are qualified to accept donations that may ultimately be determined to be tax deductible to the donor. It does not mean that we are exempt from paying every conceivable kind of tax ourselves. We are certainly not exempt from filing tax returns. We even have a duty to make those returns available to the public.

In the years 2006 and 2007, the receipts of BHSP were below the amount at which IRS requires a Form 990 return. For 2007, we did submit what is known as an e-postcard. For 2008, we are required to submit what will likely be the Form 990-ez. Keech and Company is handling this matter for us.

Projects

Fundraising Projects

Santa sales. In 2005, Diane Merriman with the Chesapeake Bay Christmas Company donated the first batch of Bath Creek Santa's with a suggestion that they be sold for \$100 each. (Or perhaps we should say a suggestion that they were to be given as a gift to those that made donations of \$100.) Additional donations were made after the initial quantity was sold. Twenty eight more were purchased for \$1120 in October of 2008. The Santa is two foot tall figurine dressed and decorated in a colonial "Father Christmas" motif. (<http://www.wdnweb.com/articles/2006/11/24/news/news05.txt>)

Raffle. The first of the annual raffles was conducted in 2006. Tickets have been priced at \$100 each. The top prize or prizes are generally vacation trips or weekend getaways that have a perceived value of

near \$1000. There have generally been between 10 and 20 prizes offered each year. The tickets are promoted and sold over the late summer and the drawing takes place in early fall. Most prizes are donated or discounted, but we still spend \$1000 or so on fulfillment of the prize obligations each year.

Golf tournament. The first annual golf tournament was conducted in 2006. It is a midsummer event, that to date has taken place at the Bayview golf course with the cooperation and assistance of Leon Wingate. Entry fees of around \$160 per team are collected and shared with Mr. Wingate who manages the competitions and awards. Sponsorships fees are also collected.

Oyster Roast. The first Oyster Roast was held in early 2008 based on a very thorough proposal from Marti Buchanan. It has been hosted annually at the Selby Company Farm Shop with generous cooperation from Jerol and Sonya Selby. It is significant not just because of the money raised, but because of the festive social interaction and because it is one of few totally BHSP hosted events at which we have interaction with large numbers of the public.

Bath Fest. This is not an event organized by BHSP. BHSP participates in this annual street fair with a booth at which various items, principally donated baked goods are sold.

Pirate Alumni Day. This is not an event organized by BHSP. The most recent Pirate Alumni Day was in 2007. It is a reunion of all classes that ever attended or graduated from Bath High School throughout its entire history.

Christmas Parades and Christmas Open House. These are also not BHSP organized events, but recurring events in which BHSP has traditionally sponsored entries.

Restore-A-Window program. This was a promotion in which donations of \$250 were requested for the purpose of restoring a window in the BHS building. This concept gained traction by virtue of the aesthetically unappealing boards that had been covering all of the windows on the building for many years. Aside from adding to the abandoned building appearance, to those that were familiar with the story of attempts to reuse the building over the years the boards were a symbol of one particular deal that went sour. The mostly intact windows were shrouded in mystery just like the interior of the building (and the details of the unexercised option to develop the building by the investor responsible for installing the boards.) The donations for this program were maintained in a bank account separate from the general operating funds of BHSP and earmarked specifically for use on restoration of windows.

While the initial program was very successful at raising funds, there was an ever present tension regarding our duty to the program. The concerns in particular were that it actually cost considerably more than \$250 to refurbish the average window in the building, that one or two of the donors may have expected their donation to support work on a particular window, and that there was no specific criteria for disbursement of the collected funds. These concerns were addressed declaring an end to what is now referred to as Phase I of the program and recognizing the donors for their contributions that just happened to fairly match the number of windows and the amount spent on the windows in the northwest 'Office' wing of the building. A similar promotion was to continue in which the name of the program or slogan was Window Restoration - Phase II, the donation increments would be more flexible, and the sponsored work would encompass a wide range of tasks associated with opening up another batch of windows.

Repair and Maintenance Projects

Windows. While all windows in the structure will ultimately need some degree of attention, the windows in the 'Office' wing have been the focus of our efforts so far. The process is generally one of removing the covering boards, repairing or replacing any rotted or damaged woodwork, replacing any broken glass & reglazing, reconditioning the counterweights, and applying primer & paint. We have established a substantial relationship with David Hoggard and his company Double Hung Windows that specializes in restoration of original windows in historic buildings. During 2007, Double Hung donated their services to restore the windows on the west side of the office wing. BHSP purchased the bulk of the supplies for that effort and coordinated the efforts of many local volunteers and assistants that aided or prepared for the Double Hung crew.

This period was significant not just because of the repairs accomplished, but because the building was a hub of activity just proceeding and during the Pirate Alumni day event in 2007. The facelift extended beyond the windows and limited tours of the building were available to those attending the reunion.

The Double Hung company was hired to restore the remainder of the windows in that wing in 2008. Additional details of the window projects are available here:

<http://www.bhspreservation.org/PDFs/2008WindowExpenditures2009.pdf>

Roof. Major sections of the roof on both the auditorium wing and the office wing of the structure had been opened up by hurricanes and other storms as early as 1999. This was one of the most visible, disturbing and damaging aspects of 'deferred maintenance' during the period in which neither the school board nor the town were taking an interest in the building. When BHSP first became involved with the building, the Bath Town Council warily consented to allow limited repairs to the roof. We hired

David Everett to make these 'emergency' repairs which consisted of placing 'roll roofing' over the gaps and folding the ripped up tin back over into place.

In 2008, it became apparent that those emergency repairs were not adequate in the places that they were made and did not address all of the roof leaks. Still, BHSP had not accumulated sufficient funds put a new roof on the entire building. (In a turnabout from their earlier attitude toward building maintenance, there were reports that the town was actually considering ways to fund reroofing the building. They were receptive to our offer to do roof repairs.) The expedient and pragmatic compromise was to replace the storm twisted portions of the roof and to paint & patch the relatively intact remainder. David Ross Roofing was contracted to perform these repairs. This company was paid a total of \$14680 for this work and related tasks.

Work Days. During the initial period of stabilization of the building, the Bath Town Council was comprised of members that were generally wary of any activity in or around the building. The opportunities for volunteers to do any work were limited. They consented to requests of roughly three events per year. Since then the members and minds of that council have changed. While remaining diligent in terms of liability and hold-harmless documents, they permit and even welcome work almost anytime. Susan Modlin has served as coordinator of recent workdays in terms of volunteer assignments and choice of appropriate tasks for volunteers to perform.

Other structure related projects

DCF Engineering was hired by BHSP to perform an engineering and structural analysis of the building in May of 2006. That report is available here: (http://www.bhspreservation.org/PDFs/History_DCF-Engineering-Report2005.pdf)

In 2007, Dixon-Weinstein Architects, PA received a grant from the NC Rural Center to conduct a study and provide a design for the reuse of the BHS structure. The central figure in this effort was Ken Freidlein, who is also the owner and individual responsible for the renovation of Swindell's store. This report is available here: (<http://www.bhspreservation.org/PDFs/2007BHSFeasibilityStudy.pdf>) During the period in which this report was being prepared and presented, BHSP intentionally chose to have a subdued community presence to prevent or dispel any notion that the Freidlein report was a result of influence or partnership with BHSP.

National Register of Historic Places Listing. BHSP sponsored a successful application for the Bath High School Building to be individually listed in the National Register. Aside from the honor and implicit protection afforded by the listing itself, the narrative that accompanies the application is a thorough

primer on the historical significance of the school. The narrative is available here:
(<http://www.bhspreservation.org/PDFs/NationRegisterofHistoricPlacesPacket.pdf>)

Outreach and Related Committees

Action Committee. You may see this term used in minutes, discussions, news and history of the BHS project. This committee was never an actual part of BHSP, although it was initiated and coordinated by BHSP members and representatives. It was an effort to bring together representatives from various organizations and interests within the town of Bath that might conceivably achieve the critical mass to move forward on a shared use of the building to fill their already overdue or announced needs for building space. Other organizations and interests included the Historic Bath Foundation – which at one time was a proponent of a museum in Bath -- Friends of the Bath Library, the State Historic Site Visitors Center, local theatre, the Historic Bath Commission, and representatives of the town commissioners.

Redevelopment Committee. This is the term used to refer to a committee created by the Bath Town Council and charged with researching and developing a means to use the school for interests of the public organizations within the town. Its composition was nearly identical to that of the Action Committee as far as the organizations represented. The appointment of this task force is associated with a change in the council from guarded, cautious, even suspicious regard for the project to one of direction and resolve. Even though the new direction is positive, the movement is not rapid.

Membership meeting of BHSP. This is typically an informational meeting to brag a bit about the accomplishments of BHSP. It is also an opportunity to field questions and to recruit new volunteers, committee members, and ideas. It is typically held in August or September. It is not a meeting of directors and no official or binding votes or actions come from this gathering unless it is something that the board later takes action upon.

Newsletter. Pirates Revenge is managed by former BHSP vice-president Betsy Gray. Publication is in May and December of each year. Back issues are available here:
(<http://www.bhspreservation.org/newsletter.aspx>)

When the doors of Bath High School were closed to students in 1988, the community held a general consensus and desire that the building should be used in some dignified manner that would protect the memories and life determining experiences that members of the community experienced there. Bubs Carson, John Taylor, Sam Jarvis, and Cynthia Brickhouse are just a few of the people that pursued that goal with no success.

The school board's title to the property called for them to have ownership for as long as the property was used for school purposes. When they were no longer using the building for classes, they did not expend funds for the maintenance and repair of the building any longer. Not only would this have challenged them to maintain other buildings that were being used for classes, there was some concern or expectation that the property was or would become the property of the Town of Bath at some point.

In any event, neither the school board nor the town performed repairs on the building when the roof was damaged by hurricanes and severe storms in the late 1990's. As the roof deteriorated further, both the school board and the town began to regard the unstable roof parts as a hazard and a liability. Together, these organizations determined that the hazard and liability should be removed by demolition of the building.

Bath High School Preservation was incorporated in 2005 in support of an effort to stop the planned demolition of the Bath High School structure. Peggy Daw, Betsy Gray, and Mike Godley are the names that appear on the articles of incorporation. When this corporation began operation under the rules by which it qualified to become a 501c3 non-profit organization, these same people with the addition of Susan Modlin became the initial officers. While BHSP was the organization that emerged from those early efforts to respond to the plan to demolish the school, there were many other people that were conducting their own efforts at that time and even prior to that time. Nelda Ormond went door to door to circulate a petition speaking against the demolition plan. Star Credle lent her experience in the saving of the J.A. Wilkerson School to the effort. Karen Sayer, Cynthia Brickhouse, Marti Buchanan, Jim Cox, Jack Wallace, Pat and Michael Mansfield, Surry Everett, David Everett, and quite a few others joined the initial efforts to oppose the demolition.

The organizational leadership of BHSP departs slightly from the typical non-profit or civic group and borrows more from the business corporate model... The governing board of BHSP is recruited based on leadership ability rather than skills or dedication to any specific task. The officers are regarded as an unpaid staff that serve at the direction of the board and are recruited based on specific skills and dedication to specific tasks. This distinction was inspired by the condition of having in the founders a small number of dedicated, passionate, and available people that were ready to take on the day to day and even minute to minute demands of responding to the demolition negotiations, yet were admittedly inexperienced at organizing, governing and developing the corporation they wished to serve and utilize. In addition to that, they didn't want the task of governing to get in the way of the task of doing. The result was a board of directors that was separate from the officers. In other words, you did not have to first be on the board to become an officer. And if you were elected to an office, it did not automatically mean you had a seat on the board.

The board's duty was to plan, govern, and lend credibility to the organization. It was not an advisory board. It was important that the community recognize and respect the individuals that served on the board and to know that these respected individuals were the ones running the organization. The officers' duty was to do follow the directions of the board. The officers served totally at the pleasure of the board and could be replaced at any time. The board generally delegated broad responsibilities to the officers/staff.

In that era of the organization, the board generally met once or twice a year in scheduled meetings and a few more times in special called meetings and workshops. As the organization has evolved, the board has moved to a more hands-on style of management. The instructions to officer and work committees are more specific. Board members will often elect to take on certain tasks themselves. Associated with this management style, the board currently meets monthly on the first Tuesday at 7:00 pm. There is no formal requirement for such a time or frequency of meetings. It simply suits the style and personalities of the current board members and is certainly subject to change as new board members come on board and express their preferences.

The mission of BHSP is briefly stated as to reuse the building in such a manner that it is restored to a place of dignity within the community. When that mission involved taking steps to stop the demolition, everyone in the group was in agreement and everyone pulled together. Today, that mission focuses to a large degree on addressing the years of neglected maintenance and ensuring that the structure is sound and stable. On those efforts, there is an easy consensus and the repairs move forward. Now and in the future, the actual reuse will be determined and accomplished. There is not an easy consensus on what that reuse will be or how to accomplish it. It is not so much the role of the leadership of BHSP to step in and end debate or to determine that ultimate reuse. Nor is it an obligation of an individual board member to be involved in that debate. It is more a matter of keeping the organization on track to stabilize, promote, and perhaps ultimately reuse the building, in spite of that debate.

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Note: The private e-mails of BHSP leadership and staff members are not published in brochures, newsletters, and web content. An e-mail address at the bhsreservation.org domain is assigned to each

director and staff member. Any e-mail sent to that address is forwarded to a private e-mail address as specified by that director or member.