

**TOWN OF SALEM**  
**Special Georgi Meeting**  
**05/02/2024**

**Present:** Supervisor Evera Sue Clary; Town Council: Brenda Levey; Howard Law; Wyeth Coburn; Tom McMorris; Town Clerk-Pat Gilchrist; Clerk to Supervisor-Kathy Chambers

**Public Present:** Laura Dunham, Jeanne Smith, Larry Haber, Sandra Haber, Mary Menard, Megan Harris-Pero, Emily O'Halloran, Butch Gilcrest, Bruce Ferguson

The meeting opened with the Pledge, followed by introductions of all those present.

Mrs. Harris-Pero:

Opened by stating that they had never formed a museum with a not-for-profit status. Primary business is estate planning.

Dept of Ed for a charter – time has lapsed would need to have Charter placed in the name of the Georgi Museum and resurrect the old charter.

501(c)(3) comes after forming a Corp or Charter. The charter will work for establishing and rolling into a 501(c)(3). Sandy Haber had approached them to see if they could help and begin the process going forward.

Would like to see the old by-laws to help create new by-laws.

Unknown how long it will take to get the Charter done. They have not gotten very far. Supervisor Clary has a contact and will pass it on.

Discussion took place on how the town would function with regards to the 501(c)(3). 501(c)(3)'s are meant to function on their own. Really important to have independent thinkers on the board. A separate Conflict of Interest statement would be established for the 501(c)(3). Could have members of the town board or active employees of the Georgi on the 501(c)(3) board, not more than 1/3 is allowed. 501(c)(3) donors like to see no relationship between the original organization and them. Different interests take place when negotiating an MOU and a Lease.

The will has been reviewed. It's been determined that it was definitely meant to be a museum.

Don't believe we need to go back to surrogate court. Not really clear on this, so it will be further reviewed. If terms of the will have been violated it would definitely need to be brought back to surrogate court. All active parties of the will could inquire and if they thought inventory of contents was not correct would also go back to surrogate court.

Marine Midland Bank, the original holder, does not exist to implied duty passed on to the current holder.

Town will \*\*not maintain control of the trust. Trust needs to go to whomever is operating the Georgi.



Litigation occurred when the town originally received the Georgi Museum. Supervisor McCauley gave up checkbook to a group. The checkbook had to be returned, as that was not the intent of the will. There was a lawsuit that cost the Trust a significant amount.

If it was decided that the bank was to be changed to a local bank, would we need to petition the trustee. Everything is working o.k. Suggested hold off until everything is straightened out.

The 501(c)(3) would get their own set of books. The principal \*\*would not be touched. All money would be received through grants or donations and therefore individuals would be able to recognize their donations as a tax write off.

The town cannot give a donation to the Georgi, anything done would be done in the form of a project and the Town would pay the invoices.

The issue of a 501(c)(3) has been talked about many times, and nothing has come of it.

Also, should investigate forming a Friends of the Georgi or some type of entity.

Discussed on how the Georgi needs to be open, to follow rules of the will. Trustees have obviously not been looking or it could be a problem. Also want to have the park open.

Who's going to pay for the large renovations? This will be worked out in the MOU.

With a 501(c)(3) it will be a little stronger for the Georgi to obtain grants. Cannot get grants now, falling under the Town.

Question as to can the 501(c)(3) borrow money, good question we will need to investigate it.

Town will still own the land and building. Will operate the same as the HSCPA.

A Quit Claim Deed will need to be filed, \*\*most likely, after the litigation. Will investigate.

The park would be maintained as a town asset. Need to get a lease on the museum. Tenant would request from the landlord what they want to do. If you maintain a co-ownership, it gets sticky.

Question on the name of Georgi Park Museum, does it exist. Because of the lawsuit, according to Town Clerk Gilchrist it does not exist, based on the stipulations that arose.

\*\*(The committee says they will have to give it back to the town, since they presently own it.)

Who's paying for building and land insurance, presently the Georgi. Georgi pays for everything; they need to be self-sufficient.

HVAC was discussed, need to worry about the roof, building.

Working hard on getting a list of things that need to get done.

May 02, 2024 – Special Georgi Meeting

Page 3

Mary read a statement stating the purpose of the Committee.

What is the next step. Set up the 501(c)(3) and re-establish the charter to set up an entity for the Museum to run.

Transparency of this is great, but most importantly independence is needed. By-laws need to be established to alleviate another lawsuit.

Discussion took place on an item to be incorporated into the by-laws – if there is an issue with an entity, could the TOS board have a say. Felt this would not be appropriate. Statement needs to say intent as partners that if TOS felt there was an issue Museum would come together with a mediator.

The TOS must vote to approve to pursue a 501(c)(3). Also, an MOU and lease the town board would have to agree to. The MOU and lease would be reviewed in 1 year and then possibly set up for a couple years.

By-laws are established by the committee and would become a public document.

Will contact Dept of Ed to confirm the Georgi Museum and Park does not exist on the records.

Determined that the Committee, BOD is actually known as the organizers.

**Motion** by Supervisor Clary, seconded by Councilman Law to have the Organizers go forward with the Charter and 501(c)(3). Organizers are as follows: Sandra Haber, Mary Menard and Laura Dunham. Roll call: Councilman Law – yes, Councilwoman Levey – yes, Supervisor Clary – yes, Town Councilman McMorris – yes, Councilman Colburn – yes.

**Motion** by Councilman Law, seconded by Councilman Colburn, to add Brenda Levey and Larry Haber to the Organizers, **carried**.

Supervisor Clary thank Mrs. Harris-Pero and Ms. O'Halloran for attending the meeting.

Councilwoman spoke about getting in touch with the Fosters and Michael to get funds for the teeter totters, climbing unit and fold up picnic tables, for the little ones. Motion by Councilman Law, seconded by Councilman McMorris, carried.

Discussion took place on possibly getting more cameras.

Corrina Alrich will be at the next town board meeting. The question was asked can we obtain any fill from HHHN for erosion. No, this fill is being used in the parking lot.

Discussion took place on the tying up of the hydrangea. Butch is trying to get a group together to work on this.

Discussion on the roof took place. Councilman McMorris has spoken to John Phillips, Pinnacle Roofing. He will get an insurance certificate to us.



Veterans Park and Museum were discussed. Donna will get us an updated insurance certificate and will then forward a bill. Laura has 2 water keys and will pass on along with 4 hoses.

Councilwoman Levey is resigning her position for the Veteran Park and Museum, too much with the Museum.

Motion by Councilwoman Levey, seconded by Councilman Law to appoint Councilman Colburn and Councilman McMorris to the committee, carried.

There being no further business, meeting adjourned on a motion by Councilman Law, seconded by Councilman Colburn, carried.

Respectfully submitted,

Kathy Chambers  
Recording Secretary

### **CORRECTIONS TO MINUTES**

Change to 501(c)(3) everywhere mentioned (already done)

\*\*Bottom on page 1-take out 'not'; should now read 'Town will maintain control of the trust. Trust needs to **go** to whomever is operating the Georgi.'

\*\*Page 2-Paragraph 3-'The principal should not be touched.' (changed would to should)

\*\*Page 2-Paragraph 12-'A Quit Claim Deed will need to be filed, because of the conditions of past lawsuit.' (Took out 'most likely, after the litigation')

\*\*Page 2-Paragraph 15-'The committee says they will have to give it back to the town, since they presently own it.' **REMOVE WHOLE SENTENCE**