

**Mid-Atlantic Chapter
Society for the Preservation of Old Mills**

**October 2, 2021
Semiannual Meeting**

Location: Sweetwater Marina and Riverdeck, Hammonton, NJ
Attendees: See Attachment A

The chapter spent the morning touring Batsto Village, including a closeup visit to the saw mill on the Batsto Village Site. We then gathered at Sweetwater Marina and River Deck for lunch and the chapter meeting, which was held outdoors.

President Dan Campbell called the meeting to order at 2:08 P.M.

Minutes of the Board meeting held by Zoom on June 11, 2021 were distributed by e-mail prior to the meeting. The minutes as submitted were approved by consensus.

Finance: Treasurer Judy Grove presented the finance report as of October 1, 2021, which is appended to these minutes as Attachment B. The beginning bank balance as of January 1 was \$13,991.91. Since then there have been receipts of \$1865.00 and expenses of \$713.61, producing an ending bank balance of \$15,143.30.

Membership: Judy Grove reported that there are currently 31 chapter/SPOOM members (\$10), 9 chapter/non-SPOOM (\$15) members, 27 sustaining members (\$25), and 15 organizational members for a total of 82 members. This is an increase of 12 since the last full chapter meeting in the Fall of 2019.

Recent Board Actions Regarding Officers and Directors: Dan Campbell reviewed actions of the Board taken as a result of the suspension of chapter meetings due to COVID. Ivan Lufriu has retired as vice-president. Susan Langley was elected to replace him and serve the remainder of his term through 2022. The primary responsibility of the vice-president is to prepare reports of chapter activities for Old Mill News. Because there was no chapter meeting in 2020, the normal election for directors was not held. The Board voted to extend the terms of the existing officers and directors to 2022 with the normal cycle of elections to resume after that.

Old Business

SPOOM Mid-Atlantic Grant Program: The SPOOM national grant program is now active and chaired by John Lovett. The SPOOM-MA Board voted at its June 11, 2021 meeting to approve an annual \$2000 contribution to the SPOOM Grant Program and an additional \$1000 in 2021 provided that a mill in the mid-Atlantic region be given priority consideration in the grant selection process and that the Grant Committee include a member designated by SPOOM-MA. The SPOOM national board accepted these terms and Bob McLaughlin was designated the SPOOM-MA representative on the Grant Committee.

The Committee currently has two proposals from the mid-Atlantic region, each requesting \$3000. The proposal from the Thompson-Neely Grist Mill, Washington Crossing, PA, requests funds to have the mill stones dressed. This mill is owned by the Pennsylvania Department of Conservation and Natural Resources. The other proposal from the Durham Mill in Bucks County, PA, to assess and improve lighting in the mill for better visitor access. After discussion there was a general sense that the Thompson-Neely Mill was better able to self-fund its project.

Charles Yeske moved that the Grant Committee be advised that the Mid-Atlantic Chapter supports the lighting proposal of Durham Mill. The motion was seconded by Jean Sansonetti and adopted unanimously.

Tax-Exempt Status for Chapter: Bob McLaughlin submitted Form 1023-EZ, streamlined application for recognition of tax-exempt status under section 501(c)(3). The application was rejected on the basis that the chapter is not eligible to use the streamlined application and must file the full Form 1023. Craig Sansonetti has reviewed the Form 1023 and its instructions. He believes that the main impediment to filing the form successfully is the lack of certain required provisions in the chapter's Articles of Incorporation. He described his findings and suggested amendments to the Articles of Incorporation in a document distributed by e-mail prior to the meeting (Attachment C). The outdoor environment of the meeting was not conducive to a detailed consideration of the proposed amendments, and it was agreed that the Board should consider the matter and submit any necessary action to the membership for a vote by e-mail.

Mill Bags Available for Display: Susan Langley, with the help of Bob McLaughlin, has inventoried and photographed the collection of mill bags donated to the chapter by Rudolph Hershey. The bags are framed and matted for display. The chapter wishes to make items from the collection available to responsible parties on loan for exhibit. A loan form for this purpose has been prepared. The borrowing organization will need to sign for the loan and agree to keep the items borrowed covered under its insurance.

New Business

Newsletter Editor: Susan Langley has agreed to take over as editor of the newsletter. Content for the newsletter should be sent to her. Steve Childers will supplement the material available for publication by allowing her to borrow content from the mill blog that he produces. Susan would also like to include save the date notices from member mills. Judy Grove added that she can assist mills in publicizing events by sending out notices by e-mail.

Future Meetings: The canceled meeting for 2020 had been planned for Chester County Pennsylvania with the Mill at Anselma as the host organization. Unfortunately the Mill at Anselma is no longer able to host the meeting. Dan Campbell is going to undertake organizing the Chester County meeting with a target date of mid-May.

Craig Sansonetti expressed interest in having the Chapter return to St. Vincent's Mill and it was agreed that we should investigate the feasibility of meeting there in the fall.

Susan Langley suggested that we have done things with mills to the northeast of us and suggested that we might try to partner with a chapter to the south of us.

Adjournment: There being no further business Judy Grove moved that the meeting be adjourned. The motion was seconded by Gianfranco Archimede and was adopted unanimously. The meeting adjourned at 2:51 P.M..

Respectfully submitted,

Craig Sansonetti, Secretary
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2021 SPOOM Mid-Atlantic Year-to-Date Finance Report

STARTING BALANCE 1/1/2021	\$ 13,991.91
INCOME	
10 Membership Income	\$ 1,445.00
20 Donations	\$ 180.00
30 Spring Meeting Payments	\$ -
40 Fall Meeting Registrations	\$ 240.00
50 Other Income	\$ -
TOTAL INCOME	\$ 1,865.00
INCOME PLUS STARTING BALANCE	\$ 15,856.91
EXPENSES	
35 Spring Meeting Expenses	
45 Fall Meeting Expenses	\$ -
55 Mill and SPOOM Project Support	\$ -
65 Website Costs	\$ 314.70
75 PayPal Fees	\$ 25.91
85 Other Exp (Insurance \$373)	\$ 373.00
95 Postage	
TOTAL EXPENSES	\$ 713.61
ENDING BANK ACCOUNT BALANCE 12/31/2021	\$ 15,143.30
PAYPAL ACCOUNT BALANCE	\$ -
TOTAL SPOOM MA CASH ASSETS	\$ 15,143.30

<u>MEMBERSHIP TYPES</u>	<u>Year 2021</u>
\$10 Discount Memberships	31
\$15 Basic Memberships	9
\$25 Sustaining Memberships	27
\$50 Organizational Memberships	15
TOTAL MEMBERSHIPS	82

Attachment C

Background and Proposed Amendments to SPOOM Mid-Atlantic Articles of Incorporation

The SPOOM Mid-Atlantic Board Members are continuing our quest to clarify our status as a 501(c)(3) organization. Using his background with the Ma and Pa Railroad Heritage Village in Muddy Creek Forks PA, Craig Sansonetti provided the following explanation and suggested amendments. This will require board action, but I thought it would increase meeting efficiency and clarity if the membership was aware of the situation prior to the meeting. That is why this information is enclosed. Judy

From Craig Sansonetti:

I have spent a little time studying the issues regarding our application for tax exemption under Section 501(c)(3).

It appears to me that the first obstacle we need to overcome is the lack of required language in our Organizing Document. Because we are a corporation, our organizing document is our Articles of Incorporation. Language in the bylaws is not an adequate substitute for a corporation. We need a more complete statement of purpose, including language that limits our activities to those allowed under Section 501(c)(3), and provisions for the distribution of assets on dissolution of the corporation.

I took a look at the Articles of Incorporation of our museum to see how they meet these requirements. I found that the Articles were amended at the time we applied for tax exemption, apparently to meet these requirements. Using those amendments as a model, I've tried to put together two amendments that I think would suit the needs of our chapter and satisfy the requirements for the tax exempt application. A lot of the legalese comes directly out of Section 170(c)(2) of the Internal Revenue Code.

I have gone over the entire application (Form 1023) and there is still a lot of work to do to answer some of the questions, but I don't see any other insurmountable problems.

Please keep in mind that I am not a lawyer and am just doing my best to understand the provisions of the law in the context of a little previous experience with our museum. I believe the proposed amendments would serve our purpose, but whether it is wise to proceed without legal counsel is a question for the Board.

Proposed Amendments suggested by Craig:

RESOLVED, that Article 3 of the Articles of Incorporation of The Mid-Atlantic Chapter of the Society for the Preservation of Old Mills be amended as follows:

3. The corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 for the following purpose or purposes:

To encourage and support the collection of historical, technical, and economic information with regard to the early milling industry and to develop and provide this information

for educational purposes for the benefit of members and the public through publications, newsletters, lectures, and meetings. The Chapter will host and conduct meetings in support of The Society for the Preservation of Old Mills and other national and local Mill Societies in the states of Delaware, Maryland, Pennsylvania, Virginia, and the District of Columbia.

In carrying out these purposes (a) no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, directors or other private persons; (b) no substantial part of the activities of the corporation shall be attempting to influence legislation; and (c) the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office

Notwithstanding any other provision of these Articles, the corporation shall not carry on other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 2021 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 2021 (or the corresponding provision of any future United States Internal Revenue law).

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation to an organization or organizations that shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 2021 (or the corresponding provision of any future United States Internal Revenue law). Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the purpose of the corporation.

RESOLVED, that Article 11 of the Articles of Incorporation of The Mid-Atlantic Chapter of the Society for the Preservation of Old Mills be amended as follows:

11. All conditions, qualifications, requirements, privileges, and regulations as to membership in the corporation, including voting rights of members, shall be fixed and governed by the By-Laws of the corporation.