



**New Hampshire Turtle Rescue Board of Directors Meeting**  
**Friday, December 30, 2022**  
**Official Minutes**

**Opening:** The meeting was called to order at 11:16 a.m. by Drew Stevens at Conference Room 1 in Nottingham Town Hall, 139 Stage Rd, Nottingham, NH 03290.

**Members Present:** Drew Stevens, Dallas Huggins, Jennifer Purrenhage, Joshua Megyesy, David Steinberg, Chris Bogard.

**Members Absent:** None.

**Others Present:** None.

**Approval of Minutes:** None.

**Old Business:** None.

**New Business:**

Articles of Agreement

Stevens stated that there needed to be unanimous agreement on the Articles of Agreement and Bylaws, which are required to file as a non-profit entity in the State of New Hampshire and with the Internal Revenue Service (IRS). Stevens stated the sections listed in the Articles of Agreement document would be used for form NP-1 which would be filed with the New Hampshire Secretary of State. Stevens read through the proposed answers to the questions from the form NP-1.

Bogard asked what the minimum number of members were needed for the board. Stevens replied that New Hampshire required five (5) members, all with unique addresses. Stevens said that if anyone wanted to nominate individuals for the board, that himself and Huggins were in favor of adding more members. Steinberg asked if individuals needed to be from New Hampshire. Stevens replied there was not a requirement to live in New Hampshire, and Huggins said that there could be additional filing requirements with the state, but agreed that there was not that requirement.

Huggins said the Articles of Agreement are not meant to be changed often, but that the Bylaws should be a living document, and can be reviewed and adjusted as much as the Board of Directors sees fit. There was no further discussion on the Articles of Agreement.

Bylaws

Stevens read through the draft Bylaws. Stevens explained that the March 1 fiscal year start coincided better with the “turtle season” than the traditional January 1 fiscal year start. The filing deadlines for a traditional fiscal year would be during the typically busiest parts of the turtle season.



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Huggins proposed that the language in the Management of the Corporation section should be changed to reflect that board members could take on multiple Officer roles. There was unanimous agreement in changing this language.

Stevens proposed changing “Four (4) of the Directors will be Corporate Officers” to say “Four (4) Corporate Officer roles will be taken by Directors”. There was unanimous agreement on this change.

There was discussion to clarify that section 4(b) applied to the initial board members.

*Drew Stevens made the motion to confirm that the statement in Section 4(b) was representative for all initial board members. The motion passed by a unanimous vote of 6-0-0.*

After Stevens read through the section on Funding, there was discussion about if this was a legal requirement to have a ceiling of \$500 on a single expenditure. Stevens thought this was a legal requirement, but there was agreement that if this requirement could be adjusted, that we could do so at a future board meeting.

Stevens asked the board members if there was any opposition to including the Southeast Land Trust as the organization who receives assets from the corporation in the event of Dissolution. There was unanimous agreement in keeping Southeast Land Trust in the Bylaws.

*Drew Stevens made the motion to adopt the Articles of Agreement and Bylaws, and a roll-call vote was taken. The motion passed by a unanimous vote of 6-0-0.*

#### Election of Officers

Stevens proposed the board members elect the Officers of the Board of Directors. Stevens asked if there were any volunteers for officers. Stevens said that Huggins and Stevens were willing to take on these officer roles. Stevens could take the role of President and Treasurer, and Huggins could take the role of Vice President and Secretary, while also serving as the Executive Director.

There was discussion about holding simultaneous roles, and it was stated that the Executive Director would need to step down from the board to avoid a conflict of interest if that position were to become a compensated employee role in the future.

*Drew Stevens made the motion to appoint Dallas Huggins to the roles of Executive Director, Secretary, and Vice President. The motion passed by a unanimous vote of 6-0-0.*



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*Dallas Huggins made the motion to appoint Drew Stevens as the President and Treasurer. The vote passed unanimously, 6-0-0.*

**Additions to the Agenda:**

Bank Account

Stevens asked for input on where to open a bank account for the organization. There was discussion on various local options; Stevens, Huggins, and Megyesy were familiar with Northeast Credit Union. There was unanimous agreement to use Northeast Credit Union to service New Hampshire Turtle Rescue's banking needs.

Board Meeting Format

Huggins asked whether future meetings should be remote, in-person, or hybrid. It was decided that both in-person and remote options would be made available for any future meetings.

Nomination Committee

Megyesy proposed forming a Nomination Committee to better process and vet candidates for the Board of Directors and volunteered to chair that committee.

There was discussion on how many members would make a majority if there were an even number of board members. Stevens asked if requiring a majority should mean over 50% or if 50% exactly was acceptable. There was unanimous agreement that over 50% should be the standard for a majority.

*Dallas Huggins made the motion to create a Nomination Committee. Drew Stevens seconded the motion. The motion passed by a unanimous vote of 6-0-0.*

*Drew Stevens made the motion to appoint Joshua Megyesy as head of the Nomination Committee. The motion passed with a unanimous vote of 6-0-0.*

There was discussion about appointing chairpersons for committees. It was agreed that the President should appoint committee chairs instead of the board voting on committee chair appointments.

**Adjournment:** The meeting was adjourned at 12:18 p.m. by Drew Stevens.

Minutes Prepared by Dallas Huggins and edited by Drew Stevens.