## MEMBERSHIP MEETING

CALL TO ORDER: The special membership meeting of the Schoharie Land Trust was called to order by Ken Hotopp at 7:28 PM at the Cooperative Extension Office in Cobleskill on 21 November 1991

BOARD MEMBERS PRESENT:

Elliott Adams

Ken Hotopp

Eugene McCaffrey

Dan Schuppel

Sandra Scouten-Ford

John Townsend Karl Westphal

MEMBERS PRESENT:

Steve Larson

John Mauhs

AMENDMENT: The membership having been duly notified of

this meeting to consider an amendment to the bylaws and having had a copy of the proposed amendment and all other requirements of the bylaws being met, it was

in order to consider amending the bylaws. John Townsend moved, it was seconded and passed unanimously that the bylaws be amended with:

ARTICLE IV. BOARD OF DIRECTORS
Section 9. INDEMNIFICATION. (a) The
corporation may indemnify each of its
Directors and Officers, whether or not then
in office (and his/her executor,
administrator and heirs), against all
reasonable

expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which he/she may have been made a party because he/she is or was a Director or Officer of the Corporation, Directors and officers shall have no right to reimbursement, however, in relation to matter as to which he/she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his/her duties.

The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

(b) The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled. ADJOURNMENT: The meeting was adjourned at 7:43 \*NEW PAGE\* REGULAR MEETING CALL TO ORDER: The regular meeting of the Schoharie Land Trust Board of Directors was called to order by Ken Hotopp at 7:43 PM at the Cooperative Extension Office in Cobleskill on 21 November 1991 BOARD MEMBERS PRESENT: Elliott Adams Ken Hotopp Eugene McCaffrey Dan Schuppel Sandra Scouten -Ford John Townsen d Karl Westphal BOARD **MEMBERS EXCUSED** Catheri ne Harwood Mary Jo O'Donne 11 Robert Smith **MEMBERS** PRESENT: Steve Larson

John Mauhs

- IROQUOIS PIPE LINE: The LPEP proposal has been submitted and received, but, no response will come until the middle of December. The Board unanimously thanked Gene McCaffrey for conceiving of and putting together this proposal.
- COBLESKILL ROTARY: Ken Hotopp gave a presentation about the SLT to the Cobleskill Rotary.
- PICKETT PROPERTY: There have been no new developments on this property. Ken Hotopp is keeping in touch with Mrs. Pickett. Dan Schuppel will contact SUNY to have a proposal for Educational Research be drawn up as another option. The Pickett property will not be the last marginal dairy farm we see. Therefore it would be useful to review what can be done with them.
- COMMUNITY SUPPORTED AGRICULTURE: Mike Welsh will be invited by Sandra Scouten-Ford to give a 15 minute presentation at our next meeting
- TOWNSEND PROPERTY: Dan Schuppel reported that there seemed to be no function for the SLT in the Townsend property transaction. The Board unanimously thanked Dan Schuppel for following this project from start to conclusion.
- DOZEL PROPERTY: As reported before the owners would like some organization to pay the taxes on the property (\$3,500 to \$4,000 per year) for from 4 to 14 years. At which time they would turn the title over, with restrictions that it be maintained as a farm with preservation of the buildings, etc. They have had a national organization offer to do what they want. Perhaps SLT could take a role in holding the easements.
- PROPERTY COORDINATORS: To address the concern that, with several possible properties before the SLT at once, we might lose track of them, it was proposed that one person be responsible for coordinating each property. Their responsibility would not be to do the project, or even to do any particular part of the project. Rather their responsibility would be to be sure it doesn't fall through the cracks and get lost or be forgotten. As

- part of that process of having one person responsible for keeping track of each project, Ken Hotopp will ask Catherine if she will take responsibility for the Dozel property.
- 501 c 3: John Townsend reported that the IRS had had several questions about SLT's application. He had written back to them and is waiting for a reply.
- INDEMNIFICATION: Dan Schuppel reported that D&O insurance for SLT had been denied by 3 companies and a 4th has not responded yet. He further, generously, donated to the SLT an instrument that bonded the account signers for \$100,000.
- LTA SEMINARS: Elliott Adams gave report on another seminar from the LTA Rally. Sandra Scouten-Ford offered to report on the last tape. Karl Westphal will report on a tape at the next meeting.
- COMMITTEES: John Mauhs submitted a proposed list of committees and there responsibilities. The Board members are to review this for the next meeting.
- MINUTES of the 17 October 1991 and 19 September 1991 meetings were approved.
- NEXT MEETING: The next meeting will be on the third Thursday as usual, 19 December 1991, from 7:30 pm to 9:30 pm at the Cooperative Extension Office in Cobleskill.

ADJOURNMENT: The meeting was adjourned at 9:35 pm.

Elliott D. S. Adams

Recording Secretary