

**Connecticut Society Sons of the American Revolution**  
**Special Board of Managers' Meeting**  
**July 18, 2015**  
**Southbury Library, Southbury, CT**

President Ethan Stewart called the meeting to order at 10:05 a.m.

Following the invocation, the Pledge of Allegiance, and the Pledge to the SAR, Secretary Paul Selnau indicated that, with 22 members in attendance or by proxy, a quorum was present for the meeting.

**Roll of BOM members present: 16 present and 6 proxies for a total of 22 voting members**

Bruce C Lyon (TG)  
David Packard  
Ethan A Stewart Sr  
John B. Towle  
Lee A Gerlander  
Russell W Wirtalla  
Todd L Gerlander  
William Lane

Damien M. Cregeau  
David J Perkins (PS)  
Gregory E. Thompson  
John M Emblidge (TS)  
Paul H Selnau  
Thomas B Gorin (DB)  
Tyler D Smith

Daniel E Benoit  
Dean H Gaugler (DB)  
Ian King  
John R. Harrison  
Richard W Kendall  
Timothy T Curtis (PS)  
William H Robbins

**Total Attendance: 22**

Secretary Paul Selnau noted that on July 12, 2015 Past President Stephen Shaw resigned his membership in the Connecticut SAR. David Perkins has notified national.

Secretary Paul Selnau reported that on July 2, 2015 today's agenda and motions were sent to Stephen Shaw by certified mail. The certified mail was received by Stephen Shaw on July 6, 2015

Secretary Paul Selnau presented Motion One: Repayment to CTSSAR by Stephen Shaw

The motion was discussed by all in attendance. Item 3; of the original motion was modified: "Stephen Shaw's was given a Life Membership for his efforts in establishing and maintaining the data base, the web site, and to provide updated directories. Stephen has resigned and will no longer be providing the CTSSAR with those services. Therefore, Stephen Shaw's Life Membership will be revoked". Based on the by-laws, the BOM has no authority over the Life Membership Fund and cannot the only way a life membership. A motion was made to remove item number 3.

Daniel Benoit will not be placing Life Membership Funds into the general account to pay for his membership because Stephen has resigned.

A motion to revised the original motion number one was made by Paul Selnau  
The motion was second by Richard Kendall  
The motion was passed by 22 in favor

### **Revised Motion One: Repayment to CTSSAR by Stephen Shaw**

1. Stephen Shaw's company received \$3,000.00 for services rendered. President Stephan Shaw did not use his \$1,500.00 budget; he used his own resources to cover his \$1,500.00 travel and expenses. This will serve as partial payment of the debt.
2. The \$1,500.00 balance paid to Stephen Shaw's company is fair compensation for the services rendered and the data base we received. This will serve as payment for the balance of the debt

The revised motion number one was made by Paul Selnau  
The revised motion was second by Richard Kendall  
The motion was passed by 19 in favor and 3 against

Item 3 being part of the original motion number one was part of the agenda. A motion was made to continue the discussion and create a motion on this item.

The revised motion number one was made by Tyler Smith  
The revised motion was second by Richard Kendall  
The motion was passed by 22 in favor

Discussion of Item 3 of the original motion number one:

Based on the by-laws; the BOM has no authority over the Life Membership Fund and cannot suspend a membership. The Life Membership Committee is the only authority over the funds. Presently a Life Membership cannot be revoked or terminate a member. The only way a member can be removed from life membership is by the death of that member. The members present feel there should be a mechanism in the bylaws to allow the BOM some oversight and the ability to remove a member prior to their death.

### **Motion One on Item 3:**

Our council shall review the Life Membership portion of the bylaws and provide recommendations to the BOM on the following:

Is it possible to revoke, suspending or terminated a members Life Membership prior to a persons death.

The motion number one was made by Tyler Smith  
The motion was second by Daniel Benoit  
The motion was passed by 22 in favor

### **Motion Two on Item 3**

If our counsel determines that a life member's membership can be revoked based on a two thirds majority vote by BOM, then a motion will be presented to the BOM.

The motion number one was made by Tyler Smith  
The motion was second by Daniel Benoit  
The motion was passed by 22 in favor

Secretary Paul Selnau presented Motion Two: Stephen Shaw suspension from the Board of Managers

The original Motion Two was discussed by all in attendance. It was determined that the original motion should be split into two separate motions. Here after noted as (Motion number Two and Motion number Three).

**Motion Two: Stephen Shaw violated the Acting in Good Faith section of the Whistleblower Policy**

Just prior to our February 2015 meeting, Past President Stephen Shaw sent a letter to a select group of the Board of Managers with several accusations and derogatory statements directed at several CTSSAR members. His accusations have proven to be false and his derogatory statements have caused serious distress to the members mentioned.

Past President Stephen Shaw violated the Good Faith section of the Whistleblower Policy described in The Code of Conduct, Section 28 of the bylaws by making maliciously, recklessly, and false allegations directed at several members of the CTSSAR.

The revised motion number two was made by Paul Selnau  
The revised motion was second by Richard Kendall  
The motion was passed by 19 in favor and 3 against

**Motion Three: Stephen Shaw suspension from the Board of Managers**

Past President Stephen Shaw violated the Good Faith section of the Whistleblower Policy described in The Code of Conduct, Section 28 of the bylaws by making maliciously, recklessly, and false allegations directed at several members of the CTSSAR. Stephen Shaw has "walked away" from the CTSSAR and has resigned his membership in the Connecticut SAR. The Board of Managers considers Past President Stephen Shaw a member not in good standing. He will therefore be suspended from the Board of Managers until such time that he addresses and rectifies his false accusations and his derogatory statements.

The revised motion number three was made by Paul Selnau  
The revised motion number three was second by Gregory Thompson  
The motion was passed by 19 in favor and 3 against

Secretary Paul Selnau presented the **original** Motion Three: Amendment to Article VI, Section 4; Proxy Voting

The original motion was discussed by all in attendance and revised as **Motion Number Four** as follows.

Other sections of the bylaws relating to a quorum will need to be **Motion Four: Amendment to Article VI, Section 4; Proxy Voting**

### **Current By-Law**

Section 4. A member of the Board of Managers who is unable to attend a meeting of said Board may provide a proxy to another member of the CTSSAR. Such a proxy will authorize its holder to vote on any and all matters coming before said Board that the provider of the proxy could have voted on had he been present. To be valid, a proxy shall state the provider, the holder, the date of the meeting for which the proxy is valid, and instructions, if any, for the holder. A proxy is only valid for the meeting and on the date shown on the proxy. Proxies shall be included in the quorum count of meetings of said Board. At each meeting of said Board proxies for that meeting shall be announced and any challenges to any proxy shall be resolved before any other matter is brought before said Board. The minutes of each meeting of the Board of Managers shall include the names of all the providers and holders of proxies for that meeting.

### **Amendment Motion**

Section 4. **A member of the Board of Managers is only entitled to one vote.** A member of the Board of Managers who is unable to attend a meeting of said Board may provide a proxy to another **non-board** member of the CTSSAR **who is able to attend the meeting in his place.** Such a proxy will authorize its holder to vote on any and all matters coming before said Board that the provider of the proxy could have voted on had he been present. To be valid, a **written proxy naming that CTSSAR member** shall state the provider, the holder, the date of the meeting for which the proxy is valid, and instructions, if any, for the holder. **For the proxy to be valid, the written proxy must be submitted to the CTSSAR Secretary after the issuance of the agenda and prior to the date of the meeting.** A proxy is only valid for the meeting and on the date shown on the proxy. Proxies shall be included in the quorum count of meetings of said Board. At each meeting of said Board proxies for that meeting shall be announced and any challenges to any proxy shall be resolved before any other matter is brought before said Board. The minutes of each meeting of the Board of Managers shall include the names of all the providers and holders of proxies for that meeting.

The revised motion number four was made by Paul Selnau  
The revised motion number was second by Todd L Gerlander  
The motion was passed by 22 in favor and 0 against

This motion will be submitted to the next all member meeting for vote.

## **The 125 Campaign**

See attached backup documentation presented by President Ethan Stewart.

President Ethan Stewart has asked all in attendance to consider where they want the 125 Campaign to go. A general discussion of the 125 Campaign took place.

President Ethan Stewart asked Bob Serow to resign approximately one month ago. Bob resigned as requested. We are no longer paying Bob Serow for his services. Funds paid to date were paid out of the properties budget.

It was noted that the driving force of the campaign was Stephen Shaw. After his resignation the campaign has struggled.

For the fund to be successful and move to soliciting funds from outside sources, the CTSSAR needs an 80% commitment and an acknowledgment that it will be a 100% commitment. The commitment is required to be in cash; it can be done endowments and life insurance policies. This is requiring each BOM member to contribute a minimum of \$4,600.00.

The \$210,000.00 is from the Adams Grant. If we do not continue with the 125 Campaign we will not be required to return the funds. We have approximately \$40,000.00 remaining in the treasury from the Adams Grant.

The 125 Campaign was never presented to the BOM in the way it is being presented today. The Campaign was initiated by the Properties committee and did not need BOM approval to proceed. However, as we've discovered, full BOM participation was required.

The November 8, 2013 proposal to Stephen Shaw outlined several very specific steps that needed to be taken and a fee for taking those steps. The steps were not taken and we exceeded the fee in the initial proposal. The BOM should review that proposal and determine if they want to see the 125 Campaign continue and the steps outlined in the proposal initiated.

We should consider the creation of another entity and have an outside museum curator manage the properties and a fund raising campaign.

David Packard indicated that at the last properties Committee meeting they redirected themselves and are focusing on maintaining the properties with the resources in hand and the staff available.

The members present did not see a need to invite our grant writer to the September meeting.

We need to decide if we want to employ staff or go back to an all-volunteer staff to maintain the properties.

Dave Packard reiterated the statements he has made before. He is not getting the volunteers from the Society needed to keep the properties open longer. If we didn't have paid, the New London property would never be open.

It was noted that Dave Packard has done an excellent job with the properties. Today's discussions are touching on a larger issue that required discussing with important decisions as to the direction the properties are going. We have discussed these issues several times with no resolution. The BOM will need to schedule another meeting when we can take the time to discuss all the options and make a recommendation to the full membership on a direction for the properties.

Conclusion and Recommendation:

I was the unanimous decision of the members present today that the 125 Champaign be terminated.

The recommendation of the members present is to put forth a motion to the entire membership at our September meeting to terminate the 125 Champaign.

The meeting was adjourned at 12:00 noon

Respectfully submitted,  
Paul H. Selnau, CTSSAR Secretary