

# OLD SAYBROOK COASTAL RESILIENCE COALITION, INC.

## MEETING MINUTES

LOCATION: OLD SAYBROOK TOWN HALL

DATE/TIME: JANUARY 5, 2023, 4:00 P.M – 5:35 P.M.

ATTENDEES: Gary Albanese, Joanne Breen, Marie Cerino, John Kennedy, David Pettinicchi, Robert Pulito, Edwin Rajotte, Joseph Russo

### AGENDA ITEMS

Initial Meeting - This is the initial meeting of the incorporated organization. The following draft documents were reviewed and discussed with the group.

#### Documents Reviewed:

1. Nonstock Certificate of Incorporation (organizing document), which meet IRS requirements
2. Creation of Bylaws and show evidence of adoption
3. Conflict of Interest policy (see “Conflict of Interest Document” section below)
4. Standard narrative of proposed activities

Documents reviewed and discussed. Ed Rajotte performed edits online as they were discussed. Revised documents will be attached separately.

Expenses – Each beach association will remit \$250 toward startup costs. Expected costs: \$1,500 attorney fee; \$125 - \$150 website fee; other registration fees TBD.

Registered Agent – The State of Connecticut requires a registered agent, who must be available during normal business hours. Since none of the existing members are able to do that, we should hire someone, at estimated cost of \$150/annum. Registration address and mailing address can be different, so there is no impact if we “outsource” this task.

Organization Name – Organization name and acronym have been vetted, and there are no conflicts in terms of naming convention.

Power Base – Power rests with OSCRC Board, not the individual beach association boards that comprise the coalition.

Insurance Coverage – The group needs to maintain a Directors & Officers (D&O) insurance policy to protect the group and its members. Discussion was held but this task still needs to be assigned to someone.

Amendments – We need to establish a procedure whereby documents can be amended going forward.

Conflict of Interest Document – It was suggested that there may be more appropriate template documents that fulfill our needs. Various attendees are providing these documents separately. These documents should be reviewed by each member, with appropriate input provided to Mr. Russo no later than Wednesday, January 10, 2023.

Documents and Additional Information – Each association shall assign one member to serve on the OSCRC Board of Directors, along with one alternate from each association. No later than Wednesday, January 11, 2023, each Board members should provide name, mailing address, email and telephone number for themselves and his/her alternate.

Election of Board Members – The following members were elected as officers of the OSCRC:

President – Joseph Russo

Vice President – Gary Albanese

Secretary – David Pettinicchi

Treasurer – Edwin Rajotte

Meeting adjourned at approximately 5:35 p.m. Next meeting scheduled for Thursday, February 9, 2023 at 4:00 p.m. in Old Saybrook Town Hall.