

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: March 18, 2022

Attendees: Theresa Mann, Brigid Browning, Amy Rose, Abby Brown

The Board unanimously approved the minutes compiled from conversations over email on and around January 17th, 2022. Those minutes included making changes to the 2022 Strategic Plan to include the following:

- Downgrade the Advisory Committee, making it a more organic group of former Board members;
- In the Spring, we mail one fundraising letter hoping to get to \$20k, then add in other fundraising efforts as needed;
- Review info garnered from mailer and pick one project to raise money for and participate in achievement thereof over the summer; and
- Recruit one Board member.

The Board was pleased to receive information from the IRS regarding MCF's 501(c)3 status. The group decided because we had received our designation prior to filing our 990 return, that we would go ahead and process our tax return using our tax ID number and non-profit designation.

The Board discussed goals for 2022. They included a fundraising letter to go out in April. This letter would be sent to all Middlesex households regardless of income. In the letter we would include information about how to apply for funding.

Board members reviewed the Treasurer's report and discussed making the grant applications more visible on the website.

Regarding applications for funding, the group approved two requests from Rumney Elementary, Girls on the Run funding for \$525 and weather appropriate clothing for \$300. Funds would be disbursed on 3/21/22 and mailed to address included on the applications.

The group scheduled their next meetings for July 15th at 3pm and October 14th also at 3 pm. At the July meeting the group would discuss further fundraising efforts to reaching a goal of \$20k as well as Board recruitment.

TO DO LIST:

Theresa and Brigid: compile today's meeting minutes;

Brigid and Abby: get the checks out on Monday for the Girl's on the Run and Clothing applications, both for Rumney

Brigid and Abby: work on getting things together for the mailer

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: January 17, 2022 (via email)

Attendees: Theresa Mann, Brigid Browning, Amy Rose, Abby Brown, Thea Schwartz

Board members approved of the 2022 strategic plan via email. Changes to the strategic plan include:

- 1) Downgrading the Advisory Committee to include just former Board Members.
- 2) Sending out one fundraising mailer in the spring hoping to raise \$20k and implementing other supplemental fundraising efforts as needed.
- 3) Selecting one project to raise funds for at summer meeting. Selection will be based on community feedback gathered from the mailer.
- 4) Recruiting one new Board Member.

Board members also agreed to roll back the number of Board meetings from monthly to quarterly.

The next Board meeting would be in the spring. March/April.

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: October 11, 2021, at 12:15 pm

Attendees: Theresa Mann, Brigid Browning, Amy Rose, Abby Brown

Agenda:

Prior Meeting Minutes Approval - Approved

Board member job description, FPF Announcement and Letter to Local Business – Board Member JD is approved, FPF – remove Liz’s name. Hold on the letter to local businesses.

Treasurer’s report & Fundraising & Business letter review & Sponsorship (Brigid) – Bank balance is the same. One more grant request came in and was fulfilled with a

\$200 gift card for Shaw's. Hold off on business letter until we have a project to fund and incorporate that into the letter.

Approve printed materials (from Kimberly) – Changes sent to Kimberly but have not heard back from her yet.

Giftcard status with Shaw's – Need to follow up with Shaw's but we may not get a discount. Price Chopper was not willing to offer a discount so Shaw's may not either.

Advisory Committee Launch & Plan – The group decided to use former board members to build out the Advisory Committee and not recruit specifically for this.

Other projects to fund – Rumney is still working through the details of their grant request. Picnic tables have been declined due to storage space requirements. A Food pantry can be tricky given that some residents don't necessarily want their children to have access to food's that are not of their choice. Talked about possibly placing it at the Red Hen/Camp Meade but that could have it's challenges as well.

Brigid to follow-up with Foodbank to see who is supporting the "pop-up" locations where food is available (there is a refrigerator now on Elm Street near the laundromat).

Phone status – With Theresa now, no calls. Brigid on deck for November.

Other:

We have filled 3 grants so far.

Action Items:

Theresa –

None

Brigid –

Follow-up with the Foodbank about pop-up sites.

Revise strategic plan

Contact Camp Meade team

Abby –

To connect with U32 person that Amy had been in contact with.

Finalize & Submit FPF announcement

Amy –

Send Abby the email previously sent to U32.

Thea –

Post job description on website.

Next Meeting date 11/08/21 Proposed Agenda:

Meeting minute approval

Treasurer's report

Strategic Plan Review & Amendments

Printed Materials status

Giftcard status with Shaw's

Projects to Fund – Pop-up Food pantry, clothing drive, what else?

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: September 13, 2021, at 12 pm

Attendees: Theresa Mann, Brigid Browning, Abby Brown, Amy Rose

Agenda:

Prior Meeting Minutes Approval - Approved

Board member job description & approval of new members – Send to team to review and propose edits.

Treasurer's report & Fundraising & Business letter review & Sponsorship (Brigid)
– Bank bal. \$6032.65. No expenses currently other than grant requests. Letter to be sent to board members for review. Next meeting determine dates for sending out.

Grant status (Amy) – Submitted to the VT Community fund. Reached out to WEC asking for details. Ben & Jerry's is geared towards community projects up to \$2000 and can only apply once per year.

Annuity.org request - They would like to put a link to an article on our website in the resource section. Article is about the impacts of COVID and women. Decided to pass on this for now but we may be able to leverage their resources.

Outreach Plan - Flyer to post at schools – Looks good, has a \$300 cap and we would like to change to say cap is per individual, not household. For next Summer we will contact local camps and let them know about our program. Need a list of camps; Lotus Lake, Monteverdi Music school U32 & Rumney band teachers etc.

Bio information needed for Grants – Need short bio from everybody. Name, address, phone, short summary of experience.

Other:

Move to monthly meetings. Approve FPF proposal by 9/23/21 via email. Next meeting will be Oct 11th @ 12:15 pm

Phone schedule – Theresa for Oct, Brigid for Nov.

Action Items:

Theresa –

Send short bio to Amy for use on applications.

Send out minutes w/ zoom link.

Reach out to Thea about updating minutes on the website.

Brigid –

Send out board member application to group for review with fresh eyes to see what we can edit so it is more appealing to folks.

Send fundraising plan & business letter to board members.

Send short bio to Amy for use on applications

Abby –

Send out business letter for review.

Draft up a FPF announcement – reminding community of programs in light of reduced unemployment benefits.

Send short bio to Amy for use on applications

Amy –

Reach out to U32 and Rumney to get a list of items that are needed.

Thea –

Send short bio to Amy for use on applications

Next Meeting date 10/11/21 Agenda:

Approve printed materials (from Kimberly) –

Giftcard status with Shaw's –

Advisory Committee Launch & Plan –

Other projects to fund – Welcome to Middlesex sign maybe or teachers lounge if they submit an application.

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: July 8, 2021, at 11 am

Attendees: Theresa Mann, Brigid Browning, Abby Brown, Amy Rose

Agenda:

Prior Meeting Minutes Approval - Meeting minutes approved.

Board member job description – Sent out yesterday for review. Two people are interested in being on the board, Wendy Freundich & Wendy Gillander. Board members approved the job description.

Phone Script Review (Thea) – Brigid will print out and put a copy with the phone. Adding a question “Do you live or work in Middlesex”.

Treasurer’s report (Brigid) – All good, around \$5000 in the account now. The next push for donations is the business sponsorship letter, targeting September to mail it.

Grant status (Amy) – Application is almost complete for the VT Community Foundation Grant, needed EIN number to complete and Brigid provided on the call so should be good to move forward. Ben & Jerry’s grants are more advocacy based but will continue to look into it.

Fundraising Update (Brigid) – Abby developing list of Middlesex businesses. Thea thinking that we can have the businesses logo’s on our website but need to do more research. Donor card, envelopes & thank you cards are being worked on, proofs have been sent to Brigid for approval. _ Planning to send a Holiday card after Thanksgiving Day to potential donors. Amy made a suggestion to create a flyer to put up around the area – Red Hen, Schools etc. Abby to create draft proposal.

Other:

One phone call for basic needs. Abby is waiting for a response from the individual, but the board approved a \$200 Shaw’s gift card.

Brigid authorized to purchase \$1000 in Shaw’s gift cards if we get a discount.

By-Laws to be amended to read a “minimum of 5 board members and a max of 9 members” and open to people who live or work in Middlesex.

Theresa forwarded email from Mary Just Skinner to Amy related to a grant opportunity with WEC.

Action Items:**Theresa -**

Send Brigid the email from Wendy Gillander (done)

Send meeting minutes out and schedule 9/2/21 meeting.

Brigid –

Talk with Mike at Shaw's about discount gift cards.

Schedule meeting w/ CVWGC to approve using as a pass through.

Forward printed materials proof email to board members for approval.

Review Strategic Plan related to fundraising, amend and forward to board members. Amend advisory committee language since we have put that on hold.

Send out the Volunteer job description to board members, fill out and mail back to PO box.

Abby –

Drop phone off at Brigid's and check voicemail message.

Draft up a flyer to post around town & community areas.

Forward letter sent to last basic needs applicant to board members to approve as use a template for going forward.

Amy –

Complete application for the VT Community Fund

Thea –

Research commongoodvt.org for resources and guidance.

Next Meeting date 9/2/21 Agenda:

Business letter review & sponsorship plan

Approve printed materials (from Kimberly)

Giftcard status with Shaw's

Prior Meeting Minutes Approval

Treasurer Report

Fundraising update

Advisory Committee launch & plan

New Board member approval

(Next meeting on 9/16 – new board members would be invited to this.)

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: June 17, 2021, at 11 am

Attendees: Theresa Mann, Brigid Browning, Abby Brown

Agenda:

Prior Meeting Minutes Approval - Approved by team.

Treasurer's report (Brigid) – May 28th Bank Statement shows a balance of \$1,600. Donorbox charges for usage of their application so are \$119. To defray these costs, the group decided to include the following language on the website: “If you choose to submit your donation by way of credit card, debit card or PayPal using Donorbox, please consider increasing your gift when prompted to pay for associated banking fees.” Brigid offered to find the link for Thea to use to add this prompt. So far in June the Fund has received \$600 in additional donations.

Fund Raising next steps (Theresa/Brigid) – Reached out to Kimberly who did the logo design to create fundraising materials including envelopes, a brochure, and a donation card. These items would be paid for by Rebtex Diamond Blades and would be free to the Fund. The group added a pre-printed thank you card.

Grant request – Abby reached out to local groceries about discounted gift cards. Price Chopper responded and Abby to fill out the application. Without the discount in place, we agreed to buy a \$200 Shaw's gift card to satisfy the grant's current request. The team agreed to this.

Board member job description – The group decided to table this item until more members were present. They also tabled updates regarding grant status, communications, and phone script review.

Other:

The Fund phone has not rung this month. Brigid offered to keep the phone for the remainder of June.

Action Items:

Theresa:

Connect w/ Thea for training on updating website meeting minutes.
Send out meeting minutes & next meeting agenda.
Look into Informed delivery from USPS for the PO Box.

Brigid: Send Thea language on donor box fees and contact Kimberly

Abby: Get gift card, write letter, and mail gift card to applicant. Send delivery receipt.

Next Meeting (7/8/21 @ 11 am):

Approve meeting minutes (Standing agenda item)
Board Member job description
Script review & approval.
Treasurer's report (Standing agenda item)
Grant status
Fundraising update

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: June 3, 2021 at 11 am

Invitees: Theresa Mann, Brigid Browning, Amy Rose

Agenda:

Website Update (Thea) – Looked at website during meeting and tested out the donate function. For the Education and Camp grants section, Amy suggested that we amend the language to include the \$300 as a typical grant amount, but that all requests would be considered That change was agreed to. Also all agreed that the grant apps are fine to be printed and not be fillable PDF's.

Mailing List status (Brigid) - The letter to past Food Shelf donors has gone out. The group agreed to ask Abby to reach out to town clerk for town resident data, to look into possible free donor management software, and to continue researching local business contact data.

Launch (team) – We are live!! Thea is working on the scripts, Finalized on-call schedule: Thea for June, Theresa for July, Brigid for August, Amy for September

Grant research (Amy) – Will apply for a \$5K grant from the Vermont Community foundation. Also will apply for a \$2K grant from Ben & Jerry's. There is also a community grant through the state that we could apply for if we get a good community project, the river walk project may already have done this. NSB also has a grant program as well that we can look into. Amy will also look into donation jars and "rounding up for a good cause" opportunities locally.

Other:

Fundraising – Have received a few donations already. No new expenses that we are aware of coming up. Brigid will take care of mailing expenses. Looking into a tri-fold flyer that could be included in any communications with a tear off donation card.

Currently the Fund has \$3775 in the account. \$2000 of this was from the Central Vermont Women's Giving Circle.

Meeting Minutes - The group agreed to have a more formal approach to the meeting minutes as they are on the website. The group needed to approve and ask Thea to post minutes from the last two meetings.

The next meeting agenda and date were agreed to and the call ended.

Action Items: Abby

- Look for free donor management software
- Contact Town Clerk to request Grand List address list

Theresa

- Send Thea updated Meeting minutes log for uploading to website.
- Email draft announcement the central message being the launch of our new website.

Look for free donor management software

Contact Town Clerk to request Grand List address list

Brigid

Confirm that there are no expenses associated with using Donor Box to either the fund or the donor.

Follow up with Thea regarding website: verbiage for donor box costs, PDF Fillable forms, Cap for Education & Camp grants

Amy

- Apply for grants with VT Community Foundation, Northfield Savings Bank and Ben & Jerry's.

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: April 22, 2021 at 11 am

Invitees: Theresa Mann, Brigid Browning, Amy (Brady) Rose, Abby Brown, Thea Schwartz

Agenda:

Introduction of Thea Schwartz, our newest member! Logo

Elections

Resource list, which groups must include?

Pictures for website

When are we ready to go live, and what will that look like?

Notes:

Logo option A was approved.

Brigid has a “Glitter” phone that we will share each month or so. Person w/ phone to check it once per day. Theresa & Brigid to meet w/ Dave on the 24th about transition.

Team voted:

Theresa & Brigid – President/Treasurer

Amy – VP

Abby – Secretary

Website design: Home page would have 5 big buttons for grant applications and one for resources. On the Resource page a button for each category; Food, Heat, Education, Health.

Include 211 on the site as a resource.

Thea to help with the website design/launch.

Add a Feedback section on Website

A section on the website for Sponsors/Donor businesses with links to their website.

Need letterhead before we can send out a fundraising letter.

Abby Fundraising Committee chair

Thea Communications Committee chair

Theresa Strategic Planning Committee chair – To meet w/ Brigid and map out a plan for launch and the Summer. Go live target end of May.

Need a FPF announcement Launch before Website is ready

Action Items: Thea –

- Communications and website
- Review the 1023
- Get a blurb from Abby to use for the emails to reach out to folks in the community to see what photos we can use on website.

Abby

- Front Porch Forum announcement **Theresa**
- Next Meeting announcement – 5/6/21 (Abby cannot make it)
- Meet w/ Brigid about strategic plan
- Email plan out to team prior to 5/6/21 meeting

Brigid

- Email Dave about Sunday meeting
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MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: March 25, 2021 at 11 am via Zoom

Invitees: Agenda:

Theresa Mann, Brigid Browning, Amy Brady

- Review of meetings w/ Rebecca
- Articles of Incorporation - Application w/ Secretary of State
- Mission Statement Creation
- Next Steps

Notes:

Members agreed meetings with Rebecca had been fabulous, very informative and helpful. They also agreed to include Abby's language in the current draft MCF Bylaws and aim to finalize the bylaws if possible (along with all grant applications), at the next meeting. Members reviewed the MCF Articles of Incorporation, and regarding next action steps for setup, Brigid suggested the Fund submit a full 1023 IRS application over using another organization as a pass through, as having an independent 501c3 designation would simplify fundraising efforts and not limit their ability to raise more than \$50,000/yr during their first three years. The group agreed to go ahead with the full application. Because Rebecca had suggested the group use a community project to raise initial awareness of MCF, members discussed helping with improving the gazebo, rebuilding of the church, and/or doing a Green Up Day event. Members discussed board recruitment, and because three years was a short window of time, they agreed not to put term limits in the Bylaws. Members discussed next steps:

Action Items:

Team to review the applications and amended bylaws that Brigid will send after this meeting.

Brigid to contact the Inter-Faith program director.

Theresa to look at Community Good (follow-up from last meeting).

Amy to reach out to 1) someone at Rumney to talk about the Principal's Fund and to make them aware of what we are doing; 2) resource who'd offered up help on FPF; and 3) Shaw's regarding gift cards.

The group agreed to check-in Thursday, 4/1 at 11 am via zoom, and the call ended. The latest version of the bylaws is inserted here:

MIDDLESEX COMMUNITY FUND BYLAWS

Article I Name of Organization

This organization shall be known as "Middlesex Community Fund, Inc." The Middlesex Community Fund is the trade name for Middlesex Community Fund, Inc.

Article II Mission

The mission of the Middlesex Community Fund is to make a difference in Middlesex by responding to individual and community needs.

Article III Purpose of Organization

The Middlesex Community Fund was formed by concerned citizens of Middlesex to facilitate the award of grants as set forth herein. The organization's primary purposes are as follows:

(1) To provide services, not provided by the town of Middlesex, for the benefit of the residents of Middlesex, particularly for residents who are disadvantaged, elderly, disabled or of need.

(2) To engage in activities that generally provide for the well-being of residents of Middlesex.

(3) To carry about any of the above purposes through the provision of grants to individuals, groups or entities upon submission and approval of worthy proposals.

Article IV Nature of the Organization

The Middlesex Community Fund is formed as a non-profit corporation in the state of Vermont. It will operate as an IRS Section 501(c)(3) charitable organization and will operate as a public charity. The organization will have no members and will not engage in political or legislative activities.

Article V Funding of the Organization

The Middlesex Community Fund may seek funding from a variety of sources including individuals residing in Middlesex, the general public, organizations whether or not for profit, and government and private grants. It may also secure funding through any other lawful means such as sales of items, raffles and fundraising events. Money collected may be commingled or may be segregated into different accounts and earmarked for specific activities or programs.

Article VI Directors and Officers

(1) Directors. The Middlesex Community Fund will have a Board of Directors consisting of no less than five (5) members. An individual serving as an officer of the organization may also serve as a member of the Board of Directors. Individuals to serve on the Board of Directors will be selected from residents of Middlesex or as the Board shall determine, but in all cases the majority of the Board shall be residents of Middlesex. The Board will be responsible for the oversight of the organization. It may establish policies for the organization or delegate this

responsibility to the officers. The Board of Directors may appoint officers of the organization or an executive director. The Board of Directors shall hold at least one annual meeting and shall decide the date, time and place of their meetings. The Board of Directors shall establish rules and procedures for meetings. A minimum of three Directors will constitute a quorum. The Board of Directors shall have full authority to oversee and direct the affairs of the organization and to take any action to accomplish this, providing such action is lawful and consistent with the purpose of this organization as set forth in these bylaws, including any properly adopted amendment to these bylaws. The Board of Directors by majority vote may remove a director and appoint a new director to fill a vacancy. One or more vacancies in the composition of the Board shall not prevent the Board from acting as long as there are at least three (3) Director positions filled and all other requirements of the Board as set forth herein are met.

The Board of Directors may appoint up to four officers of the organization – president, vice-president, secretary and treasurer. Officers may be removed at any time by action of the Board of Directors, who shall have the authority to fill any officer vacancies. The president shall serve as the chief officer of the organization. The vice president will perform the duties of the president during the president's absence and may perform other duties that may be requested by the Board of Directors from time to time. The treasurer, subject to direction from the Board of Directors and the President, will be responsible for the receipt, deposit and investment of funds; maintenance of the financial records of the organization; the preparation of financial statements; interfacing with financial institutions; and preparing and filing tax returns. The secretary shall have the responsibility of maintaining the records of the organization; receiving and preparing correspondence of the organization; and preparing and filing any governmental or other filings necessary for the organization to carry out its business or to comply with applicable law.

Article VII Staff and Consultants

The Directors, or Officers, if appointed, have the authority to hire employees, contract with independent contractors or solicit volunteers to assist in the day-to-day operations of the organization. The Directors, or Officers, if appointed, also have the authority to retain consultants, including accountants and lawyers, to assist them in running the organization. The Directors, or Officers, if appointed, may set salaries, enter into contracts, and reimburse fees and expenses as they deem necessary for the operations of the organization.

Article VIII Programs and Policies

The Board of Directors and Officers, if appointed, shall be responsible for developing programs to fulfill the mission of the organization. They may establish written policies as necessary to carry out these programs. They shall be empowered with full authority to take any lawful action necessary to ensure that the mission of the organization is accomplished.

Section 8.01 Awarding of Grants

Grants distributed by Middlesex Community Fund will further the Middlesex Community Fund's exempt purposes of providing assistance to people in need, and funds to organizations that

serve them, in Middlesex. By distributing funds, the Middlesex Community Fund will improve life for the Middlesex community members and enhance community resources.

Section 8.02 Grant Applications and Reporting

A grant request or application will be required for all applicants. The Middlesex Community Fund reserves the authority to withhold or recover grant funds in case such funds are, or appear to be, misused. Grantees are required to ensure that Middlesex Community Fund funds, if received, will only be used for the purpose for which the grant is made.

Section 8.03 Procedure for Awarding Grants

(a) Basic Needs Requests/Applications will be reviewed upon receipt, voted on by the Board, and funds will be distributed directly to vendors on an applicant's behalf. Applicants may receive gift cards from businesses supplying goods and/or services in order to fulfil an individual's or family's request.

(b) Education Scholarship Applications will be reviewed upon receipt (annual deadline May 1st), voted on by the Board, and funds will be granted directly to scholarship recipients on an objective and nondiscriminatory basis. Scholarships will be awarded to those applicants attending an educational institution that normally maintains a regular faculty and curriculum and normally has a regularly organized body of students in attendance at the place where the educational activities are carried on. For these purposes, grant recipients need not be limited to degree candidates, nor must the grant be limited to tuition, fees, and course-required books, supplies and equipment. A recipient may use grant funds for room, board, travel, research, clerical help or equipment, that are incidental to the purposes of the scholarship or fellowship grant.

(c) Camp Scholarship Applications will be reviewed upon receipt, voted on by the Board, and funds will be distributed directly to the camp on an applicant's behalf.

(d) Community Project Applications will be reviewed upon receipt, voted on by the Board, and funds will be distributed directly to vendors on an applicant's behalf.

(d) Members may vote on grant applications in person, or by way of phone or email.

(e) Grants may be awarded in an amount up to the balance of the funds in the Middlesex Community Fund's bank account as long as a minimum of \$50.00 is maintained after disbursement of the grants.

(f) Grants shall be awarded upon approval of a simple majority of the voting membership.

Section 8.04 Criteria for awarding grants

(a) Applicants must either live or work in Middlesex.

(b) Applicant organizations must meet the Middlesex Community Fund's mission.

(c) Projects or programs that promote a particular political ideology are excluded from Middlesex Community Fund grant consideration.

Article IX. Indemnification

The Middlesex Community Fund shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a member of the Middlesex Community Fund, as well as their heirs, executors, and administrators, against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Middlesex Community Fund.

Article X. Conflict of Interest

Section 10.01 Purpose

The purpose of the conflict of interest policy is to protect the Middlesex Community Fund's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member of the Middlesex Community Fund or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.02 Definitions

(a) Interested Person: Any member of the Middlesex Community Fund is an interested person.

(b) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1) An ownership or investment interest in any entity with which the Middlesex Community Fund has a transaction or arrangement,

2) A compensation arrangement with the Middlesex Community Fund or with any entity or individual with which the Middlesex Community Fund has a transaction or arrangement, or

3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Middlesex Community Fund is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 10.02, a person who has a financial interest may have a conflict of interest only if the appropriate Middlesex Community Fund decides that a conflict of interest exists.

Section 10.03 Procedures

(a) Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of the Middlesex Community Fund committee considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Middlesex Community Fund meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

1) An interested person may make a presentation at the Middlesex Community Fund meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2) The chairperson of the Middlesex Community Fund shall, if appropriate, appoint disinterested person to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Middlesex Community Fund shall determine whether the Middlesex Community Fund can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Middlesex Community Fund shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Middlesex Community Fund's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy:

1) If the Middlesex Community Fund has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Middlesex Community Fund determines the member has failed to

disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.04 Records of Proceedings

The meeting minutes of the Middlesex Community Funds shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Middlesex Community Fund's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.05 Compensation

(a) A member of the Middlesex Community Fund who receives compensation, directly or indirectly, from the Middlesex Community Fund for services is precluded from voting on matters pertaining to that member's compensation.

(b) A member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Middlesex Community Fund for services is precluded from voting on matters pertaining to that member's compensation. (c) No member of the Middlesex Community Fund whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Middlesex Community Fund, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VIII Amendments

The Board of Directors shall have the authority to amend these bylaws at any time by an instrument in writing duly adopted by a majority of the members of the Board. No amendment shall be made that would cause the affairs of the organization to be operated in a manner contrary to the requirements of Section 501(c)(3) of the Internal Revenue code, as now in force or as hereafter amended.

Article IX Dissolution

In the event of dissolution, all Middlesex Community Fund assets will be donated to the Vermont Community Foundation, to be directed to an organization that benefits Middlesex residents.

Adopted this 18 day of March, 2021 Initial Board of Directors

Amy Brady Abby Brown Brigid Browning Theresa Mann Liz Scharf

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: March 18, 2021 at 11 am via Zoom

Invitees: Theresa Mann, Brigid Browning, Abby Brown and Rebecca Baruzzi (MRVCF)

Agenda:

- Continuing conversation with Rebecca re: Mad River Community Fund **Notes:**

Rebecca suggested that MCF model itself after the Mad River Valley Interfaith Commission's giving model (phone interview collecting name, contact info, amount needed and for what purpose) as that model is more relaxed than their own. (The contact there is Rev. Erin Reardon, email esr1250@hotmail.com). The Commission caps their giving at \$750. She asked regarding our guiding mission, whether we wanted to act as a safety net for the community or something else as the MRCF has had issues with their "not of one's own fault" mission throughout their duration. Regarding fundraising, the MRCF's fundraising efforts consist of just one annual mailing, raising over one hundred thousand dollars, while the Commission has a Thanksgiving basket event which brings in roughly \$30,000. She suggested we pick a community project to elevate initial awareness and interest in our organization and our mission. Theresa mentioned the gazebo as being one possible project. Regarding support for set up and legal issues Rebecca suggested we reach out to the organization Community Good which is partnered with Vermont Community Fund. She offered to continue to be a resource for us, and the call ended.

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: March 11, 2021 at 11 am via Zoom

Invitees: Theresa Mann, Brigid Browning, Amy Brady, Liz Scharf and Rebecca Baruzzi (MRVCF)

- Welcome and Introductions
- Mad River Community Fund, Rebecca Baruzzi, Mad River Community Fund's Project Manager
 - History, structure
 - Types of assistance, processes, applications
 - Budget, fundraising efforts
- Other business
- Next meeting date & Agenda Items

Notes:

Rebecca:

Challenge in getting information out to people.

No money goes directly to people, it goes to a vendor. Board is 8-9 people that meet once per month. Original grant giving was for hardships that were “no fault of your own” but they have moved away from that. When Irene happened, the fund grew the most. Then in 2017 they raised \$500K for the families of the 5 teens killed on I89. The Valley also has interfaith council that also gives out grants, but they ask fewer questions. They give up to \$750 per year. This is separate from the MRVCF.

Realized both funds were spending a lot of money on fuel. They then partnered with Capstone to solve that need. Rebecca works for the MRVCF but has a link to Capstone resources, so she ends up being the Valley “case manager” of sorts. She then guides people to state programs and other grant programs first then points them to the interfaith council depending on the situation. Her focus is on weatherization issues. The fund is getting more money in than is going out, mainly due to the middle class moving out of the area. As the wealth increases it makes it harder to get to the folks in the community in need.

The detail of how much we are planning to give is important for getting started. She used the example of the “not your own fault” policy and how that changed over the years.

Substance abuse situations require the right people skills.

An example of a time when they gave directly to an individual to help with CC debt. They then asked for another donation for another issue, but the real issue was money management, and that individual was not willing to go to financial counseling.

Liz asked about scholarships: they have added scholarships for Summer camps. No college scholarships currently. Instead, they are helping with drivers ed and transportation so that kids can attend Barre Tech if they want.

No paper trail required for general funding.

For individuals, they also do not report the details to the IRS. They use a bookkeeper, give him the P&L and the 990.

James Caffrey is the attorney on the Board. He works in Waterbury.

Liz will get the name of the lawyer that Capstone uses that has experience with 501C3 organizations.

Board meets monthly, great participation. They do an annual campaign, and they get enough donations to sustain for the year. They are on GuideStar (public info) if we want more information, no budget per se because they have plenty of money to give. They give out about \$100K per year in individual grants, \$60K to organizations and last year was \$140K for Covid bridge grants.

Not part of the town government or town budget.

Annually they receive about 40 applications.

Rebecca suggested that we may be better suited for the interfaith type of grant program to start. It's less "work". Then the call ended!

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: February 25, 2021 at 11 am via Zoom

Invitees: Theresa Mann, Brigid Browning, Liz Scharf

Agenda:

- Old Business
- Registrations, IRS, state
- Draft bylaws, applications
- Communications, domain, email, website
- New business:
- Bank account, NBS?
- IRS 1023 or 1023ez pro/con
- Next Mtg Date

Notes:

Members accepted the minutes from the previous meeting.

The Fund now had an IRS EIN and paperwork for a bank account had been filed with Northfield Savings Bank. The group discussed Central Vermont Women's Giving Circle as a pass-through organization for the Fund, similar to how the Church did for the food shelf. This would ease workload and expense for the Fund in the short term. We had a draft logo; a web domain and email address Brigid had spoken with a web designer about created a site for the Fund. Members discussed draft bylaws. Liz suggested including five Board members rather than three and this was agreed to. People talked about potential Board members to recruit, then discussed the application was willing to talk to Fund members about their history, structure, and applications processes at the next meeting. Members agreed they would meet on 3/11/21 at 11 am and then they adjourned.

Inserted here are the draft bylaws as discussed on 2/25/21. MIDDLESEX COMMUNITY FUND BYLAWS - DRAFT

Article I Name of Organization

This organization shall be known as "Middlesex Community Fund, Inc." The Middlesex Community Fund is the trade name for Middlesex Community Fund, Inc.

Article II Purpose of Organization

The Middlesex Community Fund was formed by concerned citizens of Middlesex to facilitate the award of grants as set forth herein. The organization's primary purposes are as follows:

(1) To provide services, not provided by the town of Middlesex, for the benefit of the residents of Middlesex, particularly for residents who are disadvantaged, elderly, disabled or of need.

(2) To engage in activities that generally provide for the well-being of residents of Middlesex.

(3) To carry about any of the above purposes through the provision of grants to individuals, groups or entities upon submission and approval of worthy proposals.

Article III Nature of the Organization

The Middlesex Community Fund is formed as a non-profit corporation in the state of Vermont. It will operate as an IRS Section 501(c)(3) charitable organization and will operate as a public charity. The organization will have no members.

Article IV Funding of the Organization

The Middlesex Community Fund may seek funding from a variety of sources including individuals residing in Middlesex, the general public, organizations whether or not for profit, and government and private grants. It may also secure funding through any other lawful means such as sales of items, raffles and fundraising events. Money collected may be commingled or may be segregated into different accounts and earmarked for specific activities or programs.

Article V Directors and Officers

(1) Directors. The Middlesex Community Fund will have a Board of Directors consisting of no less and three (3) members. An individual serving as an officer of the organization may also serve as a member of the Board of Directors. Individuals to serve on the Board of Directors will be selected from residents of Middlesex or as the Board shall determine, but in all cases the majority of the Board shall be residents of Middlesex. The Board will be responsible for the oversight of the organization. It may establish policies for the organization or delegate this responsibility to the officers. The Board of Directors may appoint officers of the organization or an executive director. The Board of Directors shall hold at least one annual meeting and shall decide the date, time and place of their meetings. The Board of Directors shall establish rules and procedures for meetings. A minimum of three Directors will constitute a quorum. The Board of Directors shall have full authority to oversee and direct the affairs of the organization and to take any action to accomplish this, providing such action is lawful and consistent with the purpose of this organization as set forth in these bylaws, including any properly adopted amendment to these bylaws. The Board of Directors by majority vote may remove a director and appoint a new director to fill a vacancy. One or more vacancies in the composition of the Board shall not prevent the Board from acting as long as there are at least three (3) Director positions filled and all other requirements of the Board as set forth herein are met.

The Board of Directors may appoint up to three officers of the organization – President, Secretary and Treasurer. Officers may be removed at any time by action of the Board of Directors, who shall have the authority to fill any officer vacancies. The President, if appointed, shall serve as the chief officer of the organization. The Treasurer, subject to direction from the

Board of Directors and the President, will be responsible for the receipt, deposit and investment of funds; maintenance of the financial records of the organization; the preparation of financial statements; interfacing with financial institutions; preparing and filing tax returns; and overseeing the periodic audit of the organization's books and records. The Secretary shall the responsibility of maintaining the records of the organization; receiving and preparing correspondence of the organization and preparing and filing any governmental or other filings necessary for the organization to carry out its business or to comply with applicable law.

Article VI Staff and Consultants

The Directors, or Officers, if appointed, have the authority to hire employees, contract with independent contractors or solicit volunteers to assist in the day-to-day operations of the organization. The Directors, or Officers, if appointed, also have the authority to retain consultants, including accountants and lawyers, to assist them in running the organization. The Directors, or Officers, if appointed, may set salaries, enter into contracts, and reimburse fees and expenses as they deem necessary for the operations of the organization.

Article VII Programs and Policies

The Board of Directors and Officers, if appointed, shall be responsible for developing programs to fulfill the mission of the organization. They may establish written policies as necessary to carry out these programs. They shall be empowered with full authority to take any lawful action necessary to ensure that the mission of the organization is accomplished.

Article VIII Amendments

The Board of Directors shall have the authority to amend these bylaws at any time by an instrument in writing duly adopted by a majority of the members of the Board. No amendment shall be made that would cause the affairs of the organization to be operated in a manner contrary to the requirements of Section 501(c)(3) of the Internal Revenue code, as now in force or as hereafter amended.

Adopted this ____ day of _____, 2021 Initial Board of Directors

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: February 17, 2021 at 11 am via Zoom

Invitees: Theresa Mann, Brigid Browning, Liz Scharf, Amy Brady and Liz Scharf **Agenda:**

- Welcome

- Approve meeting minutes
- Work of setting up structure of the Fund
- Next Steps

Notes:

Meeting participants picked up where they left off on February 1, when they were discussing the creation of MCF. Liz mentioned Dave's recent Front Page Forum post citing how there were few funds left in the food shelf bank account at this time for grants. She also raised how Dave was continuing to send out thank you notes to donors using the Middlesex Food Shelf EIN (really the church's EIN), the number given to donors so they could take tax deductions, and how this committee would need to take that over that role once we received our EIN.

Brigid reported that she'd not yet submitted paperwork for the EIN but would shortly. She anticipated the group would put in place a fundraising plan after bylaws and application processes were developed. Brigid then asked Liz to speak to the current need of the community and her thoughts on how fast the group should be moving on putting the Fund together.

Liz discussed current programs available to community members and how additional resources would be available shortly due to upcoming congressional action. Later in the meeting, Liz highlighted the importance of how MCF's fund distribution should not duplicate those efforts already available to those in need, as MCF monies would be discretionary. She explained how there are currently programs in place for people needing help paying their heating bills for example. Amy shared her hope that we at the Fund would not be perceived as case managers in any way. Liz spoke of how she foresaw the Fund as being utilized by the town's older population mostly, and with regard to funding for utilities, she saw it as being a resource for those who may have used up their benefit elsewhere. She also suggested that Fund materials include information on services available to community members needing support. The following organizations were discussed: family centers, Capstone, food shelves, utility companies (WEC has grant program), Dept. of Economic Services (DES), the Salvation Army, Reach Out, 3Squares, WIC.

With regard to getting the EIN and state registration moving forward, Theresa reported that she had acquired a PO box for the Fund, that she had spent \$146 dollars getting the box, and that she would consider that her donation to the Fund. The group thanked Theresa for her generous donation. (MCF's new address is Middlesex Community Fund, PO Box 825 Montpelier, VT 05601).

The group discussed the application process for basic needs and agreed that they would ask applicants for: name, address, email, phone, amount \$ requested, purpose of request, how the funds will be used (include possible examples), "Have you reached out to Washington El. Co-op or Capstone, if you intend to use these funds for heating expenses?", household size, and number of children under 18. The committee agreed they wanted to make the process as easy as possible. Liz mentioned the Mad River Community Fund and the Calais Community Fund as models for us to work from. Amy volunteered to look into those groups and their applications processes. Folks agreed rather than cash grants to individuals, they would provide gift cards to

grocery stores, or submit payment directly to vendors on an applicant's behalf. They also agreed grants would only be available to people who live or work in Middlesex.

Before ending the call, Brigid raised the SS-4 form. The group agreed to move forward with the name Middlesex Community Fund on all applications. Brigid mentioned she'd spoken with GoDaddy and that the domain middlesexcommunityfund.org was free, and that along with the email info@middlesexcommunityfund.org, the cost would be \$441. She felt the Central Vermont Women's Giving Circle would help pay for that and a business card website for the Fund. She mentioned that perhaps a call to the Town Clerk letting her know we have a website and email address might alleviate any negative feelings she might have about possibly getting calls about the fund. Liz mentioned that we should put in our announcement about the Fund that we are separate from the Town of Middlesex.

Folks quickly reviewed to do lists before ending the call. Theresa agreed to set up the next Zoom call. (The group agreed to meet at least once every two weeks until the Fund was fully operational.) Amy would look into those local funds. Brigid would work on the registration forms, the GoDaddy registration, and draft bylaws and applications. At 11: 40 the call ended.

MIDDLESEX COMMUNITY FUND MEETING MINUTES

Meeting Date: Monday, February 1, 2021 at 11 am via Zoom

Invitees: Amy Brady, Brigid Browning, Theresa Mann met with David Carkeet and Liz Scharf

Agenda:

- Welcome and Introductions
- Background of the idea of the Fund
- Work of setting up structure of the Fund
- Next Steps

Notes:

After introductions Dave and Liz explained how the Middlesex Food Shelf was no longer operating as a food shelf (due to expense and lack of attendance) and that Dave had been instead distributing \$200 grants to mostly Middlesex residents who were suffering from food insecurity. Dave reported that \$11,600 had been raised and distributed (78 checks to 24 households) through informal requests. Liz expressed how this much funding going to Middlesex residents showed a true local need. Previously the shelf had mostly served people living outside of Middlesex. Dave reported most funds were raised through Front Page Forum and that currently there is \$1,800 in the shelf bank account. The group discussed how ideally the Middlesex Fund would do more than distribute cash grants, that it would be a fund that the community could access for scholarships or for projects that would benefit the town and its residents. Folks agreed to call the fund the Middlesex Community Fund. Brigid volunteered to serve as registering agent with the

IRS and the state as she was familiar with the process. Folks discussed the need for a more formal process to be put in place for distributing money. Brigid volunteered to call other funds to ask about their process. The group agreed to setting up a PO box for a mailing address.

The group also discussed the development of a website and email address. At 1:38 pm the call ended.